

COVER SHEET

S.E.C. Registration Number

[illegible]

(Company's Full Name)

[illegible]

(Business Address, No. Street Ctiy/Town/Province)

Jose Jerome R. Pascual III
Contact Person

Contact Person

1	2
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Month

Month

3	1
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Day

Day

Fiscal Year

17 - A

FORM TYPE

+63 2 499 4553
Company Telephone Number

Company Telephone Number

0	5
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Month

Month

0	7
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Day

Day

1st Tuesday of May
Annual General Meeting as
per By-Laws

CERTIFICATE OF
PERMIT TO OFFER
SECURITIES FOR
SALE DATED 14
OCTOBER 2016

Secondary License Type, If Applicable

C	G	F	D
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Dept. Requiring the

Dept. Requiring this Doc.	
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Amended Articles Number/Section

Amended Articles Number/Section

316
Total No. of Stockholders

Total No. of Stockholders

Total Amount of Borrowings	
12,261,000,000	
Domestic	Foreign

12.261.000.000

Domestic

Foreign

To be accomplished by SEC Personnel concerned

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File Number

File Number

LCU

Document I. D.

Document I. D.

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

ANNUAL REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE AND SECTION 141
OF PSPC CODE OF THE PHILIPPINES



1. For the fiscal year ended 31 December 2018
2. Commission identification number 14829
3. BIR Tax Identification Number 000-164-757
4. Exact name of issuer as specified in its chapter
PILIPINAS SHELL PETROLEUM CORPORATION
5. Province, country, or other jurisdiction of incorporation or organization Philippines
6. Industry Classification Code: (SEC Use Only)
7. Address of issuer's principal office Postal code

41st Flr, The Finance Center, 26th St. Cor. 9th Ave, Bonifacio Global City, Brgy. Fort Bonifacio, Taguig City, Metro Manila

1635
8. Issuer's telephone number, including area code (632) 4994553
9. Former name, former address, and formal fiscal year, if changed since last report N/A
10. Securities registered pursuant to Sections 8 and 12 of the Code, or sections 4 and 8 of RSA

Title of Class

*Number of shares common
stock outstanding and amount of debt
outstanding*

Common Stock	1,613,444,202
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11. Are any or all of the securities listed on a Stock Exchange? Yes [X] No []

12. Indicate by check mark whether the registrant

(a) has filed all reports required to be filed with Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of PSPC Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)

Yes [x] No []

(b) has been subject to such filing requirements for the past ninety (90) days

Yes [x] No []

PART I – BUSINESS

(A) Description of Business

(1) Business Development

Pilipinas Shell Petroleum Corporation's ("PSPC", the "Corporation" or the "Company") presence in the Philippines began as early as 1914 when Asiatic Petroleum Co. (Philippine Islands) Ltd. opened for business in the Philippines selling motor gasoline and kerosene to the growing Philippine market at that time. In the 1940's, Asiatic Petroleum Co. (Philippine Islands) Ltd. was renamed as The Shell Company of the Philippine Islands, Inc.

In the 1950's, the National Economic Council of the Philippines required a minimum Filipino ownership of twenty-five percent (25%) in large industrial ventures. This led to the formation of the Shell Refining Company (Philippines), which was incorporated on 09 January 1959 with 25% Filipino ownership and 75% foreign ownership. In November 1970, the Shell Refining Company (Philippines) was renamed to Shell Philippines, Inc. In 1973, the Company was again renamed to Pilipinas Shell Petroleum Corporation.

In February 1987, Filipino ownership in PSPC stood at 33.33% while foreign ownership at 66.67%.

On the 18th of August 2015, PSPC received approval from the Securities and Exchange Commission ("SEC") for its application for increase in authorized capital stock from Php 1 billion divided into 1 billion shares with par value of Php 1.00 each to Php 2.5 billion divided into 2.5 billion shares with par value of Php 1.0 each. Out of the 1.5 billion increase in PSPC's authorized capital stock, a total of 0.9 billion shares were offered to existing shareholders as of 12 May 2015 at Php 20 per share. 99.41% of the said 0.9 billion shares were subscribed to and paid for by stockholders who exercised their pre-emptive rights.

The increase in percentage ownership of shares held by major shareholders post the rights issue are as follows: Shell Overseas Investments B.V. increased from 67.12% to 68.18%; Insular Life Assurance Company, Ltd. increased from 19.49% to 19.55% and Spathodea Campanulata, Inc. increased from 5.06% to 5.14%.

In compliance with the provisions of the Downstream Oil Industry Deregulation Act of 1998 which requires entities engaged in the oil refinery business to make a public offering of at least 10 % of its common stock through the stock exchange, PSPC was listed in the Philippine Stock Exchange, Inc. ("PSE") on 03 November 2016 with the stock symbol "SHLPH". Initially offered at Php 67.00 per share, PSPC offered 291 million shares (Primary Offer of 27,500,000 shares and Secondary Offer of 247,500,000 Shares with an Over-allotment Option of up to 16,000,000 Common Shares) for the IPO.

The decrease in percentage ownership of shares held by major shareholders immediately post IPO are as follows: Shell Overseas Investments B.V. decreased from 68.18% to 55.21%; Insular Life Assurance Company, Ltd. decreased from 19.55% to 15.83% and Spathodea Campanulata, Inc. decreased from 5.14% to 4.16%.

As at 31 December 2018, PSPC is not subject of any bankruptcy, receivership or similar proceedings. It is also not involved in any material reclassification, merger, consolidation or purchase or sale of a significant amount of assets not in the ordinary course of business.

PSPC Operational Highlights

Staying true to its commitment and expansion plan, PSPC has increased its retail stations to 1,084 by the end of 2018. It maintains network efficiency double the industry, serving motorists all over the country. PSPC's non-fuels retail business also continues to grow, now with 135 Shell Select, 58 deli2go stores and 337 Shell Helix Oil Change+ (SHOC+) and Helix Service Centers (HSC) to address the evolving needs of its customers.

Its commercial business includes Wholesale Commercial Fuels, Lubricants, Aviation and Specialities. Wholesale Commercial Fuels and Lubricants enjoyed more favourable premium mix and now aiming to grow its non-power sectors. Aviation, which serves the country's busiest airports in Manila, Clark and Cebu, posted volume growth. The Specialities business, which includes the sale of bitumen, has contributed to a number of projects under the government's infrastructure program.

PSPC's Tabangao refinery safely and successfully completed its planned one-month decoking pitstop in the second quarter of the year. The newly completed Bitumen Production Facility in the Philippines also improves the refinery's operational flexibility as part of its Fuel Oil production can now be shifted to bitumen. PSPC is the sole local manufacturer of bitumen products in the country.

Health, Safety, Security and Environment ("HSSE")

Safety is PSPC's first priority and embedded in the core of its operations. The "Goal Zero" ambition is to achieve no fatalities and no incidents that harm people, or put PSPC's neighbour's or facilities at risk. To achieve Goal Zero, the focus is on the three areas of safety hazards which have the highest risks: personal, process, and transport safety.

In pursuit of Goal Zero, PSPC works relentlessly to strengthen its safety culture, focusing on caring for people and leadership commitment. A strong safety culture is complemented by a competent workforce. PSPC ensures that people responsible for tasks with a significant safety hazard have the necessary training and skills.

Maintaining a high HSSE standard is a key pillar of PSPC's business. PSPC's HSSE and Social Performance Policy reflects its commitment to sustainability and environmental awareness and is fundamental to PSPC's goal of producing cleaner energy, creating benefits for local communities and reducing the environmental impact of operations. These standards apply to all aspects of PSPC's activities, from designing a facility to decommissioning a site. These standards likewise apply to PSPC's employees, its contractors and any joint ventures where it has operational accountability.

To date, PSPC consistently delivers sterling safety records with its various programs that are hailed as best practices by respected organizations such as the Safety Organization of the Philippines, one of the leading organizations in the advocacy of health, safety and environment protection. PSPC has achieved 10.69 million safe man-hours without lost time accident from 01 January 2018 to 31 December 2018, 6.91 million hours in 2017 and 10.30 million hours in 2016.

In line with its high HSSE standards, PSPC emphasizes a high level of safety consciousness in the storage and handling of products. Staff and contractors undergo proper training on HSSE procedures. Likewise, a strong environmental orientation pervades the design and operation of storage facilities and safeguards against possible contamination and spillage. HSSE audits are conducted regularly. Environmental impact assessments are similarly done as necessary.

Raising industry and community safety standards

PSPC is committed to protecting the environment and respecting its neighbours. It works hard to cause no harm to people. PSPC sets high environmental standards which not only meet all regulatory and compliance requirements but often exceed them. PSPC's standards cover its environmental performance including: managing emissions of greenhouse gases, using less energy and more efficiently, flaring and burning off less gas during oil production, preventing spills and leaks of hazardous materials, using less fresh water, and conserving biodiversity wherever it operates. PSPC encourages its partners in joint ventures that it does not operate to apply Shell standards. PSPC works in partnership with many non-governmental organizations, local government units, academics and local communities to help it live up to the high standards.

Good Governance and Integrity practices

PSPC conforms with the Shell General Business Principles that describe the company's core values, responsibilities to stakeholders and principles/behaviors expected in doing business, all underpinned by sustainable development.

PSPC officers and employees share a set of core values – honesty, integrity and respect for people. The company's mission statements embody its responsibilities to its customers, employees, business partners, government & communities and shareholders. PSPC encourages its business partners to abide by the same or equivalent values and principles.

In 2013, PSPC was recognized by the Integrity Initiative, Inc. – a private sector-led campaign to promote ethical behavior and acceptable integrity standards in the Philippine business community and other sectors of society – as one of seven local companies assessed and validated with advanced integrity practices. In 2017, PSPC shared its supplier integrity screening procedures and anti-bribery & corruption contract clauses with Integrity Initiative member organizations for consideration and adoption into their own corporate processes, with the intent to promote a culture of integrity in Philippine business and maintain a level playing field that benefits both producers and consumers.

Corporate Social Responsibility

PSPC aspires to be a partner in nation-building and leader in community relations, treating local communities with dignity and respect, developing good relationships and mutual trust with local governments, as well as implementing industry best practice and environmentally friendly technology for our downstream oil business — while pursuing the underlying business objective of building value.

PSPC partners actively with Pilipinas Shell Foundation Inc. ("PSFI") its main social arm, with a track record of more than 35 years in high-impact and award-winning social development programs of national and local scales.

In 2018, Shell companies in the Philippines rolled out its Country Social Investment Strategy 2018 – 2020, with the following key enablers: Strengthened Social Investment Strategy and Design; Effecting Reporting; Measurement and Evaluation; and Building Capacity and Enhancing Sustainability. Priority Social Investment themes on a country level are Community Skills and Enterprise Development; Science, Technology, Engineering and Mathematics or STEM Education; and Access to Energy. On an asset level, priority Social Investment themes are Environment and Biodiversity, Road Safety, Health and Community Development.

PSPC is also a founding member of the Global Compact Network Philippines (GCNP), a local entity of the United Nations Global Compact whose primary goal is to inspire and promote collaboration primarily among business corporations, alongside government, academe and civil society, in practicing the 10 universal principles on human rights, labor, environment and anti-corruption, and take actions to advance the UN Sustainable Development Goals (SDGs). In 2018, GCNP organized the SDG Workshop Series where Pilipinas Shell presented on SDG 11: Sustainable Cities and Communities.

In 2018, PSPC was awarded in the Asia Corporate Excellence Awards (ACES) as “Asia’s Community Care Company of the Year” for its Movement Against Malaria and Gas Mo, Bukas Ko (You fuel my future) advocacies. The Company was also recognized in the Agora Awards of the Philippine Marketing Association for the programs Movement Against Malaria and Local Small Investors Program (IPO) as the “Most Outstanding Achievement in Advocacy Marketing”.

Empowering the Filipino workforce

PSPC employs 703 people in the Philippines as of 31 December 2018, almost all of whom are Filipinos. In its effort to recruit from local areas where it has business presence, it has developed the following programs jointly with PSFI: Sanayan sa Kakayahang Industriyal (SKIL), Gas Mo Bukas Ko (GMBK), Sanayan ng Kakayahan sa Agrikultura (SAKA) to encourage hiring and training to upskill local communities.

PSPC’s nationwide scholarship program delivered via PSFI, Gas Mo, Bukas Ko (GMBK, “You fuel my future”), is borne out of the belief that education is one of the best tools towards a better life. Since 2007, GMBK aims to develop technically-capable gas attendants who can seize more opportunities and potentially pursue alternative livelihood activities that could augment their current income.

As of December 2018, total number of GMBK scholars who graduated from the program has reached more than 1,700. GMBK continues to provide learning opportunities towards the betterment of its scholars’ lives. In fact, most of these scholars continued to take on bigger responsibilities as gas attendants, while some got promoted to higher positions.

In 2018, GMBK received an Award of Merit from the Shell CEO HSSE and SP Awards for Excellence in Social Performance.

(2) Business of PSPC

(i) Principal products or services and their markets

PSPC solely operates under the downstream oil and gas segment. PSPC's integrated downstream operations span all aspects of the downstream product supply chain, from importing crude oil and its refining, to importing and marketing refined products to its customers across the Philippines. The products it markets include gasoline, diesel, fuel oil, aviation fuel, marine fuel, lubricants and bitumen.

PSPC is one of the leading fuel retail players in the country, boasting a strong network of 1,084 Shell-branded retail stations nationwide. Through its retail arm, the Company markets Shell V-Power Racing, Shell V-Power Gasoline, and Shell V-Power Diesel as its premium offering, and FuelSave Gasoline and FuelSave Diesel. Recognizing that its customers' needs go beyond fuel, the Company has non-fuel offerings through Shell Select convenience stores and Deli2go.

PSPC's commercial product portfolio includes wholesale commercial fuels, jet fuels, lubricants and bitumen. Wholesale commercial fuel premium products include, among others, Shell Fuel Save Diesel and Shell Fuel Oil Plus. The wholesale commercial fuels product portfolio includes diesel, gasoline, kerosene, fuel oil and blended fuels. PSPC is a key supplier of wholesale commercial fuels to the manufacturing, mining, marine, power, transport and other sectors and counts a large number of major conglomerates operating in the Philippines as its loyal customers.

Geographical segmentation does not apply to PSPC's business.

(ii) Percentage of sales or revenue contributed by foreign sales

Below is the summary of the percentage of domestic and foreign net sales:

Net Sales	Domestic	Exports	Total
2018, in million pesos	208,427	10,442	218,869
2018, in percentage	95%	5%	100%
2017, in million pesos	163,786	5,689	169,476
2017, in percentage	97%	3%	100%
2016, in million pesos	131,409	5,354	136,763
2016, in percentage	96%	4%	100%

Includes exports of lubricants, aviation fuels, marine fuels and lubes

Over the last three years, most of the export sales were made to Singapore.

(iii) Distribution methods of the products

PSPC distributes the refined products produced at the Tabangao Refinery and imported petroleum products, including lubricants and bitumen, through its 25 fuel distribution terminals and supply points, 10 lubricants warehouses and 2 bitumen production and import facilities spread throughout the Philippine archipelago. This includes the North Mindanao Import Facility (NMIF), which enhances PSPC's distribution capability in the Visayas and Mindanao areas.

Main fuel products are transported from the Tabangao refinery through vessels/barges and lorry trucks to supply Luzon demand. Vessels/barges also transport products from the refinery and NMIF to other parts of the country. PSPC contracts a fleet of time-chartered and guaranteed seaworthy ocean vessels and barges that meet international safety standards. Delivery trucks contracted from private professional haulers are used for inland distribution of products.

For lubricants, products are mostly imported from Singapore, Malaysia, Thailand, Hong Kong and China and are directly delivered and stored in five main strategic points in the country. The logistics network is further optimized to replenish stocks in other strategically located depots in the country. Local distribution to customers is managed by third party logistics service providers.

(iv) New products

Bitumen

The Shell Cariphalte range of polymer modified bitumen (PMB) was designed to help customers meet the changing demands and pressures of road surfacing. The additives in Shell Cariphalte improve rheology, reduce chances of fatigue and low temperature cracking, and improve fuel resistance, adhesion and cohesion.

In 2018, the Company launched the only inland bitumen blending facility in the country which will produce high quality Bitumen products Pen 60/70 to serve both domestic demand and export sales requirements. The first locally manufactured product was produced in August 2018 and sold to customers by September 2018.

(v) Competition

The Philippines fuel market has three major players

Philippine oil industry is dominated by three major companies: Petron, PSPC and Chevron (Caltex). As the market is deregulated, there are many other smaller players in the industry, which have gradually increased their share following market deregulation. The three major companies collectively account for approximately 53% of refined products sale. Other players in the market include Phoenix, Seaoil, Unioil, Liquigaz, Insular, Jetti, SL Harbor and PTT among others.

Based on the market share data available from DOE – PSPC has about 19% market share of the total demand of petroleum products in the country in 2018, the other two major oil players Petron and Chevron account for almost 34% of the market while the balance is made up of various small players. The market share is maintained and protected through PSPC's integrated, competitive and reliable supply chain, highly efficient retail network and differentiated product offerings and superior services. The technological advantage of its differentiated fuels portfolio providing both economy and performance driven formulas combined with innovative and highly competitive promotions as well as aggressive marketing assures PSPC's momentum for growth in an extremely competitive fuels market.

PSPC also leverages on Shell's regional trading organization to globally source crude from third parties, and hence can capture potential purchasing benefits from accessing a wider trading organization that is buying crude for all of Shell's Asian operations.

International and Market Forces Exert Pressure on the Philippines.

The downstream oil industry is heavily impacted by market fluctuations and economic, as well as, political developments overseas. Some of these include: the economic contraction and recession experienced by the western economies to some extent, foreign exchange volatilities, social and political tensions in regions where primary crude oil supplies are drawn such as the Middle East and North Africa (MENA) and, sustained economic activities in Asia-Pacific economies such as China and India. Being a crude oil importer, PSPC is exposed to volatilities of world oil prices, regional product prices and foreign exchange.

(vi) Sources and availability of raw materials and the names of principal suppliers

Its affiliation with the Shell Group provides PSPC long-term and secure access to crude oil and Finished Petroleum Products supplied by the Shell Group. PSPC's crude and product import requirements are supplied by Shell International Eastern Trading Co. (SIETCO), a trading company based in Singapore, using term supply agreements. This enables PSPC to benefit from the consistency and reliability, regardless of source, provided by the Shell Group's single market interface approach.

The bulk of PSPC's crude comes from Middle East countries such as United Arab Emirates, Saudi Arabia, Qatar and Russia. Other countries from which PSPC has imported crude include Malaysia, Brunei, Indonesia and Vietnam, among others. Finished products, on the other hand, are sourced from Asian countries like Singapore, Korea, China, Japan, Taiwan and Malaysia.

(vii) Major customers

PSPC does not have a single external customer from which sales revenue generated amounted to 20% or more of its total revenue.

(viii) Transactions with and/or dependence on related parties

In the normal course of business, the Shell Group of companies (the "Shell Group" or "Group") transacts with companies, which are considered related parties under PAS 24, "Related Party Disclosures". Transactions with related parties consist of (a) importation of crude oil, petroleum products, materials and supplies; (b) exportation of locally refined petroleum products; (c) reimbursement of expenses; (d) entering into lease agreements; (e) placing short-term placements; and (f) royalty fees arrangement. Purchases from and sales to related parties are consummated at competitive market rates and arms' length basis. Settlement and collection of outstanding related party payables and receivables are generally made within 30 to 60 days from the date of each transaction.

Since the IPO, PSPC has established a separate Related Party Transaction (RPT) Board Committee that performs oversight functions over related party transactions of PSPC. PSPC also has a Related Party Transaction Policy that provides guidelines on the governance and control processes for RPT transactions.

Below are the material related party transactions of PSPC:

- i. PSPC purchases crude and other oil products from Shell International Eastern Trading Co. (SIETCO), an entity under common shareholdings. PSPC's crude purchases are being processed through its refinery in Batangas.
- ii. Shell International Petroleum Company (SIPC) of the United Kingdom and Shell Global Solutions International B.V. (SGS) of The Netherlands, entities under common shareholdings, provide management advisory, business support, and research and development and technical support services to PSPC under certain terms and conditions.
- iii. PSPC leases from Tabangao Realty, Inc. (TRI) land for several depots and retail sites located around the country. Lease term ranges from 5 to 50 years and is renewable, thereafter.
- iv. Shell Brands International AG ("SBI"), an entity under common shareholdings, entered into Trade Marks and Manifestation License Agreement with PSPC pursuant to which SBI, the licensor, grants PSPC, the licensee, a non-exclusive right to reproduce, use, apply and display the Shell trade mark and other manifestation. In consideration, PSPC shall pay a royalty fee computed as certain percentage of sales. Royalty rate varies from 0.03% to 1.6% depending on product type. This agreement can be terminated by either party without any penalty.
- v. PSPC receives billings from entities under common shareholdings for group-shared expenses related to IT maintenance, shared services, personnel and other administrative costs. On the other hand, PSPC charges entities under common shareholdings for group-shared expenses related to personnel and other administrative costs and other services.
- vi. PSPC has long-term loan from Bank of Philippines (BPI), an entity with common director.

(ix) Trademark Ownership and License Agreement

Trademark Ownership

The trademark 'SHELL' and other trademarks of the Shell Group are, generally, registered under the name of Shell Brands International AG. Such intellectual properties are considered to be the Shell Group's assets rather than the properties of individual companies, such as PSPC.

License Agreements

The use of trademarks and trade name by PSPC is regulated by an agreement which provides for termination of the right to use the marks in the event of outside interference, for example, if the management of PSPC or its shareholding changes to the point where it ceases to be a member of the Shell Group.

Administration and Management of Trademarks

Since SHELL and other important trademarks are used internationally, it is important that there is consistency in their use. Accordingly, the Shell Group has an Intellectual Property Services (IPS) that is charged with the responsibility for the administration and co-ordination of trademarks in behalf of the Shell Group and all matters affecting trademarks should be referred to it. To ensure that the Shell Group's trademarks are not allocated to different products or services and that the valuable rights to the said trademarks are maintained, the policy is to consult IPS prior to the adoption of any new mark and that all cases of suspected infringements are immediately reported to IPS.

Once a year, as part of its services, IPS carries out a review of trademarks in which the Shell Group companies, like PSPC, are required to provide information concerning the trademarks currently in use in their particular business. This exercise provides an opportunity for the Shell Group to ensure that all trademarks that are being used are protected by registering the same in the appropriate territories and registries.

(x) Government approvals needed for principal products

Government regulations require the following: Fire Safety Inspection certificates; Certificates of Conformance of facilities to national or accepted international standards on health, safety and environment; Third Party Liability Insurance and the Environmental Compliance Certificate issued by the Department of Environment and Natural Resources ("DENR") for service stations and for environmentally-critical projects. These certificates have to be submitted to the DOE for monitoring (not regulation) purposes.

DOE, through its Department Circular DC 2017-11-0011 dated 22 November 2017, otherwise known as the Retail Rules, requires all businesses retailing liquid fuels to secure a valid Certificate of Compliance (COC), which has a validity of 5 calendar years, from the Oil Industry Management Bureau (OIMB) of the DOE. The DC has outlined Categories of Retail Outlets, from Category 1 to 3, based on the number of pump islands, dispensing pumps and other facilities and services. It has also stated that retail outlets may install electric vehicle charging facilities in any of the Retail Outlet Categories, provided that safety controls are in place. The DC also included other Retail Outlets which may be exempted by the DOE from compliance with the mandatory standards and requirements stated in Section 11 of the DC – Marine Retail Outlet, Technology-Solution Retail Outlet, and Temporary Emergency Retail Outlet. In terms of discrepancy in results of testing and resolution, the DC states that Retail Outlet Officials may opt to contest the results of the DOE laboratory by subjecting its retained samples to a simultaneous testing, at its own expense, within the 3-month validity period of the retained fuel samples reckoned from the date the samples are endorsed/turned over to the DOE laboratory, and with an accredited testing laboratory acceptable to the DOE and in the industry. The results of the test and analysis, for purposes of determining compliance with the PNS shall be deemed to be conclusive. The 3rd party laboratory result will only be used for appeal purposes.

Republic Act No. 8479, otherwise known as the Downstream Oil Industry Deregulation Act of 1998 requires the registration with the DOE of any fuel additive prior to its use as an additive in a product. Product specifications have to comply with the requirements of the Department of Trade and Industry ("DTI"), through the Bureau of Product Standards. PSPC produces unleaded gasoline kerosene, jet fuel, diesel and fuel oil; all of which comply with the Philippine National Standards ("PNS"), which are aligned with existing laws, rules and regulations. PSPC renews its Certificate of Accreditation as Oil Industry Participant in the Fuel Bioethanol Program and Permit to Produce Biofuel-Blended Diesel annually.

(xi) Effect of existing or probable governmental regulations on the business

The Clean Air Act

In keeping with the worldwide trend for cleaner fuels, the Philippines has been progressively moving towards adopting more stringent fuel quality standards, largely patterned after those enforced in the EU ("Euro Standards"). In 1999, Republic Act No. 8749, otherwise known as the Philippine Clean Air Act of 1999, was signed into law, providing a legal framework by which air quality in the country could be improved via a combination of fuel specifications and motor vehicle standards. Its Implementing Rules and Regulations were finalized in 2000.

Following the implementation of the Clean Air Act, limits were imposed on sulphur dioxide, nitrogen dioxide and particulate emissions from manufacturing facilities. Continuous emissions monitoring systems ("CEMS") were installed in Tabangao, Batangas in 2001. PSPC conducts a Relative Accuracy Test Audit (RATA) of its CEMS in compliance with its Permit to Operate conditions, which is reflected in its self-monitoring reports and submitted to the Department of

Environment and Natural Resources - Environmental Management Bureau (DENR-EMB) Region 4A.

PSPC imports blending components (purchased mainly from other Shell companies in the region) in order to meet the Clean Air Act and PNS' requirements for aromatics and benzene contents in finished grade gasoline products.

On 01 January 2016, the effectivity of the new PNS for Euro IV (Philippines) gasoline and automotive diesel took place under the mandate of the Department of Energy pursuant to the Clean Air Act. In line with this, PSPC upgraded its refinery which enabled PSPC to supply Euro IV fuels in all its retail sites and depots.

Republic Act No. 8749 mandates the following fuel standards:

A.	Gasoline	
	Tetra-ethyl lead	Nil
	Aromatics, vol.% max	35
	Benzene, vol.% max	2
	Sulfur, wt.% max	0.005
B.	Auto Diesel Oil	
	Sulfur, wt.%	0.005

On May 2016, the Department of Energy has implemented an improved national standard PNS/DOE QS 002:2015 for coconut methyl ester (CME) biodiesel component to address technical concerns seen by the oil industry. The new national standard further tightened quality specifications related to sulfur and product stability. PSPC has reviewed its contracts with its CME suppliers to ensure compliance on the new standard. As will be discussed below, oil companies are required by Republic Act No. 9367, otherwise known as the Biofuels Act of 2006, to blend 2% CME into all diesel sales.

On 19 December 2017, the Philippine government has enacted R.A. 10963 (Tax Reform for Accelerated Inclusion) which included a provision on mandatory marking of fuel products to curb oil smuggling. Implementing rules and regulations from the government on the fuel marking program are anticipated to be released by the government in 2018.

On June 2018, the Department of Energy has implemented a revised national standard PNS/DOE QS 008:2018 for ethanol-blended gasoline fuels to address technical and safety concerns seen by the oil industry. The revised national standard introduced a maximum specification on methanol content in gasoline fuel – methanol is a highly corrosive and toxic substance. PSPC has reviewed its production and purchase contacts to ensure compliance to the new gasoline standard.

Biofuels Act

The Biofuels Act of 2006 was implemented with the aim of reducing dependence on imported fuels. It also aimed to develop and utilize indigenous renewable and sustainable clean energy sources to reduce dependence on imported oil; to mitigate toxic and greenhouse gas (GHG) emissions; to increase rural employment and income; and to ensure the availability of alternative and renewable clean energy without any detriment to the natural ecosystem, biodiversity and food reserves of the country.

PSPC currently blends diesel with 2% CME and gasoline with 10% ethanol as mandated in the current PNS.

Euro IV(PH) Equivalent Specifications

On 07 September 2010, the DENR issued a DENR Administrative No 2010-23 on Revised Emission Standards for Motor Vehicles Equipped with Compression Ignition and Spark Ignition Engines, mandating compliance of all new passenger and light duty motor vehicles with Euro IV (PNS) emission limits subject to fuel availability, starting 01 January 2016.

Euro IV vehicle emission technology requires a more stringent fuel quality, *i.e.* 50 ppm sulfur content for both diesel and gasoline. In 2012, the DOE spearheaded discussions on the development of a Euro IV PNS fuel specification to support DENR DAO 2010-23. PSPC, as a regular permanent member of the Technical Committee on Petroleum Products and Additives (TCPPA), was actively involved and supportive of the development of Euro IV PNS fuel specifications.

The DTI promulgated and released the PNS for gasoline and diesel which mandates the introduction of Euro IV PNS fuels not later than 01 January 2016. PSPC successfully completed its refinery upgrade and is producing and supplying Euro IV-compliant fuels since 01 January 2016. All Shell terminals and retail stations supply Euro IV-compliant fuels since 01 January 2016.

Clean Water Act

Republic Act No. 9275, otherwise known as the Philippine Clean Water Act of 2004, aims to protect the country's water bodies from pollution from land-based sources (industries and commercial establishments, agriculture and community/household activities). All owners or operators of facilities that discharge wastewater are required to get a permit to discharge from the DENR or the Laguna Lake Development Authority, and to report the quality of effluents on a regular basis.

Parity Tax Treatment Between Indigenous and Imported Fuel Sources for Power Generation

The Electric Power Industry Reform Act (EPIRA) provides for parity tax treatment among imported oil and indigenous fuels. Prior to the said law, indigenous fuels were imposed with higher taxes largely due to royalties to the government.

Compensation for Oil Pollution Damage.

The Oil Pollution Compensation proposes the imposition of liability for oil pollution damage. It proposes to require entities, which receive more than 150,000 tons of oil in a year from all ports or terminals in the Philippines to contribute to the International Oil Compensation Fund (IOPC) in accordance with the provisions of the 1992 Fund Convention. Republic Act No. 9483, otherwise known as the Oil Pollution Compensation Act of 2007, proposes to collect a fee of ten (10) centavo/liter from owners and operators of tankers and barges hauling oil and/or petroleum products in Philippine waterways and coast wise shipping routes. This new fund, named the Oil Pollution Management Fund ("OPMF"), will be on top of the requirement under the 1992 CLC and 1992 Fund Conventions and will be administered by the Maritime Industry Authority ("MARINA"). Although the ten (10) centavo/liter levy on the transport of oil has been passed into law, MARINA has yet to impose this on local vessels.

Oil Spill Prevention and Control.

The Oil Pollution Compensation Act seeks to require oil companies to install oil spill prevention and control liabilities in their tankers and to undertake immediate cleaning operations in the event of oil spill within the country's territorial waters

(xii) Amount spent on research and development

Under existing agreement with Shell International Petroleum Company ("SIPC") an entity under common control, SIPC provides research and development services to PSPC.

R & D Costs	2018	2017	2016
Amount (in Million Php)	297.39	332.50	489.35
Revenue/Net Sales	218,868.68	169,475.81	136,763.29
	0.14%	0.20%	0.36%

(xiii) Costs and effects of compliance with environmental laws

Compliance with various environmental laws entails costs on the part of PSPC, resulting in higher production costs and operating expenses. In 2018, PSPC's long term provision for environmental remediation is Php 69.9 million and the short-term provision is Php 206.4 million.

(xiv) Manpower

PSPC has a total of 703 regular employees as of 31 December 2018. This includes senior executives, junior executives, junior staff and operatives. PSPC has no plans of significantly changing the number of its employees for the coming year.

The junior staff and operatives belong to either of two labor organizations/unions, namely the Kapisanan Ng Mga Manggagawa sa Shell ("KMS"), whose members comprise the rank and file workers assigned to PSPC's network of depots and installations, and the Tabangao Shell Refinery Employees Association ("TASREA"), covering rank and file workers at the Tabangao refinery.

The current Collective Bargaining Agreement ("CBA") with TASREA is effective from 01 May 2016 to 30 April 2019, and 16 January 2017 to 15 January 2022 with KMS.

In addition to the statutory benefits and reference to PSPC's policies defining eligibility and implementation rules, PSPC provides 14th month pay, Club Membership Allowance, Location Allowance, Meal Allowance, Depot Housing allowance, Driver's Allowance, Relocation and housing allowance, transportation allowance, Maternity/Paternity Assistance, Funeral Assistance, Sick Leave encashment, Group Hospitalization and Out-patient Insurance, Emergency Loan without interest, and various performance-related incentives to employees. PSPC sponsors a Defined Benefit and Defined Contribution retirement gratuity plan (Plan) for the benefit of its regular employees.

(xv) Major risks involved/Risk management

PSPC's Risk Management Policy explicitly states that management is responsible for implementing, operating and monitoring the system of internal control, which is designed to provide reasonable but not absolute assurance of achieving business objectives. The approach to internal control includes a number of general and specific risks management processes and policies. The primary control mechanisms are self-appraisal processes in combination with strict accountability for results.

- A. Board of Directors Responsibility (via Board Audit and Risk Oversight Committee)
 - Evaluate PSPC's Management culture
 - Evaluate PSPC's risks and effectiveness of risk management processes, including the adequacy of the overall control environment, and controls in selected areas representing significant risks
 - Assess (with internal and external auditors) any fraud, illegal acts, deficiencies in internal controls or other similar issues

- Assess and monitor Management's implementation of internal control recommendations made by internal and external auditors
- B. Executive Management
- Establish clear objectives, identify and evaluate the significant risks to the achievement of those objectives, set boundaries for risk taking, and apply fit-for-purpose risk responses
 - Incorporate risk responses into a system of internal control which is designed to address opportunities, protect PSPC assets, facilitate effective and efficient operations, and help to ensure reliable reporting and compliance with applicable laws and regulations
 - Monitor the effectiveness of the system of risk and internal control management
 - Provide annual self-assurances regarding the extent of compliance with PSPC's and Shareholders' Control Framework
- C. Line Management
- Design, resource, operate and monitor the system of internal control
 - Ensure that a risk based approach to internal control is communicated to staff, embedded in business processes, and responsive to evolving risks
 - Assign accountability for managing risks within agreed boundaries
 - Report the results of balanced self-assessments regarding the effectiveness of the risk based internal control system, including identified weaknesses or incidents, to Executive Management.
- D. Independent Assurance Providers (including External Audit, Internal Audit and CAAD)
- Undertake periodic review to assess effectiveness of the design and operation of the system of risk management and internal control or parts thereof.
 - In 2017, Corporate Assurance and Audit Department (CAAD) was established to provide an independent and objective assurance to the Management and Board Audit & Risk Oversight Committee on the design and operation of PSPC's governance, internal control and risk management processes.

Risk Response Strategies & Accountabilities

To manage risk effectively for PSPC, every Business and Function is required to:

1. Review the environment
2. State clear objectives
3. Identify risks to the achievement of those objectives;
4. Assess the impact and likelihood of the risks materialising;
5. Implement effective actions designed to:
 - achieve business objectives;
 - safeguard company assets from inappropriate use, loss or fraud;
 - facilitate economic, effective, efficient and safe operations;
 - enable compliance with the boundaries set by the PSPC Control Framework.
6. Monitor, communicate and report changes in the risk environment and the effectiveness of actions taken to manage identified risks on an ongoing basis.

Accountabilities for Risks

Market/Operational/Business risks are mostly the accountabilities of business/line managers. Corporate risks such as Foreign Exchanges risks, Interest Rate risks, and Liquidity risks, among others, are under the responsibility of the Corporate Finance Department in coordination with business and function managers.

Major Risks & General Responses

A. Operational / Business Risks

Risks under this category include the following (in no particular order):

1. Non-level playing field/Unfair & Illegal practices
Unfair and illegal practices, and non-level playing field, *e.g.* fuel smuggling and pilferage, proliferation of new retail outlets which do not conform to Health, Safety, Security & Environmental standards remained as key concerns, particularly due to the impact on sales and safety. To counteract these market pressures, PSPC, in coordination with key industry players and government, has sustained its campaign to promote brand protection and consumer awareness. Moreover, industry and government have intensified the drive against illegal refilling activities. PSPC is also providing technical input to the concerned government agencies directly, and through the Philippine Institute for Petroleum (PIP), on the fuels marking program.
2. Operational risks
Impact of unanticipated or prolonged shutdowns in key facilities such as depots and the refinery could have a severe impact on PSPC's ability to meet customer requirements. PSPC has an asset master plan which includes preventive maintenance activities to ensure strong reliability performance.
3. Regulatory risks
Abrupt changes in laws and regulations can pose detrimental results on PSPC's financial and business operations. Changes in tax regulations, customs rules and licensing procedures can make it difficult to sustain viable business operations in some segments. PSPC regularly engages with government agencies and ensures strong partnerships with local government units to ensure risks are identified in advance and mitigation plans are put in place to address them.

B. Corporate Risks

(I) Market risk

Market risk is the possibility that changes in currency exchange rates, interest rates or the prices of crude oil and refined products will adversely affect the value of PSPC's assets, liabilities or expected future cash flows.

1. Foreign currency exchange risk

PSPC operates internationally and is exposed to foreign currency exchange risk arising from currency fluctuations, primarily with respect to the importations of crude and finished products denominated in US dollar. Foreign currency exchange risk may also arise from future commercial transactions and recognized assets and liabilities denominated in a currency other than PSPC's functional currency.

Foreign exchange currency risks are not hedged and PSPC does not enter into significant derivative contracts to manage foreign currency risks. Since foreign currency exposure is significantly concentrated on purchase of crude, PSPC manages foreign currency risk by planning the timing of its importation settlements with related parties and considering the forecast of foreign exchange rates.

2. Cash flow and fair value interest rate risk

Cash flow and fair value interest risk is the risk that future cash flows and fair value, respectively, of a financial instrument will fluctuate because of changes in market interest rates.

PSPC has no significant exposure to fair value interest rate risk as PSPC has no significant interest-earning assets and interest-bearing liabilities subject to fixed interest rates.

PSPC's interest-rate risk arises from its borrowings. Borrowings issued at variable rates expose PSPC to cash flow interest-rate risk. At 31 December 2018 and 2017, PSPC's short-term borrowings and loans payable carry floating rates based on a certain index plus applicable premium.

PSPC does not enter into significant hedging activities or derivative contracts to cover risk associated with borrowings.

3. Commodity and other Price risk

Commodity price risk is the risk that future cash flows from a financial instrument will fluctuate because of changes in market prices. PSPC is affected by price volatility of certain commodities such as crude oil required in its operating activities. To minimize PSPC's risk of potential losses due to volatility of international crude and petroleum product prices, PSPC may implement commodity hedging for crude and petroleum products. The hedges are intended to protect crude inventories from risk of downward prices and squeezing margins. This allows stability in prices, thus offsetting the risk of volatile market fluctuations. If hedging is required, prices of commodities will be fixed at levels acceptable to PSPC, thus protecting raw material cost and preserving margins. For consumer (buy) hedging transactions, if prices go down, hedge positions may show marked-to-market losses; however, any loss in the marked-to-market position is offset by the resulting lower physical raw material cost. While for producer (sell) hedges, if prices go down, hedge positions may show marked-to-market gains; however, any gain in the marked-to-market position is offset by the resulting lower selling price.

PSPC is not significantly exposed to price risk on equity securities and proprietary club shares as investments held by PSPC are classified in the statement of financial position as equity through other comprehensive income financial assets and are not considered material in the financial statements.

(II) Credit risk

Credit risk arises from deposits with banks and financial institutions, as well as credit exposure to trade and non-trade receivables.

PSPC maintains cash and certain other financial instruments with various major financial institutions. To minimize this risk, PSPC performs periodic evaluations of the relative credit standing of these financial institutions and where appropriate, places limits on the amount of credit exposure with any one institution. Additional information is presented in Note 3 of the Audited Financial Statements.

PSPC has policies in place to ensure that sales of products are made to customers with acceptable creditworthiness. Counterparty credit risk is managed within a framework of individual credit limits with utilization being regularly reviewed. Credit checks are performed by a department independent of sales department, and are undertaken before contractual commitment. Where appropriate, cash on delivery terms are used to manage the specific credit risk. Also, there are collaterals and security deposits taken from customers which enables effective management of the risk.

There is no concentration of credit risks as at statement of financial position dates as PSPC deals with a large number of homogenous trade customers. Additional information is presented in Note 4 of the accompanying Audited Financial Statements for the year 2018.

(III) Liquidity risk

Liquidity risk is the risk that suitable sources of funding for PSPC's business activities may not be

available. PSPC has access to sufficient external debt funding sources (banks credit lines) to meet currently foreseeable borrowing requirements. The Treasury group centrally monitors bank borrowings, foreign exchange requirements and cash flow position.

Surplus cash is invested into a range of short-dated money market instruments, time deposits and money funds, which seek to ensure the security and liquidity of investments while optimizing yield.

Management monitors rolling forecasts of PSPC's liquidity reserve on the basis of expected cash flow.

2) Description of Properties

PSPC operates on various leased property for its refinery, storage installations, depots and various retail service stations located throughout the Philippines.

PSPC's refinery is situated in Tabangao, Batangas City, 121 kilometers south of Manila. The refinery was built in 1962 on approximately 160 hectares of land. Consisting of 54 Product & Component tanks, 11 Crude Tanks, 5 LPG Spheres and 4 jetties, the refinery can process and refine an average of 110,000 barrels a day.

Aside from the Tabangao refinery, PSPC also has a network of installations and depots scattered all over the archipelago. These are situated in Luzon (Tabangao, Calapan, Poro, Pasacao, Masbate and Puerto Princesa) and the Southern Islands (Mandaue, Davao, Bacolod, Iloilo, Leyte, Tagbilaran, Cabadbaran, Cagayan de Oro, Iligan, Jimenez). PSPC also sources or operates on some strategic third-party owned terminals across the country – North Harbor, Subic, Bataan, Puerto Princesa, Cebu, Amlan, Culasi, Mindoro, and Zamboanga.

These installations and depots have a variety of tanks, machinery, building structures and equipment.

As of 31 December 2018, PSPC had 1084 service stations broken down into around 44% company-owned and 56% dealer-owned. PSPC shares a joint storage facility in Ninoy Aquino International Airport with Petron and Chevron. PSPC also leases several parcels of land and property.

PSPC anticipates leasing additional lots from third parties for the expansion of its retail network in the coming year. PSPC also plans to spend for the regular repairs, maintenance, and replacement of its current properties and equipment.

(3) LEGAL PROCEEDINGS

(a) Excise tax on Importations of Catalytic Cracked Gasoline (CCG) and Light Catalytic Cracked Gasoline (LCCG)

Pilipinas Shell Petroleum Corporation vs. Commissioner of Customs, Collector of Customs of the Port of Batangas, Bureau of Customs and Bureau of Internal Revenue

SC G.R. Nos. 227651 & 227087. Filed 03 December 2009

Matter Summary:

From 2004 to 2009, the Company imported shipments of CCG and LCCG into the Philippines in accordance with the BIR Authority to Release Imported Goods (ATRIG) stating that the importation of CCG and LCCG is not subject to excise tax. Upon payment of VAT as assessed in the ATRIGs, the Bureau of Customs (BOC) allowed the entry of the imported CCG and LCCG without payment of excise tax. CCG and LCCG, being intermediate or raw gasoline components, are then blended with refinery products to produce unleaded gasoline that is compliant with applicable Philippine regulatory standards, particularly the Clean Air Act of 1999 and the Philippine National Standards (the "resulting product"). Prior to the withdrawal

of the resulting product from the Company's refinery, the Company paid the corresponding excise taxes.

In 2009, the District Collector of the Port of Batangas issued a letter demanding from the Company the payment of deficiency excise tax, VAT and penalties covering importation entries from 2006 to 2008. The Company requested the cancellation of the demand letter for lack of factual and legal basis. The District Collector of the Port of Batangas denied the request of the Company and declared that the law mandated the payment of excise tax on importation of unleaded gasoline and that it made no distinction or qualification on whether or not it was for consumption or sale to the domestic market. The District Collector of the Port of Batangas then reiterated his previous demand and threatened enforcement of Section 1508 of the Tariff and Customs Code of the Philippines (TCCP) which would hold the delivery or release of imported articles when an importer has an outstanding and demandable account.

