



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 14829

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

PILIPINAS SHELL PETROLEUM CORPORATION
(Amending Article II Secondary Purpose thereof.)

copy annexed, adopted on April 20, 2017 by majority vote of the Board of Directors and on May 16, 2017 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and a majority of the Board of Directors of the corporation was approved by the Commission on this date pursuant to the provision of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

Unless this corporation obtains or already has obtained the appropriate Secondary License from this Commission, this Certificate does not authorize it to undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing company and time shares/club shares/membership certificates issuers or selling agents thereof. Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 20th day of June, Twenty Seventeen.




FERDINAND B. SALES
Director

Company Registration and Monitoring Department

COVER SHEET

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S.E.C. Registration Number

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																		

(Company's Full Name)

1	5	6		V	A	L	E	R	O		S	T		S	A	L	C	E	D	O		V	I	L	L	A	G	E
M	A	K	A	T	I		C	I	T	Y																		

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

ATTY. ERWIN R. OROCIO

Contact Person

+63 2 499 4553

Company Telephone Number

1	2	3	1
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Month Day

Fiscal Year

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FORM TYPE

0	5	1	6
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Month Day

3rd Tuesday of May
Annual Meeting

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

Secondary License Type, If Applicable

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Dept. Requiring this Doc.

Secondary Purpose of Articles of Incorporation
Amended Articles Number/Section

312

Total No. of Stockholders
(As of 31 March 2017)

Total Amount of Borrowings	
Domestic	Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

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Document I. D.

Cashier

STAMPS

**AMENDED
ARTICLES OF INCORPORATION
OF
PILIPINAS SHELL PETROLEUM CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

That WE, all of whom are legal age, and residents of the Philippines, have this day voluntarily associated ourselves together for the purposes of forming a corporation under the laws of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be

PILIPINAS SHELL PETROLEUM CORPORATION
(Formerly Shell Philippines, Incorporated as
Amended August 18, 1970)
Amended as at 20 March 1973)

SECOND: That the purposes for which such corporation is formed are:

Primary Purpose

- (a) To construct, operate and maintain petroleum refineries, works, plant machinery, equipment, dock and harbor facilities and auxiliary works and other facilities of all kinds used in or in connection with the manufacture of products of all kinds which are wholly or partly derived from crude oil.

Secondary Purpose

- (b) To carry on business or petroleum refining in all its branches.
(c) To purchase, acquire, import and store crude oil, blending stock and other supplies and raw materials; to manufacture therefrom petroleum, chemical and/or petrochemical products of all kinds; and to sell at wholesale export, exchange, transport and dispose of such products. (Amended as at April 1981)
(d) To the extent permitted by law, to buy, trade, exchange and sell at wholesale, all kinds and classes of goods, wares, merchandise, and other articles of trade including, but not limited to, dry goods, foodstuffs, products, electrical supplies, office equipment, rubber and synthetic products, hydrocarbon products, chemical and chemical products.
(e) To purchase, build, acquire, charter, own and operate ships and vessels of all kinds, for the corporation's own use.
(f) To the extent permitted by law, to acquire by purchase, lease or otherwise and to hold all such property, whether real or personal, as may be necessary for the purposes of the said corporation; and to make such contracts and enter into such agreements as may be incidental to the objects of the corporation.
(g) To the extent permitted by law, to acquire any company or companies for the purpose of acquiring all or any of the property, rights or liabilities of the said corporation or for

any purpose which may seem directly or indirectly calculated to benefit the said corporation.

