

C02744-2018

**SECURITIES AND EXCHANGE COMMISSION
SEC FORM 17-C**

**CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER**

1. Date of Report (Date of earliest event reported)

Apr 24, 2018

2. SEC Identification Number

AS096-005555

3. BIR Tax Identification No.

000-188-209-000

4. Exact name of issuer as specified in its charter

Philippine National Bank

5. Province, country or other jurisdiction of incorporation

Philippines

6. Industry Classification Code(SEC Use Only)

7. Address of principal office

PNB Financial Center, Pres. Diosdado Macapagal Blvd., Pasay City, Metro Manila
Postal Code
1300

8. Issuer's telephone number, including area code

(632) 526-3131 to 70/(632) 891-6040 to 70

9. Former name or former address, if changed since last report

Not Applicable

10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	1,249,139,678

11. Indicate the item numbers reported herein

Item 9

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to

the Corporate Information Officer of the disclosing party.



PNB

**Philippine National Bank
PNB**

**PSE Disclosure Form 4-24 - Results of Annual or Special Stockholders' Meeting
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules**

Subject of the Disclosure

Results of the 2018 Annual Stockholders' Meeting

Background/Description of the Disclosure

We wish to advise the Exchange that at the Annual Stockholders' Meeting of the Philippine National Bank ("PNB", the "Bank") held today, April 24, 2018, the following were approved by the stockholders of the Bank:

List of elected directors for the ensuing year with their corresponding shareholdings in the Issuer

Name of Person	Shareholdings in the Listed Company		Nature of Indirect Ownership
	Direct	Indirect	
Felix Enrico R. Alfiler	0	10,215	PCDNC (Filipino) - Broker
Florido P. Casuela	0	133	PCDNC (Filipino) - Broker
Leonilo G. Coronel	0	1	PCDNC (Filipino) - Broker
Edgar A. Cua	100	0	Not Applicable
Reynaldo A. Maclang	255	1,494	PCDNC (Filipino) - Broker
Estelito P. Mendoza	0	1,150	PCDNC (Filipino) - Broker
Christopher J. Nelson	0	100	PCDNC (Filipino) - Broker
Federico C. Pascual	38	1	PCDNC (Filipino) - Broker
Cecilio K. Pedro	5,000	0	Not Applicable
Carmen K. Tan	0	5,000	PCDNC (Filipino) - Broker
Lucio C. Tan	14,843,119	0	Not Applicable
Lucio K. Tan, Jr.	2,300	0	Not Applicable
Michael G. Tan	250	0	Not Applicable
Vivienne K. Tan	0	10	PCDNC (Filipino) - Broker
Florencia G. Tarriela	2	0	Not Applicable

External auditor SGV & Co.

List of other material resolutions, transactions and corporate actions approved by the stockholders

1. Approval of the Minutes of the 2017 Annual Stockholders' Meeting held on April 25, 2017
2. Approval of the 2017 Annual Report
3. Amendment of the By-Laws, as follows:
 - a. Section 4.4, Article IV, to include the preparation and sending out of supporting documents to the notice of the meeting in electronic form;
 - b. Section 4.8, Article IV, to delete the list of specific items to be included in the agenda of the annual stockholders' meeting;
 - c. Section 5.17, Article V, to update the manner of reporting of Board Committees to the Board of Directors; and
 - d. Sections 6.1, 6.4 and 6.6, Article VI, to update the classification, duties and responsibilities of certain officers of the Bank

Other Relevant Information

Mr. Felix Enrico R. Alfiler, Mr. Edgar A. Cua, Mr. Federico C. Pascual, Mr. Cecilio K. Pedro and Ms. Florencia G. Tarriela were elected as independent directors of the Bank.

