



**OFFICE OF THE CORPORATE SECRETARY**

Direct Line: 8536-0540  
Trunk Lines: 8891-6040 to 70  
Locals: 4582/4106

February 23, 2024

**PHILIPPINE DEALING & EXCHANGE CORPORATION**

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

Attention: **MR. ANTONINO A. NAKPIL**  
President & CEO

Subject: Amendments to By-Laws

Dear Mr. Nakpil:

We are pleased to furnish the Philippine Dealing & Exchange Corporation (PDEX) a copy of the disclosure of the Bank to the Philippine Stock Exchange, Inc. regarding the amendments to the Amended By-Laws.

We trust you will take note accordingly. Thank you.

Very truly yours,

  
**MICHELLE A. PAHATI-MANUEL**  
Assistant Corporate Secretary

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

T. (632) 8526-3131 to 70 / 8891-6040 to 70  
P.O. Box 1884 (Manila)  
P.O. Box 410 (Pasay City)  
[www.pnb.com.ph](http://www.pnb.com.ph)

Authorized Depository of the Republic of the Philippines  
Member: PDIC

# 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)

Feb 23, 2024

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, President Diosdado Macapagal Boulevard, Pasay City, Metro Manila

Postal Code

1300

8. Issuer's telephone number, including area code

(632) 8526-3131 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 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 4-4 - 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 advise the Exchange that during its meeting held today, February 23, 2024, the PNB Board of Directors approved and confirmed the amendments to Article III, Article IV, Article V and Article VI of the Bank's Amended By-Laws in compliance with the provisions of the Revised Corporation Code of the Philippines and other applicable laws and regulations, subject to the approval of the stockholders, the Bangko Sentral ng Pilipinas and the Securities and Exchange Commission.

We trust you will take note accordingly.

<b>Date of Approval by Board of Directors</b>	Feb 23, 2024
<b>Date of Approval by Stockholders</b>	TBA
<b>Other Relevant Regulatory Agency, if applicable</b>	Bangko Sentral ng Pilipinas
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	TBA
<b>Date of Approval by Securities and Exchange Commission</b>	TBA
<b>Date of Receipt of SEC approval</b>	TBA

#### Amendment(s)

Article and Section Nos.	From	To
Article III, Section 3.4	Please refer to the attached "Annex A".	Please refer to the attached "Annex A".
Article III, Section 3.5	Please refer to the attached "Annex A".	Please refer to the attached "Annex A".
Article IV, Section 4.2	Please refer to the attached "Annex A".	Please refer to the attached "Annex A".
Article IV, Section 4.3	Please refer to the attached "Annex A".	Please refer to the attached "Annex A".
Article IV, Section 4.4	Please refer to the attached "Annex A".	Please refer to the attached "Annex A".
Article IV, Section 4.7	Please refer to the attached "Annex A".	Please refer to the attached "Annex A".
Article V, Section 5.4	Please refer to the attached "Annex A".	Please refer to the attached "Annex A".
Article V, Section 5.5	Please refer to the attached "Annex A".	Please refer to the attached "Annex A".
Article V, Section 5.8	Please refer to the attached "Annex A".	Please refer to the attached "Annex A".
Article V, Section 5.9	Please refer to the attached "Annex A".	Please refer to the attached "Annex A".
Article V, Section 5.11	Please refer to the attached "Annex A".	Please refer to the attached "Annex A".

Article V, Section 5.12	Please refer to the attached "Annex A".	Please refer to the attached "Annex A".	
Article V, Section 5.17	Please refer to the attached "Annex A".	Please refer to the attached "Annex A".	
Article VI, Section 6.1	Please refer to the attached "Annex A".	Please refer to the attached "Annex A".	
Article VI, Section 6.9	Please refer to the attached "Annex A".	Please refer to the attached "Annex A".	
Article VI, Section 6.10	Please refer to the attached "Annex A".	Please refer to the attached "Annex A".	
Article VI, Section 6.11	Please refer to the attached "Annex A".	Please refer to the attached "Annex A".	

**Rationale for the amendment(s)**

The proposed amendments will ensure alignment of the Bank's Amended By-Laws with the provisions of the Revised Corporation Code of the Philippines and other applicable laws and regulations, and enhance the Bank's overall corporate governance practices.

**The timetable for the effectivity of the amendment(s)**

<b>Expected date of filing the amendments to the By-Laws with the SEC</b>	TBA
<b>Expected date of SEC approval of the Amended By-Laws</b>	TBA

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

None.

**Other Relevant Information**

None.

**Filed on behalf by:**

<b>Name</b>	Ruth Pamela Tanghal
<b>Designation</b>	Corporate Secretary



**Corporate Secretary's Office**

Direct Line/Telefax No.: 8834-07-80

Trunk Lines: 8891-6040 to 70

Local: 4582

**CERTIFICATION**

I, **RUTH PAMELA E. TANGHAL**, Corporate Secretary of the Philippine National Bank ("PNB"), a universal banking corporation duly registered under and by virtue of the laws of the Republic of the Philippines with SEC Registration No. ASO96-005555, and with principal office address at the PNB Financial Center, Pres. Diosdado Macapagal Blvd., Pasay City, Metro Manila, on oath state:

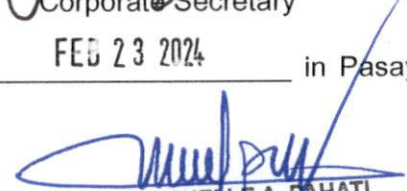
1. That I have caused this SEC Form 17-C to be prepared on behalf of PNB;
2. That I read and understood its contents which are true and correct based on my own personal knowledge and/or on authentic records;
3. That the company, PNB, will comply with the requirements set forth in SEC Notice dated May 12, 2021 to effect a complete and official submission of reports and/or documents through electronic mail;
4. That I am fully aware that submitted documents which require pre-evaluation and/or payment of processing fee shall be considered complete and officially received only upon payment of the filing fee; and
5. That the e-mail account designated by the company pursuant to SEC Memorandum Circular No. 28, s. 2020 shall be used by the company in its online submission to CGFD.

IN WITNESS WHEREOF, I have hereunto set my hand on FEB 23 2024 in PASAY CITY, Metro Manila, Philippines.

