



REPUBLIC OF THE PHILIPPINES  
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters  
7909 Makati Avenue, Salcedo Village,  
Barangay Bel-Air, Makati City, 1209, 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

**SHELL PILIPINAS CORPORATION**  
(Formerly: PILIPINAS SHELL PETROLEUM CORPORATION)  
(Amending Articles I & II Secondary Purpose thereof)

copy annexed, adopted on August 12, 2020 and August 10, 2022 by a majority vote of the Board of Directors and on May 11, 2021 and September 26, 2022 by the vote of the stockholders owning or representing at least two-thirds (2/3) 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 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 15th day of March, Twenty Twenty Three.

  
DANIEL P. GABUYO  
Assistant Director

SO Order 1188 Series of 2018

MGT/jkl



# COVER SHEET

## for Applications at COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

1 4 8 2 9

Former 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

AMENDED TO:  
New Company Name

S H E L L P I L I P I N A S 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 O O R T H E 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 E 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  
1 6 3 5

### COMPANY INFORMATION

Company Email Address

PSPC-Governance@shell.com

Company's Telephone Number/s

+632 3499 4001

Mobile Number

+639189633797

### CONTACT PERSON INFORMATION

The designated person **MUST** be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

MARK HADRIAN P. GAMO

Email Address

mark-hadrian.gamo@shell.com

Telephone Number/s

+6328166501

Mobile Number

+639189633797

Contact Person's Address

41st Floor, The Finance Center, 26th Street corner 9th Avenue, Bonifacio Global City, Brgy. Fort Bonifacio, 1635 Taguig City

To be accomplished by CRMD Personnel

Assigned Processor

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

<input type="checkbox"/>
<input type="checkbox"/>
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<input type="checkbox"/>
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Corporate and Partnership Registration Division  
Green Lane Unit  
Financial Analysis and Audit Division  
Licensing Unit  
Compliance Monitoring Division

_____	_____
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_____	_____
_____	_____

AMENDED ARTICLES OF INCORPORATION OF  
**SHELL PILIPINAS CORPORATION**  
(formerly 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

**SHELL PILIPINAS CORPORATION**  
(Amended as of 26 September 2022)

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

Primary Purpose

- (a) To purchase, acquire, import, manufacture, refine, transport, use and store any and all kinds of petroleum and petroleum products, components, additives, lubricants, bitumen, chemical and/or petro-chemical products; and to market, distribute and sell at wholesale, export, exchange, deal in and dispose of such products and by-products which may be produced, developed or made therefrom. (As approved by the Board of Directors and Stockholders on 12 August 2020 and 11 May 2021, respectively)

Secondary Purpose

- (b) To carry on business or petroleum refining in all its branches.
- (c) To the extent permitted by law, to buy, trade, exchange, distribute and sell, at wholesale and/or retail, all kinds, types, and classes of goods, wares, merchandise, products, and other articles of trade including, whether tangible or intangible, but not limited to, dry goods, foodstuffs, food products, beverages, electrical supplies, office equipment, rubber and synthetic products, hydrocarbon products, chemical, chemical products, and credits or certificates. (As approved by the Board of Directors and Stockholders on 10 August 2022 and 26 September 2022, respectively)
- (d) To purchase, build, acquire, charter, own and operate ships and vessels of all kinds, for the corporation's own use.
- (e) 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.
- (f) 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.

- (g) 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.
- (h) To borrow, raise or secure the payment of money in such manner as the said corporation shall from time to time think fit.
- (i) 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.
- (j) 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 41st Floor, The Finance Centre, 26th Street corner 9th Avenue, Bonifacio Global City, Brgy. Fort Bonifacio, Taguig City, Metro Manila, 1635. (As approved by the Board of Directors and Stockholders on 27 February 2018 and 03 May 2018, respectively, and confirmed by the Post Master)

**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:

<b>Name</b>	<b>Nationality</b>	<b>Residence</b>
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:

<b>Name</b>	<b>Nationality</b>	<b>Residence</b>
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		Manila	Jan 8, 1959
ANTONIO F. GONZALEZ			
J. ANTONIO ARANETA			
ENRIQUE ZOBEL			
J. OLBES			
RAFAEL ORTIGAS			
GEORGE HUGH WINSTON CHURCHILL			
RICHARD ANTONIO MEYJES			