Filed on behalf by:

Name	Maila Katrina Ilarde
Designation	Corporate Secretary

C02745-2018

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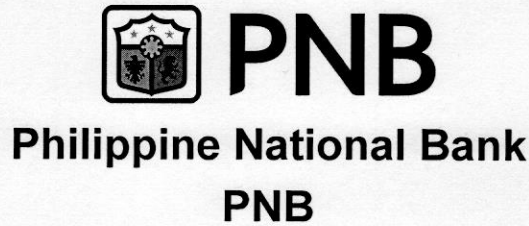
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PSE Disclosure Form 4-25 - Results of Organizational Meeting
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure
Results of the Organizational Meeting of the Board of Directors
Background/Description of the Disclosure
We wish to advise the Exchange that at the Organizational Meeting of the Board of Directors held today, the following were appointed to the position(s) set forth after their names:

List of elected officers for the ensuing year with their corresponding shareholdings in the Issuer

Name of Person	Position/Designation	Shareholdings in the Listed Company		Nature of Indirect Ownership
		Direct	Indirect	
Florencia G. Tarriela	Chairman	2	0	Not Applicable
Felix Enrico R. Alfiler	Vice Chairman	0	10,215	PCDNC (Filipino) - Broker
Reynaldo A. Maclang	President	255	1,494	PCDNC (Filipino) - Broker
Maria Paz D. Lim	Treasurer	210	645	PCDNC (Filipino) - Broker
Maila Katrina Y. Ilarde	Corporate Secretary	100	355	PCDNC (Filipino) - Broker
Nelson C. Reyes	Chief Financial Officer	100	1,494	PCDNC (Filipino) - Broker
Manuel C. Bahena, Jr.	Chief Legal Counsel	100	645	PCDNC (Filipino) - Broker
Martin G. Tengco, Jr.	Chief Audit Executive	100	355	PCDNC (Filipino) - Broker
Alice Z. Cordero	Chief Compliance Officer	100	1,218	PCDNC (Filipino) - Broker
Carmela Leticia A. Pama	Chief Risk Officer	100	1,218	PCDNC (Filipino) - Broker

List of Committees and Membership

Name of Committees	Members	Position/Designation in Committee
Corporate Governance Committee	Florencia G. Tarriela	Chairman
Corporate Governance Committee	Felix Enrico R. Alfiler	Member
Corporate Governance Committee	Federico C. Pascual	Member
Corporate Governance Committee	Cecilio K. Pedro	Member
Board Audit and Compliance Committee	Edgar A. Cua	Chairman
Board Audit and Compliance Committee	Felix Enrico R. Alfiler	Member
Board Audit and Compliance Committee	Florencia G. Tarriela	Member

Board Oversight RPT Committee	Federico C. Pascual	Chairman
Board Oversight RPT Committee	Edgar A. Cua	Member
Board Oversight RPT Committee	Cecilio K. Pedro	Member
Executive Committee	Florido P. Casuela	Chairman
Executive Committee	Leonilo G. Coronel	Member
Executive Committee	Reynaldo A. Maclang	Member
Executive Committee	Christopher J. Nelson	Member
Executive Committee	Lucio K. Tan, Jr.	Member
Executive Committee	Michael G. Tan	Member
Executive Committee	Vivienne K. Tan	Member
Board Strategy and Policy Committee	Felix Enrico R. Alfiler	Chairman
Board Strategy and Policy Committee	Florido P. Casuela	Member
Board Strategy and Policy Committee	Leonilo G. Coronel	Member
Board Strategy and Policy Committee	Edgar A. Cua	Member
Board Strategy and Policy Committee	Christopher J. Nelson	Member
Board Strategy and Policy Committee	Federico C. Pascual	Member
Board Strategy and Policy Committee	Michael G. Tan	Member
Board Strategy and Policy Committee	Vivienne K. Tan	Member
Board Strategy and Policy Committee	Florencia G. Tarriela	Member
Trust Committee	Christopher J. Nelson	Chairman
Trust Committee	Vivienne K. Tan	Member
Trust Committee	Federico C. Pascual	Member
Trust Committee	Reynaldo A. Maclang	Member (Ex-Officio)
Trust Committee	Roberto S. Vergara	Member (Ex-Officio)
Board IT Governance Committee	Leonilo G. Coronel	Chairman
Board IT Governance Committee	Florido P. Casuela	Member
Board IT Governance Committee	Christopher J. Nelson	Member
Board IT Governance Committee	Lucio K. Tan, Jr.	Member
Board IT Governance Committee	Vivienne K. Tan	Member
Board IT Governance Committee	Florencia G. Tarriela	Member
Risk Oversight Committee	Felix Enrico R. Alfiler	Chairman
Risk Oversight Committee	Florido P. Casuela	Member
Risk Oversight Committee	Edgar A. Cua	Member
Risk Oversight Committee	Leonilo G. Coronel	Member
Risk Oversight Committee	Cecilio K. Pedro	Member
Risk Oversight Committee	Vivienne K. Tan	Member