  
**RUTH PAMELA E. TANGHAL**  
Corporate Secretary

SUBSCRIBED AND SWORN to before me on FEB 23 2024 in Pasay City, affiant exhibited to me her TIN 216-805-132.

Doc. No. 500  
Page No. 101  
Book No. III  
Series of 2023.

  
**ATTY. MICHELLE A. PAHATI**  
Notary Public for Pasay City  
Commission No. 23-29, valid until 12-31-24  
Roll No. 45737/Lifetime Member No. 013500  
PTR No. 8058699/ 05 January 2023/ Pasay City  
MCLE Compliance No. VII-0028408  
PNB Financial Center, Pres. Macapagal Blvd., Pasay City

# COVER SHEET

A	S	O	9	6	-	0	0	5	5	5	5
---	---	---	---	---	---	---	---	---	---	---	---

S.E.C. Registration Number

P	H	I	L	I	P	P	I	N	E		N	A	T	I	O	N	A	L		B	A	N	K						
---	---	---	---	---	---	---	---	---	---	--	---	---	---	---	---	---	---	---	--	---	---	---	---	--	--	--	--	--	--

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Company's Full Name)

9	t	h		F	l	o	o	r		P	N	B		F	i	n	a	n	c	i	a	l		C	e	n	t	e	r
---	---	---	--	---	---	---	---	---	--	---	---	---	--	---	---	---	---	---	---	---	---	---	--	---	---	---	---	---	---

M	a	c	a	p	a	g	a	l		B	l	v	d	.	,		P	a	s	a	y		C	i	t	y				
---	---	---	---	---	---	---	---	---	--	---	---	---	---	---	---	--	---	---	---	---	---	--	---	---	---	---	--	--	--	--

M	e	t	r	o		M	a	n	i	l	a																		
---	---	---	---	---	--	---	---	---	---	---	---	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

(Business Address: No. Street City/Town/ Province)

**RUTH PAMELA E. TANGHAL**

Corporate Secretary

Contact Person

**8834-0780**

Company Telephone Number

1	2
---	---

Month

3	1
---	---

Day

Fiscal Year

**SEC Form 17-C**

FORM TYPE

**April 25**

Month

Day

Annual Meeting

Secondary License Type, If Applicable

--	--	--

Dept. Requiring this Doc.

Amended Articles Number/Section

Total amount of Borrowings

--	--	--	--	--	--	--	--	--	--

Total No. of Stockholders

--	--	--	--	--	--	--	--	--	--

Domestic

--	--	--	--	--	--	--	--	--	--

Foreign

To be accomplished by SEC Personnel concerned

--	--	--	--	--	--	--	--	--	--

File Number

LCU

--	--	--	--	--	--	--	--	--	--

Document I.D.

Cashier

**S T A M P S**

Remarks = pls. use black ink for scanning purposes

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. February 23, 2024  
Date of Report (Date of earliest event reported)
2. SEC Identification Number ASO96-005555 3. BIR Tax Identification No. 000-188-209-000
4. PHILIPPINE NATIONAL BANK  
Exact name of registrant as specified in its charter
5. PHILIPPINES 6.  Use Only)  
Province, country or other jurisdiction of incorporation Industry Classification Code:
7. PNB Financial Center, Pres. Diosdado Macapagal Blvd., Pasay City, Metro Manila 1300  
Address of principal office  
Postal Code
8. (632) 8526-3131 to 70/(632) 8891-6040 to 70  
Issuer's telephone number, including area code
9. Not Applicable  
Former name or former address, if changed since last report
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 9

We wish to advise the Commission that during its meeting held today, February 23, 2024, the PNB Board of Directors approved and confirmed the following:

1. Nominees to the Board of Directors of the Bank for the year 2024-2025, as endorsed by the Corporate Governance and Sustainability Committee:

1. Felix Enrico R. Alfiler
2. Florido P. Casuela
3. Edgar A. Cua
4. Chester Y. Luy
5. Estelito P. Mendoza
6. Isabelita M. Papa
7. Sheila T. Pascual
8. Wilfrido E. Sanchez
9. Protacio T. Tacandong



10. Eusebio V. Tan
11. Lucio C. Tan III
12. Michael G. Tan
13. Vivienne K. Tan
14. Maria Almasara Cyd N. Tuaño-Amador
15. Domingo H. Yap

Mr. Edgar A. Cua, Ms. Isabelita M. Papa, Mr. Protacio T. Tacandong, Ms. Maria Almasara Cyd N. Tuaño-Amador and Mr. Domingo H. Yap were nominated as Independent Directors.

2. Amendments to Article III, Article IV, Article V and Article VI of the Bank's Amended By-Laws in compliance with the provisions of the Revised Corporation Code of the Philippines and other applicable laws and regulations, subject to shareholder and regulatory approvals.

We trust you will take note accordingly. Thank you.

#### SIGNATURES


Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PHILIPPINE NATIONAL BANK**

**February 23, 2024**

Issuer

Date

  
**Ruth Pamela E. Tanghal**  
Corporate Secretary  
Signature and Title\*

\* Print name and title of the signing officer under the signature.