The Company appealed before the Commissioner of Customs (COC). In the meantime, the Director of the DOE-Oil Industry Management Bureau issued a letter reiterating the earlier DOE finding that CCG and LCCG imports were raw materials or blending components in the production or processing of gasoline in its finished form. The then BIR Commissioner issued a memorandum confirming and reiterating the initial ruling in 2004 to the effect that CCG and LCCG are intermediate products or blending components which are not subject to excise tax under Section 148 of the NIRC.

The COC denied the appeal of the Company and demanded the payment of excise tax and VAT for the Company's CCG and LCCG importations this time from 2004 to 2009. The Company filed a motion for reconsideration of the Letter-Decision, which was denied by the COC. The COC then ordered the Company to pay the principal amount of P7.35 billion and pay the excise tax and VAT on all incoming CCG and LCCG shipments.

The Company thereafter filed a petition for review with the Court of Tax Appeals (CTA) for the purpose of appealing the ruling of the COC as well as to apply for the issuance of a temporary restraining order (TRO) to immediately prevent the COC from seizing future shipments of the Company pursuant to Section 1508 of the TCCP. The Company likewise applied for the issuance of a suspension order for the purpose of ensuring the preservation of the status quo while the merits of the appeal are being heard by the CTA.

While the case was pending in the CTA, the BIR Commissioner at that time issued on 15 December 2009 a Letter-Ruling declaring that the CCG and LCCG imports of the Company were subject to excise tax on the ground that the law did not make any distinction or qualification on whether or not the imports were intended for consumption or for blending with other substances. The ruling effectively reversed the earlier rulings of former BIR Commissioners.

Following the reversal of the ruling by the BIR Commissioner, the BOC started collecting excise taxes in January 2010 on shipments of the Company. The Company paid the BOC assessments under protest and on 27 January 2010, filed a Supplemental Petition seeking to annul the 15 December 2009 ruling by the BIR Commissioner.

In view of the paramount public interest, the government agreed not to exercise Section 1508 of the TCCP on condition that the Company posts a surety bond.

On 04 March 2010, the CTA approved the surety bond posted by the Company and enjoined the COC, the Collector of Customs at the Port of Batangas, the BOC and all persons acting under their direction or authority from undertaking any actions under Section 1508 of the TCCP and/or from all remedies to collect from petitioner the excise taxes and VAT, with increments, subject of the case.

On 27 November 2012, the CTA 3rd Division issued a Resolution granting the Company's Motion for Summary Judgment. The Court deemed that BOC's demand for the payment of excise taxes on importations of LCCG/CCG during the period 2004 to 2009 without merit, rendering the discussion on whether the CCG/LCCG are properly classified (under Section 148(e) or Section 148(f) of the NIRC, as amended) moot and academic. The CTA 3rd Division ruled in favour of the Company and respondent was prohibited from collecting the alleged unpaid excise taxes and VAT thereon, on the Company's importations of CCG/LCCG for the relevant periods in 2004 to 2009.

The BOC filed a Petition for Review with the CTA en banc. Meanwhile, the Company filed its own Petition for Review with the CTA en banc because the CTA did not invalidate the 15 December 2009 Ruling of the CIR with respect to double taxation - first, upon importation and the other upon withdrawal of the finished grade products from the refinery.

In its 28 September 2015 decision, the CTA en banc reversed the CTA Third Division, ruled partially in favour of the BOC and the BIR and held that the Company is liable to pay excise taxes and VAT on the importation of CCG and LCCG but only for the period from 2006 to 2009. The CTA en banc recognized the Company's defense of amnesty applied for periods from 2004 to 2005, thereby partially reducing the liability to shipments made from 2006 to 2009. Both parties filed motions for reconsideration of the CTA en banc decision. The BIR and BOC filed an Omnibus Motion for Partial Reconsideration and Clarification to question the decision of the CTA en banc in relation to the assessment of the unpaid excise taxes, VAT and penalties for the years 2004 and 2005. The Company, in turn, filed an Opposition to the said motion. The Company likewise filed a motion for reconsideration of the CTA en banc decision in relation to the assessment of the unpaid excise taxes, VAT and penalties for the years 2006 to 2009.

On 21 September 2016, the Company received an Amended Decision of the CTA en banc upholding its 28 September 2015 ruling and holding that the Company is liable to pay the Government for alleged unpaid taxes for the importation of CCG and LCCG for the period from 2006 to 2009 totalling P5.72 billion.

On 06 October 2016, the Company filed the appropriate appeal with the Supreme Court. The BOC and the BIR also filed their Petition for Review on Certiorari seeking to bring back the liability of the company to P7.35 billion plus interest and surcharges.

Status:

The Supreme Court consolidated the said petitions and the parties have filed their respective Comments. The Government and the Company filed their Reply on 22 January 2018 and 06 June 2018, respectively.

Management believes that provision should not be recognized as at 31 December 2018 and 31 December 2017 since it is the Company's assessment that liability arising is not probable because its factual and legal positions are strong. The Company continues to take appropriate legal action and remediation with respect to such case.

(b) *Excise tax on Importations of Alkylate*

Pilipinas Shell Petroleum Corporation vs. Commissioner of Internal Revenue et al.

CTA Case No. 8535, Court of Tax Appeals, 1st Division

Filed 24 August 2012

Matter Summary:

Following the ruling of the BIR authorizing the collection of excise taxes on CCG/LCCG importations, the Company began importing Alkylate as its blending component. The COC issued Customs Memorandum Circular No. 164-2012 directing the BOC and its officers to take the "appropriate action" in relation to BIR Ruling dated 29 June 2012 (Ruling No. M-059-2012) issued by the BIR Commissioner. In the ruling dated 29 June 2012, the BIR Commissioner held that Alkylate is also subject to excise tax upon importation. The BIR Ruling further held that the Company is liable for the amount of P1.9 billion representing the unpaid taxes, on the importations of Alkylate from 2010.

A Petition for Review of the BIR ruling was filed with the CTA. On 18 September 2012, the Company filed a Motion for the Issuance of a Suspension Order to stop the implementation of Ruling No. M-059-2012.

On 22 October 2012, the CTA issued a Resolution approving the issuance of a Suspension Order stopping the collection of alleged deficiency excise taxes (and VAT) for the period from 2010 to June 2012, upon the posting by the Company of a surety bond. Said bond was duly filed and the CTA approved the same on 30 October 2012.

In a Resolution dated 28 January 2013, the CTA denied the BIR/BOC Motion to Dismiss the case. Subsequent appeals (Petitions for Certiorari) from the denial of the Motion to Dismiss have been filed by the BOC and the BIR with Supreme Court.

On 02 June 2014, the Company filed a Petition for Certiorari with Application for the Issuance of a Temporary Restraining Order and/or Writ of Preliminary Injunction with the SC questioning the denial of its application for the issuance of a suspension order against the assessment and collection of excise taxes on its March 2014 alkylate shipment. On 7 July 2014, the SC issued a temporary restraining order enjoining the CTA and the tax-collecting agencies of the government from imposing excise taxes on incoming alkylate importations of the Company.

Meanwhile, in the main case before the CTA, on 31 July 2014, the Company filed a Motion for Judgment on the Pleadings. This Motion was denied by the tax court on 13 February 2015. On 16 March 2015, the Company filed a Motion for Reconsideration from this denial of the Motion for Judgment on the Pleadings.

The Company has excise duties and VAT paid under protest amounting to P1.1 billion for certain Alkylate shipments.

Status:

Trial on the merits is pending with the CTA. Due to the retirement of two Justices which resulted in the reorganization of the Court, the case has been transferred to the 2nd Division from the 1st Division. Jurisdictional issues are pending with the Supreme Court 2nd Division.

On 07 January 2019, the Company received the Resolution dated 17 December 2018 issued by the CTA 2nd Division granting the filing of its Formal Offer of Evidence.

(c) *Tax Credit Certificates Cases*

Commissioner of Internal Revenue vs. Pilipinas Shell Petroleum Corporation

SC GR No. 204119-20, Supreme Court 2nd Division

Filed 05 December 2012

Matter Summary:

This is an appeal from the Decision of the Court of Appeals which affirmed the Court of Tax Appeals in setting aside the CIR's demand for payment of the sum of P1.7 billion as the Company's excise tax liabilities for the years 1992, 1994-1997, which were paid by the Company through TCCs and TDMs.

Status:

The Supreme Court rejected the Bureau of Internal Revenue's effort to collect taxes totalling ~\$37 million, which Pilipinas Shell (PSPC) had paid using Tax Credit Certificates (TCCs) acquired from other companies. According to the SC, PSPC obtained the TCCs in good faith and for value and used them in accordance with the applicable laws and rules. On 10 September 2018, a Motion for Reconsideration was filed by the Commissioner of Internal Revenue ("CIR") on the Supreme Court's Decision. Awaiting Resolution from the Supreme Court to direct PSPC to file a Comment/Opposition to the Appeal.

Commissioner of Internal Revenue vs. Pilipinas Shell Petroleum Corporation

SC-G.R. No. 197945, Supreme Court

Filed 04 October 2011

Matter Summary:

From 1988 to 1997, the Company paid some of its excise tax liabilities with Tax Credit Certificates duly assigned and transferred to it by other BOI-registered entities. In 1998, the BIR sent a collection letter to the Company demanding payment of allegedly unpaid excise taxes. CIR sought to collect from the Company the amount of P235 million. This became the subject of several protests which led to various cases before the CTA.

This is an appeal from the Decision dated 22 February 2011 of the Court of Tax Appeals in CTA EB Case No. 535 which denied the CIR's petition for lack of merit and ruling that the Company has duly settled its excise tax liabilities by utilizing valid and genuine TCC/TDMs, obtained in good faith and for value, and in accordance with the applicable laws and rules.

Status:

The Supreme Court rejected the Bureau of Internal Revenue's effort to collect taxes totalling ~\$37 million, which Pilipinas Shell (PSPC) had paid using TCCs acquired from other companies. According to the SC, PSPC obtained the TCCs in good faith and for value and used them in accordance with the applicable laws and rules. On 10 September 2018, a Motion for Reconsideration was filed by the Commissioner of Internal Revenue ("CIR") on the Supreme Court's Decision. Awaiting Resolution from the Supreme Court to direct PSPC to file a Comment/Opposition to the Appeal.

Republic of the Philippines rep. by Bureau of Customs vs. Pilipinas Shell Petroleum Corporation & Filipino Way Industries

SC G.R. No. 209324 Supreme Court

Civil Case No. 02-103191, Regional Trial Court of Manila

Matter Summary:

Sometime in March 1996, TCCs were issued to Filway Industries for customs duties and taxes allegedly paid on raw materials used in the manufacture, processing or production of knitted fabrics. In 1997, Filway executed a deed of assignment over the TCCs in favour of the company. The Company then utilized said TCCs to settle its customs duties and taxes on oil importations.

According to the government, it was discovered that the said credit memos were fake and spurious as they did not conform to the records. Thus, the TCCs were cancelled and BOC is demanding anew for the payment of custom duties and taxes for the Company's importations.

The Court of Appeals had earlier upheld the dismissal of the case by the RTC Manila Branch 49 that dismissed the case. In a Decision dated 09 December 2015, the Supreme Court remanded the case to the RTC for the conduct of the trial proceedings so that the Bureau of Customs could attempt to prove the alleged fraudulent acquisition and use of TCCs.

Status:

Government concluded the presentation of its evidence. On 04 August 2018, PSPC filed a demurrer to evidence. Awaiting resolution.

(d) Excise Tax Refund Case

There are also tax cases filed by the Company for its claims from the government amounting to P733.1 million that are pending as at 31 December 2018 and 31 December 2017 in the CTA and SC. Management believes that the ultimate outcome of such cases will not have a material impact on the Company's financial statements.

(e) Other significant cases

(i) Cases Filed by the West Tower Condominium Corporation (WTCC)

**(a) *West Tower Condominium Corp. et al. vs. Judge Elpidio R. Calis et al*
SC G.R. No. 215901, Supreme Court**

Matter Summary:

The Company is a respondent in this Petition for Certiorari filed by West Tower Condominium Corp, et al. to challenge the ruling of Judge Calis requiring the payment of filing fees in the civil case for damages earlier brought by WTCC in connection with the leak in White Oil Pipeline. The issue is whether the case filed with the lower court is exempt from payment of filing fees. The trial court judge earlier ruled that the claim is an ordinary claim for damages.

Status:

In a Decision dated 30 June 2014, the Court of Appeals affirmed the ruling of the Regional Trial Court requiring the payment of filing fees. First Philippine Industrial Corporation (FPIC) and its Board of Directors and Officers asked the Court of Appeals to reconsider the part of its Decision retaining the party-complainants previously dropped as parties to the case arguing that the court has no jurisdiction to reinstate these party-complainants. West Tower Condominium Corporation, et al. filed its Motion for Reconsideration arguing that they have satisfied all the requirements in

order that this case may be treated as an environmental case which does not necessitate the payment of the filing fees.

On 26 September 2014, the Company asked the Court of Appeals to deny the motion for reconsideration filed by West Tower Condominium Corporation, et al. for lack of merit. In its resolution dated 11 December 2014, the Court of Appeals denied the motion for reconsideration filed by the West Tower Condominium Corporation, et al. West Tower Condominium Corporation, et al.'s filed with the Supreme Court the present petition dated 11 February 2015 seeking a review of the decision of the Court of Appeals. The Company has filed its Comment with Opposition dated 18 September 2015 asking the Supreme Court to dismiss the petition and to deny the application for a temporary restraining order. Awaiting Supreme Court's action as at 31 December 2018.

(b) *West Tower Condominium Corp. vs. Garde, et al (Criminal Negligence)*

PS No. XV-05-INV-11J-02709, Department of Justice

Filed 25 October 2011

Matter Summary:

This is a complaint for criminal negligence against the 11 Directors of the Company and 2 Officers of the Company who were also directors of FPIC at the time of the pipeline leak incident. Aside from the other Directors and Officers of FPIC, also charged were Directors of First Gen Corp. and Directors of Chevron.

Each of the Company's Directors (11) and Officers (2) filed their respective Counteraffidavits on the 19 January 2011. The Directors asserted that there is no basis to find them culpable for negligence. The City Prosecutor will make a determination as to the existence of probable cause, which is necessary before the Respondents can be indicted.

Status:

In its Resolution dated 22 February 2018, the Office of the City Prosecutor of Manila dismissed the Complaint for lack of probable cause. The Resolution stated that the directors and officers of the Corporation were not under obligation to operate and maintain the pipeline belonging to FPIC.

(iii) Others

Cecilio Abenion, et al vs. Dow Chemical Co, et al.

SC G.R. No. 202295, Supreme Court, 1st Division

SC-G.R. Case 199182-89, Supreme Court, 2nd Division

Filed 23 December 2011

Matter Summary:

In 1996, an action for damages was filed against several U.S. corporations, including Shell Oil Company, alleged to be manufacturers and users of pesticides used in plantations in Davao City. A global compromise agreement was reached between Shell Oil Company (among others) and the claimants.

In August 2009, a Davao City trial court issued a Notice of Garnishment of the Company's funds in a bank. The Company sought and obtained protective relief from the Court of Appeals on the basis that it was not a party to the case nor to the compromise agreement subject of the case. The Court of Appeals further ordered the

judge who issued the execution and garnishment against the Company's assets to recuse himself from further presiding in the proceedings in the trial court.

Status:

Two separate petitions for review of the Court of Appeals' decision were filed by the claimants with the Supreme Court. One of the petitions (SC G.R. No. 202295) was dismissed by the Supreme Court in 2012 and the company recently received the Supreme Court's Resolution dated 5 June 2017 which also dismisses the other set of petitions (SC G.R. No. 199182-89). In a Supreme Court Resolution dated 7 March 2018, the petitioners' appeal has been dismissed with finality.

PART II – SECURITIES OF THE REGISTRANT

A. Market Price of and Dividends on Registrant's Common Equity and Related Stockholder Matters

1. Market Information and Voting Rights of Shares

1. Market information

PSPC common shares were listed as "SHLPH" with the Philippine Stock Exchange on 3 November 2016.

The principal market where PSPC's common share is traded is the Philippine Stock Exchange.

The high and low sale prices for the end of 2018 are as follows:

FROM	TO	HIGH (Php)	LOW (Php)
03 January 2018	31 January 2018	66.50	61.35
01 February 2018	28 February 2018	62.60	56.50
01 March 2018	28 March 2018	63.50	54.35
02 April 2018	30 April 2018	54.95	51.80
02 May 2018	31 May 2018	54.00	49.60
01 June 2018	29 June 2018	52.05	48.10
02 July 2018	31 July 2018	57.30	51.20
01 August 2018	31 August 2018	59.50	55.50
03 September 2018	28 September 2018	57.40	52.25
01 October 2018	31 October 2018	54.00	48.20
05 November 2018	29 November 2018	51.50	47.40
03 December 2018	28 December 2018	48.80	46.05

As of 28 December 2018, the last trading day in 2018, PSPC (SHLPH) stock closed at Php 47.75.

2. **Holders** – There are three hundred and sixteen (316) stockholders excluding treasury shares, the top twenty (20) of which are:

	Name	No. of Shares Held	% of Shares Held
1	Shell Overseas Investments B.V.	890,860,233	55.215%
2	The Insular Life Assurance Company, Ltd.	262,344,595	16.260%
3	The Hongkong And Shanghai Banking Corp. Ltd. -Clients' Acct.	113,872,095	7.058%
4	Spathodea Campanulata Inc.	67,184,265	4.164%
5	Deutsche Bank Manila-Clients A/C	61,926,369	3.838%
6	Rizal Commercial Banking Corporation	28,863,475	1.789%
7	Government Service Insurance System	20,670,130	1.281%
8	Standard Chartered Bank	19,293,670	1.196%
9	Citibank N.A.	18,064,566	1.120%
10	BPI Securities Corporation	13,877,894	0.860%
11	Papa Securities Corporation	13,130,540	0.814%
12	The Hongkong And Shanghai Banking Corp. Ltd. -Clients' Acct.	8,216,000	0.509%
13	COL Financial Group, Inc.	7,208,667	0.447%

14	Platinum Securities, Inc.	5,898,489	0.366%
15	BDO Securities Corporation	4,057,940	0.252%
16	Securities Specialists, Inc.	3,921,082	0.243%
17	Banco De Oro - Trust Banking Group	3,647,430	0.226%
18	Maybank Atr Kim Eng Securities, Inc.	3,632,911	0.225%
19	RCBC Securities, Inc.	3,433,607	0.213%
20	Abacus Securities Corporation	3,199,738	0.198%

3. Dividends

At the special meeting of the Board held on 14 March 2018, the Board of directors approved the declaration of cash dividend to stockholders on record as of 28 March 2018 an amount of Php5.14 per share from the unrestricted retained earnings of PSPC to all shareholders. The dividends declared and paid out in 2018 was to P8.3 billion out of the Unrestricted Retained Earnings available for cash dividends as of 31 December 2017.

During its Special Meeting held on 20 April 2017, the Board of Directors approved the declaration of dividend in the amount of Php1.65 per share from the unrestricted retained earnings of PSPC to all shareholders of record as of 5 May 2017 and payable on 18 May 2017. The dividends declared and paid out in 2017 was Php2.7 billion out of PSPC's Unrestricted Retained Earnings as of 31 December 2016.

Thus, the dividends paid out in 2018 from the 2017 Unrestricted Retained Earnings taken together represent a payout of 80%, exceeding the 75% set in the Dividend Policy.

The payment of dividends in the future will depend on PSPC's earnings, cash flow, investment program and other factors. Dividends payable to foreign shareholders may not be remitted using foreign exchange sourced from the Philippine banking system unless their investment was first registered with the Bangko Sentral ng Pilipinas and thus, covered by the required Bangko Sentral registration Document (BSRD).

As at 31 December 2018, cost of treasury shares, accumulated earnings of its associates and unrealized mark to market gains are not available for dividend declaration.

B. Description of PSPC's Shares

1. Capital stock and treasury shares as at 31 December 2016 to 2018 consist of:

	2018		2017		2016	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Authorized capital stock, common shares at P1.0 par value per share	2.5 billion	2,500,000	2.5 billion	2,500,000	2.5 billion	2,500,000
Issued shares	1,681,058,291	1,681,058	1,681,058,291	1,681,058	1,681,058,291	1,681,058
Treasury shares	(67,614,089)	(507,106)	(67,614,089)	(507,106)	(67,614,089)	(507,106)
Issued and outstanding shares	1,613,444,202	1,173,952	1,613,444,202	1,173,952	1,613,444,202	1,173,952

As at 31 December 2018, PSPC has 316 shareholders excluding treasury shares (31 December 2017 - 319), 280 of whom hold at least 100 shares of PSPC's common shares (31 December 2017 - 285).

Each common share is entitled to one vote.

2. Debt Securities

PSPC does not have any outstanding debt securities.

3. Stock Ownership Plan

PSPC currently does not have a stock ownership plan or program. The privilege extended to PSPC was an allocation whereby each qualified employee could purchase, for his/her own account, up to 4,290 PSPC shares during the IPO.

Part III. Financial Information

A. Management's Discussion and Analysis (MD&A)

The Statements of Financial Position and Statements of Income for the years ended 2018, 2017 and 2016 are shown in Million Philippine Pesos.

Financial condition as of the year ended 31 December 2018 compared to the year ended 31 December 2017

The following is a discussion of PSPC's current and non-current assets and liabilities as of the year ended 31 December 2018 compared to the year ended 31 December 2017.

Current assets

PSPC's current assets decreased from Php45,876.3 million as of 31 December 2017 to Php40,778.6 million as of 31 December 2018 primarily due to the following:

Trade and other receivables increased by Php2,127.7 million, or 19.6% from Php10,865.1 million as of 31 December 2017 to Php12,992.8 million as of 31 December 2018 primarily due to imposition of higher excise tax on petroleum products.

Cash decreased by Php1,708.2 million, or 27.7% from Php6,163.3 million as of 31 December 2017 to Php4,455.1 million as of 31 December 2018 as a result of cash dividends paid during the year coupled with disciplined capital investments and settlement of long-term borrowings. This is partially offset by the strong cash generated from operations.

Inventories decreased by Php2,028.4 million, or 9.4% from Php21,671.2 million as of 31 December 2017 to Php19,642.8 million as of 31 December 2018 primarily driven by general decrease in crude oil and finished products prices during the last quarter of the year.

Prepayments and other current assets decreased by Php3,488.9 million, or 48.6% from Php7,176.7 million as of 31 December 2017 to Php3,687.8 million as of 31 December 2018 mainly driven by utilization of input VAT and lower prepaid corporate taxes.

Non-Current Assets

PSPC's non-current assets increased from Php36,000.7 million as of 31 December 2017 to Php39,387.8 million as of 31 December 2018 primarily due to the following:

Long-term Receivables, rentals and investments increased by Php354.5 million, or 8.2% from Php4,304.5 million as of 31 December 2017 to Php4,659.0 million as of 31 December 2018 mainly due to increase in advance rentals of new and renewed retail sites.

Property, plant and equipment increased by Php2,694.3 million, or 10.6% from Php25,434.4 million as of 31 December 2017 to Php28,128.7 million as of 31 December 2018 primarily due to additional retail stations built during the year, upgrades made to existing retail sites and enhancement of the supply chain network.

Other assets increased by Php338.2 million, or 5.4% from Php6,261.9 million as of 31 December 2017 to Php6,600.1 million as of 31 December 2018 mainly driven by increase in fair value of pension and equity instruments during the year.

Current Liabilities

PSPC's current liabilities decreased from Php31,235.0 million as of 31 December 2017 to Php28,456.8 million as of 31 December 2018 primarily due to the following:

Trade and other payables increased by Php4,016.3 million, or 19.0% from Php21,163.8 million as of 31 December 2017 to Php25,180.1 million as of 31 December 2018 primarily due to higher importations of crude and finished products at the latter part of the year.

Dividends payable increased by Php1.4 million, or 9.9% from Php14.2 million as of 31 December 2017 to Php15.6 million as of 31 December 2018 primarily due to cash dividend declared during the year which remain uncollected at 31 December 2018.

Short-term loans decreased by Php796.0 million, or 19.6% from Php4,057.0 million as of 31 December 2017 to Php3,261.0 million as of 31 December 2018 primarily due to lower short-term borrowings for working capital requirements.

Current portion of long term debt decreased by Php6,000.0 million, or 100.0% from Php6,000.0 million as of 31 December 2017 to Php Nil as of 31 December 2018 mainly due to repayment during the year.

Non-Current Liabilities

PSPC's non-current liabilities increased from Php8,506.6 million as of 31 December 2017 to Php12,737.8 million as of 31 December 2018 primarily due to the following:

Long term debt increased by Php4,000.0 million, or 80.0% from Php5,000.0 million as of 31 December 2017 to Php9,000.0 million as of 31 December 2018 mainly due to repayment of Php5,000 million long term loan refinanced with Php9,000 long term loan in Q1 2018.

Provision and other liabilities increased by Php239.6, or 8.5% from Php2,804.6 million as of 31 December 2017 to Php3,044.2 million as of 31 December 2018 mainly due to higher inflation affecting the retirement obligations for retail sites and increased payables from promotional activities.

Equity

PSPC's total equity decreased from Php42,135.4 million as of 31 December 2017 to Php38,971.8 million as of 31 December 2018 primarily due to the following:

Retained earnings decreased by Php3,264.6 million from Php14,339.5 million as of 31 December 2017 to Php11,074.9 million as of 31 December 2018 primarily driven by 2018 cash dividends declared amounting to Php 8,293.1 million, 212% higher than 2017. This is partially offset by profits earned during the year.

Other reserves increased by Php101.0 million, or 21.9% from Php460.2 million as of 31 December 2017 to Php561.2 million as of 31 December 2018 due to increase in fair value of equity instruments.

Financial condition as of the year ended 31 December 2017 compared to the year ended 31 December 2016

The following is a discussion of PSPC's current and non-current assets and liabilities as of the year ended 31 December 2017 compared to the year ended 31 December 2016.

Current assets

PSPC's current assets increased from Php38,856.3 million as of 31 December 2016 to Php45,876.3 million as of 31 December 2017 primarily due to the following:

Cash increased by Php1,889.0 million, or 44.2% from Php4,274.3 million as of 31 December 2016 to Php6,163.3 million as of 31 December 2017 primarily as a result of strong cash generation from operations partially offset by strategic spend on capital projects and dividends paid during the year.

Trade and other receivables increased by Php2,043.5 million, or 23.2% from Php8,821.6 million as of 31 December 2016 to Php10,865.1 million as of 31 December 2017 primarily due to increase in trade receivables in line with increasing trend in oil prices.

Inventories increased by Php5,289.8 million, or 32.3% from Php16,381.4 million as of 31 December 2016 to Php21,671.2 million as of 31 December 2017 primarily as a result of increase in oil prices and in stocks intended to meet demand from the marketing business.

Prepayments and other current assets decreased by Php2,202.4 million, or 23.5% from Php9,379.1 million as of 31 December 2016 to Php7,176.7 million as of 31 December 2017. This is primarily due to the utilization of a portion of the accumulated excess input VAT from prior years and lower prepaid corporate taxes.

Non-Current Assets

PSPC's non-current assets increased from Php31,752.9 million as of 31 December 2016 to Php36,000.7 million as of 31 December 2017 primarily due to the following:

Long-term Receivables, rentals and investments increased by Php248.5 million, or 6.1% from Php4,056.0 million as of 31 December 2016 to Php4,304.5 million as of 31 December 2017 primarily as a result of increase in advance rentals due to increase in retail sites during the year.

Property, plant and equipment increased by Php2,056.1 million, or 8.8% from Php23,378.3 million as of 31 December 2016 to Php25,434.4 million as of 31 December 2017 primarily due to additional retail stations built during the year and increase in refinery capital spend on Bitumen Production Facility and planned refinery turnaround.

Deferred income tax assets decreased by Php330.3 million, or 100% from Php330.3 million as of 31 December 2016 to Nil as of 31 December 2017 primarily driven by strong earnings delivered during the year and the reversal of the deferred tax asset associated with the provision for the abandonment case. The Company is now in a deferred tax liability position.

Other assets increased by Php2,273.6 million, or 57.0% from Php3,988.2 million as of 31 December 2016 to Php6,261.9 million as of 31 December 2017 primarily due to increase in fair value of pension assets and intangibles during the year.

Current Liabilities

PSPC's current liabilities increased from Php22,400.8 million as of 31 December 2016 to Php31,235.0 million as of 31 December 2017 primarily due to the following:

Trade and other payables increased by Php4,142.6 million, or 24.3% from Php17,021.2 million as of 31 December 2016 to Php21,163.8 million as of 31 December 2017 primarily due to increase in trade payables as a result of increase in the crude oil prices.

Dividends payable increased by Php4.5 million, or 47.0% from Php9.7 million as of 31 December 2016 to Php14.2 million as of 31 December 2017 primarily due to cash dividend issued in 2016 and 2017 which remain uncollected at 31 December 2017.

Short-term loans decreased by Php1,313.0 million, or 24.5% from Php5,370.0 million as of 31 December 2016 to Php4,057.0 million as of 31 December 2017 primarily due to lower short-term borrowings for working capital requirements.

Current portion of long term debt increased by Php6,000.0 million, or 100.0% from Php Nil as of 31 December 2016 to Php6,000.0 million as of 31 December 2017 mainly due to the transfer of the current portion of the long-term loan which is due to be paid in first quarter of 2018.

Non-Current Liabilities

PSPC's non-current liabilities decreased from Php15,280.1 million as of 31 December 2016 to Php8,506.6 million as of 31 December 2017 primarily due to the following:

Long term debt decreased by Php6,000.0 million, or 54.5% from Php11,000.0 million as of 31 December 2016 to Php5,000.0 million as of 31 December 2017 mainly due transfer of the current portion of the long-term loan which is due to be paid in first quarter of 2018.

Deferred income tax liabilities increased by Php702.0 million, or 100% from Nil as of 31 December 2016 to Php702.0 million as of 31 December 2017 primarily as result of profits generated in 2017 and full utilization of deferred tax assets.

Provision and other liabilities decreased by Php1,475.6, or 34.5% from Php4,280.1 million as of 31 December 2016 to Php2,804.6 million as of 31 December 2017 mainly due to favorable decision in the abandonment case resulting in reversal of the corresponding provision and related deferred tax assets.

Equity

PSPC's total equity increased from Php32,928.3 million as of 31 December 2016 to Php42,135.4 million as of 31 December 2017 primarily due to the following:

Retained earnings increased almost threefold by Php9,227.6 million from Php5,111.9 million as of 31 December 2016 to Php14,339.5 million as of 31 December 2017 primarily due to the increase in profits during the year. This increase is net of dividends paid amounting to P2,662.1 million.

Other reserves decreased by Php20.5 million, or 4.3% from Php480.7 million as of 31 December 2016 to Php460.2 million as of 31 December 2017 due to increase in fair value reserves pertaining to available for sale securities owned by PSPC.

Results of operations for the year ended 31 December 2018 compared to the year ended 31 December 2017

Net sales increased by Php49,392.9 million, or 29.1%, from Php169,475.8 million for the year ended 31 December 2017 to Php218,868.7 million for the year ended 31 December 2018, mainly driven by higher pump prices as influenced by the general increase in average global oil prices.

Cost of sales increased by Php53,503.3 million, or 37.4%, from Php143,070.6 million for the year ended 31 December 2017 to Php196,573.9 million for the year ended 31 December 2018 primarily as a result of general increase in average global oil prices.

Gross profit decreased by Php4,110.4 million, or 15.6% from Php26,405.2 million for the year ended 31 December 2017 to Php22,294.8 million for the year ended 31 December 2018 primarily as result of general increase in global oil prices partially offset by better margins from the retail business.

Selling, General and Administrative expenses increased by Php526.5 million, or 3.8% from Php13,860.1 million for the year ended 31 December 2017 to Php14,386.6 million in 2018 for the year ended 31 December 2018 mainly due to general increase in rental expenses and higher depreciation and amortization from additional capital investments and advertising expenses. This is partially offset by the reduction in employee costs and logistics costs. Philippine inflation hit 6.7% in Q3 of 2018, highest recorded in the past 9 years; 2018 average inflation is at 5.2%.

Other operating income increased by Php94.5 million, or 19.3%, from Php489.4 million for the year ended 31 December 2017 to Php583.9 million for the year ended 31 December 2018, mainly driven by growth from non-fuel retail business.

Finance income decreased by Php23.3 million, or 34.1%, from Php68.4 million for the year ended 31 December 2017 to Php45.1 million for the year ended 31 December 2018, mainly due to decline in foreign exchange gain during the year as a result of weakening Peso against other foreign currencies.

Finance expense increased by Php523.1 million, or 72.5%, from Php721.9 million for the year ended 31 December 2017 to Php1,245.0 million for the year ended 31 December 2018, mainly due to increase in foreign currency transactions along with the weakening of Philippine Peso during the year.

Other non-operating income decreased by Php1,379.2 million, from Php1.379.2 million for the year ended 31 December 2017 to Php Nil million for the year ended 31 December 2018, due to the reversal of the abandonment case provision when the company received a favourable court decision in 2017.

Net Profit for the period declined by Php5,291.9 million or 51.0% from Php10,368.2 million for the year ended 31 December 2017 to Php5,076.3 million for the year ended 31 December 2018. This is primarily due to lower refinery margins coupled with high inflation rate partially offset by the sustained margin growth from the marketing businesses. Inventory loss contributed Php39.8 million to 2018 net income vs post-tax inventory holding gain of Php2,941.9 million in 2017.

EBITDA Adjusted for COSA decreased by Php2,042.7 million, or 16.9% from Php12,088.3 for the year ended 31 December 2017 to Php10,045.6 million for the year ended 31 December 2018. This is primarily driven by lower refining margin environment, planned refinery pitstop in 2Q 2018 and higher inflation which may have affected consumer demand. These short-term headwinds were partially offset by the sustained growth from the marketing businesses.

EBITDA declined significantly by Php6,302.8 million, or 38.7% from Php16,291.5 million for the year ended 31 December 2017 to Php9,988.7 million for 31 December 2018 mainly due to impact of decrease in pre-tax inventory holding gains of Php4,260.1 million from Php4,203.3 inventory holding gain in 2017 vs inventory holding loss of Php56.9 million in 2018.

Results of operations for the year ended 31 December 2017 compared to the year ended 31 December 2016

Net sales increased by Php32,712.5 million, or 23.9%, from Php136,763.3 million for the year ended 31 December 2016 to Php169,475.8 million for the year ended 31 December 2017, primarily as a result of sustained volume growth from retail business coupled with higher product prices driven by the increase in average global oil prices. This is despite the price compression in some areas of the country, particularly in Mindanao.

Overall sales volumes decreased by 104.0 million litres or 1.9% from 5,714.0 million litres for 31 December 2016 to 5,610.0 million litres for 31 December 2017. Marketing volumes grew by 2.8% despite structural decline in demand from the power sector. Decline in supply sales was a deliberate move in 2017 so PSPC can focus on selling its products through its marketing units which provides higher yields. Retail delivers strong volume growth of 4% brought by effective marketing promotions, growth from existing retail stations and incremental contribution from new retail sites with sustained premium brand preference. Commercial business, despite the structural decline in FO demand, registered growth in 2017 against prior year driven by the strategic decision to grow on other sectors.

Cost of sales increased by Php30,609.0 million, or 27.2%, from Php112,461.5 million for the year ended 31 December 2016 to Php143,070.6 million for the year ended 31 December 2017 primarily as a result higher purchase cost due to increase in average global oil prices.

Gross profit increased by Php2,103.5 million, or 8.7% from Php24,301.7 million for the year ended 31 December 2016 to Php26,405.2 million for the year ended 31 December 2017 mainly due to strong refinery margins, robust retail volume growth backed by 27% premium fuel penetration and recovery of the commercial business.

Selling, General and Administrative expenses increased by Php797.0 million, or 6.1% from Php13,063.1 million for the year ended 31 December 2016 to Php13,860.1 million in 2017 for the year ended 31 December 2017 mainly due to general increase in employee benefits, rental expenses and higher depreciation and amortization from additional capital investments partially offset by the reduction in advertisement costs during the year.

Finance income decreased by Php107.3 million, or 61.1%, from Php175.7 million for the year ended 31 December 2016 to Php68.4 million for the year ended 31 December 2017, reduction of foreign currency exposures along with weakening of Philippine Peso during the year.

Finance expense decreased by Php336.1 million, or 31.8%, from Php1,058.0 million for the year ended 31 December 2016 to Php721.9 million for the year ended 31 December 2017, mainly as a result lower foreign exchange losses during the year.

Other non-operating income increased by Php1,378.1 million, from Php1.0 million for the year ended 31 December 2016 to Php1,379.2 million for the year ended 31 December 2017, due to the reversal of the provision booked on the abandonment case when the company received a favourable court decision on the case.

Net Profit for the period improved significantly by Php2,924.5 million or 39.3% from Php7,443.8 million for the year ended 31 December 2016 to Php10,368.2 million for the year ended 31 December 2017. Higher net profit was delivered, despite the impact of the two-month planned refinery turnaround, primarily driven by stronger refinery margins, strong retail volume growth backed by successful marketing campaigns and high premium fuel penetration, Income Tax Holiday benefit from Euro IV registered activities and favourable impact of the abandonment case provision reversal. Inventory gain contributed Php2,941.9 million to 2017 net income vs inventory holding gain of Php2,104.2 million in 2016.

EBITDA Adjusted for COSA increased by Php1,950.1 million, or 19.2% from Php10,138.2 for the year ended 31 December 2016 to Php12,088.3 million for the year ended 31 December 2017, meeting the EBITDA growth guidance provided to investors. This is mainly due to sustained volume and margin growth from retail despite the aggressive price competition in certain areas of the country, stronger refinery margins which offset impact of planned refinery maintenance, recovery of commercial business with robust growth in wholesale and aviation and reversal of abandonment case provision as a result of the favorable court decision.

EBITDA improved significantly by Php3,125.5 million, or 23.7% from Php13,166.0 million for the year ended 31 December 2016 to Php16,291.5 million for 31 December 2017 mainly due to increase in EBITDA adjusted for COSA and increase of Php1,175.4 million inventory holding gains from Php4,203.2 million in 2017 vs Php3,027.8 million in 2016.

SUMMARY FINANCIAL AND OPERATING INFORMATION

PSPC's selected financial data as of and for the years ended 31 December 2016, 2017 and 2018 were derived in each case from the audited financial statements of PSPC.

KEY FINANCIAL RATIOS AND OPERATING DATA

Key financial ratios

	As of/for the year ended 31 December		
	2016	2017	2018
Current ratio ¹	1.7	1.5	1.4
Debt to equity ratio ²	0.4	0.2	0.2
Debt ratio ³	17.1%	10.9%	9.7%
Return on assets ⁴	10.5%	12.7%	6.3%
Return on equity ⁵	22.9%	24.9%	13.2%
Return on average capital employed ⁶	24.2%	26.9%	14.8%

¹ Current ratio is computed by dividing current assets over current liabilities.

² Debt to equity ratio is computed by dividing net debt (short-term borrowings and loans payable less cash) by equity (exclusive of other reserves).

³ Debt ratio is computed as net debt divided by total assets.

⁴ Return on assets is computed as profit (loss) for the period divided by total assets.

⁵ Return on equity is computed as profit (loss) for the period divided by equity (exclusive of other reserves).

⁶ Return on average capital employed is defined as EBIT as a percentage of the average capital employed for the period. Capital employed consists of total equity, short-term borrowings and loans payable. Average capital is calculated as the mean of the opening and closing balances of capital employed for that period.

Key operating data

	As of/for the year ended 31 December		
	2016	2017	2018
Nameplate capacity (thousand barrels per day (kbpd)) ¹	110	110	110
Refinery utilization rate (%) ²	68.6%	60.8%	69.6%
Retail volumes sold (million litres) ³	3,053	3,172	3,136
Commercial volumes sold (million litres) ⁴	2,090	2,115	1,917
Others (million litres) ⁵	572	323	598

Note:

¹ 110,000 bpd is nameplate capacity on a calendar basis.

² Refinery utilization rate is calculated as the ratio of total product output to the calendar day nameplate capacity.

³ Retail volumes sold indicates the total volume of fuels and lubricants sold through the retail business for the period.

⁴ Commercial volumes sold indicates the total volume of wholesale commercial fuel, jet fuel, lubricants and specialities sold for the period.

⁵ Others volume sold indicates the total volume of manufacturing and supply for the period.

OTHER FINANCIAL DATA

Reconciliation from statutory profit for the year to EBIT and EBITDA

	For the year ended 31 December		
	2016	2017	2018
Profit (Loss) for the year/period	7,443.8	10,368.2	5,076.3
Add:			
(Benefit from) Provision for income tax	3,384.3	3,392.0	2,215.8
Finance expense	570.5	578.3	744.5
Depreciation and amortization	1,766.2	1,959.4	1,957.6
Less:			
Finance income.....	1.2	6.4	5.6
EBITDA ¹	13,166.0	16,291.5	9,988.6
Depreciation and amortization	1,766.2	1,959.4	1,957.6
EBIT ¹	11,399.8	14,332.1	8,031.0

EBITDA	13,166.0	16,291.5	9,988.6
Less:			
Cost of Sales Adjustment (COSA) ²	3,027.8	4,203.2	(56.9)
EBITDA (adjusted for COSA)³	10,138.2	12,088.3	10,045.6
Less:			
Depreciation and amortization	1,766.2	1,959.4	1,957.6
EBIT (adjusted for COSA)³ .	8,372.0	10,128.9	8,087.9

1 EBIT indicates profit for the period excluding interest income, interest and finance charges (and accretion) expense and benefit from (provision for) income tax. EBITDA indicates profit for the period excluding interest income, interest and finance charges (and accretion) expense, benefit from (provision for) income tax and depreciation and amortization. EBIT and EBITDA are not measurements of financial performance under PFRS and investors should not consider them in isolation or as an alternative to profit or loss for the period, income or loss from operations, an indicator of PSPC's operating performance, cash flow from operating, investing and financing activities, or as a measure of liquidity or any other measures of performance under PFRS. Because there are various EBIT and EBITDA calculation methods, PSPC's presentation of this measure may not be comparable to similarly titled measures used by other companies. EBIT and EBITDA above are both unaudited figures.

2 The COSA provides an approximate measure of PSPC's performance on a current cost of supplies basis, and is a financial measure used by PSPC in managing its day-to-day operations such as (but not limited to) allocating resources and assessing performance. The COSA is an adjustment that reflects PSPC's cost of sales using the current cost of supplies sold, rather than FIFO inventory accounting which is the actual standard applied by PSPC in preparing its PFRS financial statements. As such, the COSA excludes the accounting effect of changes in the oil price on inventory carrying amounts. The COSA as applied to EBIT and EBITA is applied on a pre-tax basis to arrive at adjusted EBIT and adjusted EBITDA. Prospective investors are cautioned that COSA, EBITDA, and EBIT (and any adjustments thereto) are in all cases not measurements of financial performance under PFRS and investors should not consider them in isolation or as an alternative to profit or loss for the year, income or loss from operations, or as an indicator of PSPC's operating performance, cash flow from operating, investing and financing activities, or as a measure of liquidity or any other measures of performance under PFRS. Although other oil refiners use similar measures, prospective investors are cautioned that there are various calculation methods, and PSPC's presentation of COSA may not be comparable to similarly titled measures used by other companies.

3 These figures have been adjusted to remove the effects of changes in oil prices on inventory carrying amounts, which adjustment is referred to herein as the cost of sales adjustment.

Known trends, demands, developments, commitments, events or uncertainties that will have a material impact on the issuer's liquidity

Commodity price risk

PSPC is exposed to price volatility of certain commodities such as crude oil. To minimize PSPC's risk of potential losses due to volatility of international crude and product prices, PSPC may implement commodity hedging for crude and petroleum products.