- (h) To the extent permitted by laws, to invest and deal with the monies of the said corporation not immediately required in such manner as the said corporation shall from time to time determine.
- (i) To borrow, raise or secure the payment of money in such manner as the said corporation shall from time to time think fit.
- (j) To purchase, create, generate, hold or otherwise acquire electric current and electric power of every kind, description and source, and to sell, market, supply or otherwise dispose of at wholesale/retail, insofar as may be permitted by law, light, heat and power of every kind, description and source.
- (k) Generally to do all such other things and transact all such business as may be, directly or indirectly or conducive to the attainment of the above objects or any of them. (Amended by the Board of Directors on 20 April 2017, and by the stockholders on 16 May 2017)

THIRD: That the place where the principal office of the said corporation is to be established is at Shell House, No. 156 Valero St., Salcedo Village, Brgy. Bel-Air, Makati City 117. (As amended on 5 May 2014)

FOURTH: That the terms for which the said corporation is to exist is fifty (50) years from and after 8th January 2009, the expiry date of its original term. (Amended as at 18 April 2008)

FIFTH: That the names, nationalities, and residences of the incorporators of the said corporation are as follows:

Name	Nationality	Residence
Alfonso Zobel de Ayala	Filipino	Philippines
Antonio F. Gonzalez	Filipino	Philippines
J. Antonio Araneta	Filipino	Philippines
Enrique Zobel	Filipino	Philippines
J. Olbes	Filipino	Philippines
Rafael Ortigas	Filipino	Philippines
George Hugh Winston Churchill	British	Philippines
Richard Anthony Meyjes	British	Philippines
Lindsay de Clarke Blechynden	British	Philippines
James Campbell Pullen	British	Philippines
John George Trimmer	British	Philippines
Robert Leslie Goldsack	British	Philippines

SIXTH: That the number of Directors of the said Corporation shall be eleven (11) and that the names, nationalities and residences of the Directors of the said corporation who are to serve until their successors are duly elected and qualified as provided by the By-Laws are as follows, to wit:

Name	Nationality	Residence
Alfonso Zobel de Ayala	Filipino	Philippines

Antonio F. Gonzalez	Filipino	Philippines
J. Antonio Araneta	Filipino	Philippines
George Hugh Winston Churchill	British	Philippines
Richard Anthony Meyjes	British	Philippines
Lindsay de Clarke Blechynden	British	Philippines
James Campbell Pullen	British	Philippines
John George Trimmer	British	Philippines
Robert Leslie Goldsack	British	Philippines

(Amended by deletion as at 31 January 1992)

SEVENTH: That the capital stock of the Corporation is PESOS: TWO BILLION FIVE HUNDRED MILLION (P2,500,000,000.00), Philippine Currency, divided into TWO BILLION FIVE HUNDRED MILLION (2,500,000,000) shares with a par value of ONE PESO (1.00) each. (Amendment approved by affirmative vote of at least majority of the Board of Directors on 24 March 2015 and approved/ratified on 12 May 2015 by the stockholders representing at least 2/3 of the outstanding capital stock)

The holders of shares shall not be entitled to pre-emptive rights to subscribe to any new issues of such shares of stock, nor dispositions of existing stocks, whether issued from its unissued capital or from treasury. *(As approved by the Board of Directors and Stockholders on 13 June 2016 and 18 July 2016, respectively)*

EIGHT: That the amount of the said capital stock which has been actually subscribed is EIGHT HUNDRED THOUSAND PESOS (P800, 000.00) and the following persons, with a statement of their respective nationalities and residences, have subscribed for the number of shares and amount of capital stock set out opposite their respective names:

Name	Nationality	Residence	No. and Class of Shares	Amount of Capital Stock Subscribed
Jose M. Olbes	Filipino	Philippines	396 A	P 39,600
A. F. Gonzalez	Filipino	Philippines	139 A	13,900
Alfonso Zobel de Ayala	Filipino	Philippines	458 A	45,000
J. Antonio Araneta	Filipino	Philippines	440 A	44,000
Rafael Ortigas	Filipino	Philippines	229 A	22,900
Manny de Leon	Filipino	Philippines	88 A	8,800
Severo Tuason	Filipino	Philippines	88 A	8,800
Hans Menzi	Filipino	Philippines	88 A	8,800
Carolina Tuason Vda. De Zaragoza	Filipino	Philippines	44 A	4,400
Aurelio Montinola	Filipino	Philippines	17 A	1,700
Mrs. Mercedes Zobel de McMicking	Filipino	Philippines	9 A	900
Enrique Zobel Olgado	Filipino	Philippines	4 A	400
Philip Keith-Major Patten	British	UK	5,994 A	599,400