List of other material resolutions, transactions and corporate actions approved by the Board of Directors

The following were appointed as Board Advisors of the Bank: Mr. Manuel T. Gonzales, Mr. William T. Lim and Mr. Harry C. Tan.

Other Relevant Information

None.

Filed on behalf by:

Name	Maila Katrina Ilarde
Designation	Corporate Secretary

C02746-2018

**SECURITIES AND EXCHANGE COMMISSION
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PNB

Philippine National Bank PNB

PSE Disclosure Form 4-4 - Amendments to By-Laws
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure
Amendment of the Amended By-Laws of the Philippine National Bank
Background/Description of the Disclosure
We wish to inform the Exchange that during its meeting held today, February 23, 2018, the Board of Directors approved the amendment of the By-Laws for purposes of updating its provisions, subject to the approval of the stockholders, Bangko Sentral ng Pilipinas and Securities and Exchange Commission.
We trust you will take note accordingly. Thank you.

Date of Approval by Board of Directors	Feb 23, 2018
Date of Approval by Stockholders	Apr 24, 2018
Other Relevant Regulatory Agency, if applicable	Bangko Sentral ng Pilipinas
Date of Approval by Relevant Regulatory Agency, if applicable	TBA
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To
Article IV, Section 4.4	Written or printed notice of each regular or special meeting of stockholders shall be prepared and mailed, or caused to be mailed by the Secretary to the last known post office address of each stockholder not less than ten (10) days prior to the date set for such meeting. xxx	Written notice of each regular or special meeting of stockholders, and supporting documents in printed or electronic form, shall be prepared and mailed by the Secretary to the last known post office address of each stockholder not less than fifteen (15) days prior to the date set for such meeting. xxx