SEC Form 17-C  
December 2003



**PHILIPPINE NATIONAL BANK**  
**TABLE OF PROPOSED AMENDMENTS TO BY-LAWS**

Current Provision	Proposed Amendment
<b>Article III</b> <b>Stock and Stock Certificates</b>	
<p>Section 3.4 <u>Closing of Stock and Transfer Book or Fixing of Record Date.</u> The stock and transfer book of the Bank shall be closed for transfers during the seven (7) working days next preceding any meeting of the stockholders and during seven (7) working days next preceding the date upon which dividends are declared payable and during such additional time as the Board of Directors may from time to time determine.</p> <p>In lieu of closing the stock and transfer book, the Board of Directors may fix a date, not exceeding thirty (30) days preceding the date of any meeting of stockholders or any dividend payment date, as a record date for the determination of stockholders entitled to notice of, and to vote at any such meeting or entitled to receive payment of any dividend, and in such case only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to a notice of, and to vote at any such meeting or to receive payment of such dividend notwithstanding any transfer of any stock on the books of the Bank after such record date.</p> <p>In all cases, the fixing of the record date shall be in accordance with the rules of the Securities and Exchange Commission and the Philippine Stock Exchange.</p>	<p>Section 3.4 <u>Closing of Stock and Transfer Book or Fixing of Record Date.</u> The stock and transfer book of the Bank shall be closed for transfers during the seven (7) working days next preceding any meeting of the stockholders and during seven (7) working days next preceding the date upon which dividends are declared payable and during such additional time as the Board of Directors may from time to time determine.</p> <p>In lieu of closing the stock and transfer book, the Board of Directors may fix a date, <u>at least twenty eight (28) days</u> preceding the date of any meeting of stockholders or any dividend payment date, as a record date for the determination of stockholders entitled to notice of, and to vote at any such meeting or entitled to receive payment of any dividend, and in such case only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to a notice of, and to vote at any such meeting or to receive payment of such dividend notwithstanding any transfer of any stock on the books of the Bank after such record date.</p> <p>In all cases, the fixing of the record date shall be in accordance with the rules of the Securities and Exchange Commission and the Philippine Stock Exchange.</p>

<p>Section 3.5. <u>Lost and Destroyed Certificates.</u> Lost or destroyed certificates shall be replaced whenever any person claiming a certificate of stock to be lost or destroyed shall make an affidavit in triplicate as to the ownership of the stock alleged to have been lost or destroyed and the facts which support its loss or destruction, and only after complying with the requirements of the Corporation Code of the Philippines.</p> <p>The new certificate of stock shall be plainly marked as a duplicate certificate and shall otherwise be of the same tenor as the one alleged to have been lost or destroyed.</p>	<p>Section 3.5. <u>Lost and Destroyed Certificates.</u> Lost or destroyed certificates shall be replaced whenever any person claiming a certificate of stock to be lost or destroyed shall make an affidavit in triplicate <u>setting forth such information as may be required under,</u> and only after complying with the requirements of, <u>Section 72 of the Revised</u> Corporation Code of the Philippines.</p> <p>The new certificate of stock shall be plainly marked as a duplicate certificate and shall otherwise be of the same tenor as the one alleged to have been lost or destroyed.</p>
<p><b>Article IV</b> <b>Stockholders</b></p>	
<p>Section 4.2 <u>Annual Meetings.</u> The annual meeting of the stockholders shall be held at the principal office of the Bank or any other place within Metro Manila as may be determined by the majority of the Board of Directors, on the last Tuesday of April of each year unless such day is a legal holiday, in which case, the business day next following shall be the meeting day for the particular year.</p>	<p>Section 4.2 <u>Annual Meetings.</u> The annual meeting of the stockholders shall be held at the principal office of the Bank or any other place within Metro Manila as may be determined by the majority of the Board of Directors, on the last Tuesday of April of each year unless such day is a legal holiday, in which case, the business day next following shall be the meeting day for the particular year.</p> <p><u>The annual meetings of stockholders may be held either in person or by way of remote communication such as, but not limited to, videoconferencing, teleconferencing, or other alternative modes of communication that allow the stockholders a reasonable opportunity to participate, and in such manner as the board of directors may approve provided that the same shall be consistent with any regulation as may now or hereafter be imposed by law.</u></p>
<p>Section 4.3 <u>Special Meetings.</u> Special meetings of the stockholders may be called by the Chairman of the Board of Directors, by the President, by the majority of the Board of Directors, or on the</p>	<p>Section 4.3 <u>Special Meetings.</u> Special meetings of the stockholders may be called by the Chairman of the Board of Directors, by the President, by the majority of the Board of Directors, or on the demand in writing of the stockholders owning a majority of the voting</p>

<p>demand in writing of the stockholders owning a majority of the voting stock of the Bank.</p> <p>The call for special meeting shall be made at least fifteen (15) days in advance and shall specify the time, place and purpose of the meeting and no business other than that specified in the call shall be transacted at such special meeting.</p>	<p>stock of the Bank. <u>Any number of stockholders who hold at least ten percent (10%) or more of the outstanding capital stock of the Bank shall likewise have the right to call for a special stockholders' meeting, subject to the guidelines set by law and relevant regulations as may now or hereafter be imposed.</u></p> <p>The call for special meeting shall be made at least <u>twenty eight (28)</u> days in advance and shall specify the time, place and purpose of the meeting and no business other than that specified in the call shall be transacted at such special meeting.</p> <p><u>Special meetings of stockholders may be held either in person or by way of remote communication such as, but not limited to, videoconferencing, teleconferencing, or other alternative modes of communication that allow the stockholders a reasonable opportunity to participate, and in such manner as the board of directors may approve provided that the same shall be consistent with any regulations as may now or hereafter be imposed by law.</u></p>
<p>Section 4.4 <u>Notice of Meeting.</u> Written notice of each regular or special meeting of stockholders, and supporting documents in printed or electronic form, shall be prepared and mailed, or caused to be prepared and 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, and in addition shall be published or caused to be published by the Secretary for one week daily in at least one newspaper of general circulation in the Philippines. The notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, such notice shall state the purpose of the same. Waiver of such notice may only be made in writing. No notice shall be necessary for any adjourned meeting.</p>	<p>Section 4.4 <u>Notice of Meeting.</u> Written notice of each regular or special meeting of stockholders, and supporting documents, in printed or electronic form shall be prepared and mailed, or caused to be prepared and mailed, <u>or delivered in person or by electronic means or by any other means as may be allowed by law</u> by the Secretary to the last known post office address <u>or electronic mail address (if available)</u> of each stockholder <u>at least fifteen (15) business days or twenty one (21) calendar days prior to the date of the meeting, whichever date occurs earlier, unless a longer period is hereafter required by law or regulation,</u> and in addition shall be published or caused to be published by the Secretary for one week daily in at least one newspaper of general circulation in the Philippines <u>for a period not less than ten (10) calendar days prior to the date set for such meeting.</u> The notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the same, <u>together with such other information as may be</u></p>