George Hugh Winston Churchill	British	Philippines	1 B	100
Richard Anthony Meyies	British	UK	1 B	100
Lindsay de Clarke Blechynden	British	New Zealand	1 B	100
James Campbell Pullen	British	UK	1 B	100
John George Trimmer	British	UK	1 B	100
Robert Leslie Goldsack	British	UK	1 B	100
			8,000	P800,000*

*based on the original subscription and paid up

NINTH: That the following persons have paid on the shares of capital stock for which they have subscribed the amounts set out opposite their respective name:

Name	Nationality	Residence	Amount Paid on Subscription
Jose M. Olbes	Filipino	Philippines	P 39,600
A.F Gonzales	Filipino	Philippines	13,900
Alfonso Zobel de Ayala	Filipino	Philippines	45,800
J. Antonio Araneta	Filipino	Philippines	44,000
Rafael Ortigas	Filipino	Philippines	22,900
Manny de Leon	Filipino	Philippines	8,800
Severo Tuason	Filipino	Philippines	8,800
Hans Menzi	Filipino	Philippines	8,800
Carolina Tuason Vda. De Zaragoza	Filipino	Philippines	4,400
Aurelio Montinola	Filipino	Philippines	1,700
Mrs. Mercedes Zobel de McMicking	Filipino	Philippines	900
Enrique Zobel Olgado	Filipino	Philippines	400
			P200,000*

*based on the original subscription and paid

TENTH: That GEORGE HUGH WINSTON CHURCHILL has been elected by the subscribers as Treasurer of the said Corporation, to act as such until his successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer he has been authorized to receive for said corporation and to receipt in its name for all subscription paid in by the said subscribers.

ELEVENTH: The Chief Executive Officer of the Corporation shall be the President who shall be elected annually by the Board of Directors from among the Directors nominated by the Shell Group. The President shall not be removed except for cause. In the event the office of the President shall become vacant, such vacancy shall be filled by a nominee of the Shell Group, whose appointment shall be confirmed by the Board of Directors, for the unexpired term (or for such shorter period as the Board may determine).

A reference to the "Shell Group" is to the Royal Dutch Shell plc (the "Parent Company") and any company which is for the time being directly or indirectly controlled by the Parent Company. *(As approved by the Board of Directors and Stockholders on 13 June 2016 and 18 July 2016, respectively)*

In addition and without prejudice to the powers conferred upon him by law and the By-Laws of the corporation, the President shall have the right to exercise, under the general Supervision of the Board of Directors, the following powers:

- (a) To conduct the day to day business of the Company;
- (b) To appoint and remove agents and employees;
- (c) To enter into arrangements with Government or authorities, supreme, municipal, local or otherwise and to obtain from any such Government or Authority any rights, privileges or concessions and to carry on and exercise or comply with any such rights, privileges or concessions;
- (d) To enter into arrangements relating to the purchase and sale, whether for cash or on credit, of products marketed or to be marketed by the Company or any movable equipment necessary to the business of the Company, and to make, sign and execute any deeds or documents in relation thereto;
- (e) To enter into arrangements relating to any and all means of transport, public or private;
- (f) To take on lease any houses, offices, buildings and lands or to give on lease or sublease any houses, offices, buildings or lands not necessary to the business of the Company;
- (g) To demand, sue for, enforce payment of and receive and give effectual receipts and discharges for all moneys, securities for money, debts, goods, chattels and effects whatever and effects whatever of or to which the Company is not or may hereafter become possessed or entitled or which is may become due, owing, payable or transferrable to the Company from any person, persons, company or body whatsoever;
- (h) To charge, institute and prosecute or enter appearances to defend, answer or oppose all actions and other legal proceedings and demands touching any matters in which the Company is now or may hereafter be interested or concerned;
- (i) To adjust, settle or compromise any accounts, debts, claims and demands, disputes and matters touching any of the matters aforesaid or any other matters which are now subsisting or may hereafter arise between the Company and any other company, body or person, not exceeding the amount laid down from time by the Board of Directors for any one claim, demand or dispute;
- (j) To attend by himself or his duly appointed representative all meetings of creditors of any person or persons, company or companies, or syndicate or syndicates indebted to the Company, whether in insolvency or otherwise, and to prove the Company's claim at any such meeting or meetings and vote for the election of official receivers or liquidators or to consent to the assignment of the estate of any of the Company's debtors, to sign the necessary deed and vote for the election of an Assignee or Assignees, and also to vote on all questions submitted to any such meetings of creditors generally to exercise all rights attaching to the Company as creditor and to appoint and remove at pleasure, from time to time, any duly authorized representative appointed by him to act on his behalf.