Liquidity risk

PSPC is exposed to the possibility that adverse changes in the business environment or its operations could result in substantially higher working capital requirements and consequently, suitable sources of funding for PSPC's activities may be difficult to obtain or unavailable. PSPC manages its liquidity risk by monitoring rolling forecasts of PSPC's liquidity reserve on the basis of expected cash flow. Additionally, the Treasury group centrally monitors bank borrowings, foreign exchange requirements and cash flow position. PSPC has access to sufficient external debt funding sources to meet currently foreseeable borrowing requirements. Furthermore, surplus cash is invested into a range of short-dated money market instruments, time deposits and other assets, which seek to ensure the security and liquidity of investments while optimizing yield.

Any events that will trigger direct or contingent financial obligation that is material to the PSPC, including any default or acceleration of an obligation.

There are no material or significant events during the reporting period that will trigger direct or contingent financial obligation that is material to the PSPC except for the cases enumerated under the section 'Legal Proceedings'.

As of 31 December 2018, PSPC's contingent liabilities for which provisions have been made primarily related to certain pending legal proceedings including tax matters, asset retirement obligations and potential remediation and demolition costs, as described in more detail in note 28 of PSPC's audited financial statements as of and for the year ended 31 December 2018. Other than these, there are no material or significant events that will trigger direct or contingent financial obligation that is material to PSPC except for the cases discussed under "Legal Proceedings"

Material off-balance-sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of PSPC with unconsolidated entities or other persons created during the reporting period.

PSPC does not have any material off-balance sheet arrangements with unconsolidated entities

Capital Expenditures

PSPC plans to spend approximately Php6,000 million for capital investments which will be mainly funded by cash provided by operating activities. The Company will continue to focus on building new retail service stations, invest on refinery growth projects and improve existing supply and distribution sites.

Known trends, events, or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on Net Sales/Income from continuing operations

Global developments, particularly volatility in oil prices and foreign exchange, will continue to impact PSPC's financial performance.

Any significant elements of income or loss that did not arise from the registrant's continuing operations

There are no material elements of income or loss that did not arise from the registrant's continuing operations during the period.

Any seasonal aspects that had material effect on the financial condition or results of operations

There are no seasonal aspects that have material effect on the financial condition or results of operations during the period.

B. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

The accounting firm of Sycip Gorres Velayo & Co. (E&Y Philippines) was appointed as the principal accountant and external auditor of PSPC for the year ended 31 December 2016 following the appointment of Ernst & Young as Group Auditor for Royal Dutch Shell on 12 May 2016 and continued as the principal accountant and external auditor for 31 December 2018.

There are no disagreements with auditors on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

PART IV – MANAGEMENT and CERTAIN SECURITY HOLDERS

A. Directors and Executive Officers

1. The following are the directors elected/appointed in 2018:

Anabil Dutta was first appointed as Director of the Corporation on 22 March 2016. He is the Regional Finance Manager, East Manufacturing & Chemicals business of Shell Group of Companies since January 2014. He was previously the Regional Finance Manager, East, Trading Supply and Distribution from November 2011 to December 2013; Finance Manager of Projects and Technology and Business Opportunity Manager East Technology Centre from June 2006 to October 2011. Prior to joining Shell, Anabil was with: Colgate Palmolive and held several senior positions in Finance including Country Head for Nepal. Prior to Colgate Palmolive he has been employed with ITC Limited and BATCO, ESS AAR projects and American Express Bank. Mr. Dutta has professional experience of 29 years internationally in Finance, Supply Chain, Manufacturing and General Management. Driving a strong performance ethic in business and broad experience in commercial finance has been his key achievements. He has held several Board, Trustee and Pension Fund positions and served on senior business leadership teams. Anabil is a Chartered Accountant and has a Master of Business

Administration (Finance). He also has an Advanced Diploma in Computer applications and Database Management. Anabil is a silver medalist of the Duke of Edinburgh Awards and received the Colgate Chairman's Global Award for Outstanding performance. From 2016 to 2018, he attended seminars on corporate governance.

Anthony Lawrence D. Yam is the Vice-President- Retail Business of the Corporation since August 2011 and a director of the boards of other Shell-affiliated companies in the Philippines. He was appointed as one of the directors of the Brunei Shell Marketing Company in October 2016. His previous roles in the Shell Group include: Operational Excellence Manager for the East for the Customer Service Center from mid-2010 to mid-2011; Retail Pricing Manager from late 2009 to mid-2010; Interim General Manager for the LPG (Liquified Petroleum Gas) Business from May to October 2009; District Manager for Metro Manila from 2005 to 2009. He was assigned in Vietnam for a cross-posting assignment as the Managing Director for Shell Gas Haiphong Limited and LPG General Manager for Shell Vietnam Limited from 2001 to 2005. Prior to his cross-posting assignment, he was the Southern Regional Sales Manager for LPG (Phil) from 1997 to 2001 and has served Shell in various managerial roles in Corporate Brand, Customer Service Center, Lubricants Business and Internal Audits from 1993 to 1997. He joined the Shell group in August 1986 and started his career as a Retail Sales Representative until 1993. He received his Bachelor of Science in Industrial Management Engineering minor in Mechanical Engineering degree from the De La Salle University in 1985. From 2016 to 2018, he attended seminars on corporate governance.

Asada Harinsuit is the current Non-Executive Chairman of the Board. He is the Country Chairman of Shell Companies in Thailand since September 2012. He was formerly Vice President for Retail – East (ASEAN, India, Middle East) from September 2013 to December 2018. He is the Shell Shareholder representative for Shell Pakistan Ltd, plc and Pakistan Refinery Ltd, plc. A Thai national, Asada first joined the Shell Group in 1985. Over the years, he has held a number of different roles spanning IT, strategy, business development, supply chain, sales and marketing at local, regional and global levels across Shell's Downstream business. He started his Shell career in IT and then moved to the Lubricants business in 1990 where he worked in lubes supply chain, marketing and sales to automotive OEMs. He was given his first overseas posting in 1997 as general manufacturing marketing manager for Shell UK. He then returned to Thailand in late 1998 to take up the role of Commercial Manager for the Aviation, Marine, LPG, Bitumen, Fuels and Lubricants businesses. Prior to assuming his current roles in Thailand, he was based in Singapore as Vice President Specialities where he ran Shell's global businesses, Bitumen and Sulphur, for 5 years. During that time, he made significant changes to the global business in terms of customer value proposition, R&D programs, portfolio rationalization, new market entries, including working with Shell's Upstream business to create greater synergy and longer-term value. Mr. Harinsuit holds a Bachelor's and Master's Degree in Electrical Engineering from the University of Michigan. From 2016 to 2018, he attended seminars on corporate governance.

Cesar A. Buenaventura has been with the Corporation since 1956 and was Chairman and CEO from 1975 to 1990. He is currently an Independent Director of the Corporation. He is likewise Chairman of Buenaventura Echauz and Partners Inc. and Chairman of Mitsubishi Hitachi Power System Philippines. He is Vice Chairman of DMCI Holdings and director of Concepcion Industrial Corporation, Semirara Mining and Power Corporation, Petroenergy Resources Corporation and I People Inc. He is Founding Chairman of the Pilipinas Shell Foundation, Inc. and Founding Member of the Board of Trustees of the Makati Business Club. He is a recipient of many awards, to name a few: Management Man of the year in 1985; The Honorary Officer of The British Empire (O B E) in 1990 by Her Majesty Queen Elizabeth II; and one of the top 100 graduates of the College of Engineering University of the Philippines in its 100th year history. He received the degree of Bachelor of Science in Civil Engineering from the University of the Philippines in 1950 and a master's degree in Civil Engineering from Lehigh University in

1954 as a Fulbright scholar. From 2016 to 2018, he attended seminars on corporate governance.

Cesar G. Romero is the current President and Chief Executive Officer of the Corporation since 01 November 2016. He was formerly Vice President of Global Retail Network from 01 August 2013 to 31 December 2018. He is responsible for the management and capital investment associated with the Global Retail business' physical assets worldwide. This includes network planning, real estate, petrol station construction, facilities maintenance, soil and groundwater services, HSSE, and Continuous Improvement. From September 2009 up to July 2013, he was the Vice President of Retail Sales and Operations East which is accountable for the Operating Profit and Loss of the Shell Retail Petrol stations in SE Asia, South Asia, and China. During his four-year tenure, the Shell Retail East's operating profit grew by an average of 10% per annum with improved HSSE performance highlighted by a three-fold reduction in station robberies. Mr. Romero is a member of the Shell Global Retail Leadership team which sets policies, strategy, annual business targets, capital allocation, and operations for Shell's Downstream Retail Business comprised of over 43,000 petrol stations in the world, the largest single branded retailer in the world. Prior to that role, he was the Vice President for Supply – East based in Singapore from July 2007 to July 2009. Before that, he was in London as the Vice President for Downstream Management Consultancy, which he held concurrently with the role of Business Assistant to the Executive Director for Shell's Global Downstream Business. He joined Shell Philippines in 1987 as a Refinery Engineer and has had further assignments in Supply Planning, Strategy, and Lubricants. In 1995, he was posted to Shell Centre, London to work in Shell's Scenario Planning Team, and later in the Strategy and Portfolio Team of the East/Asian Regional Office. Immediately, prior to coming to the UK a second time, he was the General Manager for Retail for Shell Philippines & North Pacific Cluster. Cesar holds a Bachelor of Science in Mechanical Engineering (cum laude) from the University of the Philippines, and a Masters in Business Administration (with High Distinction) from the University of Michigan. He has also attended a variety of management development courses at the London Business School and the Wharton Business School. From 2016 to 2018, he attended seminars on corporate governance.

Dennis G. Gamab was been Vice President for Trading and Supply of the Corporation from 2010 to 2018. He joined the Corporation in 1987 and has served as its Vice President for Supply from 2005 to 2009, Road Transport Manager for the Philippines from 2000 to 2005, Secondary Logistics Economist from 1998 to 2000, Logistics Project Implementer in 1997 to 1998, Poro Installation Manager in 1995 to 1997, cross posting assignment in Dubai 1992 to 1995 as Marine and Lubricants Distribution Head, Bataan Depot Manager 1990 to 1992 and Plant and Transport Assistant and various other Distribution jobs from 1987 to 1990. He received a Bachelor of Science in Mathematics from the University of the Philippines in 1987. From 2016 to 2018, he attended seminars on corporate governance.

Fernando Zobel de Ayala is currently an Independent Director of the Corporation. He is President and Chief Operating Officer of Ayala Corporation, one of the Philippines' largest conglomerates involved in real estate, financial services, telecommunications, water, electronics, automotive, power, transport, education, and healthcare. He is Board Chairman of Ayala Land and Manila Water Company and sits on the board of various companies in the Ayala group, including the Bank of the Philippine Islands, Globe Telecom, and the Ayala Foundation. Mr. Zobel de Ayala is a member of the INSEAD East Asia Council and the World Presidents' Organization and Chief Executives Organization. He is a Board member of Habitat for Humanity International and chairs the steering committee of its Asia Pacific Capital Campaign. He also serves on the Board of the Asia Society and is a member of the Asia Philanthropy Circle, The TATE Museum Asia Pacific Acquisitions Committee and The Metropolitan Museum International Council. In the Philippines, he is a Board member of the Philippine National Museum, Caritas Manila, and Pilipinas Shell Foundation, Inc. Mr. Zobel de

Ayala holds a Liberal Arts degree from Harvard College and a CIM from INSEAD, France. From 2016 to 2018, he attended seminars on corporate governance.

Jose Jerome Rivera Pascual III was first appointed Director of the Corporation on 13 June 2016. He was likewise appointed Vice President for Finance and Treasurer of the Corporation. He is also a director on the boards of other Shell-affiliated companies in the Philippines. He is presently the Chairman of the Board of Trustees of the Shell companies in the Philippines Multi-Employer Retirement Plan and of the Board of Trustees of the Shell Philippines Exploration B.V. Non-Contributory Retirement & Gratuity Fund. His previous roles in the Royal Dutch Shell Group include: Finance Director of Shell Philippines Exploration BV & Philippines Country Controller from 2009 to 2016; concurrent Finance Director of Shell Deepwater Borneo Ltd from 2009 to 2012; Deputy Business Finance Manager (Caspian) of Shell Kazakhstan Development BV & Kazakhstan Country Controller from 2005 to 2009; Regional Treasurer & Insurance Manager of Shell Exploration & Production – Asia Pacific from 2003 to 2005; Treasurer; Tax & Insurance Manager of Shell Philippines Exploration BV from 2002 to 2003; Finance Business Adviser of Shell Philippines Exploration BV from 2000 to 2002; Commercial Services Coordinator / Contracts Advisor of Nederlandse Aardolie Maatschappij BV from 1998 to 2000; Head of Management Accounting of Shell Philippines Exploration BV from 1995 to 1998; Head of Finance (STAR) Systems of Pilipinas Shell Petroleum Corporation from 1993 to 1995; Internal Auditor / Audit Supervisor for Pilipinas Shell Petroleum Corporation from 1990 to 1993; Senior Analyst / Programmer of Pilipinas Shell Petroleum Corporation from 1986 to 1990. He is an incorporator and current President of the Judicial Reform Initiative, Inc (JRI). Born on 6 January 1964, Mr. Pascual graduated Cum Laude from the University of the Philippines (Diliman) with a Bachelor of Science degree in Industrial Engineering, and was granted membership to the Honor Society of Phi Kappa Phi. He also holds the following accreditations: Certified Management Accountant from the Institute of Certified Management Accountants (Australia) and Professional Industrial Engineer from the Industrial Engineering Certification Board (Philippines). In 2014, he was recognized as CFO of the Year by ING Bank (Philippines) and the Financial Executives Institute of the Philippines (FINEX). In 2015, he received the Professional Degree Award for Industrial Engineering from the U.P. College of Engineering and U.P. Alumni Engineers. In 2017, he was conferred the Global Management Accounting Hall of Fame Award by the Institute of Certified Management Accountants (Australia) in recognition of his outstanding contribution, lifetime of achievement and services to the management accounting profession in the Philippines. From 2016 to 2018, he attended seminars on corporate governance.

Lydia B. Echauz is an Independent Director of the Corporation since 16 May 2017. Dr. Echauz currently holds directorships in publicly listed companies Metro Pacific Investments Corp. and D&L Industries, Inc.; as well as PLDT Beneficial Trust Fund, Philstar Group, BusinessWorld Publishing Corporation, Global Business Power Corp., Riverside College Inc., Fern Realty Corp. and (PLC). Dr. Echauz is a Trustee/Director of MCO Foundation, Inc., Immaculate Conception Academy, Henry Sy Foundation, Inc., SM Foundation, Inc., Manila Tytana College, Mano Amiga Academy, NBS College, and Museo del Galeon, Inc. She was President of Far Eastern University, FEU Silang, FEU Diliman, and FEU East Asia College from 2002 to 2012. She served as Director of Development Bank of the Philippines from 2013 to 2016. She was Dean of the Graduate School of Business, De La Salle University from 1986 to 2002, Associate Director of the Ateneo de Manila Graduate School of Business from 1980 to 1985 and faculty member of the University of the East College of Business from 1968 to 1980. She earned her AB Major in Economics and Mathematics from St. Theresa's College, MBA from Ateneo de Manila University and DBA from De La Salle University. In 2017 to 2018, she attended a seminar on corporate governance.

Mona Lisa Bautista Dela Cruz was first elected as Director of the Corporation on 12 May 2015. She is the President and Chief Executive Officer of Insular Life Assurance Company Ltd. She is

a member of the Board of Trustees of the Insular Life Assurance Company, Ltd., the Insular Foundation, Inc. and the Insular Life Employee Retirement Fund. She is Director and President of Insular Investment Corporation, Insular Property Ventures, Inc., and Insular Properties, Inc. She is a director of Insular Health Care, Inc., ILAC General Agency, Inc., Home Credit Mutual Building and Loan Association, Insular Life Management and Development Corporation, Insular Life Property Holdings, and MAPFRE Insular Insurance Corporation. She received her Bachelor of Science degree in Statistics from the University of the Philippines, Cum Laude, in 1978. She likewise completed her Master of Science in Mathematics, major in Actuarial Science, at the University of Michigan in 1979. She is a Fellow of the Actuarial Society of the Philippines, an Associate of the Society of Actuaries, USA, and a member of the Management Association of the Philippines, Makati Business Club, Filipina CEO Circle and the Filipina Women's Network. From 2016 to 2018, she attended seminars on corporate governance.

Luis C. la Ó was first elected as Director of the Corporation on 03 May 2018. He is the Non-Executive Vice Chairman of the Board of The Insular Life Assurance Co., Ltd. Before he became the Chairman of Insular Life, he first joined as a Non-Executive Trustee on 22 January 2015. He was a former Chairman of the Board of Directors of MAPFRE INSULAR Insurance Corporation. He previously occupied the following roles: Regional Vice President for Asia of the MAPFRE Group- Spain, President of Provident Insurance Corporation of the Soriano Group and Senior Vice President of Universal Reinsurance Corporation of the Ayala Group. He obtained his Bachelor of Science degree in Management at Ateneo de Manila University. He completed his Master's degree in Business Management from De La Salle University. He also finished a course on General Insurance from the College of Insurance, Chartered Institute of London, United Kingdom. In 2018, he attended a seminar on corporate governance.

The Corporate and By-Laws Executive Officers of the Corporation as of 31 December 2018 are as follows:

Asada Harinsuit	Non-Executive Chairman of the Board	Thai
Cesar G. Romero*	President and Chief Executive Officer	Filipino
Jose Jerome R. Pascual III*	Vice President – Finance, Treasurer, & Chief Risk Officer	Filipino
Carlo D. Zanduetta	Vice President – Human Resources	Filipino
Jan – Peter Groot Wassink	Vice President – Manufacturing	Dutch
Anthony Lawrence D. Yam*	Vice President – Retail	Filipino
Ramon Del Rosario	Vice President – External Relations and Government Relations	Filipino
Dennis C. Javier	Vice President – Wholesale Commercial Fuels	Filipino
Jannet C. Regalado	Vice President – Legal and Chief Compliance Officer	Filipino
Reynaldo P. Abilo	Corporate Assurance Manager	Filipino
Erwin R. Orocio	Corporate Secretary	Filipino
Ellie Chris C. Navarra	Assistant Corporate Secretary	Filipino
Asada Harinsuit	Chairman of the Board	Thai

*Member of the Board of Directors

Below are the profiles of Corporate/By-Laws Executive Officers:

Other By-Laws Executive Officers (who are not directors/nominees to the Board):

Dennis C. Javier was appointed Vice President-Wholesale Commercial Fuels on 27 February 2018. Previously, he was the General Manager for Lubricants covering Philippines since 2012 then Thailand was added to his portfolio in April 2014. He joined Shell in 1989, performing various assignments in Sales, Marketing, Process Engineering and Supply Chain Management. He served as the General Manager for Supply in the Philippines from 2009 to 2011 concurrent to being the Supply Operations Manager for Thailand and Hong Kong. During this period, he was likewise appointed as Director of First Philippine Industrial Corporation representing the Corporation. His previous roles prior to his stint in Supply were Business Development and Pricing Manager for Commercial Fuels from 2004 to 2009; Regional Sales Manager from 1998 to 2003; Member of Transformation Management Team 1997 to 1998; Corporate Training Manager for the Learning and Development Program of Pilipinas Shell Petroleum Corporation from 1996 to 1997; and SAP Project Lead for Commercial from 1995 to 1996. In his early days in Shell, he worked as a Commercial Account Manager and Retail Territory Manager for the Commercial and Retail businesses of the corporation. He received a Bachelor of Science in Business Administration from the University of the Philippines in 1987. In 2018, he attended a seminar on corporate governance.

Jan-Peter Groot Wassink was appointed as General Manager and Vice President – Manufacturing of the Corporation on 13 August 2018. He served as: Production Unit Manager at Shell Pernis Refinery, Rotterdam, the Netherlands from 2012 to 2018; Assistant Operations Manager for Shell Middle Distillate Synthesis (SMDS), Bintulu, Malaysia from 2008 to 2012; Refinery Head of Technology for Brunei Shell Petroleum (BSP), Brunei Negara Darussalam from 2005 to 2008; Senior Technologist for Saudi Aramco Shell Refinery (SASREF), Al-Jubail, Saudi Arabia from 2004 to 2005; and Technologist Thermal Conversion Processes for Shell Global Solutions International BV, Amsterdam, The Netherlands from 2000 to 2004. He holds a Master's degree with honors in Chemical Engineering and Biotechnology from the Delft University of Technology, The Netherlands. In 2018, he attended a seminar on corporate governance.

Carlo D. Zanduetta has been the Vice President for Human Resources since 01 October 2018. Prior to this role, he was based in Singapore as the Global HR Manager of Shell Aviation. He joined the Corporation in March 1999 as the Manufacturing Learning and Development Manager and has held a number of assignments since then: as HR Account Manager - B2B, Lubricants and Trading (Philippines, 2003-2006); Regional Skillpool Manager – APME (Singapore, 2006-2009); Global Learning Advisor – Commercial Fuels and Offer To Cash (Singapore, 2010-2012); and, Senior Talent Advisor – Global Commercial (Singapore, 2012-2016).

He studied at the University of Santo Tomas, Bachelor of Arts in Philosophy (1989-1993) and Master of Arts in Philosophy (1994-1996); and at the De La Salle University, Master of Science in Industrial and Organizational Psychology, with High Distinction (2001-2006). In 2018, he attended a seminar on corporate governance.

Jannet Cruz- Regalado has been the General Counsel since 2001. She is the Vice President-Legal and Chief Compliance Officer of the Corporation. She is responsible for managing and supervising a sizeable portfolio of litigation and arbitration in these jurisdictions involving commercial, civil, criminal, tort, environmental & employment matters and deals with a big network of Shell - accredited global law firms. She has served the Corporation as: Corporate Secretary from 2001 to 2015; Employment and Industrial Relations Manager from 1997 to 2001; Assistant Legal Counsel from 1994 to 1997; Legal Assistant from 1992 to 1994. Prior to joining the Shell Companies in the Philippines (SCiP), she was corporate secretary of First Lepanto Corporation and was a legal counsel at the Carpio, Villaraza and Cruz Law Firm. She graduated with high honours with degrees in Bachelor of Arts in Political Science and Bachelor of Laws from the University of the Philippines (U.P.). During her stint at the University, she was a student leader and very active in intra-university debates and moot court competitions. She is also a faculty member of both the University of the Philippines and the Lyceum College of Law and is active in several legal and professional organizations. From 2015 to 2018, she attended seminars on corporate governance.

Ramon D. Del Rosario has been the Vice President-External Relations since 19 August 2014. He graduated with a Bachelor of Science degree in Mechanical Engineering from the University of the Philippines in 1981. Following his Bachelor's degree, he took a Master's degree in Business Administration from the Ateneo de Manila Graduate School of Business in 1982. He also took up several trainings in Program Management, Sales Effectiveness, Cultural Awareness, Marketing, Lubricants Business, and other Management and technical courses. He started his career in 1981 as a Commercial Fuels Account Manager in the Corporation before moving progressively to broader and more senior roles. He held various positions in Lubricants, Marketing and Sales, Brand and Market Research, Commercial Fuels, and GSAP. He gained extensive international exposure in his overseas assignments with the Shell Company of Cambodia Ltd., where he held the position of a Marketing and Sales Manager. Prior to his current assignment, he was assigned to Shell's Regional Offices with responsibility over Commercial Transport Marketing Development, Consumer Lubricants, and Sales 1st. In 2007 to 2008, he became the Country Implementation Manager and organized the gap analysis of local processes relative to global Streamline design and policies. He then became the Country Programme Manager in the successful Streamline, Global SAP, Organizational Design, and Connected Applications deployment in the Philippines. Ramon became the Shell Gas (LPG) Philippines Inc. General Manager in 2009 and succeeded in transitioning the LPG business from the Corporation to Isla Gas Corporation. Two years after, he became the Chief Executive Officer of Isla LPG Corporation. From 2015 to 2018, he attended seminars on corporate governance.

Reynaldo P. Abilo was appointed Corporate Assurance Manager on 01 June 2017. Mr. Abilo joined Shell in 2009 as the Retail Economics Manager in Philippines where he distinguished himself by winning the 2012 CFO award for site profitability analysis and 2013 Downstream Director Award for Dealer Operated platform strategy. Prior to Shell, he worked in Ernst & Young and Colgate-Palmolive for a number of years in various finance positions in supply chain, sales and marketing. He is a Certified Public Accountant with 14 years of experience in audit, accounting, economics, strategy development, business performance management, and commercial decision support. Prior to this assignment, he was Special Projects Advisor supporting the Global Marketing Growth Strategy. He was also Global Planning & Appraisal Manager for Marine Lubricants as well as Project & Economics Lead for Global Commercial ("GC") based in Singapore where he successfully managed the various planning, appraisal, and reporting processes for Marine and capital investments in GC. From 2017 to 2018, he attended seminars on corporate governance.

Erwin R. Orocio is the Managing Counsel for Downstream, Corporate Secretary and Chief Information Officer. He was the Compliance Officer until 16 May 2017. He was also the Assistant Corporate Secretary of the Corporation, first appointed as such on 17 April 2012. He also serves as the Corporate Secretary for various Shell companies in the Philippines. He is also a Fellow of the Institute of Corporate Directors. He joined the Legal department as a Legal Counsel in November 1997 and has since advised all businesses and functions. Prior to that, he served as managing partner of the Garcia Ines Villacarlos Garcia Recaña & Orocio Law Office. He first joined the Corporation as an accountant in 1991 and left in January 1996 to complete his Juris Doctor degree from the Ateneo De Manila School of Law. He graduated from the De La Salle University in 1989 with a Bachelor of Arts (Major in Economics) and Bachelor of Science (Major in Accountancy). He placed 13th in the Accounting Board exams of May 1990. From 2016 to 2018, he attended seminars on corporate governance.

Ellie Chris C. Navarra is a Legal Counsel for Downstream since 16 February 2017 and was appointed Assistant Corporate Secretary of the Corporation and other Shell-affiliated companies in the Philippines. In March 2018, she has completed the Basic Occupational Health and Safety Training. In February 2017, she earned her Certified Fraud Examiner credential from the Association of Certified Fraud Examiners ("ACFE"). Prior to that, she served as an Associate of the Corporate and Special Projects Department of the law firm Cruz Marcelo & Tenebrancia for three years. She passed the 2013 Philippine Bar Examinations. As a scholar, she earned her Juris Doctor degree from the Ateneo De Manila School of Law in 2013, with Second Honors distinction. Prior to taking up law, she was an Associate of the Technology and Security Risk Services of Sycip Gorres Velayo & Co. for two years. She is likewise a Certified Public Accountant since 2007. She graduated from the De La Salle University in 2006 with a Bachelor of Science (Major in Accountancy). She is a member of ACFE International Chapter, Integrated Bar of the Philippines, and Philippine Bar Association. From 2017 to 2018, she attended seminars on corporate governance.

2. Significant Employees

There is no significant employee or personnel who is not an executive officer but is expected to make a significant contribution to the business.

3. Family Relationships

PSPC has no director or officer related to any other director or officer up to the fourth degree of consanguinity.

4. Involvement in any Legal Proceedings

To the best knowledge and belief and after due inquiry, none of the Directors, nominees for election as directors, or By-Laws' executive officers of PSPC and affiliates have in the five year period preceding this report: (1) had any petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within a two-year period of that time; (2) convicted by final judgment in a criminal proceeding, domestic or foreign, or have been subjected to a pending judicial proceeding of a criminal nature, domestic or foreign, excluding traffic violations and other minor offenses; (3) subjected to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities, commodities or banking activities; or (4) found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended, or vacated., except that:

- 1) In connection with the leak of petroleum products from the First Philippine Industrial Corporation's (FPIC) white oil pipeline, the West Tower Condominium Corporation filed on 15 October 2011 a complaint for violation of Article 365 of the Revised Penal Code against several directors (Messrs. Buenaventura, Zobel and Gamab) and an officer (Mr. Javier) of the Corporation. The Corporation used said pipeline to transport its products from the Tabangao refinery to its Pandacan terminal. Preliminary investigation is ongoing before the Department of Justice with all parties directed to submit their respective Memoranda on 07 February 2018, after which the Criminal Complaint will be deemed submitted for resolution.
- 2) On March 24, 2011, a civil case was filed against FPIC and its directors and officers (two of whom were former officers of PSPC and two incumbent officers of PSPC), First Gen Corporation, Chevron, and PSPC. The above-mentioned incumbent officers of PSPC are Dennis G. Gamab (Vice- President – Trading & Supply) and Dennis C. Javier (Vice President – Wholesale Commercial Fuels), while the former officers are Edgar O. Chua (then the Chairman and President of PSPC) and, Willie J. Sarmiento (then the Vice President – Finance). This case was later on ruled as an ordinary civil case for damages and directed that the same be re-raffled to a regular court and that each of the individual complainants file a separate action for damages, as the damage suffered by one is not necessarily the same for all, and accordingly, pay the appropriate filing fees, which ruling has been questioned in the Court of Appeals and now currently pending with the Supreme Court. PSPC has also asserted that it is not liable for the alleged damages suffered by the complainants. A complaint for criminal negligence against the eleven directors of PSPC and two of its officers who were directors of FPIC, all of whom were holding such positions at the time of the filing of the complaint, is currently pending preliminary investigation before the Department of Justice. The names of these directors and officers (former and incumbent) are: Edgar O. Chua, Dennis G. Gamab, Dennis C. Javier, Willie J. Sarmiento, Carlos R. Araneta, Fernando Zobel de Ayala, Vicente R. Ayllon, Cesar B. Bautista, Cesar Buenaventura, Mayo Jose B. Ongsingco, Arnel L. Santos, Henry R. Fadullon, and Noel P. Paraso. Edgar O. Chua, Willie J. Sarmiento, Arnel L. Santos and Henry R. Fadullon are no longer connected with PSPC. Carlos R. Araneta, Vicente R. Ayllon, Mayo Jose B. Ongsingco and Noel P. Paraso are no longer directors of PSPC. Cesar B. Bautista is deceased. In its Resolution dated 22 February 2018, the Office of the City Prosecutor of Manila dismissed the Complaint for lack of probable cause. The Resolution stated that the directors and

officers of the Corporation were not under obligation to operate and maintain the pipeline belonging to FPIC. Hence, they are not personally liable for negligence

- 3) The former Non-Executive Chairman of PSPC, Mr. Edgar O. Chua, was included as a respondent in a graft and corruption case filed before the Office of the Ombudsman by former Customs Commissioner Napoleon Morales, and former Batangas Customs Collector Juan Tan, in connection with PSPC's importation of Catalytic Cracked Gasoline and Light Catalytic Cracked Gasoline (CCG/LCCG) and Alkylate. In the Resolution dated 26 April 2017, the Ombudsman dismissed the complaint for Smuggling and Graft & Corruption given that the issue on the correct taxes to be paid by PSPC has yet to be resolved, complainants' charge of smuggling has no basis.

On 04 January 2017, Edgar O. Chua, Robert Kanapi and Nigel Avila filed a Joint Complaint-Affidavit for the purpose of filing criminal complaints for Perjury against Lourdes Aclan, Napoleon Morales & Juan Tan for the false statements indicated in the Graft case which they filed in relation to the supposedly committed crime of Illegal Importation and violation of RA No. 3019; Anti-Graft and Corrupt Practices Act. This is in relation to PSPC's importation of Catalytic Cracked Gasoline and Light Catalytic Cracked Gasoline (CCG/LCCG) and Alkylate. Given the affirmative Resolution dated 26 April 2017 on the Graft case, PSPC has filed an Appeal to the dismissal of the Perjury case. The complaint was previously dismissed for being premature since the Graft case before the OMB was still pending at the time of the Decision.

B. Executive Compensation

1. General

The compensation of PSPC's directors and officers is primarily based on its By-Laws provisions.

Directors. Article III Section 6 of PSPC's Amended By-Laws provides:

"Section 6 - Compensation: The Directors as such shall not receive any salary or compensation for their services, but for their attendance for each regular or special meeting of the Board of Directors, they shall receive an honorarium not exceeding such amounts as may be laid down from time to time by the stockholders of PSPC. Nothing herein contained shall preclude any Director from serving the PSPC in any other capacity and receiving compensation therefor."

Officers. Article IV, Section 4 of PSPC's Amended By-Laws provides that:

"Section 4 - Compensation: The Board of Directors shall from time to time fix the compensation of the Officers and agents of the PSPC."

The total annual compensation was all paid in cash. The total annual compensation of officers includes the basic salary, the mid-year bonus and the 13th month pay.

PSPC has a registered, non-contributory retirement plan. All regular employees are covered by the said retirement plan. The Executive Officers are regular employees of PSPC.

PSPC has no standard arrangement with regard to the remuneration of its existing directors and officers aside from the compensation received as herein stated.

There are no other actions to be taken with regard to election, any bonus, profit sharing, pension/retirement plan granting of extension of any option, warrant or right to purchase any securities.

2. Summary Compensation Table

		Projected 2019		2018		2017	
Names	Principal Position	Basic pay	Other variable pay	Basic pay	Other variable pay	Basic pay	Other variable pay
Cesar G. Romero (Filipino)	President and Chief Executive Officer						
Jose Jerome R. Pascual III (Filipino)	Vice President – Finance and Treasurer						
Carlo D. Zanduetta	Vice President – Human Resources from 01 October 2018						
Homer Gerrard L. Ortega (Filipino)	Vice President – Human Resources Until 31 August 2018						
Eduard Geus (Dutch)	Vice President – Manufacturing Until 14 August 2018						
Jan-Peter Groot Wassink (Dutch)	Vice President – Manufacturing from 14 August 2018						
Dennis G. Gamab (Filipino)	Vice President – Trading and Supply						
Anthony Lawrence D. Yam (Filipino)	Vice President – Retail						
Ramon Del Rosario (Filipino)	Vice President – External Relations						
Jannet C. Regalado (Filipino)	Vice President – Legal						
Erwin R. Orocio (Filipino)	Corporate Secretary						

Ellie Chris C. Navarra (Filipino)	Asst. Corporate Secretary						
Reynaldo P. Abilo (Filipino)	Corporate Assurance Manager since 01 June 2017						
All Directors as a Group		Php 48.03 million		Php 61.74 million		Php 56.88 million	

3. Compensation of Directors

The following amounts are payable to Board Members:

1. Non-Executive Chairman's and Non-Executive Director's Honorarium for attendance in Board Meetings is PhP200,000.00 per meeting; Non-Executive Chairman's Annual Retainer is PhP1,800,000.00; A Non-Executive Director's Annual Retainer is PhP1,200,000.00. A Non-Executive Chairman and Non-Executive Directors' Honorarium for attendance at Board Committee Meetings is PhP 100,000.00 per director.
2. Two of the Company's directors, Mr. Asada Harinsuit and Mr. Anabil Dutta are not paid the above amounts as of 31 December 2018.

4. Employment Contracts and Termination of Employment and Change-in-Control Arrangements

All staff, including the Executive Officers, has a standard employment letter accomplished on their respective dates of hiring by PSPC.

5. Warrants and Options Outstanding: Re-pricing

There are no outstanding warrants or options being held by the various Executive Officers and Directors, singly or as a group.

C. Security Ownership of Certain Record and Beneficial Owners and Management

1. Security Ownership of Certain Record and Beneficial Owners

Title of Class	NAME, ADDRESS OF RECORD OWNER AND REALATIONSHIP WITH ISSUER	NAME OF BENEFICIAL OWNER AND RELATIONSHIP WITH RECORD OWNER	CITIZENSHIP	NO. OF SHARES	PERCENT
Common	Shell Overseas Investments B.V. Carel van Bylandtlaan 30, 2596	Shell Overseas Investments B.V. is both the Beneficial and Record Owner ¹	Dutch	890,860,233	55.215%

¹ The Board of Directors of Shell Overseas Investments B.V. (SOI) has the power to decide how SOI's shares in PSPC are to be voted.

	HR The Hague The Netherlands - Parent PSPC				
Common	The Insular Life Assurance PSPC, Ltd. The Insular Life Bldg., Ayala Avenue corner Paseo de Roxas, Makati City - Shareholder	The Insular Life Assurance PSPC, Ltd. is both the Beneficial and Record Owner ²	Filipino	262,344,595	16.260%
Common	PCD Nominee Corporation 37/F The Enterprise Center Ayala Avenue, Makati City - Shareholder	PCD participants acting for themselves or for their customers. ³	Foreign	207,564,185	12.865%
Common	PCD Nominee Corporation 37/F The Enterprise Center Ayala Avenue, Makati City - Shareholder	PCD participants acting for themselves or for their customers. ⁴	Filipino	141,121,516	9.174%

Security Ownership of Management as of 31 January 2019

TYPE OF CLASS	NAME OF BENEFICIAL OWNER	POSITION	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	NATIONALITY
Common	Cesar A. Buenaventura	Independent Director	50,001	Filipino
Common	Fernando Zobel de Ayala	Independent Director	1	Filipino
Common	Lydia B. Echauz	Independent Director	2,001	Filipino

² The Board of Directors of The Insular Life Assurance PSPC, Ltd. has the power to decide how The Insular Life Assurance shares in PSPC are to be voted.

³ Each beneficial owner of shares through a PCD participant is the beneficial owner to the extent of the number of shares in his account with the PCD participant.

⁴ Each beneficial owner of shares through a PCD participant is the beneficial owner to the extent of the number of shares in his account with the PCD participant.

Common	Luis C. La'O	Non-Executive Director	1	Filipino
Common	Mona Lisa B. Dela Cruz	Non-Executive Director	5,217	Filipino
Common	Cesar G. Romero	Director/President and Chief Executive Officer	4,291	Filipino
Common	Asada Harinsuit	Director/Chairman	1	Thai
Common	Anthony Lawrence D. Yam	Director / Vice President – Retail	4,291	Filipino
Common	Jose Jerome R. Pascual	Director/Treasurer, Vice President – Finance and Chief Risk Officer	26,731	Filipino
Common	Anabil Dutta	Non-Executive Director	1	Indian
Common	Atty. Jannet C. Regalado	Vice President – Legal and Chief Compliance Officer	3,000	Filipino
Common	Ramon D. Del Rosario	Vice President - External Relations	29,290	Filipino
Common	Dennis C. Javier	Vice President - Wholesale Commercial Fuels	20,780	Filipino
Common	Atty. Erwin R. Orocio	Corporate Secretary	4,290	Filipino
Common	Anthony Lawrence D. Yam	Director / Vice President – Retail	4,291	Filipino
Security Ownership of all Directors and Officers			128,946	

2. Voting Trust Holders of 5% or More

To the best of its knowledge, PSPC is not aware of any person holding more than 5% of common shares under a voting trust or similar agreement.

3. Changes in Control

PSPC is not aware of any change in control or arrangement that may result in a change in control of PSPC since the beginning of its last fiscal year.

D. Certain Relationships and Related Transactions

PSPC, in its regular course of trade or business, enters into transactions with affiliated companies. For details on these transactions, please refer to Note 23 of the 2018 Audited Financial Statements.

No other transaction was undertaken by PSPC in which any Director or Executive Officer was involved or had a direct or indirect material interest. During the last two years, there were no transactions to which PSPC was a party concerning transactions with:

- (a) Any director/executive director
- (b) Any nominee for election as director
- (c) Any security holder of certain record, beneficial owner or Management
- (d) Any member of the immediate family of subpar (1) (a), (b) or (c) of this paragraph (d).

Shell Overseas Investments B.V. owned 55.215% of the total issued and outstanding capital stock of PSPC as of 31 December 2018.

PART V – CORPORATE GOVERNANCE

PSPC's Board of Directors is composed of eleven (11) directors: three (3) independent directors and four (4) non-executive directors and four (4) executive directors.

On 31 May 2017, PSPC filed its Revised Manual on Corporate Governance ("Revised Manual") in compliance with the SEC Memorandum Circular No. 19, Series of 2016, otherwise known as the Code of Corporate Governance for Publicly-Listed Companies, which aims to develop a strong corporate governance culture consistent with regulatory and statutory developments in this space.

As part of its initiatives, PSPC separated the roles of Chairman and President and the Corporate Secretary and Chief Compliance Officer. PSPC also created the Corporate Governance ("CG") Committee, composed of independent directors, to assist in its CG responsibilities and to take on, among others, the functions formerly assigned to the Compensation and Remuneration Committee. The CG Committee ensures compliance with and proper observance of CG principles and practices, and ensures that these are reviewed and updated regularly and consistently implemented in form and substance.

PSPC, through its Chief Compliance Officer, a newly created position, carries out an evaluation to measure PSPC's adherence to good CG towards over-all business sustainability and success. This evaluation ensures that good CG structures are built and maintained to create value for PSPC and provide accountability and control systems commensurate with the risks involved. In this connection, PSPC has collaborated with the Institute of Corporate Directors and other accredited organizations to determine the level of compliance by its Board and Management with CG best practices. The Revised Manual also requires assessment of Board performance which the CG Committee oversees. All directors and key officers are required to attend CG seminars.

Measures are constantly being undertaken to improve PSPC's CG. Monitoring implementation and change is paramount to ensure that PSPC's Revised Manual remains relevant and adjustable to uncertain and complex local and international environments. It is subject to annual review by the Board.

Moreover, another initiative taken by PSPC is the renaming of the Board Audit Committee to Board Audit and Risk Oversight Committee ("BARC"), befitting of its responsibility to ensure an effective and integrated risk management process in place through an enterprise risk management ("ERM") framework. BARC also provides oversight over Management's activities in managing credit, market, liquidity, operational, legal and other risk exposures of PSPC. To carry out these very critical activities, various officers like the Corporate Audit & Assurance Manager and Chief Risk Officer have been nominated and shall report, in one way or another, to the BARC.

The Revised Manual likewise provides for a Full Business Interest Disclosure for all incoming officers of PSPC in order to address possible conflict of interest issues. In fact, PSPC's internal policy on Conflicts of Interest applicable to all employees is well aligned with this requirement.

PSPC is committed to strictly adhere to the requirements of the Revised Manual. There has been no violation nor sanction imposed on PSPC so far and we intend to continue with this feat. The Chief Compliance Officer is responsible for determining violation/s through notice and hearing, and will recommend to the Chairman the imposable penalty, for further review and approval of the Board.

Finally, PSPC adopted the Revised Corporate Disclosure Guide to conform with the Revised Manual's steer for PSPC to perform its CG commitment as a publicly-listed company. PSPC provides a comprehensive, accurate and timely report of its financial condition, results and business

operations, material fact or event and non-financial information (economic, environmental, social and governance) which underpin sustainability.