	<p><u>required by law</u>. Waiver of such notice may only be made in writing. No notice shall be necessary for any adjourned meeting. <u>Attendance by a stockholder at such meeting shall constitute a waiver of notice of such meeting unless such stockholder's attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened.</u></p> <p><u>In case of postponement of annual meetings, written notice shall be sent to every stockholder in such manner as may be authorized by the Board of Directors, provided it is not inconsistent with law, at least two (2) weeks prior to the scheduled meeting.</u></p>
<p>Section 4.7 <u>Right to Vote; Proxies</u>. Stockholders entitled to vote at a stockholders' meeting may vote either in person, through remote communication or in absentia, or by proxy the number of shares registered in their respective names in the Stock and Transfer Book of the Bank. Proxies shall be in writing, signed by the stockholder and duly presented to the Secretary for inspection and recorded not later than 5:00 o'clock in the afternoon five (5) calendar days prior to the date of said meeting. Unless otherwise provided in the proxy, it shall be valid only for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than five (5) years at any one time.</p>	<p>Section 4.7 <u>Right to Vote; Proxies</u>. Stockholders entitled to vote at a stockholders' meeting may vote either in person, through remote communication or in absentia, <u>or by any other means as may hereafter be authorized by law and the Board of Directors</u>, or by proxy the number of shares registered in their respective names in the Stock and Transfer Book of the Bank. Proxies shall be in writing, signed by the stockholder and duly presented to the Secretary for inspection and recorded not later than 5:00 o'clock in the afternoon five (5) calendar days prior to the date of said meeting. Unless otherwise provided in the proxy, it shall be valid only for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than five (5) years at any one time.</p> <p><u>The Board of Directors shall approve the procedure and guidelines to be observed for casting votes through remote communication or in absentia.</u></p>
<b>Article V</b> <b>Board of Directors</b>	
<p>Section 5.4 <u>Independent Directors</u>. As defined in Section 38 of the Securities Regulation Code, the General Banking Law of 2000 and the</p>	<p>Section 5.4 <u>Independent Directors</u>. <u>An independent director means a person who, apart from his fees and shareholdings, is independent</u></p>

<p>Manual of Regulations for Banks of the <i>Bangko Sentral ng Pilipinas</i>, an independent director means a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in the Bank.</p> <p>There shall be at least two (2) independent directors or such number of independent directors that constitutes twenty percent (20%) of the members of the Board but in no case less than two (2).</p>	<p>of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in the Bank, <u>and as may be defined under the law, Securities Regulation Code and its implementing rules and regulations, the General Banking Law of 2000, the Manual of Regulations for Banks of the Bangko Sentral ng Pilipinas, and rules and regulations issued by the Securities and Exchange Commission.</u></p> <p><u>The Board should have at least three (3) independent directors, or such number as to constitute at least one-third (1/3) of the members of the Board, whichever is higher. The Board shall designate a lead director among the independent directors if the Chairman of the Board is not independent.</u></p>
<p>Section 5.5. <u>Nomination and Election of Independent Directors.</u> The following rules shall be applied in the nomination of independent director/s:</p> <p>The Corporate Governance Committee (acting as a Nomination Committee) shall have at least three (3) members, two (2) of whom shall be independent directors. It shall promulgate the guidelines or criteria to govern the conduct of the nomination. The same shall be properly disclosed in the company's Information or Proxy Statement or such other reports required to be submitted to the Commission.</p> <p style="text-align: center;">x x x</p>	<p>Section 5.5. <u>Nomination and Election of Independent Directors.</u> The following rules shall be applied in the nomination of independent director/s:</p> <p>(a) The Corporate Governance Committee (acting as a Nomination Committee) shall have at least three (3) members, <u>all</u> of whom shall be independent directors. It shall promulgate the guidelines or criteria to govern the conduct of the nomination. The same shall be properly disclosed in the company's Information or Proxy Statement or such other reports required to be submitted to the Commission.</p> <p style="text-align: center;">x x x</p>
<p>Section 5.8. <u>Compensation.</u> Directors, as such, shall receive such compensation for their services as may from time to time be fixed by the stockholders subject to the limitations set forth in Section 30 of the</p>	<p>Section 5.8. <u>Compensation.</u> Directors, as such, shall receive such compensation for their services as may from time to time be fixed by the stockholders subject to the limitations set forth in Section <u>29</u> of the <u>Revised</u> Corporation Code. Each director shall also be entitled to a</p>

<p>Corporation Code. Each director shall also be entitled to a reasonable per diem, as may be determined by the Board.</p>	<p>reasonable per diem, <u>which the President is authorized to fix and/or increase, subject to ratification by the stockholders.</u></p>
<p>Section 5.9 <u>Regular Meetings</u>. The Board of Directors shall be organized as such immediately after the election of the members thereof in a meeting for which no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings at such particular date, hour or place within the Philippines as the Board may from time to time fix. Directors who cannot physically attend any Board meeting may participate and vote through remote communication, such as videoconferencing, teleconferencing, or other alternative modes of communication.</p>	<p>Section 5.9 <u>Regular Meetings</u>. The Board of Directors shall be organized as such immediately after the election of the members thereof in a meeting for which no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings at such particular date, hour or place within the Philippines as the Board may from time to time fix. <u>Meetings of the Board of Directors may be held either in person or by way of remote communication such as, but not limited to, videoconferencing, teleconferencing, or other alternative modes of communication that allow the directors a reasonable opportunity to participate and in such manner as the board of directors may hereafter approve provided that the same shall be consistent with any regulations as may now or hereafter be imposed by law.</u> Directors who cannot physically attend any Board meeting may participate and vote through remote communication, such as videoconferencing, teleconferencing, or other alternative modes of communication.</p>
<p>Section 5.11 <u>Notice of Meetings</u>. The Secretary shall notify in writing or by telephone each member of the Board of all special meetings, at least three (3) hours before any such meeting. Notice need not be given of regular meetings of the Board of Directors held at times fixed by resolution of the Board. No failure or irregularity to give notice at any regular meeting shall invalidate the same or any proceeding thereat. In case of special meeting, the object thereof need not be stated in the notice.</p>	<p>Section 5.11 <u>Notice of Meetings</u>. The Secretary shall notify in writing or by telephone each member of the Board of all <u>regular and</u> special meetings, at least <u>two (2) days</u> before any such meeting. <u>A director may waive this requirement, either expressly or impliedly.</u> No failure or irregularity to give notice at any regular meeting shall invalidate the same or any proceeding thereat. In case of special meeting, the object thereof need not be stated in the notice.</p> <p><u>Notice of meetings may be sent to all directors through personal delivery, electronic mail, messaging service or such other manner as may hereafter be authorized by law and the Board of Directors. The Notice shall reflect such information as may be required by law.</u></p>