- (k) To execute, sign, enter into acknowledge, perfect and do all such deeds, agreements, declaration, instruments, acts and things as shall be requisite in relation to all or any of the purposes or matters aforesaid, furnish such guarantees as may be deemed expedient for recording, registering or otherwise completing and giving validity thereto.
- (l) Subject as hereinafter provided to sign, endorse or negotiate bills of exchange, cheques, drafts, orders for delivery of securities, goods or effects, bills of lading and other negotiable or mercantile instruments with power.
 - (i) To delegate to any two or more other persons the powers conferred hereunder of signing and drawing bills of exchange, cheques, drafts and orders for delivery of securities on behalf of the Company (which said powers are hereinafter referred to as the "Financial Powers") and
 - (ii) To point one or more other persons to execute the Financial Powers in conjunction with the Vice President-Finance or any sole substitute acting under him.

and it is hereby declared:

- (a) that notwithstanding anything herein contained none of the Financial Powers shall be validly exercised except by not less than two persons (whether or not the President is one of two such persons) and
- (b) that any such delegation or appointment as aforesaid shall, be in writing under the hand of the President and shall be revocable at any time at the pleasure of the President by writing under his hand and shall continue in full force and effect until so revoked.

- (m) To borrow any sums of money not exceeding the amount laid down from time to time by the Board of Directors, whether from a bank or otherwise, on such terms, whether by way overdraft, or otherwise and with or without security, as may be necessary or proper for any purposes hereof. (Amended as at 31 January 1992)

TWELFTH: In connection with the initial public offering and initial listing of shares by the Corporation with the Philippine Stock Exchange, Inc., ("PSE") the corporation shall strictly comply with the following lock-up requirements prescribed by the rules and regulations of the PSE as may be amended from time to time in accordance with amendments to the Rules of the PSE:

- (i) The corporation shall cause its existing stockholders who own an equivalent of at least ten per cent (10%) of the issued and outstanding shares of stock of the Corporation at the time of listing of such shares to refrain from selling, assigning or in any manner disposing of their shares for a period of One Hundred Eighty (180) days after the listing of said shares if the company meets the track record requirements of the Exchange Rules or Three Hundred Sixty Five (365) days if exempt from such requirements;
- (ii) If there is any issuance or transfer of shares (i.e., private placements, asset for shares swap or a similar transaction) or instruments which lead to issuance of shares (i.e., convertible bonds, warrants or a similar instrument) done and fully paid for within One hundred eighty (180) days prior to the start of the offering period, and the transaction price is lower than that of the offer price in the

Initial Public Offering, all shares availed of shall be subject to a lock-up period of at least Three Hundred Sixty Five (365) days from full payment of the aforesaid shares. (As approved by the Board of Directors and Stockholders on 13 June 2016 and 18 July 2016, respectively)

IN WITNESS WHEREOF, we have hereunto set our hands this 8th day of January 1959 at Manila, Philippines.