Components of the monitoring system:

Key Compliance Activities	Action Points	Milestone Dates	Person/ Entity Responsible	Status	Reason for Non-Compliance/ Deviation from Manual
1. Separation of the roles of Chairman and President		01 November 2016	Board	Done	
2. Adoption of Securities Dealing Code		27 February 2017	Board	Done	
3. Submission to the Philippine Stock Exchange of the first Compliance Report on Corporate Governance		31 March 2017	Corporate Secretary	Done	
4. Adoption of the Revised Manual on Corporate Governance which details the functions and responsibilities of the Board and its Committees		16 May 2017	Board	Done	
5. Creation of the Corporate Governance Committee		16 May 2017	Board	Done	
6. Adoption of Corporate Governance Committee Charter		16 May 2017	Board	Done	
7. Appointment of Chief Compliance Officer		16 May 2017	Board	Done	
8. Renaming of the Board Audit Committee to Board Audit and Risk Oversight Committee		16 May 2017	Board	Done	
9. Establishment of selection procedure for new directors under pertinent SEC rules and best practice recommendations		16 May 2017 based on the Revised Manual	Nomination Committee	Done	
10. Appointment of Chairman and Members of Board Committees consistent with the requirements of item 4 above	Board Committees: <ul style="list-style-type: none"> • Board Audit and Risk Oversight • Related Party Transaction 	16 May 2017	Nomination Committee and Board	Done	

Key Compliance Activities	Action Points	Milestone Dates	Person/ Entity Responsible	Status	Reason for Non-Compliance/ Deviation from Manual
	<ul style="list-style-type: none"> Corporate Governance Nomination Corporate Social Responsibility 				
11. Directors to provide information on business interests and directorships in other corporations (Full business interest disclosure)			Nomination Committee	Done	
12. Assessment of "Independence" of directors based on disclosures in item 11 above			Nomination Committee	Done	
13. Appointment of Corporate Audit & Assurance Manager		01 June 2017	Board	Done	
14. Approval of the Revised Corporate Disclosure Guide		08 August 2017	Corporate Disclosure Committee	Done	
15. Approval of the Revised Related Party Transaction Committee Charter and Policy		27 February 2018	Board	Done	
16. First Non-Executive Directors Meeting		03 May 2018	Non-Executive Directors	Done	
17. Appointment of Lead Independent Director		03 May 2018	Non-Executive Directors	Done	
18. Submission of the first Integrated Annual Corporate Governance Report		30 May 2018	Board	Done	
19. Approval of the Internal Audit Charter		08 August 2018	Board	Done	
20. Approval of the Nomination Committee Charter		21 March 2019	Board	Done	
21. Approval of the Revised Related Party Transaction Committee Policy		21 March 2019	Board	Done	
22. Implementation of Related Party Transaction Policy			Related Party	Done	

Key Compliance Activities	Action Points	Milestone Dates	Person/ Entity Responsible	Status	Reason for Non-Compliance/ Deviation from Manual
			Transaction Committee		
23. Records of Attendance level of directors in board meetings to be prepared and accessible to shareholders			Corporate Secretary	Done on a yearly basis	
24. Disclosure of Results of Stockholders' and Board Meetings			Corporate Secretary	Done	
25. Disclosure of Public Ownership Report			Corporate Secretary	Done every quarter	
26. Disclosure of Top 100 Stockholders			Corporate Secretary	Done every quarter	
27. Disclosure of changes in beneficial ownership of directors, officers and principal stockholders			Corporate Secretary	Done as and when transactions occur	
28. Conduct of Investors' and Analysts' Briefings			Investor Relations Office	Done every quarter	
29. Continuous assessment of Board performance via questionnaire			Corporate Governance Committee and Corporate Secretary	Done annually	
30. Review of vision, mission and core values			Corporate Governance Committee	Done annually	
31. Conduct an induction program for incoming Board members on PSPC's financial, strategic, operational and risk management position and the role of committees		After election of Directors	Corporate Governance Committee Secretariat	As and when there are new directors	
32. Attendance in Corporate Governance Workshops (Sec. 4 of PSPC's Revised Manual)		After election of Directors	Corporate Governance Committee and Corporate Secretary	Done	
33. Dissemination of copies of PSPC's Revised			Corporate Secretary	Ongoing	

Key Compliance Activities	Action Points	Milestone Dates	Person/ Entity Responsible	Status	Reason for Non-Compliance/ Deviation from Manual
Manual to all classes of business and service functions with one copy under custody of HR dept. (Sec. 3 of PSPC's Revised Manual)					

PSPC fully recognizes that good corporate governance is a pressing imperative. It is not only because it is demanded by the law or the investor community. It simply makes good business sense to just do it.

PART VI – EXHIBITS and SCHEDULES

Reported Items via SEC Form 17-C

The following items were reported and submitted in 2018 via the SEC Form 17-C:

Date Submitted	Item No/Description	Details
27 February 2018	Regular Meeting of the Board of Directors of Pilipinas Shell Petroleum Corporation held on 27 February 2018	<p>At the Regular Meeting of the Board of Directors of Pilipinas Shell Petroleum Corporation (the "Corporation") held on 27 February 2018 at its principal office, at which meeting a quorum was present and acting throughout, the following matters were discussed and approved:</p> <ol style="list-style-type: none"> 1. Amendment of Articles of Incorporation to Change Principal Office; and 2. Appointment of Mr. Dennis Evaristo C. Javier as Vice President-Wholesale Commercial Fuels. <p>The proposal to amend the Articles of Incorporation of the Corporation to change its principal office from "Shell House, No. 156 Valero St., Salcedo Village, Brgy. Bel-Air, Makati City 117" to "41st Floor, The Finance Center, 26th Street corner 9th Avenue, Bonifacio Global City, Brgy. Fort Bonifacio, Taguig City, Metro Manila, 1630" will be submitted to its shareholders for approval during the 2018 Annual Stockholders' Meeting on 03 May 2018 at the Manila Polo Club. The change in principal office shall be effective after receiving the endorsement of the Department of Energy and approval of the Securities and Exchange Commission. The relocation is estimated to be completed in the first quarter of 2019.</p>
27 February 2018	Amendment of the Articles of Incorporation	At the Regular Meeting of the Board of Directors of Pilipinas Shell Petroleum Corporation (the "Corporation") held on 27 February 2018 at its principal office, at which meeting a quorum was present and acting throughout, the amendment of Articles of Incorporation to change its

		<p>principal office was approved.</p> <p>The proposal to amend the Articles of Incorporation of the Corporation to change its principal office from "Shell House, No. 156 Valero St., Salcedo Village, Brgy. Bel-Air, Makati City 117" to "41st Floor, The Finance Center, 26th Street corner 9th Avenue, Bonifacio Global City, Brgy. Fort Bonifacio, Taguig City, Metro Manila, 1630" will be submitted to its shareholders for approval during the 2018 Annual Stockholders' Meeting on 03 May 2018 at the Manila Polo Club. The change in principal office shall be effective after receiving the endorsement of the Department of Energy and approval of the Securities and Exchange Commission. The relocation is estimated to be completed in the first quarter of 2019.</p>
27 February 2018	Appointment of Vice President-Wholesale Commercial Fuels	Mr. Dennis Evaristo C. Javier was appointed Vice President-Wholesale Commercial Fuels during the Regular Meeting of the Board of Directors of Pilipinas Shell Petroleum Corporation held on 27 February 2018.
07 March 2018	Loan Agreement with Bank of the Philippine Islands	On 06 March 2018, Pilipinas Shell Petroleum Corporation ("PSPC") entered into a medium-term loan agreement with the Bank of the Philippine Islands in the amount of Nine Billion Pesos (PhP9,000,000,000.00) in order to avail of lower interest rates and refinance existing loans. PSPC's gearing ratio will remain the same.
08 March 2018	Favorable Resolution In West Tower Condominium Corporation vs. Garde, et al. (Criminal Complaint / NPS No. XV-05-INV-11J-02709)	In connection with the leak of petroleum products from the First Philippine Industrial Corporation's ("FPIC") white oil pipeline, the West Tower Condominium Corporation filed on 15 October 2011 a complaint for violation of Article 365 of the Revised Penal Code ("Complaint") against several directors and officers of Pilipinas Shell Petroleum Corporation (the "PSPC"). PSPC used the said pipeline to transport its products from the Tabangao Refinery to its former Pandacan terminal. PSPC, a customer of FPIC, was not involved in the day-to-day operations of FPIC.

		<p>Update:</p> <p>In the Resolution dated 22 February 2017, which was received on 07 March 2018, the Office of the City Prosecutor of Manila dismissed the Complaint for lack of probable cause. The Resolution stated that the directors and officers of the Corporation were not under obligation to operate and maintain the pipeline belonging to FPIC. Hence, they are not personally liable for negligence.</p>
14 March 2018	Declaration of Cash Dividend	At the Special Meeting of the Board of Directors of Pilipinas Shell Petroleum Corporation held on 14 March 2018 at its principal office, at which meeting a quorum was present and acting throughout, its Board of Directors declared cash dividend of PhP5.14 per share.
14 March 2018	Special Meeting of the Board of Directors of Pilipinas Shell Petroleum Corporation held on 14 March 2018	<p>At the Special Meeting of the Board of Directors of Pilipinas Shell Petroleum Corporation (the "Corporation") held on 14 March 2018 at its principal office, at which meeting a quorum was present and acting throughout, the following matters were discussed and approved:</p> <ol style="list-style-type: none"> 1. Audited Financial Statements of the Corporation as of 31 December 2017; 2. Dividend Declaration; 3. Re-appointment of Sycip Gorres Velayo & Company as the External Auditors of the Corporation for 2018, upon recommendation of the Corporation's Board Audit and Risk Oversight Committee; and 4. Closing of the Stock and Transfer Book on 31 March 2018 to determine the list of Stockholders entitled to the Notice of Annual Stockholders Meeting to be held on 03 May 2018, and to vote thereat and their respective shareholdings. <p>Regarding item (2), the Board declared cash</p>

		<p>dividend of PhP5.14 per share, or a total payout of PhP8,293.1 million, out of its unrestricted retained earnings as of 31 December 2017. The relevant details are as follows:</p> <p>Date of Approval by Board of Directors 14 March 2018</p> <p>Type Regular</p> <p>Amount of Cash Dividend Per Share PhP5.14</p> <p>Record Date 28 March 2018</p> <p>Payment Date 19 April 2018</p>
15 March 2018	Record Date of 2018 Annual Stockholders' Meeting	<p>At the Regular Meeting of the Board of Directors of Pilipinas Shell Petroleum Corporation (the "Corporation") held on 10 November 2017 at its principal office, at which meeting a quorum was present and acting throughout, the Board of Directors approved the date of 2018 Annual Stockholders' Meeting on 03 May 2018.</p> <p>Thereafter, at the Special Meeting of the Board of Directors of the Corporation held on 14 March 2018 at its principal office, at which meeting a quorum was present and acting throughout, the Board of Directors approved the date of the closing of the Stock and Transfer Book on 31 March 2018 to determine the list of Stockholders entitled to the Notice of Annual Stockholders Meeting to be held on 03 May 2018.</p>
19 March 2018	Pilipinas Shell ends 2017 with a 39% leap in net income	<p>Pilipinas Shell's year-on-year earnings surged 39% to close 2017 with a net income after tax of P10.4 billion despite more aggressive competition and notwithstanding the two-and-a-half-month planned preventive maintenance shutdown of its Tabangao Refinery. Robust earnings were driven by: strong retail volume growth enabled by continued network expansion and sustained uptake of Shell's world-class V-Power fuels, strong regional refining margins, and inventory holding gains.</p> <p>Return on average capital employed hit 27%, demonstrating Pilipinas Shell's ability</p>

		<p>to effectively utilize capital to generate superior returns.</p> <p>Retail sales volume grew by 4% underpinned by high premium fuel penetration at 27%. V-Power Diesel and V-Power Gasoline uptake grew by 17% and 7%, respectively, owing to the successful introduction of V-Power with the breakthrough DYNAFLEX technology. Committed to expanding its retail network in strategic locations, Pilipinas Shell opened 66 new retail stations in 2017, closing the year with a total of 1,044 retail stations. Pilipinas Shell remains committed to maintain a highly efficient retail network, with the ethos of disciplined expansion, capital allocation, and focus on industry-leading returns and dividend yields.</p> <p>Non-fuels retail business grew by 15% as convenience retail continues to enjoy high double-digit growth. In 2017, Pilipinas Shell opened 37 Shell Select and 22 Deli2Go stores. The retail lubricants business also grew as 35 lube bays were opened in 2017. By the end of 2017, Pilipinas Shell has 102 Shell Select, 41 Deli2Go stores, and 262 lube bays further boosting the non-fuels retail business.</p> <p>Pilipinas Shell's commercial business posted higher sales volume versus prior year, overcoming the challenges from the structural decline in power sector demand while sales to other sectors augmented. The aviation segment saw volume growth as Pilipinas Shell started to supply aviation fuels at Mactan-Cebu International Airport while winning deals throughout the year.</p> <p>The completion of the preventive maintenance in the Tabangao Refinery and freight optimization through the North Mindanao Import Facility (NMIF) further strengthened Pilipinas Shell's integrated supply chain. Tabangao Refinery's continued operations after the maintenance</p>
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		<p>shutdown captured the strong refining margins in the region while the NMIF contributed savings of more than 50% above initial estimates.</p> <p>"Pilipinas Shell delivered P10.4 billion in net income and generated P10.7 billion of cash from operations in 2017, 39% and 26% higher than the prior year. This is a testament to the company's commitment and continuing focus towards robust cash generation at optimal returns. This should allow us to sustain our commitment to high dividend payout at industry-leading dividend yields" said Cesar Romero, Pilipinas Shell President and Chief Executive Officer.</p> <p>"We are proud to reward our shareholders with a P5.14 dividend per share. This represents a superior dividend yield of close to 9% based on the share price at the time of our dividend announcement, making SHLPH one of the highest dividend yielding stocks listed on the PSE. We see this as an attestation of our drive and aspiration to be valued as a world-class, and strategic long-term investment opportunity," he added.</p>
21 March 2018	Audited Financial Statements for FY 2017	Audited Financial Statements as at December 31, 2017 and 2016 and years ended December 31, 2017, 2016 and 2015 and Independent Auditor's Report
22 March 2018	Further Details on the Annual Stockholders' Meeting	<p>At the Regular Meeting of the Board of Directors of Pilipinas Shell Petroleum Corporation (the "Corporation") held on 10 November 2017 at its principal office, at which meeting a quorum was present and acting throughout, the Board of Directors approved the date of 2018 Annual Stockholders' Meeting on 03 May 2018.</p> <p>Thereafter, at the Special Meeting of the Board of Directors of the Corporation held on 14 March 2018 at its principal office, at which meeting a quorum was present and acting throughout, the Board of Directors approved the date of the closing of the Stock</p>

		and Transfer Book on 31 March 2018 to determine the list of stockholders entitled to the Notice of Annual Stockholders' Meeting to be held on 03 May 2018.
03 May 2018	Pilipinas Shell Rides on the Philippines' Robust Growth, Posts Healthy Numbers in 2017	<p>Pilipinas Shell Petroleum Corp.'s (PSPC) strategy to pursue sustainable growth that pays equal attention to economic, environment and social performance is literally paying dividends, with the country's most efficient petroleum distributor recording strong numbers in 2017.</p> <p>PSPC President and CEO Cesar Romero shared that sound business management and prudent corporate practices led to the 39% surge in the company's year-on-year earnings, leading to a net income of P10.4 billion in 2017 from P7.4 billion in 2016, driven mainly by the strength of its marketing business.</p> <p>For more details, please refer to the attached SEC Form 17-C.</p>
03 May 2018	2018 Annual Stockholders' Meeting	<p>Pilipinas Shell Petroleum Corporation (the "Registrant") held its Annual Stockholders' Meeting on 03 May 2018 at the Turf Room, Manila Polo Club, McKinley Road, Makati City, Metro Manila, Philippines.</p> <p>Stockholders representing 82.53% (final figures subject to validation by Rizal Commercial Banking Corporation and external auditor) of the total issued and outstanding capital stock of the Registrant attended the meeting in person and by proxy. All the members of the Board of Directors of the Registrant were present in person.</p> <p>During the meeting, the stockholders representing at least 82.53% of the total issued and outstanding capital approved the following:</p> <p>(a) Amendment of By-Laws to Move Annual Stockholders' Meeting</p> <p>(b) Amendment of Articles of Incorporation</p>

		<p>to Change Principal Office</p> <p>Moreover, the following persons have been duly elected as members of the Board of Directors for the ensuing calendar year:</p> <p>Directors</p> <p>Mona Lisa B. Dela Cruz Anabil Dutta Dennis G. Gamab Asada Harinsuit Luis C. la Ó Jose Jerome Rivera Pascual III Cesar G. Romero Anthony Lawrence D. Yam</p> <p>Independent Directors</p> <p>Cesar A. Buenaventura Lydia B. Echauz Fernando Zobel de Ayala</p> <p>The stockholders also approved the engagement of Sycip Gorres Velayo & Company as the external auditor of the Registrant for 2018.</p>
03 May 2018	Organizational Meeting of the Board of Directors	<p>Organizational Meeting of the Board of Directors held on 03 May 2018</p> <p>On 03 May 2018, the newly elected members of the Board of Directors of Pilipinas Shell Petroleum Corporation (the "Registrant") held their Organizational/Regular Board Meeting, at which meeting all the members were present and acting throughout. The following matters were discussed and approved:</p> <p>(a) Election of Officers:</p> <p>Asada Harinsuit: Non-Executive Chairman of the Board Cesar G. Romero: President and Chief Executive Officer Jose Jerome R. Pascual III: Vice President –</p>

		<p>Finance/Treasurer/Chief Risk Officer Dennis G. Gamab: Vice President – Trading and Supply Homer Gerrard L. Ortega: Vice President – Human Resources Eduard Geus: Vice President – Manufacturing Anthony Lawrence D. Yam: Vice President – Retail Ramon Del Rosario: Vice President – External Relations and Government Relations Jannet C. Regalado: Vice President – Legal and Chief Compliance Officer Dennis Evaristo C. Javier: Vice President – Wholesale Commercial Fuels Reynaldo P. Abilo: Corporate Assurance Manager Erwin R. Orocio: Corporate Secretary Ellie Chris C. Navarra: Assistant Corporate Secretary</p> <p>(b) Appointment of Chairperson & Members of Committees</p> <p>Board Audit and Risk Oversight Committee Cesar A. Buenaventura (Chairperson) Lydia B. Echauz Luis C. la Ó Anabil Dutta</p> <p>Related Party Transaction Committee Lydia B. Echauz (Chairperson) Cesar A. Buenaventura Luis C. la Ó Mona Lisa Dela Cruz</p> <p>Corporate Governance Committee Fernando Zobel de Ayala (Chairperson) Cesar A. Buenaventura Lydia B. Echauz Atty. Jannet C. Regalado</p> <p>Nomination Committee Cesar Romero (Chairperson) Cesar A. Buenaventura Atty. Jannet Regalado</p>
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		<p>Homer Gerrard L. Ortega (Non-voting)</p> <p>Corporate Social Responsibility Committee</p> <p>Luis C. la Ó (Chairperson)</p> <p>Asada Harinsuit</p> <p>Anabil Dutta</p> <p>Ramon del Rosario (Non-voting)</p> <p>(c) Designation of Mr. Cesar A. Buenaventura as Lead Independent Director</p>
09 May 2018	Notice of Analysts'/Investors' Briefing	<p>Please be advised that Pilipinas Shell Petroleum Corporation (PSPC) will hold an Analysts' and Investors' Briefing via webcast. The Financial and Operating Results of the Company will be discussed.</p> <p>Details are as follows:</p> <p>Date: May 15, 2018 (Tuesday)</p> <p>Time: 4:30 PM (GMT+8)</p> <p>Duration: 1 hour</p> <p>RSVP: To register for the webcast, please email PSPC-Investor-Relations@shell.com by May 10, 2018 (12:00 PM GMT+8). Please include the following details:</p> <ol style="list-style-type: none"> 1. Full Name 2. Company 3. Job Title 4. Email Address <p>Webcast dial-in details and password will be sent upon RSVP.</p> <p>A Q&A segment will commence immediately after the presentation of the Financial and Operating Results. Feel free to send your questions in advance to PSPC-Investor-Relations@shell.com.</p>
15 May 2018	Pilipinas Shell hits industry-leading 27% return on capital and grows operational cash flow by 23% in Q1 2018	<p>In Q1 2018, Pilipinas Shell sustained delivery of its strategic priorities: (1) maximize cash generation while optimizing shareholder returns; (2) disciplined expansion and capital allocation; and (3) attractive dividend policy.</p> <p>Pilipinas Shell's P2.3 billion net earnings at</p>

		<p>the end of Q1 translates to an industry-leading return on capital of 27% on a trailing 12-month basis, demonstrating the company's continuing prudent and effective utilization of shareholder capital. Operational cash flows also increased 23% to P3.5 billion year-on-year, mainly driven by total sales volume growth of 4%, higher premium fuel penetration and better working capital management.</p> <p>While softer regional refining margins during the quarter contributed to the roughly 20% decrease in overall earnings, Pilipinas Shell's marketing business increased profitability by 13%. In retail, sales volumes were sustained while increasing premium fuel sales, closing the quarter with 27% V-Power penetration. Pilipinas Shell opened 4 new stations, ending the quarter with 1,047 retail sites.</p> <p>The non-fuels retailing business sustained its double-digit growth closing the quarter with 21% growth. In the first quarter, Pilipinas Shell added 11 new Shell Select stores, 7 new deli2Go offers, and 9 new lube bays.</p> <p>The Commercial segment's contribution to net earnings increased in double digits due to more premium grade offerings and strong performance of the lubricants and bitumen business.</p> <p>We continue to reap the benefits from the North Mindanao Import Facility where we saw steady increase in supply reliability in the Visayas and Mindanao regions and sustained supply cost savings. The Tabangao Refinery also posted higher reliability building sufficient stocks in preparation for the scheduled maintenance in May.</p> <p>Continuing strong cash generation and prudent deployment of capital provided more than sufficient funding for the superior 80% dividend payout on 2017 earnings.</p>
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		<p>"Pilipinas Shell's performance in the first quarter demonstrates the strength of our brand. Amidst the challenges brought by higher excise taxes, customers continue to patronize our products. We even saw an increase in V-Power uptake of 2% vs Q1 2017. We remain pleased with our marketing businesses which continue to demonstrate strong underlying performance both financially, and operationally," said Cesar Romero, Pilipinas Shell President and Chief Executive Officer.</p> <p>"Pilipinas Shell continues to focus on effectively utilizing capital to generate superior returns. The Company continues to lead the industry with a return on average capital employed of 27%, from 24% in the previous year."</p>
21 May 2018	Change in Shareholdings of Directors and Principal Officers	<p>Change in Shareholdings of Directors and Principal Officers</p> <p>Name of Person: Cesar A. Buenaventura Position/Designation: Independent Director</p> <p>Type of Security/Stock Symbol: SHLPH Date of Transaction: 18 May 2018 Number of Shares: 10,000 (A) Price per share: 51.50 Direct Ownership</p> <p>Type of Security/Stock Symbol: SHLPH Date of Transaction: 18 May 2018 Number of Shares: 10,000 (A) Price per share: 51.55 Direct Ownership</p> <p>Total Number of Shares after transaction: 70,001</p>
25 May 2018	Change in Shareholdings of Directors and Principal Officers	<p>Change in Shareholdings of Directors and Principal Officers</p> <p>Name of Person: Jose Jerome R. Pascual III Position/Designation: Director/ Treasurer/ Vice President - Finance/ Chief Risk Officer</p>

		<p>Type of Security/Stock Symbol: SHLPH Date of Transaction: 23 May 2018 Number of Shares: 100 (A) Price per share: 49.95 Direct Ownership</p>
		<p>Type of Security/Stock Symbol: SHLPH Date of Transaction: 23 May 2018 Number of Shares: 900 (A) Price per share: 50.00 Direct Ownership</p>
		<p>Type of Security/Stock Symbol: SHLPH Date of Transaction: 23 May 2018 Number of Shares: 8,020 (A) Price per share: 50.15 Direct Ownership</p>
		<p>Type of Security/Stock Symbol: SHLPH Date of Transaction: 24 May 2018 Number of Shares: 2,040 (A) Price per share: 50.20 Direct Ownership</p>
		<p>Type of Security/Stock Symbol: SHLPH Date of Transaction: 24 May 2018 Number of Shares: 100 (A) Price per share: 50.25 Direct Ownership</p>
		<p>Type of Security/Stock Symbol: SHLPH Date of Transaction: 24 May 2018 Number of Shares: 520 (A) Price per share: 50.30 Direct Ownership</p>
		<p>Type of Security/Stock Symbol: SHLPH Date of Transaction: 24 May 2018 Number of Shares: 610 (A) Price per share: 50.35 Direct Ownership</p>
		<p>Type of Security/Stock Symbol: SHLPH Date of Transaction: 24 May 2018 Number of Shares: 3,660 (A) Price per share: 50.40</p>

		<p>Direct Ownership</p> <p>Type of Security/Stock Symbol: SHLPH Date of Transaction: 24 May 2018 Number of Shares: 570 (A) Price per share: 50.45 Direct Ownership</p> <p>Type of Security/Stock Symbol: SHLPH Date of Transaction: 24 May 2018 Number of Shares: 4,430 (A) Price per share: 50.50 Direct Ownership Total Number of Shares after transaction: Direct: 26,730 Indirect: 1</p>
13 August 2018	<p>Pilipinas Shell's first half 2018 net income up 30% vs prior year; expanding industry-leading return on capital to 30%</p>	<p>Pilipinas Shell posted a 30% net income increase in the first half of 2018 over the same period last year. The strong performance is attributed to the higher earnings of its marketing businesses and inventory holding gains from its manufacturing and supply chain segments.</p> <p>Despite the increase in retail pump prices due to rising global oil prices and higher excise taxes, the company sustained high V-Power penetration at 27%. To further support its growth, Pilipinas Shell opened 16 retail stations in 2018 and is on track to build a total of 50-70 new sites by the end of 2018. To date, it has 1,054 retail sites serving motorists in key locations across the country.</p> <p>Non-fuels retail continues to enjoy double-digit growth. With 19 new Select stores, 10 deli2go stores and 26 lube bays in the first half of the year, the business is poised to capture the growth in convenience retailing.</p> <p>In the commercial segment, Pilipinas Shell posted strong volume growth in aviation, lubricants, and bitumen. Aligned with its commitment, the only bitumen production facility in the country is now operational and ready to support the government's</p>

		<p>infrastructure projects.</p> <p>The North Mindanao Import Facility remains to be an important enabler for Pilipinas Shell delivering supply cost savings and reliability. The Tabangao refinery has also successfully completed its planned one-month de-coke pitstop in the second quarter. Optimization projects are also underway to better respond to the softer regional refining margin environment.</p> <p>The Company's priority of maximizing cash generation while maintaining competitive returns remains evident and unchanged. In the first half, cash from operations of P7.1 billion was delivered and return on average capital employed increased from 22% in the prior year to 30%.</p> <p>"Amidst challenges from the lower refining margin environment in the first half of the year, we continue to create value for all our stakeholders by being an integrated fuel refining and marketing company. Our world-class marketing businesses backed by our efficient supply chain and supported by technical and trading capabilities from the Shell Group have allowed us to remain competitive in this challenging business environment," said Cesar Romero, President and Chief Executive Officer.</p>
13 August 2018	End of Assignment of Vice President – Manufacturing and Appointment of Replacement	<p>The assignment of Mr. Eduard R. Geus as Vice President – Manufacturing of Pilipinas Shell Petroleum Corporation (the "Corporation") has ended. To replace Mr. Geus, the Board of Directors of the Corporation has appointed Mr. Jan-Peter Groot Wassink as the new Vice President – Manufacturing, effective 13 August 2018.</p>
01 October 2018	Stepping Down of Vice President – Human Resources and Non-Voting Member of Nomination Committee, and	<p>Mr. Homer Gerrard L. Ortega has stepped down as Vice President – Human Resources and as non-voting member of the Nomination Committee of Pilipinas Shell Petroleum Corporation (the "Corporation").</p>

	Appointment of Replacement	To replace Mr. Ortega, the Board of Directors of the Corporation has appointed Mr. Carlo D. Zanduetta as the new Vice President – Human Resources and non-voting member of the Nomination Committee, effective 01 October 2018.
15 October 2018	Clarification of News Report - "Pilipinas Shell to spend P2B yearly for expansion"	<p>The Manila Times.net published on 15 October 2018 the attached news report entitled "Pilipinas Shell to spend P2B yearly for expansion", the pertinent portion reads:</p> <p>"PILIPINAS Shell Petroleum Corp. plans to spend P2 billion annually over the next two to three years to expand its domestic retail network.</p> <p>'We plan to grow the network because despite inflation, we think that the level of motorization in the Philippines is still too low,' Pilipinas Shell Chief Finance Officer Jose Jerome Pascual told The Manila Times last week.</p> <p>The capital expenditures will cover the establishment of up to 70 new Shell stations yearly and up to 50 Deli To Go and Shell Select stores.</p> <p>Pilipinas Shell, which currently has 1,000 stations, wants to grow its network to 1,200 stations by 2021.</p> <p>xxx"</p> <p>Pilipinas Shell Petroleum Corporation ("SHLPH") wishes to clarify that it currently has 1,054 stations, and intends to grow its network to 1,200 stations by 2020. SHLPH's target is to put up 50 to 70 new stations every year. In terms of its non-fuel retail business, it aims to grow each of its Select convenience stores and deli2go stores by 15 to 20 stores per year.</p> <p>Moreover, SHLPH previously disclosed in its Press Release issued on 03 May 2018,</p>

		<p>"Pilipinas Shell Rides on the Philippines' Robust Growth, Posts Healthy Numbers in 2017", that it is "is moving to further cement its foothold in the market with the Shell brand through its ambitious expansion program [in 2018], with the capital expenditure program doubling to P2 billion [in 2018] from P1 billion in 2017. The target is to put up [to] 70 retail stations [per year] and make further inroads into non-fuel retailing through deli2Go and Select." [Emphasis ours]</p> <p>Nonetheless, accompanying the growth of its retail network is the closure of underperforming sites.</p> <p>Finally, we confirm that all other statements in the above-quoted news article are accurate.</p>
31 October 2018	Amendment of the Articles of Incorporation	<p>At the Regular Meeting of the Board of Directors of Pilipinas Shell Petroleum Corporation (the "Corporation") held on 27 February 2018 at its principal office, at which meeting a quorum was present and acting throughout, the amendment of Articles of Incorporation to change its principal office was approved.</p> <p>During the Annual Stockholders' Meeting of the Corporation on 03 May 2018 at the Turf Room, Manila Polo Club, McKinley Road, Makati City, Metro Manila, Philippines, the stockholders of the Corporation ratified the foregoing resolution of the Board of Directors approving the amendment of its Articles of Incorporation to change its Principal Office. Stockholders representing 82.53%, or more than two thirds (2/3), of the total issued and outstanding capital stock of the Corporation voted in favor of the ratification.</p> <p>The change in principal office shall be effective after receiving the endorsement of the Department of Energy and approval of</p>

		<p>the Securities and Exchange Commission. The relocation is estimated to be completed in the first quarter of 2019.</p>
31 October 2018	Amendment of By-Laws to Move Annual Stockholders' Meeting	<p>At the Regular Meeting of the Board of Directors of Pilipinas Shell Petroleum Corporation (the "Corporation") held on 10 November 2017 at its principal office, at which meeting a quorum was present and acting throughout, the Board of Directors approved the amendment of the By-Laws of the Corporation to move the date of its Annual Stockholders' Meeting from "third Tuesday in May of each year" to "second Tuesday in May of each year".</p> <p>During the Annual Stockholders' Meeting of the Corporation on 03 May 2018 at the Turf Room, Manila Polo Club, McKinley Road, Makati City, Metro Manila, Philippines, the stockholders of the Corporation ratified the foregoing resolution of the Board of Directors approving the amendment of its By-Laws to move its Annual Stockholders' Meeting. Stockholders representing 82.53%, or more than two thirds (2/3), of the total issued and outstanding capital stock of the Corporation voted in favor of the ratification.</p> <p>The said change shall be effective after receiving the endorsement of the Department of Energy and approval of the Securities and Exchange Commission.</p>
06 November 2018	Notice of Analysts'/Investors' Briefing	<p>Please be advised that Pilipinas Shell Petroleum Corporation (PSPC) will hold an Analysts' and Investors' Briefing via webcast. The Financial and Operating Results of the Company will be discussed.</p> <p>Details are as follows: Date: November 12, 2018 (Monday) Time: 4:00 PM (GMT+8) Duration: 1 hour</p> <p>RSVP: To register for the webcast, please email PSPC-Investor-Relations@shell.com</p>

		<p>by November 9, 2018 (12:00 PM GMT+8). Please include the following details:</p> <ol style="list-style-type: none"> 1. Full Name 2. Company 3. Job Title 4. Email Address <p>Webcast dial-in details and password will be sent upon RSVP.</p> <p>A Q&A segment will commence immediately after the presentation of the Financial and Operating Results. Feel free to send your questions in advance to PSPC-Investor-Relations@shell.com.</p>
12 November 2018	Pilipinas Shell's year-to-date Q3 net earnings up 8%	<p>Pilipinas Shell posted net earnings of P7.2 billion for the first three quarters of 2018, 8% higher than same period last year. Its marketing businesses continue to deliver robust earnings, amidst high inflation in the country and higher global oil prices. The manufacturing and supply chain segments benefit from inventory holding gains and improvement in refinery reliability despite continued challenges in regional gross refining margins.</p> <p>Backed by global research and development, Shell's V-Power with Dynaflex technology continues to hold a loyal following, maintaining premium fuel penetration that is one of the highest worldwide. To serve more motorists, Pilipinas Shell opened 25 stations in the first three quarters of the year and is on track to deliver its commitment of a total of 50-70 new sites per year.</p> <p>Pilipinas Shell's non-fuels retail segment continues to enjoy double-digit growth, with increasing same-store sales and higher lubricant sales. Since the beginning of the year, it opened additional 27 Select stores, 14 deli2go stores and 48 lube bays.</p> <p>In the commercial segment, Pilipinas Shell also enjoyed higher premium product</p>

		<p>penetration and strong volume growth in aviation and bitumen. The only bitumen production facility in the country has also started delivering products to the local market, supporting the government's infrastructure programs.</p> <p>The Tabangao refinery posted its highest reliability performance in 5 years, while the North Mindanao Import Facility maintains Shell's competitiveness in the south through a highly efficient supply chain.</p> <p>Cash generation and disciplined capital allocation remain as key strengths of Pilipinas Shell. Cash from operations was 11% higher than prior year at P8.8 billion. Rolling return on average capital employed remained at 27% while gearing stayed low at 22%.</p> <p>"We are proud of Pilipinas Shell's resilience amidst the challenges of higher inflation and weaker Peso. We continue to expand our marketing businesses with discipline and operate our supply chain safely and reliably to support the country's energy needs," said Cesar Romero, President and Chief Executive Officer. "We are also delighted to be recognized both locally and internationally for our efforts to power progress for the Filipino, not only through sustainable energy solutions, but also through targeted social investment."</p> <p>Pilipinas Shell was hailed "Asia's Community Care Company of the Year" in the 2018 Asia Corporate Excellence & Sustainability (ACES) Awards for its continuing commitment to nation-building. More recently, the company garnered distinction at the prestigious Agora Awards for its "Most Outstanding Achievement in Advocacy Marketing" through the Movement Against Malaria, Access to Energy and IPO Local Small Investors programs.</p>
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13 November 2018	Stepping Down of Director and Vice President – Trading & Supply	Mr. Dennis G. Gamab will step down as director and Vice President – Trading & Supply of Pilipinas Shell Petroleum Corporation (the “Corporation”) on 31 December 2018. The election and appointment of his respective replacement/s will follow the standard nomination and screening process of the Corporation.
07 December 2018	Clarification of News Report - “Pilipinas Shell sets P4-B capex for 2019”	<p>The Manila Times.net published on 07 December 2018 the attached news report entitled “Pilipinas Shell sets P4-B capex for 2019”, the pertinent portion reads:</p> <p>“PILIPINAS Shell Petroleum Corp. (PSPC) is looking to again earmark P4 billion for capital expenditures next year, primarily to beef up its retail business.</p> <p>‘For PSPC, our capex remains consistent at P4 billion. So tatlong taon na kaming nasa P4 billion (We have remained at P4 billion for three years),’ Pilipinas Shell President and Chief Executive Officer Cesar Romero told reporters.</p> <p>The listed firm expects to spend P2 billion to build 50 to 70 stations. It will also allot P1 billion for bolstering its refinery and another P1 billion for supply.</p> <p>‘This year, [we’re] on track to deliver 50 to 70 stations,’ Romero said, even as the firm closes 15 to 20 older establishments.”</p> <p>Pilipinas Shell Petroleum Corporation (“SHLPH”) confirms the statements in the above-quoted news article. SHLPH has allocated PhP4 billion for capital expenditures. Capital investment on the retail side has doubled from PhP1 billion to PhP2 billion to grow and strengthen further its strong position in retail. The remaining capital investment will be allocated to the refinery and supply. SHLPH is likewise on track to build a total of 50 to 70 new sites</p>

At the Annual Stockholders' Meeting of 03 May 2018, the following were elected as directors:

Name	Directorship
Cesar A. Buenaventura	Independent Director
Fernando Zobel de Ayala	Independent Director
Lydia B. Echauz	Independent Director
Luis C. La'O	Non-Executive Director
Mona Lisa B. Dela Cruz	Non-Executive Director
Asada Harinsuit	Non-Executive Director
Cesar G. Romero	Executive Director
Anabil Dutta	Non-Executive Director
Dennis G. Gamab	Executive Director
Anthony Lawrence D. Yam	Executive Director
Jose Jerome R. Pascual III	Executive Director

Additionally, at the Organizational Board Meeting of the same date, the following By-Laws Officers and Committee members were elected:

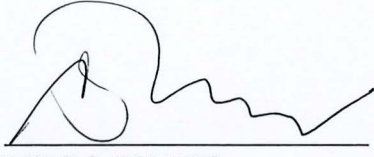
Position	Name of Officer
Non-Executive Chairman of the Board	Asada Harinsuit
President & Chief Executive Officer	Cesar G. Romero
Vice President - Finance and Treasurer	Jose Jerome R. Pascual III
Vice President - Manufacturing	Eduard R. Geus (replaced by Jan-Peter Groot Wassink)
Vice President - External Relations	Ramon D. Del Rosario
Vice President - Retail	Anthony Lawrence D. Yam
Vice President - Human Resources	Homer Gerrard L. Ortega (replaced by Carlo D. Zanduenta)
Vice President – Trading and Supply	Dennis G. Gamab (until 31 December 2018)
Vice President - Legal and Chief Compliance Officer	Jannet C. Regalado
Corporate Secretary	Erwin R. Orocio
Asst. Corporate Secretary	Ellie Chris C. Navarra
Board Audit and Risk Oversight Committee	
Chairman	Cesar A. Buenaventura
Member	Lydia B. Echauz
Member	Luis C. La'O
Member	Anabil Dutta
Related Party Transaction Committee	
Chairman	Lydia B. Echauz
Member	Cesar A. Buenaventura
Member	Luis C. La'O
Member	Mona Lisa B. De la Cruz
Corporate Governance Committee	


Chairman	Fernando Zobel de Ayala
Member	Cesar A. Buenaventura
Member	Lydia B. Echauz
Member	Jannet C. Regalado
Nomination Committee	
Chairman	Cesar G. Romero
Member	Cesar A. Buenaventura
Member	Jannet Regalado
Member (Non-voting)	Homer Gerrard L. Ortega
Corporate Social Responsibility Committee	
Chairman	Luis C. La'O
Member	Asada Harinsuit
Member	Anabil Dutta

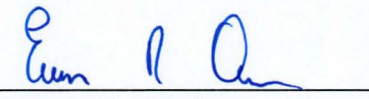
SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of PSPC Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Makati on 4th day of April 2019.

Issuer:

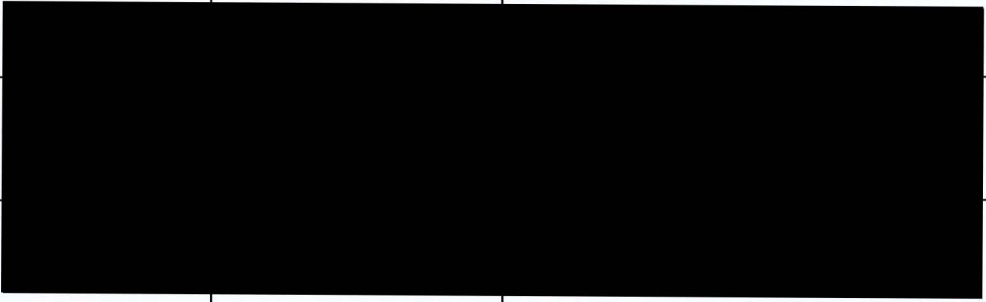
Signature and Title: 
CESAR G. ROMERO
President and Chief Executive Officer

Signature and Title: 
JOSE JEROME R. PASCUAL III
Vice President – Finance and Treasurer

Signature and Title: 
Atty. Erwin Orocio
Corporate Secretary

APR 04 2019

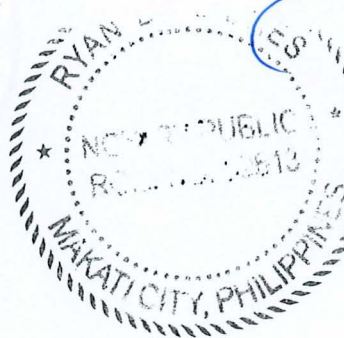
SUBSCRIBED AND SWORN to before me this _____ at Makati City, affiant/s exhibiting to me the following Community Tax Certificate and/or Competent Evidence of Identification:

Name	Competent Evidence of Identification		
	Passport Number	Date of Issue	Place of Issue
ERWIN R. OROCIO			
CESAR G. ROMERO			
JOSE JEROME R. PASCUAL III			

IN WITNESS WHEREOF, I have hereunto affixed my signature and Notarial Seal.

NOTARY PUBLIC

Doc. No. 274;
Page No. 55;
Book No. 10;
Series of 2019.



RYAN D. ANDRES
NOTARY PUBLIC FOR & IN MAKATI CITY
156 VALERO ST., SALCEDO VILLAGE, MAKATI CITY
ROLL NO. 59613 | IBF NO. 019905-PPLM CHAPTER-LIFETIME
UNTIL DEC. 31, 2019/APPOINTMENT NO. M-230
PTR NO. MKT0995219 MAKATI CITY 31 JANUARY 2019
MCLE COMPLIANCE V-0020299/11 APRIL 2016



SECURITIES AND EXCHANGE COMMISSION

Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, 1307

**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS**

The management of **Pilipinas Shell Petroleum Corporation** is responsible for the preparation and fair presentation of the financial statements including the schedules attached therein, for the year ended **31 December 2018**, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

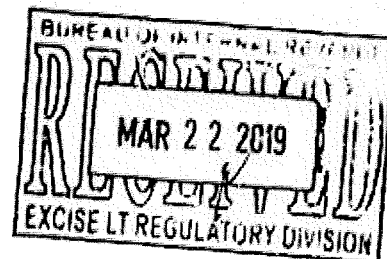
In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein, and submits the same to the stockholders.

SyCip Gorres Velayo & Co., the independent auditor appointed by the stockholders, has audited the financial statements of the company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

Asada Harinsuit
Chairman of the Board



Signed this 21th day of March 2019

Pilipinas Shell Petroleum Corporation
41st Floor, The Finance Center
26th Street corner 9th Avenue
Bonifacio Global City
1635 Taguig City, Philippines

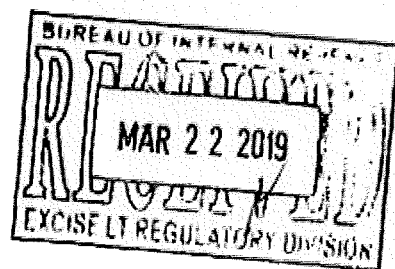
Tel. +63 (2) 499 4001
Website <http://www.pilipinas.shell.com.ph>



Cesar G. Romero
President and Chief Executive Officer

Jose Jerome R. Pascual III
Chief Financial Officer

Signed this 21th day of March 2019



Pilipinas Shell Petroleum Corporation
41st Floor, The Finance Center
26th Street corner 9th Avenue
Bonifacio Global City
1635 Taguig City, Philippines

Tel. +63 (2) 499 4001
Website <http://www.pilipinas.shell.com.ph>

SUBSCRIBED AND SWORN to before me this MAR 21 2019 at Makati City, affiant/s exhibiting to me the following Community Tax Certificate and/or Competent Evidence of Identification:

Name	Competent Evidence of Identification		
	Passport Number	Date of Issue	Place of Issue
ASADA HARINSUIT			
CESAR G. ROMERO			
JOSE JEROME R. PASCUAL III			

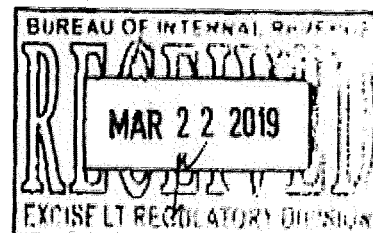
IN WITNESS WHEREOF, I have hereunto affixed my signature and Notarial Seal.

NOTARY PUBLIC

Doc. No. 235 ;
Page No. 46 ;
Book No. IV ;
Series of 2019.



