



OFFICE OF THE CORPORATE SECRETARY

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January 4, 2021

PHILIPPINE DEALING & EXCHANGE CORPORATION

29th Floor, BDO Equitable Tower
8751 Paseo de Roxas
Makati City

Attention: **ATTY. MARIE ROSE M. MAGALLEN-LIRIO**
Head - Issuer Compliance and Disclosure Department (ICCD)

Dear Atty. Magallen-Lirio:

We are pleased to furnish the Philippine Dealing and Exchange Corporation (PDEX) a copy of our amended disclosure to the Philippine Stock Exchange regarding the sale of PNB's and PNB Holdings Corporation's 100% shareholdings in PNB General Insurers Co., Inc. to Allied Bankers Insurance Corporation.

We trust you will take note accordingly. Thank you.

Very truly yours,



RUTH PAMELA E. TANGHAL
Corporate Secretary

Philippine National Bank
PNB Financial Center
Pres. Diosdado Macapagal Blvd.,
Pasay City, Metro Manila 1300, Philippines

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Authorized Depository of the Republic of the Philippines
Member: PDIC

C00013-2021

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)

Dec 29, 2020

2. SEC Identification Number

ASO96-005555

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) 8526-3131 to 70/(632) 8891-6040 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	1,525,764,850

11. Indicate the item numbers reported herein

Item 2

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.



Philippine National Bank

PNB

PSE Disclosure Form 4-2 - Acquisition/Disposition of Shares of Another Corporation
References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules

Subject of the Disclosure

Sale of 100% Shareholdings in PNB General Insurers Co., Inc. to Allied Bankers Insurance Corporation

Background/Description of the Disclosure

On December 11, 2020, the PNB Board of Directors approved and confirmed the sale of 100% shareholdings of PNB (6,000,000 common shares) and PNB Holdings Corporation (3,126,000 common shares) in PNB General Insurers Co., Inc. to Allied Bankers Insurance Corporation, subject to regulatory and other necessary approval/s.

PNB General Insurers Co., Inc. is 65.75% owned by the Philippine National Bank (PNB) and 34.25% owned by PNB Holdings Corporation, while PNB Holdings Corporation is a wholly-owned subsidiary of PNB. PNB has 4% shareholdings in Allied Bankers Insurance Corporation.

We wish to advise the Exchange that today, December 29, 2020, the Insurance Commission approved the acquisition by Allied Bankers Insurance Corporation of PNB General Insurers Co., Inc.

We trust you will take note accordingly. Thank you.

Date of Approval by Board of Directors	Dec 11, 2020
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Rationale for the transaction including the benefits which are expected to be accrued to the Issuer as a result of the transaction

The sale of PNB General Insurers Co., Inc. shares is consistent with the Bank's objective to exit the non-life insurance business being a non-core undertaking.

The proceeds of the transaction will be used for general corporate purposes.

Details of the acquisition or disposition

Date	Dec 29, 2020
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Manner

Sale of 100% shareholdings for cash

Description of the company to be acquired or sold

PNB General Insurers Co., Inc. is a subsidiary of PNB established in 1991. It is a non-life insurance company that offers coverage for Fire and Allied Perils, Marine, Motor Car, Aviation, Surety, Engineering, Accident Insurance and other specialized lines.

The terms and conditions of the transaction

Number of shares to be acquired or disposed	9,126,000
Percentage to the total outstanding shares of the company subject of the transaction	100
Price per share	166.93

Nature and amount of consideration given or received	
P1,523,374,730.48 cash payment	
Principle followed in determining the amount of consideration	
Valuation of 3rd party independent actuarial	
Terms of payment	
Timetable of Payment:	
A. PNB Holdings Corporation	
Date: December 29, 2020 Amount: P521,816,780.18	
B. Philippine National Bank	
Date: January 20, 2021 Amount: P100,155,795.02	
Date: March 21, 2021 Amount: P450,701,077.64	
Date: June 21, 2021 Amount: P450,701,077.64	
Conditions precedent to closing of the transaction, if any	
The Share Purchase Agreement was signed today, December 29, 2020.	
Any other salient terms	
None.	
Identity of the person(s) from whom the shares were acquired or to whom they were sold	
Name	Nature of any material relationship with the Issuer, their directors/ officers, or any of their affiliates
Allied Bankers Insurance Corporation	Interlocking directors with PNB - Mr. Lucio C. Tan, Ms. Carmen K. Tan
Allied Bankers Insurance Corporation	Interlocking director with PNB Holdings Corporation - Mr. Lucio C. Tan
Allied Bankers Insurance Corporation	Interlocking director with PNB General Insurers Co., Inc. - Ms. Rowena T. Chua
Effect(s) on the business, financial condition and operations of the Issuer, if any	
The Bank will remain in the Bancassurance space to support its strategic growth plans and at the same time eliminate insurance underwriting risk.	
Other Relevant Information	
The disclosure was amended to reflect the following:	
<ol style="list-style-type: none"> 1. Approval of the Insurance Commission of the acquisition by Allied Bankers Insurance Corporation of PNB General Insurers Co., Inc.; 2. Date of disposition of the shareholdings of PNB Holdings Corporation in PNB General Insurers Co., Inc.; 3. Change in the date of payment to PNB Holdings Corporation from December 28 to December 29, 2020; and 4. Signing of the Share Purchase Agreement. 	
Filed on behalf by:	
Name	Ruth Pamela Tanghal
Designation	Corporate Secretary