(SGD.) ALFONSO ZOBEL DE AYALA	(SGD.) G.H. W. CHURCHILL
(SGD.) ENRIQUE J. ZOBEL	(SGD.) R. A. MEYJES
(SGD.) J. ANTONIO ARANETA	(SGD.) L. DE C. BLECHYNDEN
(SGD.) A.F. GONZALEZ	(SGD.) J.C. PULLEN
(SGD.) JOSE M. OLBES	(SGD.) J.G. TRIMMER
(SGD.) RAFAEL ORTIGAS	(SGD.) R. L. GOLDSACK

SIGNED IN THE PRESENCE OF:
 (SGD.) JAVIER J. NEPOMUCENO (SGD.) D.P HAMBLIN

REPUBLIC OF THE PHILIPPINES)
 CITY OF MANILA)S.S

BEFORE ME, a Notary Public in and for the City of Manila, personally appeared the following persons exhibiting their respective Residence Certificates and Alien Certificate of Registration as set forth opposite their name:

NAME	RESIDENCE CERTIFICATE NO.	PLACE ISSUES	DATE ISSUED
ALFONSO ZOBEL DE AYALA	A-0118351 B-0085930	Manila Manila	6th January 1959 13th February 1958
ANTONIO F. GONZALEZ	A-0120686 B-0060258	Manila Manila	10th January 1958 3rd February 1958
J. ANTONIO ARANETA	A-00120887 B-0100262	Manila Manila	17th January 1958 13th March 1958
ENRIQUE ZOBEL	A-0118355 B-0085932	Manila Manila	6th January 1959 13th February 1958
J. OLBES	A-0120613 B-0001572	Manila Manila	10th January 1958 20 February 1958
RAFAEL ORTIGAS	A-00020753 B-0002120	Manila Manila	3rd January 1958 30th January 1958
GEORGE HUGH WINSTON CHURCHILL	A-0228144 B-0075587 ACR-9520	Manila Manila Manila	13th February 1958 13th February 1958 7th July 1950 Reported: 2/12/58
RICHARD ANTONIO MEYJES	A-5257299 B-NONE ACR-0029160	Manila Arrived Manila	13th November 1958 10th November 1958 18th November 1958

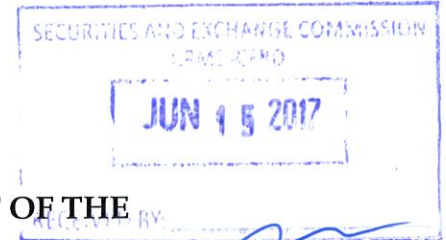
LINDSAY DE CLARKE BLECHYNDEN	A-0029160 B-0027159 ACR-70031	Manila Manila Cebu	2nd January 1958 17th January 1958 3rd August 1958 Reported: 12/9/1957
JAMES CAMPBELL PULLEN	A-0430911 B-NONE ACR-24641	Manila Arrived: Manila	6th August 1958 4th August 1958 3rd December 1958
JOHN GEORGE TRIMMER	A-0449945 B-NONE ACR- 27634	Manila Arrived: Manila	12th December 1958 27th December 1958 3rd December 1958
ROBERT LESLIE GOLDSACK	A-0289046 B-0004493 ACR-4245994	Manila Manila Manila	10th March 1958 10th March 1958 22nd April 1952 Reported: 7/5/58

known to me to be the persons who executed the foregoing ARTICLES OF INCORPORATION, and each of them acknowledged to me that the same is his free and voluntarily act.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal, this 8th day of January 1959.

Doc. No. 90;
Page No. 19;
Book No. I;
Series of 1959

(SGD.) MARINA DE GUZMAN
NOTARY PUBLIC
UNTIL DECEMBER 31, 1959



**DIRECTORS' CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
PILIPINAS SHELL PETROLEUM CORPORATION**

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, consisting of at least a majority of the members of the Board of Directors of **PILIPINAS SHELL PETROLEUM CORPORATION** (the "Corporation"), with the Chairman of the Board, President and the Corporate Secretary of the stockholders' meeting countersigning, do hereby certify that:

1. A Special Meeting of the Members of the Board of Directors of the Corporation was held at its principal office at the Shell House, No. 156 Valero Street, Salcedo Village, Brgy. Bel-Air Makati City, on 20 April 2017, for the purpose of considering, among other things, and subsequently approving the amendment to the Secondary Purpose of the Articles of Incorporation of the Corporation;
2. On 16 May 2017, the Annual Meeting of the Stockholders of the Corporation was held at the Main Lounge, Manila Polo Club, Mckinley Road, Makati City, Metro Manila, during which the stockholders ratified the resolution of the Board of Directors approving the amendment to Secondary Purpose of the Articles of Incorporation of the Corporation;
3. Written notices of the time, place and agenda of said meetings were made upon each director and stockholder, respectively, at his/her/its place of residence or principal office as shown in the books of the Corporation;
4. Pursuant to said notices, a majority of the members of the Board of Directors appeared in person and the stockholders representing at least two thirds (2/3) of the outstanding capital stock were present either in person or by proxy at said meetings;
5. At said meetings, upon motion duly made and seconded, the following resolution on the amendment of the Corporation's Articles of Incorporation was adopted by at least a majority of the members of the Board of Directors and the stockholders representing at least a majority of the members of the

Board of Directors and the stockholders representing at least two thirds (2/3) of the outstanding capital stock were present either in person or by proxy:

"RESOLVED, that the Articles of Incorporation be amended to add the following as a secondary purpose to allow the Corporation:

"SECOND: That the purposes for which such corporation is formed are:

Primary Purpose

xxx

Secondary Purpose

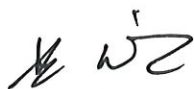
xxx

"(j) To purchase, create, generate, hold or otherwise acquire electric current and electric power of every kind, description and source, and to sell, market, supply or otherwise dispose of at wholesale/retail, insofar as may be permitted by law, light, heat and power of every kind, description and source;

(k) Generally to do all such other things and transact all such business as may be, directly or indirectly or conducive to the attainment of the above objects or any of them."

6. The attached Articles of Incorporation are true and correct copies of the Corporation's Articles of Incorporation amended as aforesaid.

IN WITNESS WHEREOF, we have hereunto signed this certificate on this
_____ day of 16 May 2017 at Makati City.



ASADA HARINSIUT

Chairman

TIN No. 489-347-979



JOSE JEROME R. PASCUAL III

Director

TIN No. 121-514-616



CESAR G. ROMERO

President/Director

TIN No. 150-316-865



CESAR A. BUENAVENTURA

Director

TIN No. 105-720-947



DENNIS G. GAMAB

Director

TIN No. 136-623-021



ANTHONY LAWRENCE D. YAM

Director

TIN No. 121-516-994

Countersigned by:



ASADA HARINSIUT

Chairman

TIN No. 489-347-979



ERWIN R. OROCIO

Secretary

TIN No. 121-514-368

MAKATI CITY

MAY 16 2017

SUBSCRIBED AND SWORN TO before me this _____ day of May 2017
at Makati City, affiants exhibiting to me their respective competent evidence of
identity as follows:

Name	Competent Evidence of Identity/ Passport No.	Validity and Place of Issuance
ASADA HARINSIUT	AA3260859	02 APRIL 2019/ MINISTTRY OF FOREIGN AFFAIRS
CESAR G. ROMERO	EB7684774	18 MAR 2018/PE BEIJING
JOSE JEROME R. PASCUAL III	EC6677175	06 FEB 2021/DFA MANILA
CESAR A. BUENAVENTURA	EC1421010	16 JUN 2019/DFA MANILA
DENNIS G. GAMAB	EC1017408	06 MAY 2019/DFA MANILA
ANTHONY LAWRENCE D. YAM	EB9453907	24 OCT 2018/DFA MANILA
ERWIN R. OROCIO	EC0601639	02 APR 2019/DFA MANILA

NOTARY PUBLIC

Doc. No. 305
Page No. 162
Book No. 11
Series of 2017.