[Signature]
RYAN D. ANDRES
 NOTARY PUBLIC FOR & IN MAKATI CITY
 156 VALENTIN ST., SALT CREEK VILLAGE, MAKATI CITY
 ROLL NO. 59612 | IDP NO. 031905 | PLM CHAPTER - LIFETIME
 UNTIL DEC 31, 2019 | APPOINTMENT NO. M-230
 PTR NO. MKT-1577 MAKATI CITY | JANUARY 201
 MCLE COMPLIANCE V-0020299/11 APRIL 2016



INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
Pilipinas Shell Petroleum Corporation
41st floor, The Finance Centre, 26th street corner 9th avenue
Bonifacio Global City, Fort Bonifacio, Taguig City, Metro Manila

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Pilipinas Shell Petroleum Corporation (the Company), which comprise the statements of financial position as at December 31, 2018 and 2017, and the statements of income, statements of comprehensive income, statements of changes in equity and statements of cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2018 and 2017, and its financial performance and its cash flows for the years then ended, in accordance with Philippine Financial Reporting Standards (PFRSs).

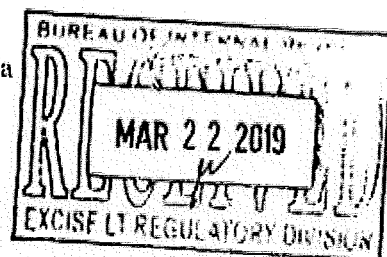
Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics) together with the ethical requirements that are relevant to our audit of the financial statements in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.



Adequacy of provision for legal cases and recoverability of claims from government

The Company is involved in legal proceedings and assessments for excise tax arising from importations of Catalytic Cracked Gasoline (CCG), Light Catalytic Cracked Gasoline (LCCG) and Alkylate. We focused on this area because the estimation of the potential liability resulting from these assessments requires significant judgment by management and the inherent uncertainty over the outcome of these matters brought about by the differences in the interpretation and implementation of the relevant laws and regulations. In addition, the Company recognized claims from certain government agencies relating to excise duties paid under protest for certain Alkylate shipments. The recoverability of this claim requires significant judgment that is likewise dependent on the outcome of the legal proceedings discussed above.

Refer to Notes 7 and 28 for the relevant disclosures on these matters.

Audit response

We discussed with management the status of the tax assessment and obtained correspondences with courts and regulatory agencies, and opinions of both the Company's internal and external legal counsels. We involved our internal specialist in the evaluation of management's assessment on whether any provision for tax contingencies should be recognized, and the estimation of such amount; and the assessment of recoverability of the claims. We also evaluated the tax position of the Company by considering the tax laws, rulings and jurisprudence.

Valuation of inventories

The Company's inventories substantially comprise of crude oil and finished petroleum products. As of December 31, 2018, total inventories amounting to ₱19.64 billion represents 25% of total assets of ₱80.17 billion. We considered this as a key audit matter because the prices of crude oil and finished petroleum products are highly volatile due to various factors such as global trends in demand and other economic factors. The high price volatility may give rise to a circumstance where the cost of the Company's inventories is significantly higher than its net realizable value.

Refer to Note 5 for the relevant disclosures on this matter.

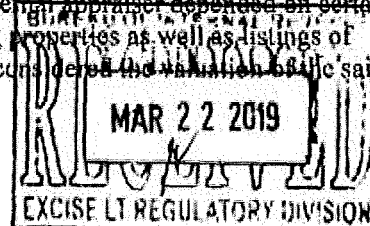
Audit response

We obtained an understanding of the Company's inventory valuation process and related controls. We assessed the process and method used in computing for net realizable value by comparing it to the generally accepted industry practice. On a sample basis, we tested the estimated selling price used by management in calculating the net realizable value by comparing with prevailing market prices and historical selling costs. We also performed recalculation of the net realizable value of inventories and reviewed subsequent sale of inventories after the reporting period.

Valuation of pension assets

The Company has a defined benefit pension plan with a net pension asset position of ₱5.90 billion, which represents about 7% of total assets of the Company as of December 31, 2018. The related plan assets include significant unquoted equity investment, measured at fair value based on a valuation performed by a third party external appraiser. The valuation performed by the external appraiser depended on certain assumptions, including rental rates, characteristics of the underlying properties as well as listings of comparable properties by reference to historical data. As such, we considered the valuation of the said pension plan asset as a key audit matter.

Refer to Note 24 for the relevant disclosures on these matters.



Audit response

We evaluated the competence, capabilities and objectivity of the external appraiser. We involved our internal specialist in the review of the methodology and assumptions used in the valuation of the investment. We assessed the methodology adopted by reference to common valuation models, and evaluated key inputs used in the valuation, specifically rental rates, characteristics of lot, size, location and quality as well as listings of comparable properties by reference to historical data. We also reviewed the disclosures relating to the Company's pension plan assets.

Adoption of PFRS 15, Revenue from Contracts with Customers

Effective January 1, 2018, the Company adopted the new revenue recognition standard, PFRS 15, *Revenue from Contracts with Customers*, under modified retrospective approach. The following matters are significant to our audit because these involve application of significant judgments and estimates: (1) identification of performance obligations; (2) determination of the transaction price; and (3) determination of the stand-alone selling price of the goods and the incentives in allocating the transaction price to the performance obligations.

The Company applied PFRS 15 guidance to a portfolio of contracts, in its various businesses, with similar characteristics. In determining the performance obligations in these contracts, the Company considers as a separate performance obligation the incentives granted to retailers and customers in relation to purchases of fuel and non-fuel products. In determining the transaction price, the Company considers the effect of rebates and discounts granted through volume purchases of petroleum products.

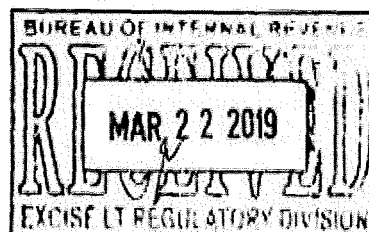
The disclosures related to the adoption of PFRS 15 are included in Note 30 to the financial statements

Audit Response

We obtained an understanding of the Company's revenue recognition process, including the process of implementing the new revenue recognition standard and compared the Company's legacy accounting treatment with the requirements of PFRS 15. We reviewed the PFRS 15 adoption impact assessment prepared by management, including revenue streams identification and scoping and contract identification, and reviewed related sample contracts with customers to determine whether there are separate performance obligations and variable considerations that may affect the transaction price.

For the determination of performance obligations in the contract, we obtained an understanding of the nature of the incentives granted to retailers and customers in relation to purchases of fuel and non-fuel products. For the determination of the transaction price, we obtained an understanding of the rebates and discounts granted to customers through volume purchases of petroleum products, including judgments made in the determination of rebates and discounts to be paid to the customers, and compared actual amounts paid to previous estimates made. We compared the fair value of the incentives used to allocate the transaction price against the fair value of the goods sold.

We evaluated the disclosures made in the financial statements on the adoption of PFRS 15.



Other Information

Management is responsible for the other information. The other information comprises the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2018, but does not include the financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2018 are expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

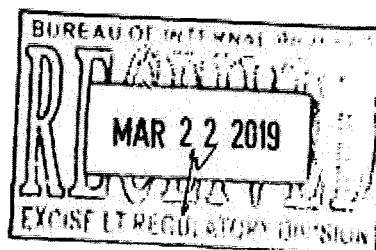
Management is responsible for the preparation and fair presentation of the financial statements in accordance with PFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



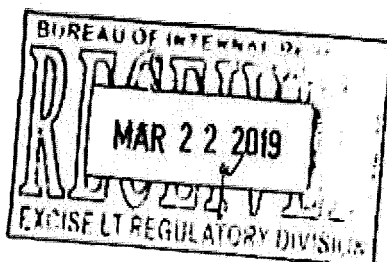
As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.





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- 6 -

Report on the Supplementary Information Required Under Revenue Regulations 15-2010

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information required under Revenue Regulations 15-2010 in Note 34 to the financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such information is the responsibility of the management of Pilipinas Shell Petroleum Corporation. The information has been subjected to the auditing procedures applied in our audit of the basic financial statements. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

The engagement partner on the audit resulting in this independent auditor's report is
Jose Pepito E. Zabat III.

SYCIP GORRES VELAYO & CO.

Jose Pepito E. Zabat

Jose Pepito E. Zabat III

Partner

CPA Certificate No. 85501

SEC Accreditation No. 0328-AR-4 (Group A),

April 26, 2018, valid until April 25, 2021

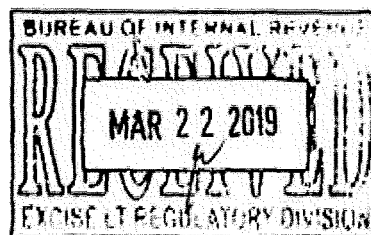
Tax Identification No. 102-100-830

BIR Accreditation No. 08-001998-60-2018,

February 26, 2018, valid until February 25, 2021

PTR No. 7332636, January 3, 2019, Makati City

March 21, 2019



**INDEPENDENT AUDITOR'S REPORT
ON SUPPLEMENTARY INFORMATION**

The Stockholders and the Board of Directors
Pilipinas Shell Petroleum Corporation
41st floor, The Finance Centre, 26th street corner 9th avenue
Bonifacio Global City, Fort Bonifacio, Taguig City, Metro Manila

We have audited, in accordance with Philippine Standards on Auditing, the financial statements of Pilipinas Shell Petroleum Corporation as at and for the year ended December 31, 2018, and have issued our report thereon dated March 21, 2019. Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplementary Information in the Segmented Statement of Income for Registered Activity under Certificate of Registration No. 2014-073 and Certificate of Registration No. 2017-062 are the responsibility of the Company's management and are presented for purposes of complying with the requirements of the Board of Investments and are not part of the basic financial statements. These supplementary information have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Jose Pepito E. Zabat

Jose Pepito E. Zabat III
Partner

CPA Certificate No. 85501

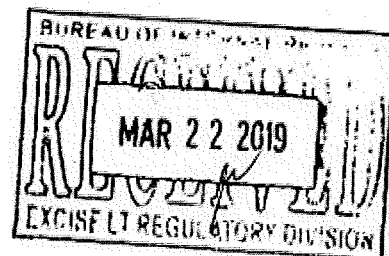
SEC Accreditation No. 0328-AR-4 (Group A),
April 26, 2018, valid until April 25, 2021

Tax Identification No. 102-100-830

BIR Accreditation No. 08-001998-60-2018,
February 26, 2018, valid until February 25, 2021

PTR No. 7332636, January 3, 2019, Makati City

March 21, 2019



INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
Pilipinas Shell Petroleum Corporation
41st floor, The Finance Centre, 26th street corner 9th avenue
Bonifacio Global City, Fort Bonifacio, Taguig City, Metro Manila

We have audited the financial statements of Pilipinas Shell Petroleum Corporation for the year ended December 31, 2018, on which we have rendered the attached report dated March 21, 2019.

In compliance with Securities Regulation Code Rule No. 68, As Amended (2011), we are stating that the Company has two hundred eighty (280) stockholders owning one hundred (100) or more shares each.

SYCIP GORRES VELAYO & CO.

Jose Pepito E. Zabat

Jose Pepito E. Zabat III
Partner
CPA Certificate No. 85501
SEC Accreditation No. 0328-AR-4 (Group A),
April 26, 2018, valid until April 25, 2021
Tax Identification No. 102-100-830
BIR Accreditation No. 08-001998-60-2018,
February 26, 2018, valid until February 25, 2021
PTR No. 7332636, January 3, 2019, Makati City

March 21, 2019



COVER SHEET

for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

1 4 8 2 9

COMPANY NAME

P I L I P I N A S S H E L L P E T R O L E U M
C O R P O R A T I O N

PRINCIPAL OFFICE (No. / Street / Barangay / City / Town / Province)

4 1 S T F L R . F I N A N C E C E N T E R , 2 6 T H
S T . C O R . 9 T H A V B . , B O N I F A C I O
G L O B A L C I T Y , B R G Y . F O R T
B O N I F A C I O , T A G U I G C I T Y , M E T R O
M A N I L A 1 6 3 5

Form Type

A A F S

Department requiring the report

S E C

Secondary License Type, If Applicable

N / A

COMPANY INFORMATION

Company's Email Address

www.shell.com

Company's Telephone Number

(632) 4994001

Mobile Number

N/A

No. of Stockholders

316

Annual Meeting (Month / Day)

05/07

Fiscal Year (Month / Day)

12/31

CONTACT PERSON INFORMATION

The designated contact person **MUST** be an Officer of the Corporation

Name of Contact Person

Jose Jerome R. Pascual III

Email Address

J.Pascual@shell.com

Telephone Number/s

499-40-01

Mobile Number

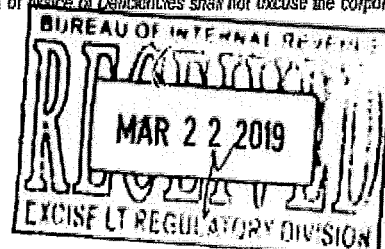
N/A

CONTACT PERSON'S ADDRESS

140 Rizal St., Ayala Southvale Village, Bacoor Rizal

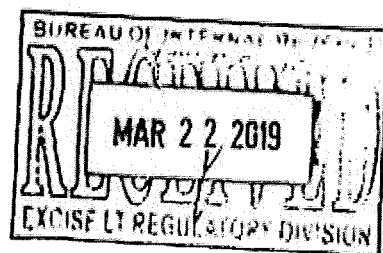
NOTE 1: In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2: All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.



Pilipinas Shell Petroleum Corporation

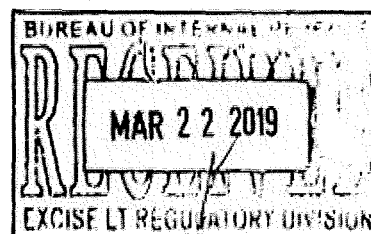
Financial Statements
For the years ended December 31, 2018 and 2017

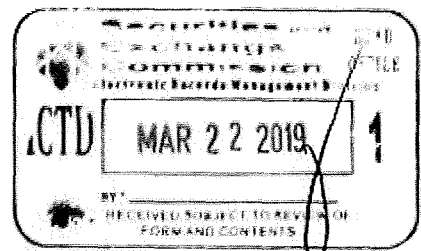


Pilipinas Shell Petroleum Corporation

CONTENTS

	Pages
Financial statements	
Statements of financial position	1
Statements of income	2
Statements of comprehensive income	3
Statements of changes in equity	4
Statements of cash flows	5
Notes to the financial statements	6-107





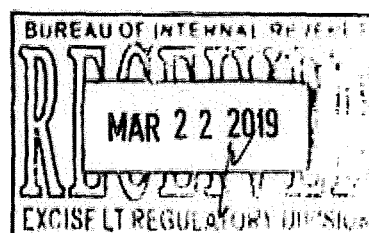
PILIPINAS SHELL PETROLEUM CORPORATION
STATEMENTS OF FINANCIAL POSITION

As at December 31, 2018

(All amounts in thousands Philippine peso, except par value per share)

	Note	2018	2017
ASSETS			
Current assets			
Cash	3	4,455,124	6,163,261
Trade and other receivables, net	4	12,992,819	10,865,099
Inventories, net	5	19,642,836	21,671,210
Prepayments and other current assets	6	3,687,782	7,176,689
Total Current Assets		40,778,561	45,876,259
Noncurrent Assets			
Long term receivables, rentals and investments, net	7	4,659,005	4,304,486
Property, plant and equipment, net	8	28,128,715	25,434,373
Other assets, net	10	6,600,096	6,261,887
Total Noncurrent Assets		39,387,816	36,000,746
TOTAL ASSETS		80,166,377	81,877,005
LIABILITIES AND EQUITY			
Current Liabilities			
Trade and other payables	11	25,180,133	21,163,783
Short term loans	12	3,261,000	4,057,000
Current portion of long-term debt	13	-	6,000,000
Dividends payable		15,622	14,216
Total Current Liabilities		28,456,755	31,234,999
Noncurrent Liabilities			
Long-term debt, net of current portion	13	9,000,000	5,000,000
Deferred tax liabilities	9	693,574	702,049
Provisions and other liabilities	14	3,044,237	2,804,569
Total Noncurrent Liabilities		12,737,811	8,506,618
Equity			
Share capital - P1 par value	15	1,681,058	1,681,058
Share premium		26,161,736	26,161,736
Treasury shares	15	(507,106)	(507,106)
Retained earnings	16	11,074,898	14,339,453
Other reserves	10, 24	561,225	460,247
Total Equity		38,971,811	42,135,388
TOTAL LIABILITIES AND EQUITY		80,166,377	81,877,005

See accompanying Notes to Financial Statements.



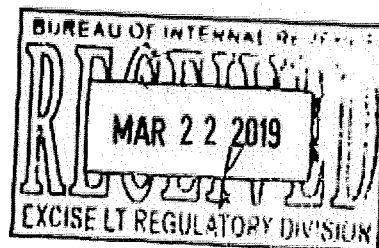
PILIPINAS SHELL PETROLEUM CORPORATION
STATEMENTS OF INCOME

For the year ended December 31, 2018

(All amounts in thousands Philippine peso, except earnings per share)

	Note	2018	2017	2016
NET SALES				
Sale of goods	30,21	223,817,699	174,470,235	142,075,428
Sales discounts and rebates		(4,949,023)	(4,994,423)	(5,312,142)
		218,868,676	169,475,812	136,763,286
COSTS AND EXPENSES (INCOME)				
Cost of sales	18	196,573,873	143,070,566	112,461,546
Selling expenses	19	11,644,884	11,570,642	10,562,727
General and administrative expenses	19	2,741,716	2,289,457	2,500,333
Other operating income, net	20	(583,862)	(489,417)	(470,707)
		210,376,611	156,441,248	125,053,899
INCOME FROM OPERATIONS		8,492,065	13,034,564	11,709,387
OTHER INCOME (CHARGES)				
Finance income	21	45,117	68,393	175,707
Finance expense	21	(1,245,034)	(721,905)	(1,058,018)
Other non-operating income, net	22	-	1,379,168	1,041
		(1,199,917)	725,656	(881,270)
INCOME BEFORE INCOME TAX		7,292,148	13,760,220	10,828,117
PROVISION FOR INCOME TAX	9	2,215,822	3,391,986	3,384,342
NET INCOME		5,076,326	10,368,234	7,443,775
EARNINGS PER SHARE - BASIC AND DILUTED	17	3.15	6.43	4.68

See accompanying Notes to Financial Statements.



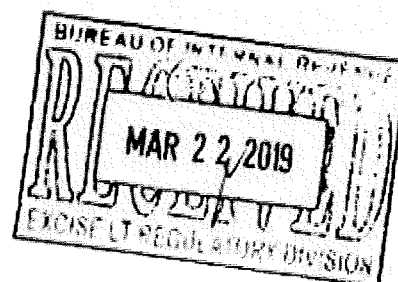
PILIPINAS SHELL PETROLEUM CORPORATION
STATEMENTS OF COMPREHENSIVE INCOME

For the year ended December 31, 2018

(All amounts in thousands Philippine peso)

	Note	2018	2017	2016
NET INCOME		5,076,326	10,368,234	7,443,775
OTHER COMPREHENSIVE INCOME				
<i>Items not to be reclassified to income or loss in subsequent periods:</i>				
Remeasurement gain on retirement benefits, net of tax	9, 24	1,592	1,521,534	786,585
Increase in fair value of equity through OCI financial assets, net of tax	10	93,298	-	-
<i>Items to be reclassified to income or loss in subsequent periods:</i>				
Increase in fair value of APS financial assets	10	-	14,590	28,285
TOTAL OTHER COMPREHENSIVE INCOME		94,890	1,536,124	814,870
TOTAL COMPREHENSIVE INCOME		5,171,216	11,904,358	8,258,645

See accompanying Notes to Financial Statements.



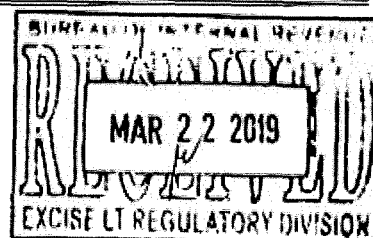
PILIPINAS SHELL PETROLEUM CORPORATION
STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED 31 DECEMBER 2018, 2017 AND 2016
(All amounts in thousands Philippine peso)

	Share Capital (Note 15)	Share premium (Note 15)	Treasury shares (Note 15)	Retained Earnings (Note 16)	Other Reserves Share-based Reserve (Note 24)	Fair value Reserve (Note 10)	Total
At January 1, 2016	1,653,558	24,395,991	(507,106)	181,508	92,007	279,172	26,095,130
Income for the year	-	-	-	7,443,775	-	-	7,443,775
Increase in fair value of AFS financial assets	-	-	-	-	-	28,285	28,285
Remeasurement gain on retirement benefits (net of tax amounting to P327,108)	-	-	-	786,585	-	-	786,585
Total comprehensive income	-	-	-	8,230,360	-	28,285	8,258,645
Transactions with owners							
Share-based compensation	-	-	-	-	81,253	-	81,253
Additional issuance of shares, net of transaction costs	27,500	1,765,745	-	-	-	-	1,793,245
Cash dividends	-	-	-	(3,300,000)	-	-	(3,300,000)
Total transactions with owners for the year	27,500	1,765,745	-	(3,300,000)	81,253	-	(1,425,502)
Balances at December 31, 2016	1,681,058	26,161,736	(507,106)	5,111,868	173,260	307,457	32,928,273

	Share Capital (Note 15)	Share premium (Note 15)	Treasury shares (Note 15)	Retained Earnings (Note 16)	Other Reserves Share-based Reserve (Note 24)	Fair value Reserve (Note 10)	Total
Balances at January 1, 2017	1,681,058	26,161,736	(507,106)	5,111,868	173,260	307,457	32,928,273
Income for the year	-	-	-	10,368,234	-	-	10,368,234
Increase in fair value of AFS financial assets	-	-	-	-	-	14,590	14,590
Remeasurement gain on retirement benefits (net of tax amounting to P652,086)	-	-	-	1,521,534	-	-	1,521,534
Total comprehensive income	-	-	-	11,889,768	-	14,590	11,904,358
Transactions with owners							
Share-based compensation	-	-	-	-	(35,060)	-	(35,060)
Cash dividends	-	-	-	(2,662,183)	-	-	(2,662,183)
Total transactions with owners for the year	-	-	-	(2,662,183)	(35,060)	-	(2,697,243)
Balances at December 31, 2017	1,681,058	26,161,736	(507,106)	14,339,453	138,200	322,047	42,135,388

	Share capital (Note 15)	Share premium (Note 15)	Treasury shares (Note 15)	Retained Earnings (Note 16, 30)	Other Reserves Share-based Reserve (Note 24)	Fair value Reserve (Note 10)	Total
Balances at January 1, 2018	1,681,058	26,161,736	(507,106)	14,339,453	138,200	322,047	42,135,388
Impact of adoption of PFRS 9	-	-	-	(49,370)	-	-	(49,370)
Income for the year	-	-	-	5,076,326	-	-	5,076,326
Increase in fair value of equity through OCI (net of tax amounting to P74,562)	-	-	-	-	-	93,298	93,298
Remeasurement loss on retirement benefits (net of tax amounting to P682)	-	-	-	1,592	-	-	1,592
Total comprehensive income	-	-	-	5,028,548	-	93,298	5,121,846
Transactions with owners							
Cash dividends	-	-	-	(8,293,103)	-	-	(8,293,103)
Share-based compensation	-	-	-	-	7,680	-	7,680
Total transactions with owners for the year	-	-	-	(8,293,103)	7,680	-	(8,285,423)
Balances at December 31, 2018	1,681,058	26,161,736	(507,106)	11,074,898	145,880	415,345	38,971,811

See accompanying Notes to Financial Statements.



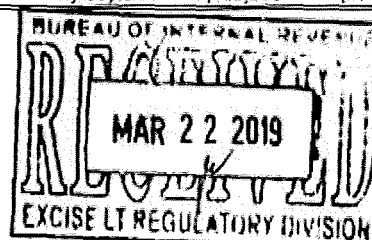
PILIPINAS SHELL PETROLEUM CORPORATION
STATEMENTS OF CASH FLOWS

For the year ended December 31, 2018

(All amounts in thousands Philippine peso)

	Note	2018	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax		7,292,148	13,760,220	10,828,117
Adjustments for:				
Depreciation expense	8, 10	1,957,576	1,959,441	1,742,907
Amortization of prepaid lease payments		1,675,750	1,582,625	1,830,315
Interest and finance charges	21	634,114	496,333	474,452
Pension expense	24	(106,509)	114,558	134,737
Accretion expense	21	110,388	81,993	96,038
Share-based compensation	24	129,648	72,755	134,064
(Gain) loss on disposal of property and equipment	20	(36,230)	18,375	153,836
Write-off of assets		-	4,452	23,310
Interest income	21	(5,551)	(6,371)	(1,178)
Unrealized mark to market loss (gain), net	20	258,264	(7,502)	(333,963)
Unrealized foreign exchange gain, net	21	(39,566)	(62,022)	(174,529)
Share in (profit) loss of associates	7	(54,197)	(36,744)	(21,117)
Reversals of provisions for ARO and remediation	14	(12,750)	(101,128)	(151,391)
Provision (reversal of) for legal case, net	14, 20, 22	(20,956)	(1,379,168)	37,476
Cost incurred for issuance of shares		-	-	168,822
Operating income before working capital changes		11,782,129	16,497,817	14,941,896
Increase in inventories, trade and other receivables, prepayments and other assets		(229,607)	(9,512,799)	(6,490,780)
Increase in trade and other payables and provisions and other liabilities		3,148,828	4,106,172	224,579
Cash generated from operations		14,701,350	11,091,190	8,675,695
Income tax expense		(482,649)	-	-
Pension contributions paid	24	(75,127)	(159,769)	(176,081)
Net cash flows from operating activities		14,143,574	10,931,421	8,499,614
CASH FLOWS FROM INVESTING ACTIVITIES				
Additions to property and equipment		(3,942,808)	(4,140,851)	(3,265,262)
Decrease (increase) in long term receivables & rentals net		(533,184)	(433,481)	(198,679)
Dividend received		44,882	19,040	13,530
Proceeds from sale of property, plant and equipment		134,046	9,240	18,266
Interest received	21	5,551	6,371	1,178
Net cash flows used in investing activities		(4,291,513)	(4,539,681)	(3,430,967)
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds from issuance of shares		-	-	1,842,500
Net proceeds from (settlements of) short-term borrowings		(796,000)	(1,313,000)	2,653,000
Repayment of long term loan		(11,000,000)	-	(5,000,000)
Drawdown of long term loan		9,000,000	-	-
Cash dividends paid		(8,293,103)	(2,662,183)	(3,300,000)
Interest and finance charges paid		(630,779)	(493,506)	(526,462)
Cost incurred for issuance of shares		-	-	(218,077)
Net cash flows used in financing activities		(11,719,882)	(4,468,689)	(4,549,039)
NET (DECREASE) INCREASE IN CASH		(1,867,821)	1,923,051	519,608
EFFECT OF EXCHANGE RATE CHANGES ON CASH		159,684	(34,056)	177,856
CASH AT BEGINNING OF YEAR	3	6,163,261	4,274,266	3,576,802
CASH AT END OF YEAR	3	4,455,124	6,163,261	4,274,266

See accompanying Notes to Financial Statements.



PILIPINAS SHELL PETROLEUM CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the year ended December 31, 2018

1. Corporate information

Pilipinas Shell Petroleum Corporation (the "Company") was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on 09 January 1959 primarily to engage in the refining and marketing of petroleum products. On 05 December 2008, the SEC approved the extension of the corporate term of the Company for another fifty (50) years from 09 January 2009 to 08 January 2059.

Prior to its initial public offering ("IPO"), the Company is 68% owned by Shell Overseas Investments BV ("SOIBV"), a corporation registered under the laws of the Netherlands and 32% owned by Filipino and other foreign shareholders. The ultimate parent of the Company is Royal Dutch Shell plc. ("RDS"), incorporated in the United Kingdom. The Company conducted its IPO to list in the Philippine Stock Exchange on 03 November 2016. The offer was composed of a Primary Offer of 27,500,000 common shares and Secondary Offer of 247,500,000 common shares with an overallotment option of up to 16,000,000 common shares, with an offer price of P67.0 (USD1.39) per share. After the IPO, Shell Overseas Investments BV owns 55% of the total outstanding shares of the Company. The Company used the net proceeds from the Primary Offer to fund capital expenditure, working capital and general corporate expenses. Net proceeds amounted to P1.36 billion (USD 0.03 billion). The IPO proceeds have been fully utilized as at 31 December 2017.

Certain operations of the Company is registered with the Board of Investments (BOI) and entitled to Income Tax Holiday (ITH) provided under Republic Act 8479, otherwise known as the Downstream Oil Deregulation Act of 1998 (see Note 27).

The Company's principal place of business, was previously located at Shell House, 156 Valero Street, Salcedo Village, Makati City.

Starting 2019, the Company's registered office, which is also its principal place of business, is 41st Floor, The Finance Centre, 26th Street corner 9th Avenue Bonifacio Global City, Brgy. Fort Bonifacio, Taguig City, Metro Manila, 1635. During the Annual Stockholders' Meeting of the Corporation on 03 May 2018, the stockholders of the Corporation have approved the amendment of its Articles of Incorporation to change its Principal Office. The Company has obtained the requisite endorsement of the Department of Energy and approval of the Securities and Exchange Commission on 25 September 2018 and 25 January 2019, respectively. The relocation is estimated to be completed in the first quarter of 2019.

The Company owns an oil refinery in Tabangao, Batangas and various oil depots and installations all over the Philippines. The Company has 703 regular employees as at 31 December 2018 (31 December 2017 - 699).

The financial statements have been authorized for issue by the Company's Board of Directors on 21 March 2019 upon endorsement by the Board Audit and Risk Oversight Committee on 18 March 2019.

2. Operating segments

The Company solely operates under the downstream oil and gas segment. The Company's integrated downstream operations span all aspects of the downstream product supply chain, from importing crude oil and its refining, to importing and distributing refined products to its customers across the Philippines. The products it sells include gasoline, diesel, heating oil, aviation fuel, marine fuel, lubricants and bitumen.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

3. Cash

The account as at 31 December 2018 and 2017 consists of cash in banks which are earning interest at the prevailing bank interest rates. The Company maintains cash deposits with universal and commercial banks in the Philippines. Universal and commercial banks represent the largest single group, resource-wise, of financial institutions in the country.

	2018	2017
Universal bank	3,252,242	2,934,109
Commercial bank	1,202,882	3,229,152
	4,455,124	6,163,261

4. Trade and other receivables, net

	Note	2018	2017
Trade receivables			
Third parties		10,318,584	9,279,213
Related parties	23	685,969	593,441
Provision for impairment of trade receivables from third parties		(185,107)	(135,653)
		10,819,446	9,737,001
Non-trade receivables from related parties	23	171,325	85,566
Other receivables			
Creditable withholding tax		521,240	324,954
Duty drawback and other claims		383,124	21,099
Non trade receivable from third party		214,125	129,047
Miscellaneous		919,149	613,271
Provision for Impairment of other receivables		(35,590)	(45,839)
		2,002,048	1,042,532
		12,992,819	10,865,099

Miscellaneous receivables pertain to rental from co-locators in retail service stations and other non-trade receivables.

The gross carrying amounts of the Company's trade, non-trade and other receivables are denominated in the following currencies:

	2018	2017
Philippine peso	12,066,287	9,828,921
US dollar	1,144,330	1,217,610
Other currencies	2,898	60
	13,213,515	11,046,591

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

4. Trade and other receivables, net (continued)

The Company holds collaterals for trade receivables from third parties as at 31 December 2018 valued at P3.8 billion (31 December 2017 - P3.2 billion) consisting of cash securities, letters of credit or bank guarantees and Real Estate Mortgages (REM). These securities can be applied once the related customer defaults on settlement of the Company's receivables based on agreed credit terms. The maximum exposure of the Company is P7.2 billion as at 31 December 2018 (2017 - P6.6 billion) (see Note 31.1.ii). These balances relate to a number of independent customers for whom there is no recent history of default.

The maximum exposure to credit risk at the reporting date is the carrying amount of each class of receivables mentioned above. The carrying amount of trade and other receivables at the reporting date approximated their fair value.

a) Past due receivables but not impaired

The aging of past due but not impaired trade receivables from third parties as at December 31, 2018 and 2017 are as follow:

	2018	2017
Less than 30 days	156,535	129,286
31 - 60 days	260,531	89,006
61 - 90 days	111,893	22,328
Greater than 90 days	169,249	110,960
	<u>698,208</u>	<u>351,580</u>

These balances relate to a number of independent customers for whom there is no recent history of default.

(b) Impaired receivables

Impaired receivables are fully provided and movements in the provision for impairment of the receivables are presented in the table below.

	Trade	Others	Total
At 01 January 2017	123,844	46,127	169,971
Provisions (Reversals)	18,989	(288)	18,701
Write-off	(7,180)	-	(7,180)
At 31 December 2017	135,653	45,839	181,492
Provisions (Reversals)	50,292	(10,249)	40,043
Write-off	(838)	-	(838)
At 31 December 2018	<u>185,107</u>	<u>35,590</u>	<u>220,697</u>

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

4. Trade and other receivables, net (continued)

For the year ended 31 December 2018, trade receivables written-off directly to statement of income amounted to P8.2 million (2017 - P13.0 million and 2016 - P12.3 million) based on the Company's assessment of recoverability.

(c) Neither past due nor impaired

The credit quality of trade receivables from third parties that are neither past due nor impaired that are fully recoverable has been assessed by reference to historical information about counterparty default rates:

Trade receivables (counterparties with internal credit rating)	2018	2017
A	1,760,357	1,691,753
B	1,641,799	3,006,618
C	4,622,298	2,880,566
D	1,410,815	1,213,043
Total trade receivables	9,435,269	8,791,980

A - Customers with strong financial performance and with low probability of default.

B - Customers with good financial strength but with some elements of risk in one or more financial or non-financial inputs.

C - Customers with low credit risk and balance is secured with post-dated checks and other collateral.

D - Customers with a medium risk of default, however, concerned group of customers have been historically able to faithfully settle their balances. The receivables are deemed performing hence impairment provision is not necessary.

Trade and non-trade receivables from related parties are within the due date. The remaining balances within trade and other receivables do not contain past due and impaired amounts.

There are no receivables that are neither past due nor impaired that have been renegotiated as of 31 December 2018 and 2017.

5. Inventories, net

	2018	2017
Crude oil and finished products	19,345,555	21,361,758
Materials and supplies	297,281	309,452
	19,642,836	21,671,210

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

5. Inventories, net (continued)

Details of allowance for inventory write-down and obsolescence as at 31 December 2018 and 2017 are as follow:

	Crude oil and finished products	Materials and supplies	Total
At 01 January 2017	28,620	11,469	40,089
Reversals, net	(2,168)	(11,469)	(13,637)
At 31 December 2017	26,452	-	26,452
Provisions, net	126,204	-	126,204
As at 31 December 2018	152,656	-	152,656

The allowance for inventory resulting from the write-down of crude and finished products to net realizable value amounted to P124.5 million and P28.2 million relates to obsolescence of finished products as at 31 December 2018 (2017 - P26.5 million and 2016 - P28.6 million).

Of the total amount of inventories, the inventories with a value of P925.2 million as at 31 December 2018 (2017 - P125.5 million) are carried at net realizable value, this being lower than cost which approximates the inventories fair value less cost to sell.

Cost of inventories included as part of cost of sales amounted to P169.8 billion for the year ended 31 December 2018 (2017 - P130.4 billion and 2016 - P99.9 billion) (see Note 18).

6. Prepayments and other current assets

	2018	2017
Input VAT net of output VAT (a)	1,083,898	2,943,233
Prepaid specific tax (b)	966,174	1,764,018
Prepaid corporate income taxes (c)	669,025	1,467,026
Advance rentals	693,895	606,113
Derivative financial assets (d)	22,780	289,590
Prepaid duties and taxes	4,646	32,725
Advances to suppliers	115,114	-
Others	132,250	73,984
	3,687,782	7,176,689

(a) Input VAT, net of output VAT

Input VAT represents the taxes paid on purchases of goods and services which can be recovered as tax credit against future output VAT liability of the Company.

(b) Prepaid specific tax

These are excise tax deposits made to the Bureau of Internal Revenue (BIR) and utilized upon removal of taxable products from the refinery.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

6. Prepayments and other current assets (continued)

(c) Prepaid corporate income tax

These are claimed against income tax due, represent amounts that were withheld from income tax payments and carried over in the succeeding period for the same purpose.

(d) Derivative financial assets

The Company enters into commodity forward contracts to hedge the commodity price risks arising from its crude oil and other oil products requirements. As at 31 December 2018, the notional principal amount of the outstanding commodity forward contracts amounted to P2.2 billion (2017 - P2.1 billion). As at 31 December 2018, the fair value of the derivative assets from outstanding commodity forward contracts amounted to P22.8 million (2017 - P289.6 million).

During the year, the Company realized gain of P169.6 million (2017 - loss of P39.6 million and 2016 - loss of P7.4 million) from mark-to-market settlement of derivatives which was recognized in other operating income, net in the statements of income (see Note 20).

For the year ended 31 December 2018, net fair value changes of the outstanding commodity forward contracts amounting to a loss of P258.3 million (2017 - gain of P7.5 million; 2016 - gain of P334.0 million) was recognized in other operating income, net in the statements of income (see Note 20).

7. Long-term receivables, rentals and investments, net

	2018	2017
Advance rentals	1,062,648	1,023,156
Customer grants (b)	54,071	69,561
Investment in associates(c)	74,843	65,528
	1,191,562	1,158,245
Long term receivables (a)	3,876,435	3,644,008
Provision for impairment of long-term receivables	(408,992)	(497,767)
	3,467,443	3,146,241
	4,659,005	4,304,486

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

7. Long-term receivables, rentals and investments, net (continued)

(a) Long-term receivables

Long-term receivables include claims from government agencies amounting to P3.7 billion and P3.5 billion as at 31 December 2018 and 2017, respectively, representing the amount to be recovered from the government on various taxes paid. Included in this P3.7 billion is P1.1 billion of excise duties and VAT paid under protest for certain Alkylate shipment (see Note 28).

As at 31 December 2018, long-term receivables of P409.0 million (31 December 2017 - P497.8 million) were impaired and fully provided.

Movements in provision for impairment of long-term receivable are as follow:

	2018	2017
At 01 January	497,767	359,036
Provisions	-	383,996
Reclassification	-	(244,615)
Reversal	(88,775)	-
Write-off	-	(650)
At 31 December	408,992	497,767

As at 31 December 2018 and 2017, there are no other long-term receivables that are past due but not impaired. The other classes and balances within long-term receivables, rental and investments are fully performing.

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. The carrying amount of long-term receivables approximate their fair value (see Note 31.3).

(b) Customer grants

Customer grants consist of business development funds used to help customers expand their operations. The payments of the funds are secured by long-term sales contracts with the customers. The carrying amount of customer grant approximate their fair value (see Note 31.3).

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

7. Long-term receivables, rentals and investments, net (continued)

(c) Investments in associates

	2018	2017
Cost	23,073	23,073

The details of assets, liabilities and results of operations of associates, all of which are incorporated in the Philippines, are as follow:

	Interest	Assets	Liabilities	Net Assets	Income	Share of profit
2018						
Bonifacio Gas Corporation	44%	275,151	104,946	170,205	124,066	54,589
Kamayan Realty Corporation	40%	21,808	4,757	17,051	5,856	2,342
2017						
Bonifacio Gas Corporation	44%	219,379	94,013	125,366	80,022	35,210
Kamayan Realty Corporation	40%	40,829	4,697	36,132	24,925	9,970
2016						
Bonifacio Gas Corporation	44%	141,814	55,985	85,829	39,252	17,270
Kamayan Realty Corporation	40%	22,951	7,785	15,166	3,959	1,583

Bonifacio Gas Corporation is an entity engaged in wholesale distribution of LPG and was established to operate a centralized gas distribution system within Bonifacio Global City. Kamayan Realty Corporation is an entity engaged in leasing and selling of real properties in the Philippines.

There are no contingent liabilities relating to the Company's interest in the associates.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

8. Property, plant and equipment

Property, plant and equipment as at 31 December 2018 and 2017 and the movements in the accounts for the year consist of:

	Notes	Leasehold improvements	Plant, Machinery and equipment	Furniture and fixtures	Transportation	Asset retirement obligation	Assets under construction (AUC)	Total
Cost								
At 01 January 2017		17,171,600	31,474,998	1,203,372	184,018	1,379,700	3,813,655	55,227,343
Acquisitions		-	120	-	-	-	3,944,689	3,944,809
Asset retirement obligation	14	-	-	-	-	153,050	-	153,050
Disposals/write-off		(48,537)	(267,258)	-	(9,325)	(46,666)	(4,452)	(376,238)
Transfers and reclassification to other assets	10	1,996,572	2,088,647	519,404	-	-	(4,660,379)	(55,756)
At 31 December 2017		19,119,635	33,296,507	1,722,776	174,693	1,486,084	3,093,513	58,893,208
Acquisitions		-	22,553	-	-	-	4,668,793	4,691,346
Asset retirement obligation	14	-	-	-	-	52,013	-	52,013
Disposals/write-off		(59,870)	(150,202)	(41,214)	(16,631)	-	-	(267,917)
Transfers		1,862,122	933,823	221,850	-	-	(3,017,795)	-
At 31 December 2018		20,921,887	34,102,681	1,903,412	158,062	1,538,097	4,744,511	63,368,650
Accumulated depreciation and amortization								
At 1 January 2017		(9,282,267)	(20,673,594)	(810,793)	(160,136)	(922,235)	-	(31,849,025)
Depreciation and amortization	18, 19	(564,063)	(1,244,750)	(51,301)	(8,498)	(85,369)	-	(1,953,981)
Disposals		40,749	248,818	-	9,100	45,504	-	344,171
At 31 December 2017		(9,805,581)	(21,669,526)	(862,094)	(159,534)	(962,100)	-	(33,458,835)
Depreciation and amortization	18, 19	(647,821)	(1,132,135)	(61,167)	(5,636)	(104,442)	-	(1,951,201)
Disposals/write-off		17,510	95,933	41,213	15,445	-	-	170,101
At 31 December 2018		(10,435,892)	(22,705,728)	(882,048)	(149,725)	(1,066,542)	-	(35,239,935)
Net book values								
At 31 December 2017		9,314,054	11,626,981	860,682	15,159	523,984	3,093,513	25,434,373
At 31 December 2018		10,485,995	11,396,953	1,021,364	8,337	471,555	4,744,511	28,128,715

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

8. Property, plant and equipment (continued)

Assets under construction represent cost of ongoing capital projects in retail, commercial and refinery business.

9. Provision for income tax; deferred tax assets (liabilities)

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The net amounts at 31 December 2018 and 2017 are as follows:

	2018	2017
Deferred income tax assets (liabilities)		
Asset retirement obligation	427,354	332,390
Levelization of Operating Leases	285,686	293,816
Unamortized past service cost, net	237,915	311,784
Provision for doubtful debts	187,628	199,000
Provision for remediation costs	95,116	142,720
Provision for inventory losses	63,579	8,574
Share-based compensation	38,489	61,357
Unrealized mark to market gain	9,637	(67,842)
Retirement benefit asset	(1,757,724)	(1,713,383)
Prepaid duties and taxes	(385,614)	(419,658)
Unrealized foreign exchange gain	(95,359)	(92,074)
Other provisions	199,719	241,267
Net deferred income tax	(693,574)	(702,049)

The gross movements in net deferred income tax assets (liabilities) are as follow:

	2018	2017
At 01 January	(702,049)	330,310
Credited to profit and loss	69,977	100,103
Credited to other comprehensive income	(61,502)	(652,086)
Application of excess MCIT over RCIT	-	(480,376)
At 31 December	(693,574)	(702,049)

Realization of the future benefits related to the deferred income tax assets is dependent on many factors, including the Company's ability to generate taxable income in the future. The Company's management has considered these factors in arriving at its conclusion that the deferred income tax assets as at 31 December 2018 and 2017 are fully realizable.