<p>Article IV, Section 4.8</p>	<p>The Chairman or, in his absence, the Vice Chairman, and the Secretary of the Board shall be the Chairman and Secretary, respectively, in all meetings of the stockholders. The Agenda in all stockholders' meetings setting forth the order of business shall be prepared by the Secretary and approved by the Chairman of the Board. The agenda of the annual stockholders' meeting shall include, among others, the following: (1) Call to Order (2) Secretary's Proof of Notice of Meeting and Quorum (3) Approval of Minutes of Previous Stockholders' Meeting (4) Report of the President (5) Approval of Annual Report (6) Ratification of all Acts and Proceedings of the Board of Directors and Corporate Officers since the last Annual Stockholders' Meeting (7) Election of Directors (8) Appointment of External Auditor (9) Other Matters (10) Adjournment</p>	<p>The Chairman or, in his absence, the Vice Chairman, and the Secretary of the Board shall be the Chairman and Secretary, respectively, in all meetings of the stockholders. The Agenda in all stockholders' meetings setting forth the order of business shall be prepared by the Secretary and approved by the Chairman of the Board.</p>
<p>Article V, Section 5.17</p>	<p>The Board of Directors shall elect the members of the other committees and shall have the power at any time to change the members of, to fill vacancies in, or dissolve any such committees. Such committees shall meet at stated times, or on the request of any of their members upon notice to each member, and shall keep regular minutes of their proceedings and render quarterly report on the same to the Board. xxx</p>	<p>The Board of Directors shall elect the members of the other committees and shall have the power at any time to change the members of, to fill vacancies in, or dissolve any such committees. Such committees shall meet at stated times, or on the request of any of their members upon notice to each member, and shall keep regular minutes of their proceedings which shall be submitted for the notation of the Board. xxx</p>
<p>Article VI, Section 6.1</p>	<p>The Board of Directors shall elect the President of the Bank who shall be a member of the Board, and appoint a Secretary and a Treasurer who need not be members of the Board. The Board may also, upon the recommendation of the President, from time to time, appoint such number of Senior Executive Vice Presidents, Executive Vice Presidents, Senior Vice Presidents, Vice Presidents, a Chief Legal Counsel, an Internal Auditor and such other officers as may be necessary for the efficient operation of the Bank. xxx</p>	<p>The Board of Directors shall elect the President of the Bank who shall be a member of the Board, and appoint a Secretary and a Treasurer who need not be members of the Board. The Board may also, upon the recommendation of the President, from time to time, appoint such classes of Vice Presidents and such other officers as may be necessary for the efficient operation of the Bank. xxx</p>
<p>Article VI, Section 6.4</p>	<p>(a) The Senior Executive Vice President/s shall assist the President in the general supervision of the operations and affairs of the Bank. With the approval of the majority of the Board of Directors, a Senior Executive Vice President shall act as officer-in-charge of the Bank, in case of the temporary absence or incapacity of the President. He shall likewise perform such other duties as may be assigned to him by the President or the Board of Directors. (b) The Executive Vice Presidents shall assist the Senior Executive Vice President. They shall also perform such other duties as may be assigned to them by the Senior Executive Vice President or the President or the Board of Directors. (c) The Senior Vice Presidents shall exercise general supervision over the Vice Presidents and their respective departments or offices and shall perform such other duties as may be assigned to them by the President or the Board of Directors. (d) The Vice Presidents shall, in line with the policies set by the Board and subject to the over-all direction by the President, manage and administer the various departments and offices of the Bank to which they are respectively appointed and shall perform such other duties and functions as may be assigned to them by the President or by the Board of Directors.</p>	<p>The Vice President/s shall assist the President in the general supervision of the operations and affairs of the Bank. With the approval of the majority of the Board of Directors, the Vice President/s shall act as officer-in-charge of the Bank, in case of the temporary absence or incapacity of the President. He shall likewise perform such other duties as may be assigned to him by the President or the Board of Directors.</p>

Article VI,
Section 6.6

The Treasurer, who may or may not be a director, shall be appointed by the Board of Directors, and shall have the following powers and duties: (a) To have the custody of, and be responsible for, all the funds and securities of the Bank; (b) To keep a complete and correct record of the books of the Bank, of its transactions, its accounts, obligations and financial conditions; (c) To disburse such funds as may be necessary for the transactions of the Bank on orders of the President, such disbursements to be supported by properly accomplished receipts or vouchers; (d) To receive and give receipts for all monies paid to the Bank from any source whatsoever; (e) To deposit in the name of and to the credit of the Bank in such banks and/or depositories as may be designated from time to time by the Board of Directors, all of the monies, funds, securities, bonds and similar valuable properties of the Bank which may come under his control; (f) To render such financial statements and reports as the Board of Directors or the President may from time to time require, and as may be required by law; and (g) To perform all such other duties and functions as may be assigned to him by the Board or delegated to him by the President.

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Rationale for the amendment(s)

The purpose of amending the By-Laws is to update its provisions.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	TBA
Expected date of SEC approval of the Amended By-Laws	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

None.

Other Relevant Information

The disclosure was amended to reflect the date of approval by the stockholders.

Filed on behalf by:

Name	Maila Katrina Ilarde
Designation	Corporate Secretary