ATTY. GERVASIO B. ORTIZ, JR.
NOTARY PUBLIC FOR MAKATI CITY
UNTIL DECEMBER 31/2018
PTR NO. 5909514 / 01-03-2017/MAKATI
IBP NO 655155 LIFETIME MEMBER
APPT. NO. M-104/2017/ROLL NO. 40091
MCLE COMPLIANCE NO. V-0006934
UNIT 102 PENINSULA COURT BLDG
3735 MAKATI AVE., MAKATI CITY

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY, METRO MANILA) S.S

SECRETARY'S CERTIFICATE OF NO PENDING CASE

I, **ERWIN R. OROCIO**, of legal age, Filipino, and with address at #8 Philco Lane, Liberty Homes, East Service Road, Cupang, Muntinlupa City, after having been duly sworn in accordance with law, hereby depose and state that:

1. I am the duly elected Corporate Secretary of **PILIPINAS SHELL PETROLEUM CORPORATION**, a corporation duly organized and existing under and by virtue of the laws of the Philippines, with principal office at Shell House, No. 156 Valero Street, Salcedo Village, Brgy. Bel-Air Makati City (the "Corporation"); and
2. To the best of my personal knowledge and based on the documents in my custody, no action or proceeding has been filed or is pending before any court or tribunal involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors, corporate officers or stockholders of the Corporation.
3. The undersigned attests to the truth of the foregoing for whatever legal purposes it may serve.

IN WITNESS WHEREOF, I have hereunto affixed my signature this MAY 30 2017 day of May 2017 at Makati City.



ERWIN R. OROCIO
Corporate Secretary

MAY 30 2017

SUBSCRIBED AND SWORN TO BEFORE ME, this ____ day of May 2017 at Makati City, affiant exhibiting to me his Community Tax Certificate and competent evidence of identification:

Name	Community Tax Certificate		Competent Evidence of Identification	
	Number	Date/Place Issued	Type/Number	Date/Place Issued
ERWIN R. OROCIO	CCI201610028121	14 February 2017/ Tanauan City	SSS398767385	

Doc. No. 354;
Page No. 72;
Book No. XVII;
Series of 2017.


RUBIN G. CURA
NOTARY PUBLIC FOR & IN MAKATI CITY
156 VALERO ST., SALCEDO VILLAGE, MAKATI CITY
ROLL NO. 53981
IBP NO. 05934-PPLM CHAPTER-LIFETIME
UNTIL DEC. 31, 2018/APPOINTMENT NO. M-169
PTR NO. MKT5912649 MAKATI CITY 05 JANUARY 2017
MCLE COMPLIANCE V-0016411/28 MARCH 2016



Republic of the Philippines
DEPARTMENT OF ENERGY

DOE-EPIMB-SEC NO. 2017-05-001

1st ENDORSEMENT

4 May 2017

We are favorably endorsing to the Securities and Exchange Commission, the attached Amended Articles of Incorporation of **PILIPINAS SHELL PETROLEUM CORPORATION** with the statement that this Bureau interposes no objection to amending the Second Article of the Articles of Incorporation to include Item (j) in its Secondary Purpose:

To purchase, create, generate, hold or otherwise acquire electric current and electric power of every kind, description and source, and to sell, market, supply or otherwise dispose of at wholesale/retail, insofar as may be permitted by law, light, heat and power of every kind, description and source.

Provided, That **PILIPINAS SHELL PETROLEUM CORPORATION** shall comply with the provisions of the Republic Act No. 9136 (Electric Power Industry Reform Act of 2001 or EPIRA), Republic Act No. 9513 (Renewable Energy Act of 2008) and their implementing rules and regulations (IRR), including any amendments thereto; policies of the Department of Energy and rules and regulation of the Energy Regulatory Commission (ERC) pertaining to Retail Competition and Open Access (RCOA), Wholesale Electricity Spot Market (WESM) Rules and Retail Rules; and policy of the Department of Environment and Natural Resources (DENR) and other relevant government agencies. **PILIPINAS SHELL PETROLEUM CORPORATION** shall also secure from the ERC the necessary permits and licenses, as well as compliance with the Competition Rules promulgated by the ERC pursuant to the EPIRA and its IRR, and competition policies promulgated by the Philippine Competition Commission (PCC) in accordance with Republic Act No. 10667 or The Philippine Competition Act.