The Company has completely utilized the Net Operating Loss carry Over ('NOLCO') and the MCIT credit in year 2017. The details of the utilization are explained in the table below.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

9. Provision for income tax; deferred tax assets (liabilities) (continued)

Year of incurrence	Year of expiration	NOLCO			MCIT				
		2018	2017	2016	2018	2017	2016	2015	2014
2013	2016	-	-	-	-	-	182,328	182,328	182,328
2014	2017	-	-	6,857,670	-	-	22,876	22,876	22,876
2015	2018	-	-	-	-	54,745	330,340	330,340	-
2016	2019	-	-	-	-	-	-	-	-
2017	2020	-	-	-	-	-	-	-	-
2018	2021	-	-	-	-	-	-	-	-
		-	-	6,857,670	-	54,745	535,544	535,544	205,204
Expired		-	-	-	-	-	-	-	-
Applied		-	-	(6,857,670)	-	(54,745)	(480,799)	-	-
		-	-	-	-	-	54,745	535,544	205,204
Tax rate		30%	30%	30%	-	-	-	-	-
		-	-	-	-	-	54,745	535,544	205,204

The Company was granted an income tax holiday (ITH) in line with its registration as an existing industry participant with new investments in the modernization of the Tabangao Refinery with the Board of Investments (BOI) in 09 May 2014 to produce Euro IV products. BOI issued a Certificate of ITH Entitlement on 03 April 2017 for the taxable year 2016.

On 20 December 2017, the Company filed its ITH segmented statement of income to recognize the ITH benefits from 2016 results of operations. This resulted to a change in the income tax position of the Company from RCIT to MCIT. Further, on 19 September 2018, the company filed a revised segmented financial statements in line with the BOI requirement for its ITH application.

The Company has availed the ITH benefit to arrive at the income tax liability as of 31 December 2018.

The details of provision for income tax for the year ended 31 December 2018, 2017, and 2016 are as follow:

	2018	2017	2016
Current tax	2,285,799	3,492,089	875,053
Deferred tax	(69,977)	(100,103)	2,509,289
	2,215,822	3,391,986	3,384,342

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

9. Provision for income tax; deferred tax assets (liabilities) (continued)

The reconciliation of provision for income tax computed at the statutory rate to actual provision for income tax shown in the statements of income is shown below:

	2018	2017	2016
Income tax at statutory rate of 30.0%	2,187,644	3,643,563	3,248,435
Income tax effect of:			
Adjustment to current tax from prior years	55,843	100,582	-
Non-deductible expense	48,490	55,105	35,395
Limitation on deductible interest expense	61	117	113
Interest income subject to final tax	(183)	(354)	(342)
Income subjected to 8% final tax	(7,367)	(11,048)	(10,605)
Non-taxable income	(53,781)	(11,196)	(17,985)
Movement of deferred tax	(39,806)	(406,496)	109,020
Provision for income tax before final taxes	2,190,901	3,370,273	3,364,031
Final taxes on interest and other charges	24,921	20,097	20,311
Prior year current tax	-	1,616	-
Provision for income tax at effective tax rate	2,215,822	3,391,986	3,384,342

Republic Act (RA) No.10963 or the Tax Reform for Acceleration and Inclusion Act (TRAIN) was signed into law on 19 December, 2017 and took effect 1 January, 2018 which changed existing tax law and included several provisions that affected the Company's businesses on a prospective basis.

10. Other assets, net

	Note	2018	2017
Pension asset	24	5,899,956	5,716,045
Available-for-sale financial assets (a)		-	348,247
Equity through OCI (a)		516,707	-
Deferred input VAT (b)		127,707	136,688
Intangible assets (c)		55,726	60,907
		6,600,096	6,261,887

(a) Equity through OCI and available-for-sale financial assets

Equity through Other Comprehensive Income (Equity through OCI) financial assets mainly represent equity securities and proprietary club shares which are carried at fair value for 2018. The available-for-sale financial assets for 2017 represent equity securities and proprietary club shares which are carried at fair value (see Note 30.4). Details of the account as at 31 December 2018 and for 2017 are as follow:

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

10. Other assets, net (continued)

	Notes	2018	2017
Cost			
As at 01 January		27,994	27,994
Reclassified to intangible asset		(1,194)	-
As at 31 December		26,800	27,994
Fair value adjustments recognized directly in other comprehensive income			
Balance at the beginning		322,047	307,457
Changes during the year		167,860	14,590
		489,907	322,047
Balance at the end		516,707	350,041
Current portion	6	-	(1,794)
Non Current portion		516,707	348,247

The Company intended to sell equity instrument with a fair value of P1.8 million within 12 months from 31 December 2017. Correspondingly such amount was reclassified to current assets (see Note 6). The Company does not intend to sell equity instruments within 12 months from 31 December 2018.

(b) Deferred input VAT

Deferred input VAT will be recovered more than 12 months from the reporting date. Hence, the same is presented as non-current asset as at 31 December 2018 and 2017.

(c) Intangible assets

Intangible asset consists of program software and others. The movements in the accounts for the years consist of:

	Note	2018	2017
Cost			
At 01 January		949,129	916,682
Reclassifications from AUC	8	-	55,757
Reclassification from equity through OCI		1,194	-
Write-off		-	(23,310)
At 31 December		950,323	949,129
Accumulated amortization			
At 01 January		(888,222)	(906,072)
Amortization for the year	18, 19	(6,375)	(5,460)
Write-off		-	23,310
At 31 December		(894,597)	(888,222)
Net book value		55,726	60,907

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

11. Trade and other payables

	Note	2018	2017
Trade payables			
Third parties		7,554,917	5,150,064
Related parties	23	11,740,362	10,864,331
		19,295,279	16,014,395
Non-trade payables from related parties	23	407,110	351,917
Rent and utilities		1,578,017	1,482,961
Project-related costs and advances		1,575,540	736,729
Advertising and promotions		379,069	429,222
Employee benefits		669,109	412,371
Provision for remediation		206,425	395,384
Supply and distribution		185,382	148,187
Duties and taxes		88,308	179,629
Derivatives (a)		54,903	63,448
Others (b)		740,991	949,540
		25,180,133	21,163,783

(a) As at 31 December 2018, the fair value of the derivative liabilities from outstanding commodity forward contracts amounted to P54.9 million (2017 - P63.4 million).

(b) Others include the current portion of asset retirement obligation of P26.5 million (2017 - P20.2 million) and various other accruals.

12. Short-term loans

As at 31 December 2018, unsecured short-term loan amounted to P3,261.0 million from Metropolitan Bank and Trust Company with tenure of 5 days which matured on 02 January 2019.

As at 31 December 2017, unsecured short-term loan amounted to P4,057.0 million from Development Bank of the Philippines with tenure of 5 days which matured on 03 January 2018.

The loans were intended solely for working capital requirements and corporate expenses.

The average interest rate on local borrowings for the year 31 December 2018 was 3.60% (2017 - 2.54% and 2016 - 2.37%). Total interest expense charged to operations for the year ended 31 December 2018 arising from short-term loans amounted to P234.1 million (2017 - P108.5 million and 2016 - P99.5 million) (see Note 21).

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

13. Long-term debt

Details of the loan agreements with Bank of the Philippine Islands (BPI) as at 31 December 2018 and 2017 are as follows:

2018	2017	Interest	Terms
		3.53% as at 31 December 2017 effective until next re-pricing.	Payable after thirty-six (36) months reckoned from the drawdown date on 2 March 2015. Principal is payable in lump sum at maturity date. Interest is re-priced every three (3) months. Original amount of the loan was P11.0 billion but a principal prepayment of P5.0 billion was made on 1 July 2015. This was repaid on 08 March 2018.
- 6,000,000			
		3.67% as at 31 December 2017 effective until next re-pricing.	Payable after sixty (60) months reckoned from the drawdown date on 2 March 2015. Principal is payable in lump sum at maturity date. Interest is re-priced every three (3) months. This was repaid on 08 March 2018.
		6.04% as at 31st December 2018 effective until next re-pricing	Payable after sixty (60) months reckoned from the drawdown date on 08 March 2018. Principal is payable in lump sum at maturity date. Interest is re-priced every three (3) months.
9,000,000			
9,000,000	11,000,000		

	2018	2017
Loans		
Current	-	6,000,000
Non-current	9,000,000	5,000,000
Total	9,000,000	11,000,000

Total interest expense charged to operations for the year ended 31 December 2018 arising from these loans amounted to P400.0 million (2017 - P387.8 million and 2016 - P427.0million) (see Note 21).

There are no borrowings related to acquisition, construction or production of a qualifying asset in 2018 and 2017. The borrowings are intended solely for general corporate expenses.

There are no collaterals pledged as security against these borrowings.

Under the loan agreements, the Company is required to comply with certain covenants, as follows:

- Maintenance of the Company's legal status.
- Ensure that at all times the loans rank at least pari passu with the claims of all other unsecured and insubordinated creditors except those whose claims are preferred by any bankruptcy, insolvency, liquidation or other similar laws of general application.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

13. Long-term debt (continued)

- The Company shall not create nor permit to subsist any encumbrance over all or any of its present or future revenues or assets other than permitted encumbrance as defined in the loan agreements.
- The Company shall duly pay and discharge all taxes, assessment and charges of whatsoever nature levied upon or against it, or against its properties, revenues and assets prior to the date on which penalties attach thereto, and to the extent only that the same shall be contested in good faith and by appropriate legal proceedings.

The Company is in compliance with the covenants as at reporting periods presented. See also Note 31.1.iii for the maturity analysis of these loans.

14. Provisions and other liabilities

	2018	2017
Asset retirement obligation (ARO) (a)	1,738,315	1,617,668
Cash security deposits	308,516	294,582
Provision for legal cases (b)	239,046	256,806
Provision for remediation (c)	69,977	80,350
Other liabilities (d)	688,383	555,163
	<u>3,044,237</u>	<u>2,804,569</u>

(a) Asset retirement obligation

Movements in the provision for asset retirement obligation follow:

	Note	2018	2017
At 01 January		1,617,668	1,458,759
Additions	8	52,013	153,050
Accretions	21	106,833	73,035
Reversals		(8,049)	(14,280)
Transferred to short term		(30,150)	(52,896)
At 31 December		<u>1,738,315</u>	<u>1,617,668</u>

Asset retirement obligation represents the future estimated dismantling costs of various assets used in retail, depot and commercial operations. Average remaining life of the related assets is 7 years as at 31 December 2018 (2017 - 8 years). These are stated at present value at 31 December 2018 using a discount rate of 6.7% (2017 - 5.1%).

(b) Provision for legal cases

The account represents provisions arising from disputes/legal matters in the ordinary course of business. The Company has recorded provisions for tax and legal items relating to the regular operations of the Company. Movements in the provision for legal case follow:

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

14. Provisions and other liabilities (continued)

	Note	2018	2017
At 01 January		256,806	1,635,974
Provisions, net		(17,760)	-
Reversal of provisions	22	-	(1,379,168)
At 31 December		239,046	256,806

Following the finality of the favorable resolution of the Supreme Court (SC) dated 19 June 2017 on the abandonment case, docketed as Pilipinas Shell Petroleum Corporation vs. Commissioner of Customs (G.R. No. 195876), the Company reversed P1.4 billion provision on the dutiable value of imported crude oil, including legal interest (see Note 22).

(c) Provision for remediation

Movements in the provision for remediation follow:

	Note	2018	2017
At 01 January		80,350	441,655
Accretion	21	3,555	8,958
Transferred to short term		(9,227)	(283,415)
Reversal of provisions		(4,701)	(86,848)
At 31 December		69,977	80,350

Provision for remediation pertains to provision for environmental liabilities recorded where there is a constructive or legal obligation to remediate any known environmental damages arising in the ordinary course of business. The amount recorded is generally based on independent evaluation of environmental firms. The estimated amount of provision is recorded at net present value discounted as at 31 December 2018 at 6.7% (2017 - 5.1%).

(d) Other liabilities

Other liabilities include the provisions for rewards to be paid to the customers, redundancy provisions, interest and others.

15. Share capital; Treasury shares

Capital stock and treasury shares as at 31 December consist of:

	2018		2017		2016	
	Number of shares	Amount	Number of shares	Amount	Number of shares	Amount
Authorized capital stock, common shares at P1 par value per share	2.5 billion	2,500,000	2.5 billion	2,500,000	2.5 billion	2,500,000
Issued shares	1,681,058,291	1,681,058	1,681,058,291	1,681,058	1,681,058,291	1,681,058
Treasury shares	(67,614,089)	(507,106)	(67,614,089)	(507,106)	(67,614,089)	(507,106)
Issued and outstanding shares	1,613,444,202	1,173,952	1,613,444,202	1,173,952	1,613,444,202	1,173,952

As at 31 December 2018, the Company has 316 shareholders excluding treasury shares (31 December 2017 - 319), 280 of whom, excluding treasury shares, hold at least 100 shares of the Company's common shares (31 December 2017 - 285).

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

16. Retained earnings

	2018	2017	2016
Unappropriated retained earnings, unadjusted	8,625,997	11,892,146	4,186,095
Remeasurement gain on retirement benefits, net of tax closed to retained earnings	2,448,901	2,447,307	925,773
Unappropriated retained earnings, adjusted	11,074,898	14,339,453	5,111,868

At the regular meeting of the Board held on 15 August 2016, the Board approved the distribution of a cash dividend to stockholders on record as of 15 August 2016 amounting to P3.3 billion out of the unrestricted retained earnings available for cash dividends as of 30 June 2016.

At the special meeting of the Board held on 20 April 2017, the Board approved the distribution of a cash dividend to stockholders on record as of 18 May 2017 amounting to P2.7 billion out of the unrestricted retained earnings available for cash dividends as of 31 December 2016.

At the special meeting of the Board held on 14 March 2018, the Board approved the distribution of cash dividend to stockholders on record as of 28 March 2018 amounting to P8.3 billion out of the unrestricted retained earnings available for cash dividends as of 31 December 2017.

Cash dividends declared and paid in 2018, 2017 and 2016:

Declared	Date Paid	Per share	2018	2017	2016
15 August 2016	19 September 2016	2.08	-	-	3,300,000
20 April 2017	18 May 2017	1.65	-	2,662,183	-
14 March 2018	19 April 2018	5.14	8,293,103	-	-
			8,293,103	2,662,183	3,300,000

As at 31 December 2018, cost of treasury shares, accumulated earnings of its associates and unrealized mark to market gains are not considered for dividend declaration.

17. Earnings per Share

Computation of earnings per share (EPS) for the years ended 31 December are as follows:

	Notes	2018	2017	2016
Earnings available to stockholders:				
Profit for the year		5,076,326	10,368,234	7,443,775
Weighted average number of Shares		1,681,058,291	1,681,058,291	1,658,291,898
Treasury shares	15	(67,614,089)	(67,614,089)	(67,614,089)
		1,613,444,202	1,613,444,202	1,590,677,809
Earnings per share, basic and diluted		3.15	6.43	4.68

As at 31 December 2018, 2017 and 2016, the Company does not have any potentially dilutive shares of stocks.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

18. Cost of Sales

	Note	2018	2017	2016
Crude and product costs	5	169,840,584	130,436,084	99,948,902
Duties and specific tax		20,095,032	6,945,479	6,913,388
Logistics and transshipment		2,205,995	1,938,678	1,804,771
Manufacturing expenses		1,947,346	1,357,062	1,197,732
Freight and wharfage		1,130,441	893,076	956,284
Depreciation and amortization	8, 10	655,839	793,686	762,393
Salaries and other employee benefits		698,636	706,501	878,076
		196,573,873	143,070,566	112,461,546

The significant components of manufacturing expenses consist of repairs made to manufacturing units, professional services and other costs.

19. Selling, general and administrative expenses

The components of selling, general and administrative expenses for the years ended 31 December are as follows:

	Selling expenses			General and administrative expenses		
	2018	2017	2016	2018	2017	2016
Logistics, storage and handling	2,535,168	2,745,602	2,428,075	-	-	-
Outside services	2,128,350	2,070,039	2,113,555	666,366	769,661	683,056
Rentals	1,630,311	1,755,247	1,475,659	457,322	87,657	123,043
Depreciation and amortization (Notes 8 and 10)	1,295,370	1,157,652	987,542	6,367	8,103	16,282
Repairs and maintenance	1,252,856	928,974	698,843	26,947	38,750	76,860
Compensation and employee benefits	1,209,833	1,458,289	1,375,772	580,252	500,635	588,784
Advertising and promotions	935,623	841,917	1,053,902	131,066	73,896	159,476
Travel and transportation	245,105	223,498	183,382	54,917	49,750	30,994
Communication and utilities	79,345	162,635	130,545	350,843	355,720	375,196
Write-off/Impairment (reversal) of receivables (Notes 4 and 7)	(41,935)	182,895	(119,926)	(30)	2,685	-
Insurance	-	-	-	61,262	93,521	95,966
Miscellaneous	374,858	43,894	235,378	406,404	309,079	350,676
	11,644,884	11,570,642	10,562,727	2,741,716	2,289,457	2,500,333

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

20. Other operating income, net

	Note	2018	2017	2016
Retailer fee, rental income and franchise commission		(559,134)	(426,640)	(331,440)
Realized trading (gain)/ loss, net	6	(169,606)	39,554	7,386
Reversal of provision for environmental remediation	11, 14	-	(167,848)	(99,608)
Royalties		(145,529)	(123,450)	(77,504)
(Gain) loss on disposal of property and equipment	8	(36,230)	18,375	153,836
Reversal of Asset Retirement obligation	8, 11, 14	1,030	(39,810)	(72,591)
Commissions		58,672	190,842	226,385
Unrealized mark-to-market (gain) loss, net	6	258,264	(7,502)	(333,963)
Write-off of assets		-	4,452	-
Provision for legal cases		-	-	37,476
Others		8,671	22,610	19,316
		(583,862)	(489,417)	(470,707)

21. Finance income (expense)

	Note	2018	2017	2016
Finance Income				
Unrealized foreign exchange gain, net		39,566	62,022	174,529
Interest income	3	5,551	6,371	1,178
		45,117	68,393	175,707
Finance expense				
Interest on debts and borrowings	12, 13	(634,114)	(496,333)	(474,452)
Realized foreign exchange loss, net		(493,183)	(141,381)	(483,099)
Accretion expenses	14	(110,388)	(81,993)	(96,038)
Bank Charges	3, 12, 13	(7,349)	(2,198)	(4,429)
		(1,245,034)	(721,905)	(1,058,018)

22. Other non-operating income, net

	Note	2018	2017	2016
Reversal of provision for legal cases	14	-	1,379,168	-
Gain on sale of available for sale securities		-	-	1,041
		-	1,379,168	1,041

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

23. Related party disclosures

In the normal course of business, the Company transacts with companies, which are considered related parties under PAS 24, "Related Party Disclosures".

The transactions and outstanding balances of the Company with related parties as at and for the year ended 31 December 2018 are presented in the table below.

(a) Entities under common shareholdings

	Note	Transactions	Receivables (Payables)	Terms and conditions
Purchases of goods and services	11	131,847,894	(12,098,377)	Payable balances are to be settled in cash and are due within 30 to 60 days from date of each transaction. These are unsecured, non-interest bearing and not covered by any guarantee. See (i), (ii) and (iv).
Leases	11	233,761	(13,964)	Payable balances are to be settled in cash and are due within 30 to 60 days from date of each transaction. These are unsecured, non-interest bearing and not covered by any guarantee. See (i), (ii) and (iv).
Sales	4	6,677,749	685,969	Receivable balances are to be settled in cash and are due within 30 to 60 days from date of each transaction. These are unsecured, non-interest bearing and not covered by any security.
Royalty fee (iv)		1,313,516	-	Payable balances are to be settled in cash within 30 days from month end.
Admin billings (v)				
Charges to the Company	11	807,704	(35,131)	The non-trade balances are settled in cash and are due within 15 days from month end. These are unsecured, non-interest bearing and are not covered by any security.
Charges by the Company	4	666,118	171,325	
Contributions to the plan	24	75,127	-	Contributions to the plan and investing transactions of the plan are approved by the Retirement Plan Board of Trustees.

(b) Parent company

	Note	Transactions	Payable	Terms
Dividends declared	16	4,579,022	-	Dividends are usually paid in cash within 12 months from reporting date.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

23. Related party disclosures (continued)

(c) Key management personnel

Category/ Transaction	Note	Transactions	Balances	Terms
Current				
Salaries and other short-term employee benefits		132,277	-	
Non-Current				The terms and arrangements of these non-current employee benefits are summarized in the related notes.
Post-employment benefits	24	7,220	-	
Share-based compensation		29,640	-	

(d) Entities with common director

The Company has a long term loan from Bank of Philippines (BPI) amounting to P9.0 billion as at 31st December 2018 in which a director of the Company holds office as a director.

The transactions and outstanding balances of the Company with related parties for the comparative figures as at and for the years ended 31 December 2017 and 2016 are presented in the table below. The terms and arrangements presented for 2018 also apply to the transactions and balances for 2017 and 2016.

(a) Entities under common shareholdings

	Note	2017		2016	
		Transactions	Receivables (Payables)	Transactions	Receivables (payables)
Purchases of goods and services	11	102,235,731	(11,196,545)	75,470,065	(7,185,123)
Leases	4,11	158,793	12,785	108,367	(1,207)
Sales	4	2,274,778	593,441	2,665,270	295,124
Royalty fee (iv)		810,998	-	724,609	-
Admin billings (v)					
Charges to the Company	11	592,883	(19,703)	641,782	(57,714)
Charges by the Company	4	437,434	72,781	850,918	87,628
Pension	24	-	-	-	-
Contributions to the plan		159,769	-	176,081	-

(b) Parent company

	Note	2017		2016	
		Transactions	Payable	Transactions	Payable
Dividends declared	16	1,469,919	-	2,250,081	-

(c) Key management personnel

	Note	2017		2016	
		Transactions	Balances	Transactions	Balances
Current					
Salaries and other short-term employee benefits		116,309	-	205,087	-
Non-Current	24	-	-	-	-
Post-employment benefits		7,119	-	12,125	-
Share-based compensation		18,301	-	19,050	-

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

23. Related party disclosures (continued)

i. The Company purchases crude and other oil products from Shell International Eastern Trading Co. (SIETCO), an entity under common shareholdings. The Company's crude purchases are being processed through its refinery in Batangas. Cost of gross purchases for year ended December 2018 amounted to P124.9 billion (2017 - P97.3 billion and 2016 - P70.0 billion). As at 31 December 2018, balances payable to SIETCO amounted to P11.0 billion (2017 - P4 billion and 2016 - P6.4 billion).

ii. Under existing agreements with Shell International Petroleum Company (SIPC) of the United Kingdom and Shell Global Solutions International B.V. (SGS) of the Netherlands, entities under common shareholdings, SIPC and SGS provide management advisory, business support, and research and development and technical support services to the Company under certain terms and conditions. These agreements shall remain in full force until terminated by either party by giving the other party not less than 12 months prior written notice to that effect. Cost of the services charged to operations amounted to P1.2 billion during the year ended 31 December 2018 (2017 - P1.5 billion and 2016 - P1.8 billion). As at 31 December 2018, balances payable to SIPC amounted to P35 million (2017 - P7.9 million and 2016 - P39 million).

iii. The Company leases land from Tabangao Realty, Inc. (TRI), for several depots and retail sites located around the country. Lease term ranges from 5 to 50 years and is renewable, thereafter. Rent expense charged to operations amounted to P233.8 million for the year ended 31 December 2018 (2017 - P158.8 million and 2016 - P108.4 million). As at 31 December 2018, outstanding payable amounted to P14.0 million (excess payment of 2017 - P12.8 million and outstanding payable of 2016 - P1.2 million).

iv. On 01 January 2008, the Company and Shell Brands International AG (SBI), an entity under common shareholdings, entered into Trade Marks and Manifestation License Agreement pursuant to which SBI, the licensor, grants the Company, the licensee, a non-exclusive right to reproduce, use, apply and display the Shell trade mark and other manifestation. In consideration, the Company shall pay a royalty fee, which shall be computed as certain percentage of sales. Royalty rate varies from 0.03% to 1.6% depending on product type. This agreement can be terminated by either party without any penalty.

v. The Company receives billings from entities under common shareholdings for group-shared expenses related to IT maintenance, personnel and other administrative costs. On the other hand, the Company charges entities under common shareholdings for group-shared expenses related to personnel and other administrative costs and other services.

24. Employee benefits

Retirement plan

The Company has two separate and distinct retirement plans for the benefit of its regular employees. The assets of the plans are maintained by a trustee bank. The plans provided for payment of benefits in lump sum, upon attainment of the normal retirement age of 60, or upon retirement/separation at an earlier age.

The Company submitted an application to the BIR on 02 July 2012 for a revised retirement benefit plan with defined benefit for existing members and a new defined contribution provision for prospective members. This revised plan was approved by the BIR on 24 August 2015 and became effective on 01 September 2015.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

24. Employee benefits (continued)

Under the amended plan, the normal retirement eligibility at age 60 and Early Retirement Eligibility at age 50 were changed from 15 to 10 years of service. Alongside with this slightly improved benefit vesting schedule for early retirees and leavers, the life pension option was removed. Starting 01 September 2015, all new employees will be entitled to a new plan under a defined contribution arrangement with a 10% sponsor contribution. As at 31 December 2018 and 2017, the number of employees entitled to the defined contribution plan were 108 and 72, respectively.

Under the defined contribution plan, the employer then provides an additional contribution to the fund of 10% of the employees' monthly salary. Although the plan has a defined contribution format, the Company regularly monitors compliance with Republic Act (R.A.) 7641. As at 31 December 2018 and 2017, the Company is in compliance with the requirements of R.A.7641.

Based on the latest actuarial valuation report prepared by the independent actuary for the year ended 31 December 2018 and 2017 the principal assumptions were:

	2018	2017
Discount rate	7.30%	5.60%
	Age 20-30: 18%	Age 20-30: 17%
	Age 31-40: 10%	Age 31-40: 10%
	Age 41-50: 7%	Age 41-50: 6%
Future salary increases	Age >50: 5%	Age >50: 4%

Assumptions regarding future mortality experience are set based on published statistics and experience in each territory. The average age in years of a pensioner is 69 and the expected future service years is 16.

The overall investment policy and strategy of the retirement plan is based on the Board of Trustees' suitability assessment, as provided by its investment advisors, in compliance with Bangko Sentral ng Pilipinas requirements. The Company does not perform an asset-liability matching study. However, the retirement plan has a Risk and Audit Committee who performs quarterly review of risks relevant to running the retirement fund.

The same committee prepares review highlights for presentation to the retirement plan Board of Trustees. Responsibility for governance of the retirement plan lies with the Board of Trustees.

The details of the pension expense and pension asset (obligation) for the year ended 31 December 2018 and 2017 are as follow:

	2018	2018	2018	2017	2017	2017
	Defined	Defined		Defined	Defined	
	Benefit	Contribution	Total	Benefit	Contribution	Total
Pension benefit expense (income)	(112,817)	6,308	(106,509)	109,301	5,257	114,558
Pension asset (obligation)	5,901,136	(1,180)	5,899,956	5,716,838	(793)	5,716,045

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

24. Employee benefits (continued)

The amount of pension asset (obligation) recognized in the statement of financial position is determined as follows:

	2018 Defined Benefit	2018 Defined Contribution	2018 Total	2017 Defined Benefit	2017 Defined Contribution	2017 Total
Present value of defined benefit obligation	(3,143,321)	(15,700)	(3,159,021)	(3,335,068)	(9,693)	(3,344,761)
Fair value of plan assets	9,044,457	14,520	9,058,977	9,051,906	8,900	9,060,806
Pension asset (obligation)	5,901,136	(1,180)	5,899,956	5,716,838	(793)	5,716,045

The movement in the pension asset recognized in the statement of financial position as at 31 December are follows:

	2018 Defined Benefit	2018 Defined Contribution	2018 Total	2017 Defined Benefit	2017 Defined Contribution	2017 Total
01 January	5,716,838	(793)	5,716,045	3,498,296	(1,081)	3,497,215
Pension income (expense)	112,817	(6,308)	106,509	(109,301)	(5,257)	(114,558)
Actual contributions	68,408	6,719	75,127	154,491	5,278	159,769
Remeasurement gains (losses)	3,073	(798)	2,275	2,173,352	267	2,173,619
Balance at the period	5,901,136	(1,180)	5,899,956	5,716,838	(793)	5,716,045

Pension expense recognized in the statements of income for year ended 31 December is as follows:

	2018 Defined Benefit	2018 Defined Contribution	2018 Total	2017 Defined Benefit	2017 Defined Contribution	2017 Total
Current service cost	210,390	6,435	216,825	230,610	5,278	235,888
Net interest income	(323,207)	(127)	(323,334)	(191,486)	(21)	(191,507)
Past service cost	-	-	-	70,177	-	70,177
	(112,817)	6,308	(106,509)	109,301	5,257	114,558

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

24. Employee benefits (continued)

Changes in the present value of the defined benefit obligation are as follow:

	2018 Defined Benefit	2018 Defined Contribution	2018 Total	2017 Defined Benefit	2017 Defined Contribution	2017 Total
01 January	3,335,068	9,693	3,344,761	3,736,701	4,072	3,740,773
Current service cost	210,390	6,435	216,825	230,610	5,278	235,888
Interest cost	184,149	542	184,691	181,866	207	182,073
Benefits paid	(356,194)	-	(356,194)	(546,524)	-	(546,524)
Demographic adjustments	(49,386)	(349)	(49,735)	-	-	-
Remeasurement (gains) losses from:						
Changes in economic assumptions	(230,972)	(252)	(231,224)	(363,030)	(63)	(363,093)
Experience adjustments	50,266	(369)	49,897	25,268	199	25,467
Curtailments	-	-	-	70,177	-	70,177
Balance at the period	3,143,321	15,700	3,159,021	3,335,068	9,693	3,344,761

Changes in the fair value of the plan assets follow:

	2018 Defined Benefit	2018 Defined Contribution	2018 Total	2017 Defined Benefit	2017 Defined Contribution	2017 Total
01 January	9,051,906	8,901	9,060,807	7,234,997	2,990	7,237,987
Interest income	507,356	669	508,025	373,352	229	373,581
Contributions	68,408	6,719	75,127	154,491	5,278	159,769
Benefits paid	(356,194)	-	(356,194)	(546,524)	-	(546,524)
Return on plan assets	(227,019)	(1,769)	(228,788)	1,835,590	403	1,835,993
31 December	9,044,457	14,520	9,058,977	9,051,906	8,900	9,060,806

The carrying value of the plan assets as at the year ended 31 December 2018 and 2017 are equivalent to the fair values presented above and are comprised mainly of investments in equity securities, which account for 86% of total plan assets in 2018 (2017: 91%). Plan assets are comprised of:

	2018 Defined Benefit	2018 Defined Contribution	2018 Total	2017 Defined Benefit	2017 Defined Contribution	2017 Total
Cash and cash equivalent	243,494	14,520	258,014	27	8,900	8,927
Investments in debt securities:						
Government bonds and securities	153,264	-	153,264	108,153	-	108,153
Corporate bonds	801,415	-	801,415	546,438	-	546,438
Unquoted equity instruments	4,235,375	-	4,235,375	3,994,520	-	3,994,520
Unit investment trust funds	3,548,860	-	3,548,860	4,280,794	-	4,280,794
Others	62,050	-	62,050	121,974	-	121,974
Balance at the period	9,044,458	14,520	9,058,978	9,051,906	8,900	9,060,806

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

24. Employee benefits (continued)

The defined benefit plan typically exposes the participating entities to a number of risks such as investment risk, interest rate risk and salary risk. The most significant of which relate to investment and interest rate risk. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related retirement liability. A decrease in government bond yields will increase the defined benefit obligation although this will be partially offset by an increase in the value of the plan's fixed income holdings. Hence, the present value of defined benefit obligation is directly affected by the discount rate to be applied by the participating entities. However, the Company believes that due to the long-term nature of the retirement liability, the mix of debt and equity securities holdings of the plan is an appropriate element of the long-term strategy to manage the plan efficiently.

Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets. The largest proportion of assets is invested in unit investment trust funds. The Board of Trustees believes that equities offer the best returns over the long term with an acceptable level of risk.

Unquoted equity instruments include shares of an entity under common shareholdings engaged in real estate leasing.

Expected contribution to the plan in 2019 is P108.5 million for defined benefit plan and P8.5 million for defined contribution plan.

The expected undiscounted maturity benefit payments for the next 10 years as at 31 December are the following:

	2018 Defined Benefit	2018 Defined Contribution	2018 Total	2017 Defined Benefit	2017 Defined Contribution	2017 Total
Following year	126,113	81	126,194	93,372	30	93,402
Between 2 to 3 years	348,196	562	348,758	360,955	149	361,104
Between 3 to 5 years	645,946	2,454	648,400	506,795	947	507,742
Over 5 years	1,881,780	15,975	1,897,755	1,918,460	6,651	1,925,111

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

24. Employee benefits (continued)

Share-based compensation:

RDS operates a Performance Share Plan (PSP) covering all of its subsidiaries' employees who are not members of the Executive Committee. PSP for conditional shares are awarded to eligible employees based on their sustained performance and value. Shares are finally delivered at the end of a three-year performance period but delivery depends on the performance of the Shell group.

A Monte Carlo option pricing model is used to estimate the fair value of the share-based compensation expense arising from the Plan. The model projects and averages the results for a range of potential outcomes for the vesting conditions, the principal assumptions for which are the share price volatility and dividend yields for RDS and four of its main competitors over the last three years and the last ten years.

Movements of the shares granted in respect of the Company for the year ended 31 December are:

	2018		2017	
	Shares	Weighted average fair value (in U.S. Dollar)	Shares	Weighted average fair value (in U.S. Dollar)
Shares granted as at 01 January	191,523	28.36	190,912	25.90
Grants during the year	70,205	24.02	69,020	32.81
Shares delivered during the year	(64,195)	31.14	(65,100)	26.37
Cancelled/forfeited during the year	(6,805)	-	(3,309)	-
Shares granted as at 31 December	190,728	27.84	191,523	28.36

The total share-based compensation recognized in the statements of income during the year amounted to P129.6 million (2017 - P73 million).

25. Lease, commitments and other arrangements

- The Company has depots for the distribution of oil products located in various sites all over the country. All of these depots are leased from various lot owners for periods ranging from 5-25 years contracts renewable upon mutual agreement by both parties. These are integral part of the downstream network as fuel products are stored and loaded to tank trucks and barges from these depots. Amount charged to operations for the year ended 31 December 2018 is P1.7 billion (2017 - P1.5 billion and 2016 - P1.4 billion).
- The Company has existing agreements with various lessors covering a number of retail stations. Such agreements have terms ranging from 1 to 25 years renewable upon mutual agreement of the parties. Likewise, the Company entered into various lease agreements covering offices, retail sites and storage points. Amount charged to operations for the year ended 31 December 2018 is P1.8 billion (2017 - P1.6 billion and 2016 - P1.4 billion).
- The Company has separate agreements with various ship owners for the use of white and black oil vessels for a fixed time charter fee per day. Amount charged to operations under this contract for the year ended 31 December 2018 amounted to P0.9 billion (2017 - P1.4 billion and 2016 - P1.3 billion).

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

25. Lease, commitments and other arrangements (continued)

The long-term portion of advance rentals on these leases is included under 'Long-term receivables, rentals and investments, net' account (see Note 7); the current portion is included under 'Prepayments and other current assets' account (see Note 6) in the statement of financial position.

Under PAS 17, Leases the Company recorded additional lease accruals amounting to P9.7 million arising from straight lining of operating lease for year ended 31 December 2018 (2017 - P27.2 million and 2016 - P359.0 million). Lease payments recognized as expense are included under Note 19.

The Company's future minimum rental and other similar commitments related to the above leases as at 31 December 2018 and 2017 are as follows:

	2018	2017
Within one year	2,520,153	2,810,457
More than one year but not more than five years	6,118,813	6,441,145
Over five years	9,033,353	7,571,148

- d. The Company entered into agreements with oil companies at Mandaue terminal, Cabadbaran, Cebu and a few other terminals for the joint use and rationalization of storage and handling facilities, conserving future capital expenditures and reducing exposure to operational risk.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

26. Foreign currency denominated assets and liabilities

The Company's foreign currency assets and liabilities as at 31 December are as follows:

Currency	Assets	Liabilities	Net foreign currency assets (liabilities)	Exchange Rate	Peso equivalent
2018					
US dollar	(15,028)	248,015	(263,043)	52.72	(13,867,627)
UK pound	43	342	(299)	66.73	(19,952)
Euro	855	1,513	(658)	60.31	(39,684)
Singapore dollar	-	323	(323)	38.47	(12,426)
Australian dollar	-	35	(35)	37.07	(1,297)
Japanese yen	-	356,895	(356,895)	0.48	(171,310)
Chinese yuan	-	108	(108)	7.68	(829)
New Zealand dollar	-	60	(60)	35.32	(2,119)
					(14,115,244)
2017					
US dollar	28,973	209,887	(180,914)	49.92	(9,031,227)
UK pound	-	273	(273)	67.12	(18,324)
Euro	947	993	(46)	59.61	(2,742)
Singapore dollar	-	367	(367)	37.32	(13,696)
Malaysian ringgit	-	2	(2)	12.28	(25)
Australian dollar	2	1	1	38.91	39
Japanese yen	-	198,971	(198,971)	0.44	(87,547)
Chinese yuan	-	432	(432)	7.64	(3,300)
Thai Baht	3	310	(307)	1.53	(470)
New Zealand dollar	-	98	(98)	35.37	(3,466)
					(9,160,758)
2016					
US dollar	67,902	152,583	(84,681)	49.81	(4,217,961)
UK pound	157	277	(120)	60.87	(7,304)
Euro	1,090	1,715	(625)	51.84	(32,400)
Singapore dollar	-	175	(175)	34.35	(6,011)
Australian dollar	-	4	(4)	35.78	(143)
Japanese yen	-	65,403	(65,403)	0.43	(28,123)
Chinese yuan	-	3,028	(3,028)	7.16	(21,680)
					(4,313,622)

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

27. Income Tax Holiday Registration with BOI

The Company is registered with the BOI and entitled to ITH exemptions provided under Republic Act 8479, otherwise known as the Downstream Oil Deregulation Act of 1998.

Registered Activity	Existing Industry Participant with New Investments in the Modernization / Conversion of the Tabangao Refinery – Batangas City
ITH Entitled Period	01 January 2016 to 31 December 2020 (5 years without extension or bonus year)

Registered Activity	Existing Industry Participant with New Investments for Production of Bitumen (Penetration Grade 60/70 and Penetration Grade 80/100)
ITH Entitled Period	01 February 2018 to 31 January 2023 (5 years without extension or bonus year)

28. Contingencies

(a) Excise tax on Importations of Catalytic Cracked Gasoline (CCG) and Light Catalytic Cracked Gasoline (LCCG)

Pilipinas Shell Petroleum Corporation vs. Commissioner of Customs, Collector of Customs of the Port of Batangas, Bureau of Customs and Bureau of Internal Revenue
SC G.R. Nos. 227651 & 227087. Filed 03 December 2009

Matter Summary:

From 2004 to 2009, the Company imported shipments of CCG and LCCG into the Philippines in accordance with the BIR Authority to Release Imported Goods (ATRIG) stating that the importation of CCG and LCCG is not subject to excise tax. Upon payment of VAT as assessed in the ATRIGs, the Bureau of Customs (BOC) allowed the entry of the imported CCG and LCCG without payment of excise tax. CCG and LCCG, being intermediate or raw gasoline components, are then blended with refinery products to produce unleaded gasoline that is compliant with applicable Philippine regulatory standards, particularly the Clean Air Act of 1999 and the Philippine National Standards (the “resulting product”). Prior to the withdrawal of the resulting product from the Company’s refinery, the Company paid the corresponding excise taxes.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

28. Contingencies (continued)

In 2009, the District Collector of the Port of Batangas issued a letter demanding from the Company the payment of deficiency excise tax, VAT and penalties covering importation entries from 2006 to 2008. The Company requested the cancellation of the demand letter for lack of factual and legal basis. The District Collector of the Port of Batangas denied the request of the Company and declared that the law mandated the payment of excise tax on importation of unleaded gasoline and that it made no distinction or qualification on whether or not it was for consumption or sale to the domestic market. The District Collector of the Port of Batangas then reiterated his previous demand and threatened enforcement of Section 1508 of the Tariff and Customs Code of the Philippines (TCCP) which would hold the delivery or release of imported articles when an importer has an outstanding and demandable account.

The Company appealed before the Commissioner of Customs (COC). In the meantime, the Director of the DOE-Oil Industry Management Bureau issued a letter reiterating the earlier DOE finding that CCG and LCCG imports were raw materials or blending components in the production or processing of gasoline in its finished form. The then BIR Commissioner issued a memorandum confirming and reiterating the initial ruling in 2004 to the effect that CCG and LCCG are intermediate products or blending components which are not subject to excise tax under Section 148 of the NIRC.

The COC denied the appeal of the Company and demanded the payment of excise tax and VAT for the Company's CCG and LCCG importations this time from 2004 to 2009. The Company filed a motion for reconsideration of the Letter-Decision, which was denied by the COC. The COC then ordered the Company to pay the principal amount of P7.35 billion and pay the excise tax and VAT on all incoming CCG and LCCG shipments.

The Company thereafter filed a petition for review with the Court of Tax Appeals (CTA) for the purpose of appealing the ruling of the COC as well as to apply for the issuance of a temporary restraining order (TRO) to immediately prevent the COC from seizing future shipments of the Company pursuant to Section 1508 of the TCCP. The Company likewise applied for the issuance of a suspension order for the purpose of ensuring the preservation of the status quo while the merits of the appeal are being heard by the CTA.

While the case was pending in the CTA, the BIR Commissioner at that time issued on 15 December 2009 a Letter-Ruling declaring that the CCG and LCCG imports of the Company were subject to excise tax on the ground that the law did not make any distinction or qualification on whether or not the imports were intended for consumption or for blending with other substances. The ruling effectively reversed the earlier rulings of former BIR Commissioners.

Following the reversal of the ruling by the BIR Commissioner, the BOC started collecting excise taxes in January 2010 on shipments of the Company. The Company paid the BOC assessments under protest and on 27 January 2010, filed a Supplemental Petition seeking to annul the 15 December 2009 ruling by the BIR Commissioner.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

28. Contingencies (continued)

In view of the paramount public interest, the government agreed not to exercise Section 1508 of the TCCP on condition that the Company posts a surety bond.

On 04 March 2010, the CTA approved the surety bond posted by the Company and enjoined the COC, the Collector of Customs at the Port of Batangas, the BOC and all persons acting under their direction or authority from undertaking any actions under Section 1508 of the TCCP and/or from all remedies to collect from petitioner the excise taxes and VAT, with increments, subject of the case.

On 27 November 2012, the CTA 3rd Division issued a Resolution granting the Company's Motion for Summary Judgment. The Court deemed that BOC's demand for the payment of excise taxes on importations of LCCG/CCG during the period 2004 to 2009 without merit, rendering the discussion on whether the CCG/LCCG are properly classified (under Section 148(e) or Section 148(f) of the NIRC, as amended) moot and academic. The CTA 3rd Division ruled in favour of the Company and respondent was prohibited from collecting the alleged unpaid excise taxes and VAT thereon, on the Company's importations of CCG/LCCG for the relevant periods in 2004 to 2009.

The BOC filed a Petition for Review with the CTA en banc. Meanwhile, the Company filed its own Petition for Review with the CTA en banc because the CTA did not invalidate the 15 December 2009 Ruling of the CIR with respect to double taxation - first, upon importation and the other upon withdrawal of the finished grade products from the refinery.

In its 28 September 2015 decision, the CTA en banc reversed the CTA Third Division, ruled partially in favour of the BOC and the BIR and held that the Company is liable to pay excise taxes and VAT on the importation of CCG and LCCG but only for the period from 2006 to 2009. The CTA en banc recognized the Company's defense of amnesty applied for periods from 2004 to 2005, thereby partially reducing the liability to shipments made from 2006 to 2009. Both parties filed motions for reconsideration of the CTA en banc decision. The BIR and BOC filed an Omnibus Motion for Partial Reconsideration and Clarification to question the decision of the CTA en banc in relation to the assessment of the unpaid excise taxes, VAT and penalties for the years 2004 and 2005. The Company, in turn, filed an Opposition to the said motion. The Company likewise filed a motion for reconsideration of the CTA en banc decision in relation to the assessment of the unpaid excise taxes, VAT and penalties for the years 2006 to 2009.