<p>Section 5.12 <u>Quorum</u>. The Directors shall act only as a Board, and the individual directors shall have no power to act as such. A majority of the directors shall be necessary at all meetings to constitute a quorum for the transaction of any business and every decision of a majority of the quorum duly assembled as a Board shall be valid as a corporate act unless otherwise provided by law. A minority of the Board present at any regular or special meeting shall, in the absence of a quorum, adjourn to a later date, and shall not transact any business until a quorum has been secured.</p>	<p>Section 5.12 <u>Quorum</u>. The Directors shall act only as a Board, and the individual directors shall have no power to act as such. A majority of the directors shall be necessary at all meetings to constitute a quorum for the transaction of any business and every decision of a majority of the quorum duly assembled as a Board shall be valid as a corporate act unless otherwise provided by law. A minority of the Board present at any regular or special meeting shall, in the absence of a quorum, adjourn to a later date, and shall not transact any business until a quorum has been secured.</p> <p><u>Directors attending the meeting and casting votes through remote communication, or electronically or other means as may be allowed by law, shall be deemed present for purposes of determining a quorum.</u></p>
<p>Section 5.17 <u>Other Committees</u>. The Board of Directors may, by resolution of the majority thereof, also create such other committees as may be required by law and the rules and regulations of the <i>Bangko Sentral ng Pilipinas</i> or as may be necessary with such powers as the Board may determine. Each committee shall have a written charter that describes its composition and function and the duties and responsibilities of its members. The charter shall be approved by the Board of Directors and reviewed and updated on a regular basis. 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. For each attendance in any Board-created committee meeting of a member of the Board of Directors, the member shall be entitled to such per diem as the Board of Directors may fix from time to time.</p>	<p>Section 5.17 <u>Other Committees</u>. The Board of Directors may, by resolution of the majority thereof, also create such other committees, <u>such as, but not limited to, the Audit Committee, Corporate Governance Committee, Board Risk Oversight Committee, and Related Party Transaction Committee</u>, as may be required by, <u>and in accordance with</u>, law and the rules and regulations of the <i>Bangko Sentral ng Pilipinas</i> <u>and the Securities and Exchange Commission</u>, or as may be necessary with such powers as the Board may determine. Each committee shall have a written charter that describes its composition and function and the duties and responsibilities of its members. The charter shall be approved by the Board of Directors and reviewed and updated on a regular basis. 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. For each attendance in any Board-created committee meeting of a member of the Board of Directors, the member shall be entitled to such per diem as the Board of Directors may fix from time to time.</p>

**Article VI  
Officers**

Section 6.1 Designation. 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. The Board of Directors may create such other additional positions as it may consider proper and necessary to efficiently carry out the programs and objectives of the Bank.

All officers of the Bank appointed by the Board of Directors shall hold office at the pleasure of the Board. Except for the President, all other officers of the Bank need not be directors thereof.

Section 6.9 Vacancies and Delegation of Offices. Any vacancy in the office of the Chairman or the President, created by death, resignation, or otherwise, may be filled for the unexpired term in the manner prescribed in Section 5.7 of these By-Laws.

In case of permanent incapacity or absence of both the Chairman and the President, the Board of Directors shall designate a temporary Chairman and an Acting President from among its members.

In case of temporary absence or disability of any officer of the Bank or of any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of such officer to any other officer for the time being.

Section 6.1 Designation. 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. The Board of Directors may create such other additional positions, including, but not limited to, a Chairman and a Chairman Emeritus, and renew their designations, as it may consider proper and necessary to efficiently carry out the programs and objectives of the Bank.

All officers of the Bank appointed by the Board of Directors shall hold office at the pleasure of the Board. Except for the President, all other officers of the Bank need not be directors thereof.

Section 6.9 The Chairman. The Board of Directors may appoint a Chairman of the Board in accordance with the provisions of law and rules and regulations issued by the Securities and Exchange Commission and/or the Bangko Sentral ng Pilipinas. He shall have such functions as provided for in Section 5.6 of these By-Laws and as may be granted to him by law. He shall have a term of one (1) year. The Chairman of the Board shall be a separate individual from the Chief Executive Officer.

-	<p><u>Section 6.10. The Chairman Emeritus. The Board of Directors may designate a Chairman Emeritus of the Board from among the previous directors and Chairmen of the Board. He shall hold office for a term of one (1) year. The Chairman Emeritus shall act in an advisory capacity. He may attend the meetings of the Board of Directors but shall not vote at such meetings. He may be entitled to a reasonable per diem, pursuant to Section 5.8 of these By-laws.</u></p>
-	<p>Section 6.11 <u>Vacancies and Delegation of Offices.</u> Any vacancy in the office of the Chairman or the President, created by death, resignation, or otherwise, may be filled for the unexpired term in the manner prescribed in Section 5.7 of these By-Laws.</p> <p>In case of permanent incapacity or absence of both the Chairman and the President, the Board of Directors shall designate a temporary Chairman and an Acting President from among its members.</p> <p>In case of temporary absence or disability of any officer of the Bank or of any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of such officer to any other officer for the time being.</p> <p>(Note: In view of the addition of a new Article VI, Sections 6.9 and 6.10, the previous Article VI, Section 6.9 is renumbered to Article VI, Section 6.11.)</p>