MYLENE C. CAPONGCOL
Director
Electric Power Industry Management Bureau



MARKETS AND SECURITIES REGULATION DEPARTMENT

June 8, 2017

PILIPINAS SHELL PETROLEUM CORPORATION

156 Valero St. Salcedo Village
1227 Makati City
Tel. No. +632 499 4553

Attention: **ATTY. ERWIN R. OROCIO**
Corporate Secretary

Subject : REQUEST FOR COMMENT/RECOMMENDATION

Gentlemen:

This is in connection with your request for comment/or recommendation relative to your company's application for approval of your Amended Articles of Incorporation to add the following as a secondary purpose to allow the Corporation:

"(j) To purchase, create, generate, hold or otherwise acquire electric current and electric power of every kind, description and source, and to sell, market, supply or otherwise dispose of at wholesale/retail, insofar as may be permitted by law, light, heat and power of every kind, description and source;

(k) Generally to do all such other things and transact all such business as may be, directly or indirectly or conducive to the attainment of the above objects or any of them"

We do not interpose any objection to your application provided that once the application has been approved, **Pilipinas Shell Petroleum Corporation**, shall file a duly accomplished **Current Report (SEC Form 17-C)** disclosing therein the Commission's approval of said amendment with the Commission's Central Receiving and Records Division, within five (5) days from the approval of the Amended Articles of Incorporation.

The company is also reminded to file an amended General Information Sheet (GIS) within seven (7) days after such change occurred or became effective.


Our Department, nonetheless defers to the discretion of the Commission's Company Registration and Monitoring Department (CRMD) considering that it has primary jurisdiction over registration of corporations and partnerships in general, as well as amendments to Articles of Incorporation and By-laws. Furthermore, our comments or recommendations are limited merely to this Department's regulatory requirements and does not cover the substance of the application with respect to compliance with the Corporation Code of the Philippines.

This comment is without prejudice to the prerogative of this Department to act later against the subject entity, if warranted, to ensure full compliance with the provisions of the Securities Regulation Code, its implementing rules and regulations, and other pertinent laws, rules and regulations, as may be necessary and applicable under the circumstances.

Very truly yours,


VICENTE GRACIANO P. FELOMENO, JR.
Director

RECEIVED BY:


Atty. Elie Chay C. Navarra
SIGNATURE OVER PRINTED NAME OF
AUTHORIZED REPRESENTATIVE
Pilipinas Shell Petroleum Corporation
08 June 2013
COMPANY NAME/DATE RECEIVED

☒ Secretariat Building, PICC Complex, Roxas Boulevard, Pasay City | ☎ (+632) 584-0923 / (+632) 584-5554
www.sec.gov.ph | inquiry@sec.gov.ph



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Secretariat Building PICC Complex, Roxas Boulevard
Pasay City, 1307

CORPORATE STATUS

Date: 15 June 2017
SEC Registration No. : 0000014829
Company Name: PILIPINAS SHELL PETROLEUM CORPORATION
Entity Type: Stock Corporation; With secondary license
Printed by: Mary Grace A. Terrado

Department	Status	Remarks	Date
HEAD OFFICE			
CRMD			
CMD	Cleared		Jun 14 2017
CPRD	Cleared		Jun 14 2017
CFRD	Cleared		Jun 14 2017
FAAD	Cleared		Jun 14 2017
LU	Cleared		Jun 14 2017
CGFD	Cleared		Jun 14 2017
MSRD	Cleared		Jun 14 2017
EIPD	Cleared		Jun 14 2017
OGC	Cleared		Jun 14 2017
SOs			
SOs	Cleared		Jun 14 2017
EOs			
EOs	Cleared		Jun 14 2017