On 21 September 2016, the Company received an Amended Decision of the CTA en banc upholding its 28 September 2015 ruling and holding that the Company is liable to pay the Government for alleged unpaid taxes for the importation of CCG and LCCG for the period from 2006 to 2009 totalling P5.72 billion.

On 06 October 2016, the Company filed the appropriate appeal with the Supreme Court. The BOC and the BIR also filed their Petition for Review on Certiorari seeking to bring back the liability of the company to P7.35 billion plus interest and surcharges.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

28. Contingencies (continued)

Status:

The Supreme Court consolidated the said petitions and the parties have filed their respective Comments. The Government and the Company filed their Reply on 22 January 2018 and 06 June 2018, respectively.

Management believes that provision should not be recognized as at 31 December 2018 and 31 December 2017 since it is the Company's assessment that liability arising is not probable because its factual and legal positions are strong. The Company continues to take appropriate legal action and remediation with respect to such case.

(b) Excise tax on Importations of Alkylate

Pilipinas Shell Petroleum Corporation vs. Commissioner of Internal Revenue et al.
CTA Case No. 8535, Court of Tax Appeals, 2nd Division
Filed 24 August 2012

Matter Summary:

Following the ruling of the BIR authorizing the collection of excise taxes on CCG/LCCG importations, the Company began importing Alkylate as its blending component. The COC issued Customs Memorandum Circular No. 164-2012 directing the BOC and its officers to take the "appropriate action" in relation to BIR Ruling dated 29 June 2012 (Ruling No. M- 059-2012) issued by the BIR Commissioner. In the ruling dated 29 June 2012, the BIR Commissioner held that Alkylate is also subject to excise tax upon importation. The BIR Ruling further held that the Company is liable for the amount of P1.9 billion representing the unpaid taxes, on the importations of Alkylate from 2010.

A Petition for Review of the BIR ruling was filed with the CTA. On 18 September 2012, the Company filed a Motion for the Issuance of a Suspension Order to stop the implementation of Ruling No. M-059-2012.

On 22 October 2012, the CTA issued a Resolution approving the issuance of a Suspension Order stopping the collection of alleged deficiency excise taxes (and VAT) for the period from 2010 to June 2012, upon the posting by the Company of a surety bond. Said bond was duly filed and the CTA approved the same on 30 October 2012.

In a Resolution dated 28 January 2013, the CTA denied the BIR/BOC Motion to Dismiss the case. Subsequent appeals (Petitions for Certiorari) from the denial of the Motion to Dismiss have been filed by the BOC and the BIR with Supreme Court.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

28. Contingencies (continued)

On 02 June 2014, the Company filed a Petition for Certiorari with Application for the Issuance of a Temporary Restraining Order and/or Writ of Preliminary Injunction with the SC questioning the denial of its application for the issuance of a suspension order against the assessment and collection of excise taxes on its March 2014 alkylate shipment. On 7 July 2014, the SC issued a temporary restraining order enjoining the CTA and the tax-collecting agencies of the government from imposing excise taxes on incoming alkylate importations of the Company.

Meanwhile, in the main case before the CTA, on 31 July 2014, the Company filed a Motion for Judgment on the Pleadings. This Motion was denied by the tax court on 13 February 2015. On 16 March 2015, the Company filed a Motion for Reconsideration from this denial of the Motion for Judgment on the Pleadings.

As disclosed in Note 7, the Company has excise duties and VAT paid under protest amounting to P1.1 billion for certain Alkylate shipments.

Status:

Trial on the merits is pending with the CTA. Due to the retirement of two Justices which resulted in the reorganization of the Court, the case has been transferred to the 2nd Division from the 1st Division. Jurisdictional issues are pending with the Supreme Court 2nd Division.

On 07 January 2019, the Company received the Resolution dated 17 December 2018 issued by the CTA 2nd Division granting the filing of its Formal Offer of Evidence.

(c) Tax Credit Certificates Cases

Commissioner of Internal Revenue vs. Pilipinas Shell Petroleum Corporation
SC GR No. 204119-20, Supreme Court 2nd Division
Filed 05 December 2012

Matter Summary:

This is an appeal from the Decision of the Court of Appeals which affirmed the Court of Tax Appeals in setting aside the CIR's demand for payment of the sum of P1.7 billion as the Company's excise tax liabilities for the years 1992, 1994-1997, which were paid by the Company through TCCs and TDMs.

Status:

The Supreme Court rejected the Bureau of Internal Revenue's effort to collect taxes totalling ~\$37 million, which Pilipinas Shell (PSPC) had paid using Tax Credit Certificates (TCCs) acquired from other companies. According to the SC, PSPC obtained the TCCs in good faith and for value and used them in accordance with the applicable laws and rules. On 10 September 2018, a Motion for Reconsideration was filed by the Commissioner of Internal Revenue ("CIR") on the Supreme Court's Decision. Awaiting Resolution from the Supreme Court to direct PSPC to file a Comment/Opposition to the Appeal.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

28. Contingencies (continued)

Commissioner of Internal Revenue vs. Pilipinas Shell Petroleum Corporation
SC-G.R. No. 197945, Supreme Court
Filed 04 October 2011

Matter Summary:

From 1988 to 1997, the Company paid some of its excise tax liabilities with TCCs duly assigned and transferred to it by other BOI-registered entities. In 1998, the BIR sent a collection letter to the Company demanding payment of allegedly unpaid excise taxes. CIR sought to collect from the Company the amount of P235 million. This became the subject of several protests which led to various cases before the CTA.

This is an appeal from the Decision dated 22 February 2011 of the Court of Tax Appeals in CTA EB Case No. 535 which denied the CIR's petition for lack of merit and ruling that the Company has duly settled its excise tax liabilities by utilizing valid and genuine TCC/TDMs, obtained in good faith and for value, and in accordance with the applicable laws and rules.

Status:

The Supreme Court rejected the Bureau of Internal Revenue's effort to collect taxes totalling ~\$37 million, which Pilipinas Shell (PSPC) had paid using TCCs acquired from other companies. According to the SC, PSPC obtained the TCCs in good faith and for value and used them in accordance with the applicable laws and rules. On 10 September 2018, a Motion for Reconsideration was filed by the Commissioner of Internal Revenue ("CIR") on the Supreme Court's Decision. Awaiting Resolution from the Supreme Court to direct PSPC to file a Comment/Opposition to the Appeal.

Republic of the Philippines rep. by Bureau of Customs vs. Pilipinas Shell Petroleum Corporation & Filipino Way Industries
SC G.R. No. 209324 Supreme Court
Civil Case No. 02-103191, Regional Trial Court of Manila

Matter Summary:

Sometime in March 1996, TCCs were issued to Filway Industries for customs duties and taxes allegedly paid on raw materials used in the manufacture, processing or production of knitted fabrics. In 1997, Filway executed a deed of assignment over the TCCs in favour of the company. The Company then utilized said TCCs to settle its customs duties and taxes on oil importations.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

28. Contingencies (continued)

According to the government, it was discovered that the said credit memos were fake and spurious as they did not conform to the records. Thus, the TCCS were cancelled and BOC is demanding anew for the payment of custom duties and taxes for the Company's importations.

The Court of Appeals had earlier upheld the dismissal of the case by the RTC Manila Branch 49 that dismissed the case. In a Decision dated 09 December 2015, the Supreme Court remanded the case to the RTC for the conduct of the trial proceedings so that the Bureau of Customs could attempt to prove the alleged fraudulent acquisition and use of TCCs.

Status:

Government concluded the presentation of its evidence. On 04 August 2018, PSPC filed a demurrer to evidence. Awaiting resolution.

(d) Excise Tax Refund Case

There are also tax cases filed by the Company for its claims from the government amounting to P733.1 million that are pending as at 31 December 2018 and 31 December 2017 in the CTA and SC. Management believes that the ultimate outcome of such cases will not have a material impact on the Company's financial statements.

(e) Other significant cases

(i) Cases Filed by the West Tower Condominium Corporation (WTCC)

(a) West Tower Condominium Corp. et al. vs. Judge Elpidio R. Calis et al SC G.R. No. 215901, Supreme Court. Filed 11 June 2012

Matter Summary:

The Company is a respondent in this Petition for Certiorari filed by West Tower Condominium Corp, et al. to challenge the ruling of Judge Calis requiring the payment of filing fees in the civil case for damages earlier brought by WTCC in connection with the leak in White Oil Pipeline. The issue is whether the case filed with the lower court is exempt from payment of filing fees. The trial court judge earlier ruled that the claim is an ordinary claim for damages.

Status:

In a Decision dated 30 June 2014, the Court of Appeals affirmed the ruling of the Regional Trial Court requiring the payment of filing fees. First Philippine Industrial Corporation (FPIC) and its Board of Directors and Officers asked the Court of Appeals to reconsider the part of its Decision retaining the party-complainants previously dropped as parties to the case arguing that the court has no jurisdiction to reinstate these party-complainants. West Tower Condominium Corporation, et al. filed its Motion for Reconsideration arguing that they have satisfied all the requirements in order that this case may be treated as an environmental case which does not necessitate the payment of the filing fees.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

28. Contingencies (continued)

On 26 September 2014, the Company asked the Court of Appeals to deny the motion for reconsideration filed by West Tower Condominium Corporation, et al. for lack of merit. In its resolution dated 11 December 2014, the Court of Appeals denied the motion for reconsideration filed by the West Tower Condominium Corporation, et al. West Tower Condominium Corporation, et al.'s filed with the Supreme Court the present petition dated 11 February 2015 seeking a review of the decision of the Court of Appeals. The Company has filed its Comment with Opposition dated 18 September 2015 asking the Supreme Court to dismiss the petition and to deny the application for a temporary restraining order. Awaiting Supreme Court's action as at 31 December 2018.

(b) West Tower Condominium Corp. vs. Garde, et al (Criminal Negligence) PS No. XV-05-INV-11J-02709, Department of Justice Filed 25 October 2011

Matter Summary:

This is a complaint for criminal negligence against the 11 Directors of the Company and 2 Officers of the Company who were also directors of FPIC at the time of the pipeline leak incident. Aside from the other Directors and Officers of FPIC, also charged were Directors of First Gen Corp. and Directors of Chevron.

Each of the Company's Directors (11) and Officers (2) filed their respective Counter-affidavits on the 19 January 2011. The Directors asserted that there is no basis to find them culpable for negligence. The City Prosecutor will make a determination as to the existence of probable cause, which is necessary before the Respondents can be indicted.

Status:

In its Resolution dated 22 February 2018, the Office of the City Prosecutor of Manila dismissed the Complaint for lack of probable cause. The Resolution stated that the directors and officers of the Corporation were not under obligation to operate and maintain the pipeline belonging to FPIC.

(ii) Others

Cecilio Abenion, et al vs. Dow Chemical Co, et al.

SC G.R. No. 202295, Supreme Court, 1st Division
SC-G.R. Case 199182-89, Supreme Court, 2nd Division
Filed 23 December 2011

Matter Summary:

In 1996, an action for damages was filed against several U.S. corporations, including Shell Oil Company, alleged to be manufacturers and users of pesticides used in plantations in Davao City. A global compromise agreement was reached between Shell Oil Company (among others) and the claimants.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

28. Contingencies (continued)

In August 2009, a Davao City trial court issued a Notice of Garnishment of the Company's funds in a bank. The Company sought and obtained protective relief from the Court of Appeals on the basis that it was not a party to the case nor to the compromise agreement subject of the case. The Court of Appeals further ordered the judge who issued the execution and garnishment against the Company's assets to recuse himself from further presiding in the proceedings in the trial court.

Status:

Two separate petitions for review of the Court of Appeals' decision were filed by the claimants with the Supreme Court. One of the petitions (SC G.R. No. 202295) was dismissed by the Supreme Court in 2012 and the company recently received the Supreme Court's Resolution dated 5 June 2017 which also dismisses the other set of petitions (SC G.R. No. 199182-89). In a Supreme Court Resolution dated 7 March 2018, the petitioners' appeal has been dismissed with finality.

29. Deregulation Law

On 10 February 1998, RA No. 8479, otherwise known as the Downstream Oil Industry Deregulation Act of 1998 (the "Act") was signed into law. The law provides, among others, for oil refiners to list and offer at least 10% of their shares to the public within three years from the effectivity of the said law.

In a letter to the Department of Energy (DOE) dated 12 February 2001, the Department of Justice (DOJ) rendered an opinion that the 3 year period in Section 22 of RA 8479 for oil refineries to make a public offering is only directory and not mandatory. As to when it should be accomplished is subject of reasonable regulation by the DOE.

On 3 November 2016, the Company became a public listed company with the Philippine Stock Exchange, in compliance with Philippine Republic Act No. 8479, otherwise known as the Downstream Oil Industry Deregulation Act of 1998 and its implementing rules and regulations."

30. Summary of significant accounting policies

30.1. Basis of preparation

Basis of Preparation:

The accompanying financial statements have been prepared on a historical cost basis, except for equity through OCI and derivatives which have been measured at fair value. The financial statements are presented in Philippine peso, the functional and presentation currency of the Company. All amounts are rounded off to the nearest thousand peso unit unless otherwise indicated.

Statement of Compliance:

The financial statements have been prepared in compliance with Philippine Financial Reporting Standards (PFRSS).

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.1. Basis of preparation (continued)

Changes in Accounting Policies and Disclosures:

The accounting policies adopted are consistent with those of the previous financial year except for the adoption of the following amendments to previously issued PAS and PFRS, which were adopted as at 01 January 2018.

- Amendments to PFRS 2, *Share-based Payment, Classification and Measurement of Share-based Payment Transactions*
- PFRS 9, *Financial Instruments*
- Amendments to PFRS 4, *Applying PFRS 9 Financial Instruments with PFRS 4 Insurance Contracts*
- PFRS 15, *Revenue from Contracts with Customers*
- Amendments to PAS 28, *Investments in Associates and Joint Ventures, Measuring an Associate or Joint Venture at Fair Value (Part of Annual Improvements to PFRSs 2014 - 2016 Cycle)*
- Amendments to PAS 40, *Investment Property, Transfers of Investment Property*
- Philippine Interpretation IFRIC-22, *Foreign Currency Transactions and Advance Consideration*

New and amended standards and interpretations

The Company applied PFRS 9 and PFRS 15 for the first time. The nature and effect of the changes as a result of adoption of these new accounting standards are described below.

PFRS 9 Financial Instruments

PFRS 9 Financial Instruments replaces *PAS 39 Financial Instruments: Recognition and Measurement* for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: classification and measurement; impairment; and hedge accounting.

With the exception of hedge accounting, which the Company has applied prospectively, the Company has applied PFRS 9 using modified retrospective approach with no restatement of comparative information and differences being recorded in opening retained earnings.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.1. Basis of preparation (continued)

New and amended standards and interpretations (continued)

The effect of adopting PFRS 9 is, as follows:

a) Classification and measurement

Under PFRS 9, debt instruments are subsequently measured at fair value through profit or loss, amortised cost, or fair value through OCI. The classification is based on two criteria: the Company's business model for managing the assets; and whether the instruments' contractual cash flows represent 'solely payments of principal and interest' on the principal amount outstanding.

The assessment of the Company's business model was made as of the date of initial application, 1 January 2018, and then applied retrospectively to those financial assets that were not derecognised before 1 January 2018. The assessment of whether contractual cash flows on debt instruments are solely comprised of principal and interest was made based on the facts and circumstances as at the initial recognition of the assets.

The classification and measurement requirements of PFRS 9 did not have a significant impact on the Company. The Company continued measuring at fair value all financial assets previously held at fair value under PAS 39.

The following are the changes in the classification of the Company's financial assets:

- Trade receivables and Other non-current financial assets classified as Loans and receivables as at 31 December 2017 are held to collect contractual cash flows and give rise to cash flows representing solely payments of principal and interest. These are classified and measured as Debt instruments at amortised cost beginning 1 January 2018.
- Equity investments in non-listed companies classified as AFS financial assets as at 31 December 2017 are classified and measured as Equity instruments designated at fair value through OCI beginning 1 January 2018. The Company elected to classify irrevocably its non-listed equity investments under this category at the date of initial application as it intends to hold these investments for the foreseeable future. There were no impairment losses recognized in profit or loss for these investments in prior periods.

b) Impairment of financial assets

The adoption of PFRS 9 has fundamentally changed the Company's accounting for impairment losses for financial assets by replacing PAS 39's incurred loss approach with a forward-looking expected credit loss (ECL) approach. PFRS 9 requires the Company to recognise an allowance for ECLs for all debt instruments not held at fair value through profit or loss.

Upon the adoption of PFRS 9, the Company recognised additional impairment on the Company's Trade receivables of P63.1 million which resulted in a decrease in Retained earnings of P49.4 million as at 1 January 2018.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.1. Basis of preparation (continued)

New and amended standards and interpretations (continued)

Set out below is the reconciliation of the ending impairment allowances in accordance with PAS 39 to the opening loss allowances determined in accordance with PFRS 9:

	Allowance for impairment under PAS 39 as at 31 December 2017	Remeasurement	1 January 2018
Trade receivables	135,653	3,701	139,354
Other receivables	45,839	59,412	105,251

c) Impact on the Company's retained earnings as at 1 January 2018 is as follows:

	2018
Closing retained earnings 31 December 2017	14,339,453
Increase in provision for trade and other receivables	(63,113)
Increase in deferred tax assets relating to impairment provisions	13,743
Adjustments to opening retaining earnings – PFRS 9	(49,370)
Opening retained earnings 1 January 2018	14,290,083

PFRS 15 Revenue from Contracts with Customers

PFRS 15 supersedes *PAS 11 Construction Contracts*, *PAS 18 Revenue and related Interpretations* and it applies, with limited exceptions, to all revenue arising from contracts with its customers. PFRS 15 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

PFRS 15 requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies the accounting for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract. In addition, the standard requires extensive disclosures.

The Company adopted PFRS 15 using the modified retrospective approach, with no restatement of comparative information and differences being recorded in opening retained earnings.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.1. Basis of preparation (continued)

New and amended standards and interpretations (continued)

Based on its final assessment, the requirements of PFRS 15 on the following may have an impact on the Company's financial position, performance and disclosures:

- Identification of performance obligations, particularly on the loyalty programs offered by the Company
- Variable considerations such as volume rebates

The impact is however assessed to be immaterial to the Company.

The recognition and measurement requirements in PFRS 15 also apply to gains or losses on disposal of non-financial assets (such as items of property and equipment and intangible assets), when that disposal is not in the ordinary course of business. However, on transition, the effect of these changes is not material for the Company.

Standards Issued But Not Yet Effective

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are listed below. The Company intends to adopt these standards when they become effective. Adoption of these standards and interpretations are not expected to have any significant impact on the financial statements of the Company.

Effective beginning on or after January 1, 2019

- Amendments to PFRS 9, *Prepayment Features with Negative Compensation*
- PFRS 16, *Leases*
- Amendments to PAS 19, *Employee Benefits, Plan Amendment, Curtailment or Settlement*
- Amendments to PAS 28, *Long-term Interests in Associates and Joint Ventures*
- Philippine Interpretation IFRIC-23, *Uncertainty over Income Tax Treatments*
- *Annual Improvements to PFRSs 2015-2017 Cycle*
 - Amendments to PFRS 3, *Business Combinations*, and PFRS 11, *Joint Arrangements, Previously Held Interest in a Joint Operation*
 - Amendments to PAS 12, *Income Tax Consequences of Payments on Financial Instruments Classified as Equity*
 - Amendments to PAS 23, *Borrowing Costs, Borrowing Costs Eligible for Capitalization*

Effective beginning on or after January 1, 2020

- Amendments to PFRS 3, *Definition of a Business*
- Amendments to PAS 1, *Presentation of Financial Statements*, and PAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors, Definition of Material*

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.1. Basis of preparation (continued)

Standards Issued But Not Yet Effective (continued)

Deferred effectivity

- Amendments to PFRS 10, Financial Statements, and PAS 28, *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*

PFRS 16 Leases

PFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under *PAS 17, Leases*. The standard includes two recognition exemptions for lessees - leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognize a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognize the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

Lessor accounting under PFRS 16 is substantially unchanged from today's accounting under PAS 17. Lessors will continue to classify all leases using the same classification principle as in PAS 17 and distinguish between two types of leases: operating and finance leases.

PFRS 16 also requires lessees and lessors to make more extensive disclosures than under PAS 17.

A lessee can choose to apply the standard using either a full retrospective or a modified retrospective approach. The standard's transition provisions permit certain reliefs.

The Company is currently assessing the impact of adopting PFRS 16.

30.2. Cash

Cash consists of deposits held at call with banks. It is carried in the statement of financial position at face amount or nominal amount. Cash in banks earns interest at the respective bank deposit rates.

30.3. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognizes a financial instrument in the statement of financial position when, and only when, the Company becomes a party to the contractual provisions of the instrument.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.3. Financial instruments (continued)

Effective from 1 January 2018

Financial Instruments in accordance with PFRS 9

Financial assets - Initial recognition and measurement:

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through OCI, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under PFRS 15.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Financial assets - Subsequent Measurement:

i. Financial assets at amortised cost

The Company measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows and;
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding;

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Company's financial assets at amortised cost includes trade and other receivables.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.3. Financial instruments (continued)

ii. Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under *PAS 32 Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Company elected to classify irrevocably its equity investments under this category.

iii. Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives are classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss. Dividends on listed equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established.

Included in this category are the Company's derivative financial assets (see note 6).

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.3. Financial instruments (continued)

Derecognition of financial assets:

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

The rights to receive cash flows from the asset have expired

Or

The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

Impairment of financial assets

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established probability of default rates for third party trade receivables based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment. The Company applies the historical credit loss method in case undue cost or effort is involved in calculating the ECL by considering the forward-looking factors. For inter-group trade receivables, the Company has established probability of default rates based on internal credit rating of the customers. Internal credit ratings are based on methodologies adopted by independent credit rating agencies. Therefore, the internal ratings already consider forward looking information.

The Company consider a financial asset to be in default when contractual payments are 180 days past due. However, Company considers internal or external information when there are indicators that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.3. Financial instruments (continued)

Financial liabilities - initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, dividends payable and derivative financial instruments.

Financial liabilities - Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

i. Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by PFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

ii. Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

This category generally applies to interest-bearing loans and borrowings, accounts payable and accrued expenses.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.3. Financial instruments (continued)

Financial liabilities - Derecognition

A financial liability is derecognised when the obligation under the liability has discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments:

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously. The Company assesses that it has a currently enforceable right of offset if the right is not contingent on a future event, and is legally enforceable in the normal course of business, event of default, and event of insolvency or bankruptcy of the Company and all of the counterparties. As at 31 December 2018 and 2017, there are no financial assets and financial liabilities that were offset.

Derivative financial instruments:

The Company uses derivatives in the management of interest rate risk, foreign exchange risk and commodity price risk arising from operational activities. A derivative financial instrument is initially recognised at its fair value on the date the contract is entered into and is subsequently carried at its fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, that are not already required to be recognised at fair value, and that are not closely related to the host contract in terms of economic characteristics and risks, are separated from their host contract and recognised at fair value; associated gains and losses are recognised in income.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Fair value changes on derivatives that are not designated or do not qualify for hedge accounting are recognised in profit or loss in the period when changes arise.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.3. Financial instruments (continued)

Effective before 1 January 2018

Financial Instruments in accordance with PAS 39

The Company classifies its financial assets and liabilities according to the categories described below. The classification depends on the purpose for which the financial assets were acquired and their characteristics. Management determines the classification of its financial assets at initial recognition.

i. Financial assets

The Company classifies its financial assets in the following categories: fair value through profit and loss (FVPL), loans and receivables, held-to-maturity investments, and available-for-sale financial assets. The Company's financial assets are limited to loans and receivables, available-for-sale financial assets and derivatives.

ii. Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments as defined by PAS 39. Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value presented as part of other operating income in the statement of income.

Financial instruments may be designated as at FVPL on initial recognition when any of the following criteria is met:

- The designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognizing gains or losses on them on a different basis (accounting mismatch); or
- The assets and liabilities are part of a group of financial assets, financial liabilities or both which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management or investment strategy; or
- The financial instrument contains an embedded derivative, unless the embedded derivative does not significantly modify the cash flows or it is clear, with little or no analysis, that it would not be separately recorded.

Included in this category are the Company's derivative financial assets (see Notes 6).

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.3. Financial instruments (continued)

iii. Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and where management has no intention of trading. These are included in current assets, except for maturities greater than 12 months after the statement of financial position date, in which case, these are classified as non-current assets.

Included in this category are the Company's cash (see Note 3), trade and other current receivables (except for claims from government and miscellaneous receivables) (see Note 4), loans to an entity under common shareholdings, market investment loans and other long-term receivables (see Note 7).

iv. Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the financial assets within 12 months from the statement of financial position date. Available-for-sale financial assets mainly represent unquoted equity securities and proprietary club shares and are classified under Prepayments and other current assets and other assets, net in the statement of financial position (see Notes 6 and 10).

v. Financial liabilities

The Company classifies its financial liabilities at initial recognition in the following categories: at FVPL and other financial liabilities at amortized cost. The classification depends on the purpose for which the financial liabilities were acquired.

vi. Financial liabilities at fair value through profit or loss

This category comprises two sub-categories: financial liabilities classified as held for trading, and financial liabilities designated by the Company as at fair value through profit or loss upon initial recognition.

A financial liability is classified as held for trading if it is acquired or incurred principally for the purpose of selling or repurchasing it in the near term or if it is part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit-taking. Derivatives are also categorized as held for trading unless they are designated and effective as hedging instruments. Financial liabilities held for trading also include obligations to deliver financial assets borrowed by a short seller.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.3. Financial instruments (continued)

A financial liability is designated as financial liability at fair value through profit or loss upon initial recognition if: such designation significantly reduces measurement or recognition inconsistency that would otherwise arise; the financial liability forms group of financial assets or financial liabilities or both, which is managed and its performance evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about its grouping is provided internally on that basis; or it forms part of a contract containing one or more embedded derivatives requiring separation, and PAS 39 permits the entire combined contract (asset or liability) to be designated as FVPL.

Included in this category are the Company's derivative financial liabilities under accounts payable and accrued expenses account in the statement of financial position (see Note 11).

vii. Other financial liabilities at amortized cost

Issued financial instruments or their components, which are not designated at FVPL, are classified as other financial liabilities, where the substance of the contractual arrangement results in the Company having an obligation either to deliver cash or another financial asset to the holder. The Company's financial liabilities under this category include accounts payable and accrued expenses (except amounts due to government or its agencies) (see Note 11), payable to related parties (see Note 23), dividends payable, short-term borrowings (see Note 12), loans payable (see Note 13) and cash security deposits (see Note 14).

Recognition and measurement

i. Initial recognition and measurement

Regular-way purchases and sales of financial assets are recognized on trade date (the date on which the Company commits to purchase or sell the asset) at invoice amount. Financial assets and liabilities not carried at fair value through profit or loss are initially recognized at fair value plus transaction costs.

Financial liabilities carried at FVPL are initially recognized at fair value, and related transaction costs are recognized as expense in profit or loss.

ii. Subsequent measurement

Loans and receivables are subsequently measured at amortized cost using the effective interest method, less provision for impairment.

Available-for-sale financial assets are subsequently measured at fair value. Unrealized gains and losses arising from changes in the fair value of assets classified as available-for-sale are recognized in other comprehensive income.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.3. Financial instruments (continued)

Derivatives are subsequently re-measured at their fair values. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. Gains or losses on derivatives accounted for at FVPL arising from changes in the fair value are presented in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method.

Dividends on available-for-sale equity instruments are recognized in the statement of income as part of other non-operating income when the Company's right to receive payments is established.

Determination of fair value

The fair values of quoted investments classified as available-for-sale financial assets are based on current market prices. If the market for available-for-sale financial assets is not active (and for unlisted securities), the Company establishes fair value by using valuation techniques. These include the use of recent arm's-length transactions with reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models making maximum use of market inputs and relying as little as possible on entity-specific inputs (see Note 30.4).

Impairment of financial assets

i. Assets carried at amortized cost

The Company assesses at each statement of financial position date whether there is objective evidence that a financial asset or a group of financial assets is impaired. Financial assets or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Evidence of impairment may include indicators that the customers, group of customers, individual debtor and/or group of individual debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization, and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.3. Financial instruments (continued)

The Company first assesses whether there is objective evidence of impairment exists individually for receivables that are individually significant, and collectively for receivables that are not individually significant. If the Company determines that no objective evidence of impairment exists for an individually assessed receivable, whether significant or not, it includes the asset in a group of financial assets with similar credit risk characteristics and collectively assesses those for impairment. Receivables that are individually assessed for impairment and for which an impairment loss is or continues to be recognized are not included in a collective assessment of impairment.

The amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced and the amount of the loss is recognized in the statement of income. If a loan has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. Loans together with the associated allowance are written off when there is no realistic prospect of future recovery and all collateral has been realized or has been transferred to the Company.

If, in a subsequent period, the amount of the impairment loss increases or decreases and the increase or decrease can be related objectively to an event occurring after the impairment was recognized, previously recognized impairment loss is increased or reduced by adjusting the allowance account. Changes to the previously recorded impairment provision are based on the result of management's update assessment, considering the available facts and changes in circumstances, including but not limited to results of recent discussions and arrangements entered into with customers as to the recoverability of receivables at the end of the reporting period.

Subsequent recoveries of amounts previously written-off are credited against selling, general and administrative expenses in the statement of income.

Reversals of previously recorded impairment provision are based on the result of management's update assessment, considering the available facts and changes in circumstances including but not limited to results of recent discussions and arrangements entered into with customers as to the recoverability of receivables at the end of the reporting period. Subsequent recoveries of amounts previously written-off are credited against selling, general and administrative expenses in the statement of income.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.3. Financial instruments (continued)

ii. Assets classified as available-for-sale

The Company assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of available-for-sale financial assets, a significant decline in the fair value of the security below its cost is also evidence that the assets are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss (measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognized in profit or loss) is removed from equity and recognized in statement of income. Impairment losses recognized in the statement of income on equity instruments are not reversed through the statement of income.

Derecognition

Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership.

Financial liabilities are derecognized when extinguished, i.e., when the obligation is discharged or is cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the statement of income.

30.4. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value of a non-financial asset is measured based on its highest and best use. The asset's current use is presumed to be its highest and best use.

The fair value of financial and non-financial liabilities takes into account non-performance risk, which is the risk that the entity will not fulfill an obligation.

The Company classifies its fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (Level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (Level 3).

The appropriate level is determined on the basis of the lowest level input that is significant to the fair value measurement.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.4. Fair value measurement (continued)

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Company is the current bid price. These instruments are included in level 1. Instruments included in level 1 comprise primarily of equity investments classified as equity through OCI or equity investments classified as available-for-sale. The Company's investment in equity instruments through OCI and available-for-sale financial assets (see Note 10) which are measured at fair value at 31 December 2018 and 2017 respectively is classified under level 1. The Company does not have non-financial assets and liabilities under Level 1.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximize the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. The Company's derivatives in relation to forward contracts are classified under level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. Specific valuation techniques used to value financial instruments include:

- Quoted market prices or dealer quotes for similar instruments.
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the statement of financial position date, with the resulting value discounted back to present value.
- Other techniques, such as discounted cash flow analysis, are used to determine fair value for the remaining financial instruments.

The Company does not have financial instruments and non-financial assets/liabilities classified under level 3.

As at 31 December 2018 and 2017, there were no transfers between Level 1 and Level 2 fair value measurements.

30.5. Receivables

Trade receivables arising from regular sales with average credit term of 30 to 60 days and other current receivables are initially recorded at fair value and subsequently measured at amortized cost, less provision for impairment. Fair value approximates invoice amount due to short-term nature of the financial assets. Other long-term receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.6. Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined using the first-in first-out (FIFO) method for crude oil and finished products, materials and supplies. Cost of products sold includes invoice cost, duties, excise taxes, refinery production overhead, freight and pipeline costs and excludes the borrowing costs.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion, and estimated cost necessary to make the sale. Provision for inventory losses is provided, when necessary, based on management's review of inventory movement and condition of inventory item. Inventory losses, if any, is charged as part of cost of sales in the Company's statement of income.

The amount of any reversal of inventory write-down, arising from an increase in net realizable value, is presented under crude and products costs in the period in which the reversal occurred.

Crude oil and finished products are derecognized when sold, and materials and supplies are derecognized when consumed. The carrying amount of these inventories is charged to cost of sales in statement of income, in the period in which the related revenue is recognized.

30.7. Prepayments and other current assets

Prepaid expenses are expenses paid in cash and recorded as assets before they are used or consumed, as the service or benefit will be received in the future. Prepaid expenses expire and are recognized as expense either with the passage of time or through use or consumption.

Advance tax payments related to inventories are recognized initially as prepayment and charged to operations when products are sold.

Input VAT claims is stated at face value less provision for impairment, if any. Provision for unrecoverable input VAT, if any, is maintained by the Company at a level considered adequate to provide for potential uncollectible portion of the claim. The Company, on a continuing basis, reviews the status of the claim designed to identify those that may require provision for impairment losses. A provision for impairment of unrecoverable input VAT is established when there is objective evidence that the Company will not be able to recover the claims. The carrying amount of the asset is reduced through the use of an allowance account and the amount of loss is recognized in the statement of income. As at 31 December 2018 and 2017, the Company has no provision for impairment of input VAT (see Note 6).

30.8. Current and deferred income taxes

The tax expense for the period comprises current and deferred tax. Tax is recognized in the statement of income, except to the extent that that it relates to items recognized in other comprehensive income or directly in equity. In this case the tax is also recognized in other comprehensive income or directly in equity, respectively.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.8. Taxes (continued)

Current income tax (continued)

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the statement of financial position date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. The deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction affects either accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted at the statement of financial position date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized for all deductible temporary differences, carry-forward of unused tax losses (NOLCO) and unused tax credits (MCIT over RCIT), to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. Deferred income tax liabilities are recognized in full for all taxable temporary differences, except to the extent that the deferred tax liability arises from the initial recognition of goodwill.

Deferred tax assets and liabilities are derecognized when relevant temporary differences have been realized and settled, respectively. The Company reassesses at each statement of financial position date the need to recognize a previously unrecognized deferred income tax asset.

30.9. Property, plant and equipment

Property and equipment are carried at historical cost less accumulated depreciation and amortization and accumulated impairment losses. Historical cost includes its acquisition cost or purchase price and expenditure that is directly attributable to the acquisition of the items necessary to bring the asset to its working condition and location for its intended use. Costs of assets under construction are accumulated in the accounts until these projects are completed upon which they are charged to appropriate property accounts.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the statement of income during the financial period in which they are incurred.

ARO represents the net present value of obligations associated with the retirement of property and equipment that resulted from acquisition, construction or development and the normal operation of property and equipment. ARO is recognized as part of the cost of the related property and equipment in the period when a legal or constructive obligation is established provided that best estimate can be made. ARO is derecognized when the related asset has been retired or disposed of.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.9. Property, plant and equipment (continued)

Depreciation on property and equipment is calculated using the straight-line method to allocate the cost of each asset to its residual value over its estimated useful lives (in years), as follows:

Leasehold improvements	5 to 40 or term of lease, whichever is shorter
Furniture and fixtures	5 to 20
Machinery and equipment	3 to 30
Transportation	5 to 25

Depreciation of property and equipment begins when it is available for use and ceases at the earlier of the date that the asset is classified as held for sale and the date that the asset is derecognized.

Assets under construction are not subject to depreciation until these are put into operation.

ARO is amortized on a straight-line basis over the estimated life of the related assets or lease term (in case of leased assets) whichever is shorter.

Major renovations are depreciated over the remaining useful life of the related asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each statement of financial position date.

Property and equipment are derecognized upon disposal or when no future economic benefits are expected from its use or disposal and related gains and losses on disposals are determined by comparing proceeds with the carrying amount of assets. The cost and related accumulated depreciation of assets sold are removed from the accounts and any resulting gain or loss is credited or charged to other operating income (expense) in the statement of income.

Fully-depreciated property and equipment are maintained in the accounts until these are no longer in use.

30.10. Intangible assets - computer software

Acquired computer software licenses are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized over their estimated useful lives of five years from the time the software has been ready for its intended use in operations.

Costs associated with maintaining computer software programs are recognized as an expense as incurred in the statement of income.

Intangible assets are derecognized upon disposal or when no future economic benefits are expected from its use or disposal and related gains and losses on disposals are determined by comparing proceeds with the carrying amount of assets. The cost and related accumulated amortization of intangible assets disposed are removed from the accounts and any resulting gain or loss is credited or charged to other operating income (expense) in the statement of income.

The Company's intangible asset is classified under other assets account in the statement of financial position (see Note 10).

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.11. Investments in associates and joint arrangements

Associates

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

Investments in associates are accounted for using equity method. Under this method, the investment is carried at cost, increased or decreased by the equity in the net earnings or losses of the investee since the date of acquisition. Dividends received, if any, are treated as reduction in the carrying value of the investment.

Joint Arrangements

A joint arrangement is an arrangement of which the Company has joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor.

Joint operations are accounted for by recognizing the Company's own or its share of assets, liabilities, revenue and expenses in the arrangement.

30.12. Impairment of non-financial assets

Property and equipment and other non-current assets (investments in other entities, intangibles, and claims from government agencies lodged under receivables and long-term receivables) that have definite useful life are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount, which is the higher of an asset's fair value less cost of disposal and value in use. Value in use requires entities to make estimates of future cash flows to be derived from the particular asset, and discount them using a pretax market rate that reflects current assessments of the time value of money and the risks specific to the asset. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but the increased carrying amount should not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognized as income immediately in other operating income (expense) in the statement of income (see Note 20).

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.13. Accounts payable and accrued expenses

Accounts payable and accrued expenses are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers and are recognized in the period in which the related money, goods or services are received or when a legally enforceable claim against the Company is established. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

30.14. Borrowing costs

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost; any difference between the proceeds (net of transaction costs) and the maturity value is recognized in the statement of income over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position date.

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of that asset. All other borrowing costs are recognized and charged to operations in the year in which they are incurred.

30.15. Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation, and the amount of the obligation can be reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as part of other operating expense in the statement of income.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision shall be reversed and derecognized from the statement of financial position.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.16. Contingencies

Contingent assets and liabilities are not recognized in the financial statements. Contingent liabilities are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent asset are disclosed when an inflow of economic benefits is probable. When the realisation of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

30.17. Share capital

Common shares are classified as equity. Share premium is recognized for the excess proceeds of subscriptions over the par value of the shares issued, net of transaction costs.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction from proceeds, net of tax.

Where the Company purchases its equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company's equity holders until the shares are cancelled, reissued or disposed of. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, are included in equity attributable to the Company's equity holders.

30.18. Dividends distribution

Dividend distribution to the Company's shareholders is recognized as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's Board of Directors.

30.19. Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to shareholders of the Company by the weighted average number of common shares in issue during the year, excluding common shares purchased by the Company and held as treasury shares.

Diluted earnings per share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all dilutive potential common shares. The Company has no dilutive potential common shares.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.20. Foreign currency transactions and translations

i. Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The financial statements are presented in Philippine peso, which is the functional and presentation currency of the Company.

ii. Transactions and balances

Foreign currency transactions are translated into Philippine peso using the exchange rate prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of income (see Note 21).

30.21. Revenue and expense recognition

I) Revenue from contracts with customers:

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

i) Sale of goods

Revenue from sales of oil and gas products is recognised at the price which Company is expected to be entitled to, after deducting sales taxes, excise duties and similar levies.

Sales of oil and gas products are recognized when the control of the products have been transferred, which is when the customer has the ability to direct the use of the products and obtain substantially all of the remaining benefits from the products, which generally coincides with the actual delivery of goods. Delivery does not occur unless the products have been shipped out of the Company's premises or received by the customer depending on shipping arrangements.

The Company identifies the promised products and services within contracts in scope of PFRS 15 and determines which of those goods and services are separate performance obligations. The Company will allocate the transaction price to the performance obligations in the contract by reference to their relative standalone selling prices. PFRS 15 has been applied for recognising the net sales.

The Company is required exercising considerable judgement taking into account all the relevant facts and circumstances when applying the criteria to its contracts with customers.

The impact on net sales of adopting PFRS 15 is assessed to be immaterial.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.21. Revenue and expense recognition (continued)

a. Variable Consideration

Some contracts for the sale of goods provide customers with volume rebates that give rise to variable consideration. The Company estimates the variable consideration at contract inception and constrained until it is highly probable that significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

The Company provides retrospective volume rebates to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Under PFRS 15, retrospective volume rebates give rise to variable consideration. To estimate the variable consideration to which it will be entitled, the Company applies the most likely method for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold and recognises a refund liability for the expected future rebates.

Before adoption of PFRS 15, the Company estimated the expected volume rebates using the probability weighted average amount of rebates approach and included an allowance for rebates in Trade and other payables.

b. Loyalty programme

The Company has loyalty points programme, which allows customers to accumulate points that can be redeemed for free products. The loyalty points give rise to separate performance obligation as they provide a material right to the customer. A portion of the transaction price is allocated to the loyalty points awarded to customers based on relative stand-alone selling price and recognised as a contract liability until the points are redeemed. Revenue is recognised upon redemption of products by the customer. When estimating the stand-alone selling price of the loyalty points, the Company considers the likelihood that the customer will redeem the points. The Company updates its estimates at every balance sheet date and any adjustments to the contract liability balance are charged against revenue.

Before the adoption of PFRS 15, the loyalty programme offered by the Company resulted in the allocation of a portion of the transaction price to the loyalty programme using the fair value of points issued and recognition of deferred revenue in relation to points issued but not yet redeemed or expired. The Company concluded that under PFRS 15 the loyalty points give rise to a separate performance obligation because they provide a material right to the customer and a portion of the transaction price was allocated to the loyalty points awarded to customers. There was no significant difference noted in the allocation of the transaction price to the loyalty programme on application of the PFRS 15.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.21. Revenue and expense recognition (continued)

Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract. Contract liability is recognized under trade and other payables and under provisions and other liabilities.

	2018	2017
Performance obligations satisfied	17,844	100,379
	31 December 2018	1 January 2018
Contract liabilities included in trade and other payables and in provisions and other liabilities	473,704	360,607

There are no significant changes in contract liability arising from change in measure of progress, change in estimate of transaction price or contract modification.

ii) Other operating income

Other operating income, such as retailer and franchise commission, is recognized on an accrual basis in accordance with the substance of the relevant agreements.

iii) Finance income

Finance income, such as foreign exchange gains and interest income, is recognized as earned and presented at gross after operating profit. Interest income is recognized on a time proportion basis, taking account of the principal outstanding and the effective rate over the period to maturity, when it is determined that such income will accrue to the Company.

iv) Other non-operating income

Other non-operating income, also referred to as incidental or peripheral income (one time), are recognized for earnings that do not occur on a regular basis or is derived from activities not related to the Company's core operations.

v) Dividend income

Dividend income is recognized when the Company's right to receive the payment is established. The Company's dividend income is presented as part of other non-operating income in the statement of income.

II) Costs and expenses:

Costs and expenses are charged to operations as incurred.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.22. Leases - Company is the lessee

Leases of retail stations, pipelines and office premises where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives from the lessor) are charged to the statement of income on a straight-line basis over the period of the lease.

When the Company enters into an arrangement, comprising a transaction or a series of related transactions, that does not take the legal form of a lease but conveys a right to use an asset or is dependent on the use of a specific asset or assets, the Company assesses whether the arrangement is, or contains, a lease. The Company does not have such arrangements.

30.23. Employee benefits

i) Pension obligation

The Company maintains a pension scheme, which is funded through payments to trustee-administered fund. The Company maintains a defined benefit pension plan and defined contribution plan.