**PHILIPPINE NATIONAL BANK**  
**TABLE OF PROPOSED AMENDMENTS TO BY-LAWS**

Current Provision	Proposed Amendment
<b>Article III</b> <b>Stock and Stock Certificates</b>	
<p>Section 3.4 <u>Closing of Stock and Transfer Book or Fixing of Record Date.</u> The stock and transfer book of the Bank shall be closed for transfers during the seven (7) working days next preceding any meeting of the stockholders and during seven (7) working days next preceding the date upon which dividends are declared payable and during such additional time as the Board of Directors may from time to time determine.</p> <p>In lieu of closing the stock and transfer book, the Board of Directors may fix a date, not exceeding thirty (30) days preceding the date of any meeting of stockholders or any dividend payment date, as a record date for the determination of stockholders entitled to notice of, and to vote at any such meeting or entitled to receive payment of any dividend, and in such case only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to a notice of, and to vote at any such meeting or to receive payment of such dividend notwithstanding any transfer of any stock on the books of the Bank after such record date.</p> <p>In all cases, the fixing of the record date shall be in accordance with the rules of the Securities and Exchange Commission and the Philippine Stock Exchange.</p>	<p>Section 3.4 <u>Closing of Stock and Transfer Book or Fixing of Record Date.</u> The stock and transfer book of the Bank shall be closed for transfers during the seven (7) working days next preceding any meeting of the stockholders and during seven (7) working days next preceding the date upon which dividends are declared payable and during such additional time as the Board of Directors may from time to time determine.</p> <p>In lieu of closing the stock and transfer book, the Board of Directors may fix a date, <u>at least twenty eight (28) days</u> preceding the date of any meeting of stockholders or any dividend payment date, as a record date for the determination of stockholders entitled to notice of, and to vote at any such meeting or entitled to receive payment of any dividend, and in such case only such stockholders as shall be stockholders of record on the date so fixed shall be entitled to a notice of, and to vote at any such meeting or to receive payment of such dividend notwithstanding any transfer of any stock on the books of the Bank after such record date.</p> <p>In all cases, the fixing of the record date shall be in accordance with the rules of the Securities and Exchange Commission and the Philippine Stock Exchange.</p>

<p>Section 3.5. <u>Lost and Destroyed Certificates.</u> Lost or destroyed certificates shall be replaced whenever any person claiming a certificate of stock to be lost or destroyed shall make an affidavit in triplicate as to the ownership of the stock alleged to have been lost or destroyed and the facts which support its loss or destruction, and only after complying with the requirements of the Corporation Code of the Philippines.</p> <p>The new certificate of stock shall be plainly marked as a duplicate certificate and shall otherwise be of the same tenor as the one alleged to have been lost or destroyed.</p>	<p>Section 3.5. <u>Lost and Destroyed Certificates.</u> Lost or destroyed certificates shall be replaced whenever any person claiming a certificate of stock to be lost or destroyed shall make an affidavit in triplicate <u>setting forth such information as may be required under,</u> and only after complying with the requirements of, <u>Section 72 of the Revised</u> Corporation Code of the Philippines.</p> <p>The new certificate of stock shall be plainly marked as a duplicate certificate and shall otherwise be of the same tenor as the one alleged to have been lost or destroyed.</p>
<b>Article IV</b> <b>Stockholders</b>	
<p>Section 4.2 <u>Annual Meetings.</u> The annual meeting of the stockholders shall be held at the principal office of the Bank or any other place within Metro Manila as may be determined by the majority of the Board of Directors, on the last Tuesday of April of each year unless such day is a legal holiday, in which case, the business day next following shall be the meeting day for the particular year.</p>	<p>Section 4.2 <u>Annual Meetings.</u> The annual meeting of the stockholders shall be held at the principal office of the Bank or any other place within Metro Manila as may be determined by the majority of the Board of Directors, on the last Tuesday of April of each year unless such day is a legal holiday, in which case, the business day next following shall be the meeting day for the particular year.</p> <p><u>The annual meetings of stockholders may be held either in person or by way of remote communication such as, but not limited to, videoconferencing, teleconferencing, or other alternative modes of communication that allow the stockholders a reasonable opportunity to participate, and in such manner as the board of directors may approve provided that the same shall be consistent with any regulation as may now or hereafter be imposed by law.</u></p>
<p>Section 4.3 <u>Special Meetings.</u> Special meetings of the stockholders may be called by the Chairman of the Board of Directors, by the President, by the majority of the Board of Directors, or on the</p>	<p>Section 4.3 <u>Special Meetings.</u> Special meetings of the stockholders may be called by the Chairman of the Board of Directors, by the President, by the majority of the Board of Directors, or on the demand in writing of the stockholders owning a majority of the voting</p>

<p>demand in writing of the stockholders owning a majority of the voting stock of the Bank.</p> <p>The call for special meeting shall be made at least fifteen (15) days in advance and shall specify the time, place and purpose of the meeting and no business other than that specified in the call shall be transacted at such special meeting.</p>	<p>stock of the Bank. <u>Any number of stockholders who hold at least ten percent (10%) or more of the outstanding capital stock of the Bank shall likewise have the right to call for a special stockholders' meeting, subject to the guidelines set by law and relevant regulations as may now or hereafter be imposed.</u></p> <p>The call for special meeting shall be made at least <u>twenty eight (28)</u> days in advance and shall specify the time, place and purpose of the meeting and no business other than that specified in the call shall be transacted at such special meeting.</p> <p><u>Special meetings of stockholders may be held either in person or by way of remote communication such as, but not limited to, videoconferencing, teleconferencing, or other alternative modes of communication that allow the stockholders a reasonable opportunity to participate, and in such manner as the board of directors may approve provided that the same shall be consistent with any regulations as may now or hereafter be imposed by law.</u></p>
<p>Section 4.4 <u>Notice of Meeting.</u> Written notice of each regular or special meeting of stockholders, and supporting documents in printed or electronic form, shall be prepared and mailed, or caused to be prepared and 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, and in addition shall be published or caused to be published by the Secretary for one week daily in at least one newspaper of general circulation in the Philippines. The notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, such notice shall state the purpose of the same. Waiver of such notice may only be made in writing. No notice shall be necessary for any adjourned meeting.</p>	<p>Section 4.4 <u>Notice of Meeting.</u> Written notice of each regular or special meeting of stockholders, and supporting documents, in printed or electronic form shall be prepared and mailed, or caused to be prepared and mailed, <u>or delivered in person or by electronic means or by any other means as may be allowed by law</u> by the Secretary to the last known post office address <u>or electronic mail address (if available)</u> of each stockholder <u>at least fifteen (15) business days or twenty one (21) calendar days prior to the date of the meeting, whichever date occurs earlier, unless a longer period is hereafter required by law or regulation,</u> and in addition shall be published or caused to be published by the Secretary for one week daily in at least one newspaper of general circulation in the Philippines <u>for a period not less than ten (10) calendar days prior to the date set for such meeting.</u> The notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the same, <u>together with such other information as may be</u></p>



