Pilipinas Shell Petroleum Corporation

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE CHARTER

Purpose

The Corporate Social Responsibility Committee ("CSR Committee") is a committee under the Board of Directors ("Board") of Pilipinas Shell Petroleum Corporation who shall have authority over HSSE&SP functions. The Committee carries out certain oversight functions on behalf of the Board. The CSR Committee aims to support one of the Mission Statements of the PSPC which is "to partner with the Government and Communities in promoting social investments and advocacies that contribute to national development."

Limitations in the Committee's Role

It is not the duty of the Committee to

1. plan or conduct HSSE&SP audits, this being the responsibility of management and the HSSE&SP function.
2. determine the management of the safe condition and environmentally responsible operation of the Company's facilities and assets, which is the role of the Management
3. determine the appropriate level of the Company's exposure to risk, which is the role of the Board.

Membership

The CSR Committee is appointed by the Board and shall be composed of at least three (3) Non-Executive Directors with at least two (2) of them being Independent Directors.

The Committee is composed in such a way that it possesses, as a group, the necessary knowledge, skills and experience required to properly perform its duties.

The Committee Chairman must be an Independent Director and shall be elected by the Board.

To assist the Committee in its concerns, the Committee shall be supported by the CSR Secretariat, the HSSE Manager and the Social Performance Manager.

Secretary

The CSR Secretariat which shall be composed of representatives from the HSSE Department and the Social Performance Department. The representatives from the HSSE Department and the Social Performance Department do not need to be the HSSE Manager and the Social Performance Manager.

It shall be headed by the Committee Secretary appointed by the CSR Committee.

The CSR Secretariat shall be the principal support body of the CSR Board Committee.

The Committee Secretary shall provide assistance to the members of the Committee, including but not limited to assisting the Committee Chair in planning the work of the Committee, formulating meeting

agendas, maintenance of committee minutes, collation and distribution of information required by the Committee and provide practical support, as and when needed.

Authority

The Board has constituted the Committee with the authorities necessary to perform the duties set out in this Charter. The Committee, within the scope of its assigned duties, is authorised to seek any information it requires from employees and external parties.

The Committee may engage advisers or otherwise obtain independent legal or other professional services it requires, at the expense of the Company.

The Board will provide the Committee with sufficient resources to undertake its duties.

Quorum

The Committee is and acts as a collegial body. Accordingly, a quorum shall be required to pass any action.

A quorum shall consist of at least 2 members:

a) In attendance, whether in person or by video/teleconferencing facility, or
b) As evidenced by a paper resolution duly signed by at least 2 members.

Meetings

1. Meeting Frequency
    a. Meetings shall be held at least four times each calendar year, usually preceding the meetings of the Board.
2. Meeting Attendance
    a. Only the Committee Chairman and members shall be entitled to participate in Committee meetings.
    b. At the invitation of the Committee, others, including Directors and Management, may also attend the Committee meetings.
    c. In the absence of the Chair, the meeting shall be chaired by another Non-Executive director.
    d. The Committee shall meet regularly with the CSR Secretariat, HSSE Manager and Social Performance Manager. If the Committee so desires, it shall meet with these and other staff in separate session without management being present.
3. Meeting Minutes
    a. Minutes of the Committee meeting will be recorded and be maintained by the Committee Secretary.

Annual Stockholders' Meeting

The Committee Chairman shall be prepared to respond to any questions relating to the Committee's activities at the Annual Stockholders' Meeting of the Company's shareholders.

Duties

HSSE&SP

The Committee shall:

- review the standards, policies and practices of the Company relating to HSSE&SP and to the safe condition and environmentally responsible operation of the Company's facilities and assets;
- guide the Company's strategies on HSSSE&SP to ensure that the Company is recognized as a responsible Corporation;
- review the current and proposed significant partnerships with stakeholders relating to HSSE&SP (including, but not limited to, employees, shareholders, customers, suppliers, governments, local communities and the general public);
- evaluate the Company's communication strategies to stakeholders related to HSSE&SP (including, but not limited to, media relations, community relations and crisis management) and protect the reputation of the Company on HSSSE&SP related matters;
- review the sustainability-related content of the Company's Annual Report prior to its issuance;
- monitor the effectiveness and adequacy of the HSSE&SP risk based internal control system and have access to any audit, incident and investigation report it considers relevant; and
- review and assess the remit of the HSSE&SP audit function.

Reporting

The Committee shall:

- report regularly to the Board on the Committee's activities, issues and its proceedings after each meeting on all matters within its duties and responsibilities;
- prepare its Annual Committee report, through its Secretariat, describing the committee's composition, meeting attendance, responsibilities and how they were discharged, overall performance of the Committee and other accomplishments or activities;
- make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed;
- review significant matters in relation to HSSE&SP disclosures and any other report the company issues that relates to the Committee's responsibilities on HSSE&SP with legal counsel; and
- at least annually, evaluate the Committee Charter and recommend revisions, if any.

This charter was reviewed and approved by the Board of Directors on 27th of Feb 2017.