Defined benefit plan is defined as an amount of pension benefit that an employee will receive upon retirement, dependent on certain factors such as age, years of credited service, and compensation. The Company makes contributions to the retirement benefit fund to maintain the plan in an actuarially sound condition. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset), and any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset) are recognized immediately in the statement of financial position with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognized in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognizes related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit obligation or asset. The Company recognizes the following changes in the net defined benefit obligation under 'cost of sales', 'administration expenses' and 'selling and distribution expenses' in statement of income (by function):

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements
- Net interest expense or income

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.23. Employee benefits (continued)

The liability recognized in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

The Company has a defined contribution plan that covers all regular employees under which it pays fixed contributions based on the employees' monthly salaries. The Company, however, is covered under R.A 7641, otherwise known as "The Philippine Retirement Law", which provides for qualified employees to receive a defined benefit minimum guarantee. The defined benefit minimum guarantee is equivalent to a certain percentage of the monthly salary payable to an employee at normal retirement age with the required credited years of service based on the provisions of R.A. 7641.

Accordingly, the Company accounts for their retirement obligation under the higher of the defined benefit obligation related to the minimum guarantee and the obligation arising from the defined contribution plan.

For the defined benefit minimum guarantee plan, the liability is determined based on the present value of the excess of the projected defined benefit obligation over the projected defined contribution obligation at the end of the reporting period. The defined benefit obligation is calculated annually by a qualified independent actuary using the projected unit credit method. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense (income) and other expenses (income) related to the defined benefit plan are recognized in our profit or loss.

The defined contribution liability, on the other hand, is measured at the fair value of the defined contribution assets upon which the defined contribution benefits depend, with an adjustment for margin on asset returns, if any, where this is reflected in the defined contribution benefits. Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in our other comprehensive income.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.23. Employee benefits (continued)

ii) Termination benefits

Termination benefits are payable when employment is terminated before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognizes termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the entity recognizes costs for a restructuring that is within the scope of PAS 37 Provisions, Contingent Liabilities and Contingent Assets and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after statement of financial position date are discounted to present value.

iii) Bonus plans

The Company recognizes a liability and an expense for performance-related bonuses, based on a formula that takes into consideration the Company and employee's performance. The Company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

iv) Performance-share plans

RDS operates a Performance Share Plan (PSP) covering all of its subsidiaries' employees. PSP for conditional shares are awarded to eligible employees based on their sustained performance and value. The extent to which shares are finally delivered at the end of a three-year performance period, or not, depends upon the performance of the Shell group.

The fair value of shares, determined using a Monte Carlo pricing model, is credited as 'other reserve' in equity and is charged to profit or loss over the vesting period. The fair value of share-based compensation for equity-settled plans granted to employees under the RDS schemes is recognized as an intra-group payable to parent company when charged-out. The charge-out is based on the entitled personnel that were employed by the Company at the time of awarding.

30.24. Related parties

Related party relationship exists when one party has the ability to control, directly, or indirectly through one or more intermediaries, the other party or exercise significant influence over the other party in making financial and operating decisions. Such relationship also exists between and/or among entities under common shareholdings, which includes entities that are under common control with the reporting enterprise, or between and/or among the reporting enterprise and its key management personnel, directors, or its shareholders. In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

The Company, in its regular conduct of business, enters into transactions with related parties, which consists of sales and purchase transactions, leases and management and administrative service agreements. Transactions with related parties are on an arm's length basis similar to transactions with third parties.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

30. Summary of significant accounting policies (continued)

30.25. Operating Segments

An operating segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other operating segments (see Note 2).

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the general manager who makes strategic decisions.

30.26. Events after statement of financial position date

Post year-end events that provide additional information about the Company's financial position at the reporting date (adjusting events) are reflected in the Financial statements. Post year end events that are not adjusting events are disclosed when material.

31. Financial risk management

31.1 Financial Risk Factors

The Company's operations expose it to a variety of financial risks: market risk (including foreign currency risk, cash flow and fair value interest risk, and price risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.

Risk management is carried out by its Regional Treasury - Shell Treasury Centre East (STCE) under policies approved by the Board of Directors. STCE identifies, evaluates and hedges financial risks in close cooperation with the Company's operating units. The Board of Directors provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investing excess liquidity.

i) Market risk

Market risk is the possibility that changes in currency exchange rates, interest rates or the prices of crude oil and refined products will adversely affect the value of the Company's assets, liabilities or expected future cash flows.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

31. Financial risk management (continued)

i) Market risk (continued)

i) Foreign exchange risk

The Company operates internationally and is exposed to foreign currency exchange risk arising from currency fluctuations, primarily with respect to the importations of crude and finished products denominated in US dollar. Foreign currency exchange risk may also arise from future commercial transactions and recognized assets and liabilities denominated in a currency other than the Company's functional currency.

Foreign exchange currency risks are not hedged and the Company does not enter into significant derivative contracts to manage foreign currency risks. Since foreign currency exposure is significantly concentrated on purchase of crude, the Company manages foreign currency risk by planning the timing of its importation settlements with related parties and considering the forecast of foreign exchange rates.

As at 31 December 2018, if the Philippine Peso had weakened/strengthened by 5% (assessment threshold used by management) against the US dollar with all other variables held constant, equity and post-tax profit for the period would have been P485.4 million (2017 - P316.1 million) lower/higher, as a result of foreign exchange gains/losses on translation of US dollar-denominated receivables and payables as at 31 December 2018 and 2017.

Management considers that there are no significant foreign exchange risks with respect to other currencies disclosed in Note 26.

ii) Cash flow and fair value interest rate risk

Cash flow and fair value interest rate risk is the risk that future cash flows and fair value, respectively, of a financial instrument will fluctuate because of changes in market interest rates.

The Company has no significant exposure to fair value interest rate risk as the Company has no significant interest-earning assets and interest-bearing liabilities subject to fixed interest rates.

The Company's interest-rate risk arises from its borrowings. Borrowings obtained at variable rates expose the Company to cash flow interest-rate risk. As at 31 December 2018 and 2017, the Company's short-term borrowings and loans payable carry floating rates based on a certain index plus applicable premium.

The Company does not enter into significant hedging activities or derivative contracts to cover risk associated with borrowings.

For the year ended 31 December 2018, if interest rates on Philippine peso-denominated borrowings had been 100 basis points higher/lower with all other variables held constant, post-tax profit for the year would have been P85.8 million (2017 - P105.4 million) lower/higher, mainly as a result of higher/lower interest expense on floating rate borrowings. Management uses 100 basis points as threshold in assessing the potential impact of interest rate movements in its operations.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

31. Financial risk management (continued)

i) Market risk (continued)

iii) Commodity and other price risks

Commodity price risk is the risk that future cash flows from a financial instrument will fluctuate because of changes in market prices. The Company is affected by price volatility of certain commodities such as crude oil required in its operating activities. To minimize the Company's risk of potential losses due to volatility of international crude and petroleum product prices, the Company may implement commodity hedging for crude and petroleum products. The hedges are intended to protect crude inventories from risk of downward prices and squeezing margins. This allows stability in prices, thus offsetting the risk of volatile market fluctuations. Through hedging, prices of commodities are fixed at levels acceptable to the Company, thus protecting raw material cost and preserving margins. For consumer (buy) hedging transactions, if prices go down, hedge positions may show marked-to-market losses; however, any loss in the marked-to-market position is offset by the resulting lower physical raw material cost. While for producer (sell) hedges, if prices go down, hedge positions may show marked-to-market gains; however, any gain in the marked-to-market position is offset by the resulting lower selling price.

The Company is not significantly exposed to price risk on equity securities and proprietary club shares as investments held by the Company classified in the statement of financial position as available-for-sale financial assets are not considered material in the financial statements.

ii) Credit risk

Credit risk arises from deposits with banks and financial institutions, as well as credit exposure to trade and non-trade receivables.

The Company maintains cash and certain other financial instruments with various major financial institutions. To minimize this risk, the Company performs periodic evaluations of the relative credit standing of these financial institutions and where appropriate, places limits on the amount of credit exposure with any one institution. Additional information is presented in Note 3.

The Company has policies in place to ensure that sales of products are made to customers with acceptable creditworthiness. Counterparty credit risk is managed within a framework of individual credit limits with utilization being regularly reviewed. Credit checks are performed by a department independent of sales department, and are undertaken before contractual commitment. Where appropriate, cash on delivery terms are used to manage the specific credit risk. Also there are collaterals and security deposits from customers taken which enables to manage the risk.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

31. Financial risk management (continued)

ii) Credit risk (continued)

There is no concentration of credit risks as at statement of financial position dates as the Company deals with a large number of homogenous trade customers. Additional information is presented in Note 4.

Where there is a legally enforceable right to offset under trading agreements and net settlement is regularly applied, the net asset or liability is recognized in the statement of financial position, otherwise assets and liabilities are presented at gross. As at 31 December 2018 and 2017, the Company has the following :

	Note	Gross amounts before offset	Amount offset	Net Amounts as presented	Credit Enhancement	Net Amount
2018						
Financial						
Assets:						
Receivables	4	10,990,771	-	10,990,771	3,839,423	7,151,348
2017						
Financial						
Assets:						
Receivables	4	9,822,567	-	9,822,567	3,217,839	6,604,728

The gross carrying amount of the receivables and ECL in Stage 1 with 12 month ECL as at 31 December 2018 is P1,864.2 million and P0.02 million. The gross carrying amount of the receivables and ECL in Stage 2 with lifetime ECL as at 31 December 2018 is P248.5 million and P10.0 million. The gross carrying amount of the receivables and ECL in Stage 3 with lifetime ECL as at 31 December 2018 is P129.0 million and P81.7 million. The gross carrying amount of the receivables and ECL in simplified approach with lifetime ECL as at 31 December 2018 is P10,318.6 million and P185.1 million.

iii) Liquidity risk

Liquidity risk is the risk that suitable sources of funding for the Company's business activities may not be available. The Company has access to sufficient external debt funding sources (banks credit lines) to meet currently foreseeable borrowing requirements. The Treasury group centrally monitors bank borrowings, foreign exchange requirements and cash flow position.

Surplus cash is invested into a range of short-dated money market instruments, time deposits and money funds, which seek to ensure the security and liquidity of investments while optimizing yield.

The table below analyzes the Company's financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

31. Financial risk management (continued)

iii) Liquidity risk (continued)

	Note	0-90 days	91-180 days	181 days - 1 year	Over 1 year	Total
2018						
Short-term						
borrowings-Principal	12	3,261,000	-	-	-	3,261,000
Short-term borrowings-Interest		2,305	-	-	-	2,305
Loans payable-Principal	13	-	-	-	9,000,000	9,000,000
Loans payable-Interest		134,363	135,873	271,746	1,795,033	2,337,015
Dividends payable		15,622	-	-	-	15,622
Accounts payable and accrued expenses	11	24,441,021	347,142	60,959	276,108	25,125,230
Derivatives	11	54,903	-	-	-	54,903
		27,909,214	483,015	332,705	11,071,141	39,796,075
2017						
Short-term						
borrowings-Principal	12	4,057,000	-	-	-	4,057,000
Short-term borrowings-Interest		1,409	-	-	-	1,409
Loans payable-Principal	13	6,000,000	-	-	5,000,000	11,000,000
Loans payable-Interest		97,066	45,821	91,643	218,924	453,454
Dividends payable		14,216	-	-	-	14,216
Accounts payable and accrued expenses	11	20,167,302	59,105	646,185	228,277	21,100,869
Derivatives	11	63,448	-	-	-	63,448
		30,400,441	104,926	737,828	5,447,201	36,690,396

Availability of funding to settle the Company's payables are ensured since the Company has unused credit lines of P68.7 billion as at 31 December 2018 (2017 - P70.7 billion) and undrawn borrowing facilities at floating rate amounting to P68.7 billion (2017 - P70.7 billion), which is expiring within one year.

31.2 Capital management

The Company manages its business to deliver strong cash flows to fund capital expenditures and growth based on cautious assumptions relating to crude oil prices. Strong cash position and operational cash flow provide the Company financial flexibility both to fund capital investment and return on equity. Total capital is calculated as 'equity' as shown in the statement of financial position less other reserves plus net debt.

i. Cash flow from operating activities

Cash flow from operating activities is considered a measure that reflects the Company's ability to generate funding from operations for its investing and financing activities and is representative of the realization of value for shareholders from the Company's operations. The statement of cash flows shows the components of cash flow. Management uses this analysis to decide whether to obtain additional borrowings or additional capital infusion to manage its capital requirements.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

31. Financial risk management (continued)

ii. Gearing ratio

The gearing ratio is a measure of the Company's financial leverage reflecting the degree to which the operations of the Company are financed by debt. The amount of debt that the Company will commit depends on cash inflow from operations, divestment proceeds and cash outflow in the form of capital investment, dividend payments and share repurchases. The Company aims to maintain an efficient statement of financial position to be able to finance investment and growth, after the funding of dividends. The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as total loans and borrowings less cash.

The Company does not have a fixed gearing target and management considers whether the present gearing level is commercially acceptable based on the ability of the Company to operate on a standalone basis and is set after appropriate advice has been taken from Tax, Treasury and Legal advisors.

The gearing ratios at 31 December 2018 and 2017 are as follows:

	Note	2018	2017
Total loans and borrowings	12,13	12,261,000	15,057,000
Less: Cash	3	4,455,124	6,163,261
Net debt		7,805,876	8,893,739
Total equity (excluding other reserves)		38,410,586	41,675,144
Total capital		46,216,462	50,568,883
Gearing ratio		17%	18%

The Company is not subject to externally imposed capital requirement.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

31. Financial risk management (continued)

31.3 Fair value estimation

The table below presents the carrying amounts of the Company's financial assets and financial liabilities, which approximates its fair values, as at 31 December 2018 and 2017:

	Note	2018	2017
Financial assets			
Loans and receivables			
Cash	3	4,455,124	6,163,261
Receivables	4	10,990,771	9,822,567
Derivatives	6	22,780	289,590
Market investment loans	7	54,071	69,561
Long-term receivables	7	191,601	116,369
Available-for-sale financial assets	10	-	350,041
Equity through OCI	10	516,707	-
Total financial assets		16,231,054	16,811,389
Other financial liabilities			
Accounts payable and accrued expenses	11	25,036,922	20,920,706
Dividends payable		15,622	14,216
Derivatives	11	54,903	63,448
Cash security deposits	14	308,516	294,582
Short-term borrowings	12	3,261,000	4,057,000
Current portion of loans payable	13	-	6,000,000
Loans payable	13	9,000,000	5,000,000
Total financial liabilities		37,676,963	36,349,952

Receivables in the table above exclude claims from the government and miscellaneous receivables while accounts payable and accrued expenses exclude amounts payable to the government and its related agencies.

The following methods and assumptions were used to estimate the value of each class of financial instrument:

i. Current financial assets and liabilities

Due to the short-term nature of the accounts, the fair value of cash, receivables, deposits, accounts payable (excluding derivative financial liabilities) and short-term borrowings approximate the amount of consideration at the time of initial recognition.

ii. Financial assets and liabilities carried at cost

Staff car loans, market investment loans, other long-term receivables and payables, are carried at cost which is the repayable amount.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

31. Financial risk management (continued)

iii. Financial assets and liabilities carried at fair value.

The Company's equity securities classified as equity instruments through OCI are marked-to-market if traded and quoted. The predominant source used in the determining the fair value of the available-for-sale financial assets is the quoted price and is considered categorized under Level 1 of the fair value hierarchy.

For unquoted equity securities, the fair values could not be reliably determined due to the unpredictable nature of future cash flows and the lack of suitable methods of carrying at a reliable fair value. These are carried at cost less any allowance for impairment losses. These are not significant in relation to the Company's portfolio of financial instruments.

Fair values of derivative assets and liabilities are calculated by reference to the fixed price and the relevant index price as of the statement of financial position date. The fair values of the derivatives are categorized under Level 2 of the fair value hierarchy.

iv. Loans payable

The carrying values of long-term loans payable approximates their fair value because of regular interest repricing based on market conditions.

32. Critical accounting estimates, assumptions and judgments

Estimates, assumptions and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

32.1. Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial years are discussed below.

i) Provision for impairment of receivables

The provision for impairment of receivables is based on the Company's assessment of the collectability of payments from its debtors. This assessment requires judgment regarding the ability of the debtors to pay the amounts owed to the Company and the outcome of any disputes. The amounts and timing of recorded provision for impairment of receivables for any period would differ if the Company made different assumptions or utilized different estimates. Hence, management considers it impracticable to disclose with sufficient reliability the possible effects of sensitivities surrounding impairment of receivables. The Company's policy in estimating provision for impairment of receivables is presented in Note 30.5. The carrying amount of receivables and other information are disclosed in Note 4.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

32. Significant accounting judgments, estimates and assumptions (continued)

32.1. Critical accounting estimates and assumptions (continued)

ii) Provision for inventory losses

The Company provides allowance for inventories whenever the net realizable value of inventories become lower than cost due to damage, physical deterioration, obsolescence, market driven price changes in price levels or other causes (i.e. pre-termination of contracts).

Assessment of inventory losses on a regular basis is also performed based on historical information and past experience. The provision account is reviewed on a monthly basis to reflect the estimated net recoverable value in the financial statements. The carrying amount of inventories and other information are disclosed in Note 5.

iii) Provision for asset retirement obligation and environmental liabilities and remediation

Estimates of the ARO recognized are based on current legal and constructive requirements, technology and price levels. Since actual outflows can differ from estimates due to changes in laws, regulations, public expectations, technology, prices and conditions, and can take place many years in the future, the carrying amount of the obligation is regularly reviewed and adjusted to take account of such changes. The implicit rate (based on management's market assessment of the time value of money and risks specific to the obligation) used in discounting the cash flows is reviewed at least annually.

The discount rate used to determine the present value of the obligation as at 31 December 2018 and 2017 is 6.7% and 5.1%, respectively, and the amount is recognized as accretion cost or income in the statement of income.

The Company has set total outstanding provision of P69.9 million (2017 - P80.4 million) to cover the required environmental remediation covering specific assets, based on external evaluation and study, and total outstanding provision of P1.7 billion (2017 - P1.6 billion) for ARO (see note 14).

Further, it is reasonably possible based on existing knowledge that outcome within the next financial year that are different from assumptions could require an adjustment to the carrying amount of the provision for ARO and environmental liabilities and remediation. However, management does not foresee any changes in terms of business operations and its circumstances that would cause a significant change in the initial estimates used. Additional information is presented in Note 14.

iv) Determining useful lives and depreciation

Management determines the estimated useful lives and related depreciation charges for the Company's property and equipment (Note 8). Management will revise the depreciation charge where useful lives are different from the previous estimate, or will write-off or write-down technically obsolete or non-strategic assets that have been abandoned or sold. Management does not foresee any changes in terms of business operations that would warrant reassessment of estimated useful lives.

v) Pension benefit obligation and employee benefits

The determination of the Company's pension benefit obligation and employee benefits is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions, as described in Note 24, include among others, discount rates, and salary increase rates.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

32. Significant accounting judgments, estimates and assumptions (continued)

32.1. Critical accounting estimates and assumptions (continued)

v) Pension benefit obligation and employee benefits (continued)

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions follow:

	Impact on equity and income before tax	
	2018	2017
Discount rate		
Increase by 0.50%	(246,404)	(204,030)
Decrease by 0.50%	214,813	170,583
Salary increase rate		
Increase by 0.50%	1,326,789	1,271,009
Age 20	584,419	585,333
Age 31-40	331,697	351,200
Age 41-50	236,927	217,409
Age 50	173,746	117,067
Decrease by 0.50%	(1,200,428)	(1,207,787)
Age 20	(552,829)	(551,886)
Age 31-40	(300,107)	(317,752)
Age 41-50	(205,336)	(183,962)
Age 50	(142,156)	(152,187)

The above sensitivity is based on a change assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method has been applied as when calculating the pension asset (liability). The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to prior years.

While the Company's management believes that the assumptions are reasonable and appropriate, significant differences in actual experience or significant changes in actuarial assumptions may materially affect the pension obligation and employee benefits.

vi) Provision for expected credit losses of trade receivables

The Company computes probability of default rates for third party trade receivable, based on historical loss experience adjusted for current and forward looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. For inter-group trade receivables and lease receivables, the Company uses internal credit rating to determine the probability of default. Internal credit ratings are based on methodologies adopted by independent credit rating agencies, therefore the internal ratings already consider forward looking information.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

32. Significant accounting judgments, estimates and assumptions (continued)

32.1. Critical accounting estimates and assumptions (continued)

vi) Provision for expected credit losses of trade receivables (continued)

The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

32.2. Critical judgements in applying the Company's accounting policies

i) Impairment of long-lived assets

Long-lived assets (see Notes 8 and 10) are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. On a regular basis, management determines if there are triggering events or impairment indicators based on current circumstances. An impairment loss is recognized whenever evidence exists that the carrying value is not recoverable.

Management believes that no impairment charge is necessary because there are no impairment indicators on all long-lived assets at CGU level at 31 December 2018 and 2017.

ii) Taxes

A certain degree of judgment is required in determining the provision for income taxes, as there are certain transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business.

The Company recognizes liabilities for tax audit issues when it is probable. The liabilities are based on estimates whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Further, recognition of deferred income tax assets depends on management's assessment of the probability of available future taxable income against which the temporary differences can be applied. The Company reviews its deferred tax assets at each statement of financial position date and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Management believes that deferred tax assets are fully recoverable at the statement of financial position date (see Note 9).

The Company recognizes provision for impairment of input VAT and specific tax claims based on the Company's assessment of collection or recoverability through creditable tax certificates from the government. This assessment requires judgment regarding the ability of the government to settle or approve the application for claims/creditable tax certificates of the Company. Management believes that its input VAT and specific tax claims are fully recoverable as at statement of financial position date (see Note 6).

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

32. Significant accounting judgments, estimates and assumptions (continued)

32.2. Critical judgements in applying the Company's accounting policies (continued)

iii) Assessing contingencies

The Company is currently involved in various legal proceedings including a number of tax cases (see Note 28). Estimates of the probable costs for the resolution of these claims, if any, have been developed in consultation with internal and external counsels handling the Company's defense in these matters and are based upon the probability of potential results. The Company's management currently believes that the ultimate outcome of these proceedings will not have a material adverse effect on the financial statements. It is possible, however, that future results of operations could be materially affected by changes in the estimates, in the effectiveness of its strategies relating to these proceedings or the actual outcome of the proceedings (see Notes 14 and 28).

33. Changes in liability arising from financing activities

	01 January 2018	Cash flows	Accrued and paid during the year	Other	31 December 2018
Short term loans	4,057,000	(796,000)	-	-	3,261,000
Long term loans:					
Current	6,000,000	(6,000,000)	-	-	-
Non-Current	5,000,000	4,000,000	-	-	9,000,000
Dividend payable	14,216	(8,293,103)	8,293,103	1,406	15,622
Accrued interest payable	30,213	(630,779)	600,566	33,548	33,548
Total liabilities from financing activities	15,101,429	(11,719,882)	8,893,669	34,954	12,310,170

Others include the effect of reclassification of non-current portion of interest-bearing loans to current due to the passage of time, the dividend unpaid for the prior years and interest accrued but not paid during the year.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

Supplementary Information Required Under Revenue Regulations No. 15-2010

The following information required by Revenue Regulations No. 15-2010 is presented for purposes of filing with the BIR and is not a required part of the basic financial statements.

i) Output value-added tax (VAT)

Output VAT declared and the revenues upon which the same was based as at 31 December 2018 consist of:

	Gross amount of revenues	Output VAT
Subject to 12% VAT		
Sale of goods	208,423,673	25,010,839
Sale to government	1,118,850	134,262
Sale of services	260,909	31,309
Others	373,697	44,844
	210,177,129	25,221,254
Zero rated		
Sale of goods	25,081,177	-
Exempt		
Sale of goods	355,989	-
Total	235,614,295	25,221,254

Zero-rated sale of goods pertains to direct export sales transactions with PEZA-registered activities and international vessels pursuant to Section 106 (A) (2) of National Internal Revenue Code.

VAT exempt sales pertain to transactions with exempt entities which are exempt pursuant to Section 109 of National Internal Revenue Code.

ii) Input VAT

Movements in input VAT for the year ended 31 December 2018 follow:

Beginning balance	2,667,030
Add: Current year's domestic purchases/payments for:	
Importation of goods for resale/manufacture	15,868,135
Domestic goods for resale or manufacture	5,480,210
Services lodged under other accounts	1,658,284
Services rendered by non-residents	175,331
Capital goods subject to amortization	53,465
Deduct: Claims for Tax credit/refund	-
Total input VAT	25,902,455
5% Final withholding VAT against sale to government	55,942
Total input VAT	25,958,397

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

Supplementary Information Required Under Revenue Regulations No. 15-2010 (continued)

iii) Importations

The total landed cost of imports and the amount of custom duties and tariff fees accrued and paid for the year ended 31 December 2018 follow:

Landed cost of imports	128,134,904
Customers duties and tariff fees paid	4,099,554

iv) Documentary Stamp tax

Documentary stamp taxes in relation to the Company's borrowing transactions were expensed and settled by the local bank. The related balances amounting to P116.2 million were reimbursed by the Company as part of bank service fee.

v) Excise taxes

Excise taxes relate to purchase of petroleum and mineral products by the Company. These taxes are normally paid in advance by the Company and charged to cost of sales upon sale of goods. Total amount paid and charged to operations for the year ended 31 December 2018 are as follow:

	Paid	Charge	Balance
Local:			
Petroleum products	12,813,000	13,809,181	(996,181)
Mineral products	22,629	20,641	1,988
Imported:			
Petroleum products	3,460,444	3,266,844	193,600
	16,296,073	17,096,666	(800,593)

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

Supplementary Information Required Under Revenue Regulations No. 15-2010 (continued)

vi) All other local and national taxes

All other local and national taxes accrued and paid for the year ended December 31, 2018 consist of:

Real property tax	290,435
Municipal taxes / Mayor's permit	9,857
Community tax	11
	<u>300,303</u>

The above local and national taxes are lodged under miscellaneous account in selling, general and administrative expense.

vii) Withholding taxes

Withholding taxes paid and accrued and/or withheld for the year ended 31 December 2018 consist of:

	Paid	Accrued	Total
Withholding tax on compensation	383,243	121,852	505,095
Expanded withholding tax	786,240	108,455	894,695
Fringe benefit tax	13,054	7,631	20,685
Final withholding tax	926,235	87,895	1,014,130
	<u>2,108,772</u>	<u>325,833</u>	<u>2,434,605</u>

Withholding taxes paid and accrued and/or withheld for the year ended 31 December 2018 consist of:

viii) Tax assessments and cases

Other than tax cases mentioned in Note 28, there has been no tax assessments for the year 2018.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

**SCHEDULE I - RECONCILIATION OF RETAINED EARNINGS AVAILABLE FOR
DIVIDEND DECLARATION PURSUANT TO SEC RULE 68, AS AMENDED AND SEC
MEMORANDUM CIRCULAR NO. 11**

As at 31 December 2018

(All amounts in thousands Philippine Peso)

Unappropriated Retained Earnings beginning		14,339,453
Adjustments: (see adjustments in previous year's Reconciliation)		(2,432,124)
Unappropriated Retained Earnings, as adjusted to available for dividend distribution, beginning		11,907,329
Add: Net income actually earned/realized during the period	5,076,326	
Less: Non-actual/unrealized income net of tax	-	
Equity in net income of associate/joint venture	(56,932)	
Unrealized foreign exchange gain – net (except those	120,118	
Unrealized actuarial gain	-	
Fair value adjustment (M2M gains)	258,264	
Fair value adjustment of Investment property resulting to gain	-	
Adjustment due to deviation from PFRS/GAAP - gain	-	
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted under PFRS	-	
Add: Non-actual losses	-	
Depreciation on revaluation increment (after tax)	-	
Loss on fair value adjustment of investment property (after tax)	-	
Adjustment due to deviation from PFRS/GAAP - loss	-	
Net income actually earned during the period		5,397,776
Add (Less):		
Dividend declaration during the year		(8,293,103)
Appropriations of retained earnings during the period		-
Reversal of appropriateness		-
Effects of prior period adjustments		-
Treasury shares		(507,106)
Total retained earnings, end available for dividend declaration*		8,504,896

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

**SCHEDULE II - SCHEDULE OF EFFECTIVE STANDARDS AND INTERPRETATIONS
UNDER THE PFRS PURSUANT TO SRC RULE 68, AS AMENDED
As at 31 December 2018**

List of Philippine Financial Reporting Standards (PFRSs) [which consist of PFRSs, Philippine Accounting Standards (PASs) and Philippine Interpretations] effective as at December 31, 2018:

		Adopted	Not Adopted	Not Applicable
	Framework for the Preparation and Presentation of Financial Statements Conceptual Framework Phase A: Objectives and qualitative characteristics	✓		
	PFRSs Practice Statement Management Commentary	✓		
	Philippine Financial Reporting Standards			
	First-time Adoption of Philippine Financial Reporting Standards	✓		
	Amendments to PFRS 1 and PAS 27: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate			✓
	Amendments to PFRS 1: Additional Exemptions for First-time Adopters			✓
	Amendment to PFRS 1: Limited Exemption from Comparative PFRS 7 Disclosures for First-time Adopters			✓
PFRS 1 (Revised)	Amendments to PFRS 1: Severe Hyperinflation and Removal of Fixed Date for First-time Adopters			✓
	Amendments to PFRS 1: Government Loans			✓
	Share-based Payment	✓		
	Amendments to PFRS 2: Vesting Conditions and Cancellations	✓		
PFRS 2	Amendments to PFRS 2: Group Cash-settled Share-based Payment Transactions			✓
PFRS 3 (Revised)	Business Combinations			✓
	Insurance Contracts			✓
PFRS 4	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			✓
PFRS 5	Non-current Assets Held for Sale and Discontinued Operations			✓
PFRS 6	Exploration for and Evaluation of Mineral Resources			✓
	Financial Instruments: Disclosures	✓		
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets	✓		
PFRS 7	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets - Effective Date and Transition	✓		

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

		Adopted	Not Adopted	Not Applicable
PFRS 7	Amendments to PFRS 7: Improving Disclosures about Financial Instruments	✓		
	Amendments to PFRS 7: Disclosures - Transfers of Financial Assets			✓
	Amendments to PFRS 7: Disclosures - Offsetting Financial Assets and Financial Liabilities			✓
	Amendments to PFRS 7: Mandatory Effective Date of PFRS 9 and Transition Disclosures	✓		
	Additional hedge accounting disclosures (and consequential amendments) resulting from the introduction of the hedge accounting chapter in PFRS 9*		✓	
PFRS 8	Operating Segments	✓		
PFRS 9	Financial Instruments	✓		
	Amendments to PFRS 9: Mandatory Effective Date of PFRS 9 and Transition Disclosures	✓		
	Reissue to incorporate a hedge accounting chapter and permit the early application of the requirements for presenting in other comprehensive income the 'own credit' gains or losses on financial liabilities designated under the fair value option without early applying the other requirements of PFRS 9*	✓		
	Amendment to PFRS 9, incorporating requirements for classification and measurement, impairment, general hedge accounting and derecognition*	✓		
PFRS 10	Consolidated Financial Statements			✓
	Amendments to PFRS 10, 12 and PAS 27: Consolidation for investment entities			✓
PFRS 10	Amendments regarding the sale or contribution of assets between investor and its associate or joint venture	✓		
	Amendments regarding the application of the consolidation exception	✓		
	Joint Arrangements	✓		
PFRS 11	Amendments regarding the accounting for acquisitions of an interest in a joint operation	✓		
PFRS 12	Disclosure of Interests in Other Entities	✓		
	Amendments regarding the application of the consolidation exception	✓		

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

		Adopted	Not Adopted	Not Applicable
PFRS 13	Fair Value Measurement	✓		
PFRS 14	Regulatory Deferral Accounts	✓		
PFRS 15	Revenue from Contracts with Customers*	✓		
Philippine Accounting Standards				
PAS (Revised)	Presentation of Financial Statements	✓		
	Amendment to PAS 1: Capital Disclosures	✓		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			✓
	Amendments to PAS 1: Presentation of Items of Other Comprehensive Income	✓		
	Amendments resulting from the disclosure initiative	✓		
PAS 2	Inventories	✓		
PAS 7	Statement of Cash Flows	✓		
PAS 8	Accounting Policies, Changes in Accounting Estimates and Errors	✓		
PAS 10	Events after the Reporting Period	✓		
PAS 11	Construction Contracts			✓
PAS 12	Income Taxes	✓		
	Amendment to PAS 12 - Deferred Tax: Recovery of Underlying Assets			✓
PAS 16	Property, Plant and Equipment	✓		
	Amendments regarding the clarification of acceptable methods of depreciation and amortization	✓		
PAS 16	Amendments bringing bearer plants into the scope of PAS 16	✓		
PAS 17	Leases	✓		
PAS 18	Revenue	✓		
PAS 19	Employee Benefits	✓		
PAS 19 (Amended)	Amendments to clarify the requirements that relate to how contributions from employees or third parties that are linked to service should be attributed to periods of service*		✓	
PAS 20	Accounting for Government Grants and Disclosure of Government Assistance			✓
PAS 21	The Effects of Changes in Foreign Exchange Rates	✓		
	Amendment: Net Investment in a Foreign Operation			✓
PAS 23 (Revised)	Borrowing Costs	✓		

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

		Adopted	Not Adopted	Not Applicable
PAS 24 (Revised)	Related Party Disclosures	✓		
PAS 26	Accounting and Reporting by Retirement Benefit Plans			✓
PAS 27 (Amended)	Separate Financial Statements			✓
PAS 28	Investments in Associates	✓		
	Investments in Associates and Joint Ventures	✓		
	Amendments regarding the sale or contribution of assets between an investor and its associate or joint venture*		✓	
PAS 28 (Amended)	Amendments regarding the application of the consolidation exception*		✓	
PAS 29	Financial Reporting in Hyperinflationary Economies			✓
PAS 31	Interests in Joint Ventures	✓		
	Financial Instruments: Disclosure and Presentation	✓		
	Amendments to PAS 32 and PAS 1: Puttable Financial Instruments and Obligations Arising on Liquidation			✓
	Amendment to PAS 32: Classification of Rights Issues			✓
	Amendments to PAS 32: Offsetting Financial Assets and Financial Liabilities	✓		
PAS 32	Amendments to PAS 32: Financial Instruments Assets and Liability Offsetting	✓		
PAS 33	Earnings per Share	✓		
PAS 34	Interim Financial Reporting			✓
	Impairment of Assets	✓		
PAS 36	Amendment to PAS 36: Impairment of assets - Recoverable amount disclosures	✓		
PAS 37	Provisions, Contingent Liabilities and Contingent Assets	✓		
	Intangible Assets	✓		
PAS 38	Amendments regarding the clarification of acceptable methods of depreciation and amortization	✓		
	Financial Instruments: Recognition and Measurement	✓		
PAS 39	Amendments to PAS 39: Transition and Initial Recognition of Financial Assets and Financial Liabilities			✓

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

		Adopted	Not Adopted	Not Applicable
	Amendments to PAS 39: Cash Flow Hedge Accounting of Forecast Intragroup Transactions			✓
	Amendments to PAS 39: Cash Flow Hedge Accounting of Forecast Intragroup Transactions			✓
	Amendments to PAS 39: The Fair Value Option			✓
	Amendments to PAS 39 and PFRS 4: Financial Guarantee Contracts			✓
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets			✓
	Amendments to PAS 39 and PFRS 7: Reclassification of Financial Assets - Effective Date and Transition			✓
	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives			✓
	Amendment to PAS 39: Eligible Hedged Items			✓
	Amendment to PAS 39: Financial Instruments: Recognition and Measurement - Novation of Derivatives and Hedge Accounting			✓
PAS 39	Amendments to permit an entity to elect to continue to apply the hedge accounting requirements in PAS 39 for a fair value hedge of the interest rate exposure of a portion of a portfolio of financial assets or financial liabilities when PFRS 9 is applied, and to extend the fair value option to certain contracts that meet the 'own use' scope exception*		✓	
PAS 40	Investment Property			✓
PAS 41	Agriculture			✓
Philippine Interpretations				
IFRIC 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities	✓		
IFRIC 2	Members' Share in Co-operative Entities and Similar Instruments			✓
IFRIC 4	Determining Whether an Arrangement Contains a Lease	✓		
IFRIC 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds			✓

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

		Adopted	Not Adopted	Not Applicable
IFRIC 6	Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment			✓
IFRIC 7	Applying the Restatement Approach under PAS 29 Financial Reporting in Hyperinflationary Economies			✓
IFRIC 8	Scope of PFRS 2	✓		
IFRIC 9	Reassessment of Embedded Derivatives			✓
	Amendments to Philippine Interpretation IFRIC-9 and PAS 39: Embedded Derivatives			✓
IFRIC 10	Interim Financial Reporting and Impairment			✓
IFRIC 11	PFRS 2- Group and Treasury Share Transactions	✓		
IFRIC 12	Service Concession Arrangements			✓
IFRIC 13	Customer Loyalty Programmes	✓		
IFRIC 14	The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction	✓		
	Amendments to Philippine Interpretations IFRIC- 14, Prepayments of a Minimum Funding Requirement			✓
IFRIC 16	Hedges of a Net Investment in a Foreign Operation			✓
IFRIC 17	Distributions of Non-cash Assets to Owners			✓
IFRIC 18	Transfers of Assets from Customers			✓
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments			✓
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine			✓
IFRIC 21	Levies	✓		
SIC-7	Introduction of the Euro			✓
SIC-10	Government Assistance - No Specific Relation to Operating Activities			✓
SIC-12	Consolidation - Special Purpose Entities			✓
	Amendment to SIC - 12: Scope of SIC 12			✓
SIC-13	Jointly Controlled Entities - Non-Monetary Contributions by Venturers			✓
SIC-15	Operating Leases - Incentives			✓
SIC-25	Income Taxes - Changes in the Tax Status of an Entity or its Shareholders			✓
SIC-27	Evaluating the Substance of Transactions Involving the Legal Form of a Lease			✓
SIC-29	Service Concession Arrangements: Disclosures			✓

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

		Adopted	Not Adopted	Not Applicable
SIC-31	Revenue - Barter Transactions Involving Advertising Services			✓
SIC-32	Intangible Assets - Web Site Costs			✓

The standards and interpretations marked with an asterisk (*) refer to those standards and interpretations that are effective after 31 December 2018.

The standards and interpretations that are labeled as "Not Applicable" are already effective as at 31 December 2018 but will never be relevant/applicable to the Company or are currently not relevant to the Company because it has currently no related transactions.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

SCHEDULE III - SCHEDULE OF FINANCIAL SOUNDNESS INDICATORS
PURSUANT TO SRC RULE 68, AS AMENDED

	Years Ended December 31	
	2018	2017
Current Ratio (a)	1.43	1.47
Debt Ratio (b)	0.10	0.11
Debt to Equity (c)	0.20	0.21
Asset to Equity Ratio (d)	2.09	1.96
Interest Coverage Ratio (e)	12.50	28.72
Return on Assets (f)	6.33%	12.66%
Return on Equity (g)	13.22%	24.88%

a. Current ratio is computed by dividing current assets over current liabilities.

b. Debt ratio is computed by dividing net debt (short-term and long-term borrowings less cash) over total assets.

c. Debt to equity ratio is derived by dividing net debt (short-term and long-term borrowings less cash) over stockholder's equity (exclusive of Other Reserves).

d. Asset to equity ratio is derived by dividing total assets over stockholder's equity (exclusive of Other Reserves).

e. Interest coverage ratio is derived by dividing earnings before interest expense and taxes over interest expense.

f. Return on assets is computed as Profit (Loss) for the year divided by total assets.

g. Return on equity is computed as Profit (Loss) for the year divided by stockholder's equity (exclusive of Other Reserves).

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

**SCHEDULE IV - SUPPLEMENTARY INFORMATION IN SEGMENTED STATEMENT OF
INCOME FOR REGISTERED ACTIVITY UNDER INCOME TAX HOLIDAY
REGISTRATION NUMBER 2014-073**

For the year ended 31 December 2018

(All amounts in thousands Philippine Peso)

The following information is presented to comply with one of the requirements of BOI for the Income Tax Holiday where the Company is currently registered.

	BOI - Registered Activity	Non-BOI Registered Activities	Audited Financial Statement
NET SALES	128,759,287	90,109,389	218,868,676
Cost of Sales	(119,149,759)	(77,424,114)	(196,573,873)
GROSS PROFIT	9,609,528	12,685,275	22,294,803
Selling, General and Administrative Expenses	(8,342,017)	(6,044,583)	(14,386,600)
NET INCOME FROM OPERATIONS	1,267,511	6,640,692	7,908,203
Other income (expense), net	(787,209)	171,154	(616,055)
NET INCOME BEFORE INCOME TAX	480,302	6,811,846	7,292,148

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the year ended December 31, 2018

SCHEDULE A - FINANCIAL ASSETS

As at 31 December 2018

(All amounts in thousands Philippine Peso)

Name of issuing entity and association of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the balance sheet	Valued based on market quotation at end of reporting period	Income received and accrued
Equity through OCI				
Alabang Country Club, Inc.	2	14,000	14,000	
Atlas Consolidated Mining and Development	3000000	7,679	7,679	
Canlubang Golf & Country Club, Inc.	2	2,600	2,600	
Club Filipino de Cebu, Inc.	24	700	700	
Manila Golf & Country Club, Inc.	6	390,000	390,000	
Manila Polo Club, Inc.	2	46,000	46,000	
Manila Southwoods Golf & Country Club	1	1,000	1,000	
Negros Occidental Golf & Country Club	1	20	20	
Pantranco South Express Inc.	5232000	3,738	3,738	
Puerto Azul Beach & Country Club, Inc.	1	150	150	
Sta. Elena Golf Club, Inc.	2	11,400	11,400	
The Royal Northwoods Golf Club & Country	1	1,000	1,000	
Valley Golf Club, Inc.	1	420	420	
Wack Wack Golf & Country Club, Inc.	1	38,000	38,000	
Total Equity through OCI financial assets		516,707	516,707	
Cash			4,455,124	
Receivables			10,990,771	
Derivatives			22,780	
Market investment loans			54,071	
Long-term receivables			141,470	
Total financial assets			16,180,923	

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

SCHEDULE B - AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED PARTIES AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)

As at 31 December 2018

Name of employee	Balance at beginning of period	Additions	Amounts Collected	Amounts Written-off	Current	Non Current	Balance at end of period
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

The Company's receivables from directors, officers, employees, and principal stockholders are limited to receivables subject to usual terms for ordinary expense advances and items arising in the ordinary course of business.

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

**SCHEDULE C - AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE
ELIMINATED DURING THE CONSOLIDATION OF FINANCIAL STATEMENTS**
As at 31 December 2018

Name and Designation of Debtor	Balance at beginning of period	Additions	Amounts Collected	Amounts Written-off	Current	Non Current	Balance at end of period
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

SCHEDULE D - INTANGIBLE ASSETS - OTHER ASSETS
As at 31 December 2018
(All amounts in thousands Philippine Peso)

Description	Beggining balance	Additions at cost	Charged to cost and expenses	Charged to other accounts	Other changes additions (deductions)	Ending balance
Intangible assets	60,907	-	(6,375)	-	1,194	55,726

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

SCHEDULE E - LONG TERM DEBT
As at 31 December 2018

Title of issue and Type of obligation	Amount authorized by indenture	Amount shown under caption "current portion of long-term debt" in related statement of financial position	Amount shown under caption "Loans payable, net of current portion" in related statement of financial position
Bank loan	9,000,000	-	9,000,000

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

SCHEDULE F - INDEBTEDNESS TO RELATED PARTIES
(LONG-TERM LOANS FROM RELATED COMPANIES)
As at 31 December 2018

Name of related party	Balance at beginning of period	Balance at end of period
N/A	N/A	N/A

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

SCHEDULE G - GUARANTEES OF SECURITIES OF OTHER ISSUERS
As at 31 December 2018

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by person for which statement is filed	Nature of guarantee
N/A	N/A	N/A	N/A	N/A

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

SCHEDULE H - CAPITAL STOCK
As at 31 December 2018

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding as shown under related statement of financial position caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, officers and employees	Others
Common stocks	2,500,000,000	1,613,444,202	-	890,860,233	205,787	722,378,182

PILIPINAS SHELL PETROLEUM CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended December 31, 2018

SCHEDULE I - RELATIONSHIP MAP
As at 31 December 2018