	<p><u>required by law</u>. Waiver of such notice may only be made in writing. No notice shall be necessary for any adjourned meeting. <u>Attendance by a stockholder at such meeting shall constitute a waiver of notice of such meeting unless such stockholder's attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened.</u></p> <p><u>In case of postponement of annual meetings, written notice shall be sent to every stockholder in such manner as may be authorized by the Board of Directors, provided it is not inconsistent with law, at least two (2) weeks prior to the scheduled meeting.</u></p>
<p>Section 4.7 <u>Right to Vote; Proxies</u>. Stockholders entitled to vote at a stockholders' meeting may vote either in person, through remote communication or in absentia, or by proxy the number of shares registered in their respective names in the Stock and Transfer Book of the Bank. Proxies shall be in writing, signed by the stockholder and duly presented to the Secretary for inspection and recorded not later than 5:00 o'clock in the afternoon five (5) calendar days prior to the date of said meeting. Unless otherwise provided in the proxy, it shall be valid only for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than five (5) years at any one time.</p>	<p>Section 4.7 <u>Right to Vote; Proxies</u>. Stockholders entitled to vote at a stockholders' meeting may vote either in person, through remote communication or in absentia, <u>or by any other means as may hereafter be authorized by law and the Board of Directors</u>, or by proxy the number of shares registered in their respective names in the Stock and Transfer Book of the Bank. Proxies shall be in writing, signed by the stockholder and duly presented to the Secretary for inspection and recorded not later than 5:00 o'clock in the afternoon five (5) calendar days prior to the date of said meeting. Unless otherwise provided in the proxy, it shall be valid only for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than five (5) years at any one time.</p> <p><u>The Board of Directors shall approve the procedure and guidelines to be observed for casting votes through remote communication or in absentia.</u></p>
<p style="text-align: center;"><b>Article V</b> <b>Board of Directors</b></p>	
<p>Section 5.4 <u>Independent Directors</u>. As defined in Section 38 of the Securities Regulation Code, the General Banking Law of 2000 and the</p>	<p>Section 5.4 <u>Independent Directors</u>. <u>An independent director means a person who, apart from his fees and shareholdings, is independent</u></p>

<p>Manual of Regulations for Banks of the <i>Bangko Sentral ng Pilipinas</i>, an independent director means a person who, apart from his fees and shareholdings, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in the Bank.</p> <p>There shall be at least two (2) independent directors or such number of independent directors that constitutes twenty percent (20%) of the members of the Board but in no case less than two (2).</p>	<p>of management and free from any business or other relationship which could, or could reasonably be perceived to, materially interfere with his exercise of independent judgment in carrying out his responsibilities as a director in the Bank, <u>and as may be defined under the law, Securities Regulation Code and its implementing rules and regulations, the General Banking Law of 2000, the Manual of Regulations for Banks of the Bangko Sentral ng Pilipinas, and rules and regulations issued by the Securities and Exchange Commission.</u></p> <p><u>The Board should have at least three (3) independent directors, or such number as to constitute at least one-third (1/3) of the members of the Board, whichever is higher. The Board shall designate a lead director among the independent directors if the Chairman of the Board is not independent.</u></p>
<p>Section 5.5. <u>Nomination and Election of Independent Directors.</u> The following rules shall be applied in the nomination of independent director/s:</p> <p>The Corporate Governance Committee (acting as a Nomination Committee) shall have at least three (3) members, two (2) of whom shall be independent directors. It shall promulgate the guidelines or criteria to govern the conduct of the nomination. The same shall be properly disclosed in the company's Information or Proxy Statement or such other reports required to be submitted to the Commission.</p> <p>X X X</p>	<p>Section 5.5. <u>Nomination and Election of Independent Directors.</u> The following rules shall be applied in the nomination of independent director/s:</p> <p>(a) The Corporate Governance Committee (acting as a Nomination Committee) shall have at least three (3) members, <u>all</u> of whom shall be independent directors. It shall promulgate the guidelines or criteria to govern the conduct of the nomination. The same shall be properly disclosed in the company's Information or Proxy Statement or such other reports required to be submitted to the Commission.</p> <p>X X X</p>
<p>Section 5.8. <u>Compensation.</u> Directors, as such, shall receive such compensation for their services as may from time to time be fixed by the stockholders subject to the limitations set forth in Section 30 of the</p>	<p>Section 5.8. <u>Compensation.</u> Directors, as such, shall receive such compensation for their services as may from time to time be fixed by the stockholders subject to the limitations set forth in Section <u>29</u> of the <u>Revised</u> Corporation Code. Each director shall also be entitled to a</p>

<p>Corporation Code. Each director shall also be entitled to a reasonable per diem, as may be determined by the Board.</p>	<p>reasonable per diem, <u>which the President is authorized to fix and/or increase, subject to ratification by the stockholders.</u></p>
<p>Section 5.9 <u>Regular Meetings</u>. The Board of Directors shall be organized as such immediately after the election of the members thereof in a meeting for which no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings at such particular date, hour or place within the Philippines as the Board may from time to time fix. Directors who cannot physically attend any Board meeting may participate and vote through remote communication, such as videoconferencing, teleconferencing, or other alternative modes of communication.</p>	<p>Section 5.9 <u>Regular Meetings</u>. The Board of Directors shall be organized as such immediately after the election of the members thereof in a meeting for which no notice shall be required. Thereafter, the Board of Directors shall hold regular meetings at such particular date, hour or place within the Philippines as the Board may from time to time fix. <u>Meetings of the Board of Directors may be held either in person or by way of remote communication such as, but not limited to, videoconferencing, teleconferencing, or other alternative modes of communication that allow the directors a reasonable opportunity to participate and in such manner as the board of directors may hereafter approve provided that the same shall be consistent with any regulations as may now or hereafter be imposed by law.</u> Directors who cannot physically attend any Board meeting may participate and vote through remote communication, such as videoconferencing, teleconferencing, or other alternative modes of communication.</p>
<p>Section 5.11 <u>Notice of Meetings</u>. The Secretary shall notify in writing or by telephone each member of the Board of all special meetings, at least three (3) hours before any such meeting. Notice need not be given of regular meetings of the Board of Directors held at times fixed by resolution of the Board. No failure or irregularity to give notice at any regular meeting shall invalidate the same or any proceeding thereat. In case of special meeting, the object thereof need not be stated in the notice.</p>	<p>Section 5.11 <u>Notice of Meetings</u>. The Secretary shall notify in writing or by telephone each member of the Board of all <u>regular and</u> special meetings, at least <u>two (2) days</u> before any such meeting. <u>A director may waive this requirement, either expressly or impliedly.</u> No failure or irregularity to give notice at any regular meeting shall invalidate the same or any proceeding thereat. In case of special meeting, the object thereof need not be stated in the notice.</p> <p><u>Notice of meetings may be sent to all directors through personal delivery, electronic mail, messaging service or such other manner as may hereafter be authorized by law and the Board of Directors. The Notice shall reflect such information as may be required by law.</u></p>

<p>Section 5.12 <u>Quorum</u>. The Directors shall act only as a Board, and the individual directors shall have no power to act as such. A majority of the directors shall be necessary at all meetings to constitute a quorum for the transaction of any business and every decision of a majority of the quorum duly assembled as a Board shall be valid as a corporate act unless otherwise provided by law. A minority of the Board present at any regular or special meeting shall, in the absence of a quorum, adjourn to a later date, and shall not transact any business until a quorum has been secured.</p>	<p>Section 5.12 <u>Quorum</u>. The Directors shall act only as a Board, and the individual directors shall have no power to act as such. A majority of the directors shall be necessary at all meetings to constitute a quorum for the transaction of any business and every decision of a majority of the quorum duly assembled as a Board shall be valid as a corporate act unless otherwise provided by law. A minority of the Board present at any regular or special meeting shall, in the absence of a quorum, adjourn to a later date, and shall not transact any business until a quorum has been secured.</p> <p><u>Directors attending the meeting and casting votes through remote communication, or electronically or other means as may be allowed by law, shall be deemed present for purposes of determining a quorum.</u></p>
<p>Section 5.17 <u>Other Committees</u>. The Board of Directors may, by resolution of the majority thereof, also create such other committees as may be required by law and the rules and regulations of the <i>Bangko Sentral ng Pilipinas</i> or as may be necessary with such powers as the Board may determine. Each committee shall have a written charter that describes its composition and function and the duties and responsibilities of its members. The charter shall be approved by the Board of Directors and reviewed and updated on a regular basis. 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. For each attendance in any Board-created committee meeting of a member of the Board of Directors, the member shall be entitled to such per diem as the Board of Directors may fix from time to time.</p>	<p>Section 5.17 <u>Other Committees</u>. The Board of Directors may, by resolution of the majority thereof, also create such other committees, <u>such as, but not limited to, the Audit Committee, Corporate Governance Committee, Board Risk Oversight Committee, and Related Party Transaction Committee</u>, as may be required by, <u>and in accordance with</u>, law and the rules and regulations of the <i>Bangko Sentral ng Pilipinas</i> <u>and the Securities and Exchange Commission</u>, or as may be necessary with such powers as the Board may determine. Each committee shall have a written charter that describes its composition and function and the duties and responsibilities of its members. The charter shall be approved by the Board of Directors and reviewed and updated on a regular basis. 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. For each attendance in any Board-created committee meeting of a member of the Board of Directors, the member shall be entitled to such per diem as the Board of Directors may fix from time to time.</p>

**Article VI  
Officers**

Section 6.1 Designation. 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. The Board of Directors may create such other additional positions as it may consider proper and necessary to efficiently carry out the programs and objectives of the Bank.

All officers of the Bank appointed by the Board of Directors shall hold office at the pleasure of the Board. Except for the President, all other officers of the Bank need not be directors thereof.

Section 6.9 Vacancies and Delegation of Offices. Any vacancy in the office of the Chairman or the President, created by death, resignation, or otherwise, may be filled for the unexpired term in the manner prescribed in Section 5.7 of these By-Laws.

In case of permanent incapacity or absence of both the Chairman and the President, the Board of Directors shall designate a temporary Chairman and an Acting President from among its members.

In case of temporary absence or disability of any officer of the Bank or of any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of such officer to any other officer for the time being.

Section 6.1 Designation. 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. The Board of Directors may create such other additional positions, including, but not limited to, a Chairman and a Chairman Emeritus, and renew their designations, as it may consider proper and necessary to efficiently carry out the programs and objectives of the Bank.

All officers of the Bank appointed by the Board of Directors shall hold office at the pleasure of the Board. Except for the President, all other officers of the Bank need not be directors thereof.

Section 6.9 The Chairman. The Board of Directors may appoint a Chairman of the Board in accordance with the provisions of law and rules and regulations issued by the Securities and Exchange Commission and/or the Bangko Sentral ng Pilipinas. He shall have such functions as provided for in Section 5.6 of these By-Laws and as may be granted to him by law. He shall have a term of one (1) year. The Chairman of the Board shall be a separate individual from the Chief Executive Officer.

-	<p><u>Section 6.10. The Chairman Emeritus. The Board of Directors may designate a Chairman Emeritus of the Board from among the previous directors and Chairmen of the Board. He shall hold office for a term of one (1) year. The Chairman Emeritus shall act in an advisory capacity. He may attend the meetings of the Board of Directors but shall not vote at such meetings. He may be entitled to a reasonable per diem, pursuant to Section 5.8 of these By-laws.</u></p>
-	<p>Section 6.11 <u>Vacancies and Delegation of Offices.</u> Any vacancy in the office of the Chairman or the President, created by death, resignation, or otherwise, may be filled for the unexpired term in the manner prescribed in Section 5.7 of these By-Laws.</p> <p>In case of permanent incapacity or absence of both the Chairman and the President, the Board of Directors shall designate a temporary Chairman and an Acting President from among its members.</p> <p>In case of temporary absence or disability of any officer of the Bank or of any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of such officer to any other officer for the time being.</p> <p>(Note: In view of the addition of a new Article VI, Sections 6.9 and 6.10, the previous Article VI, Section 6.9 is renumbered to Article VI, Section 6.11.)</p>