LINDSAY DE CLARKE BLECHYNDEN	
JAMES CAMPBELL PULLEN	
JOHN GEORGE TRIMMER	
ROBERT LESLIE GOLDSACK	

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 AND BY-LAWS 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. On 21 March 2019, a Regular Meeting of the Members of the Board of Directors of the Corporation was held at its principal office at 41st Floor, The Finance Center, 26th Street corner 9th Avenue, Bonifacio Global City, Brgy. Fort Bonifacio, Taguig City, Metro Manila, 1635, for the purpose of considering, among other things, and subsequently approving the amendments of the By-Laws of the Corporation to allow stockholders to vote through remote communication or *in absentia* in view of the provision under the Revised Corporation Code;
2. Subsequently, on 07 May 2019, the Annual Meeting of the Stockholders of the Corporation was held at the SMX Convention Centre Aura Hall 1, Third Floor, SM Aura Premier, 26th Street corner McKinley Parkway, Bonifacio Global City, Taguig City, Metro Manila, 1630, during which the stockholders ratified the resolution of the Board of Directors approving the amendments of the By-Laws of the Corporation to allow stockholders to vote through remote communication or *in absentia*;
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 amendments of the Corporation's By-Laws was adopted by 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 stocks present either in person or by proxy:

"RESOLVED, that the amendment of the by-laws be approved and adopted to allow presence and voting of stockholders through remote communication and in absentia during Stockholders' Meeting and that Sections 4 and 6, Article II of the By-laws of the Corporation, be amended accordingly:

## "ARTICLE II

### STOCKHOLDERS' MEETING

xxx

Section 4. Quorum: At a regular or special meeting of stockholders a quorum shall consist of a majority of the subscribed capital stock of the company represented;

a. in person; or

b. through remote communication or in absentia;

or

c. by proxy.

~~and~~ A stockholder who participates through remote communication or in absentia shall be deemed present for purposes of quorum. A majority of such quorum shall decide any question at a meeting, save and except in those several matters in which the Corporation Law requires the affirmative vote of a greater proportion. xxx *(As approved by the Board of Directors and Stockholders on 21 March 2019 and 07 May 2019, respectively)*

xxx

Section 6. Voting: At every meeting of the stockholders of the Company, every stockholder entitled to vote shall be entitled to one vote for each share of stock



standing in his name on the books of the Company and may vote; either

- a. \_\_\_\_\_ in person; or
- b. \_\_\_\_\_ through remote communication or *in absentia*;

or

c. \_\_\_\_\_ by proxy duly given in writing in favor of another person who need not be a stockholder and presented to the Secretary for inspection and record at or prior to the opening of the meeting, provided, however, that at all meetings for the election of Directors the shares of stock shall be voted as provided in the Corporation Law. No proxy bearing a signature which is not legally acknowledged, if unrecognized by the Secretary, shall be recognized at any meeting. (As approved by the Board of Directors and Stockholders on 21 March 2019 and 07 May 2019, respectively)"

6. Moreover, on 12 August 2020, a Regular Meeting of the Members of the Board of Directors of the Corporation was held via teleconferencing, for the purpose of considering, among other things, and subsequently approving the amendments of the Articles of Incorporation of the Corporation to transform its Tabangao Refinery into a world-class full import and storage terminal for finished products and components to support the long-term sustainable plan of the Corporation;
7. Consequently, pursuant to and aligned with the Board approval, on 11 May 2021, the Annual Meeting of the Stockholders of the Corporation was held through the Shell Operated Webcast (virtual platform) as approved by the Board of Directors on 25 March 2021, during which the stockholders ratified the resolution of the Board of Directors approving the amendment of the Primary Purpose of the Corporation;
8. Written notices of the time, place and agenda of said meetings were made upon each director and stockholder, respectively, through alternative modes of distribution by publication in two newspapers of general circulation on two consecutive days, 15 and 16 April 2021, both online and publication through Philippine Stock Exchange Edge System and through its website at <https://pilipinas.shell.com.ph/investors/2021-annual-stockholders-meeting.html>;
9. Pursuant to said notices, a majority of the members of the Board of Directors appeared via teleconferencing and the stockholders representing at least two thirds (2/3) of the outstanding capital stock were present by proxy, *in absentia* and remote communication at said meetings;

10. At said meetings, upon motion duly made and seconded, the following resolution on the amendments 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 two thirds (2/3) of the outstanding capital stocks present either in absentia, remote communication or by proxy:

**"RESOLVED**, that the Articles of Incorporation be amended to change the Article II of the Articles of Incorporation of the Corporation:

x x x

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

Primary Purpose

- (a) To purchase, acquire, import, manufacture, refine, transport, use and store any and all kinds of petroleum and petroleum products, components, additives, lubricants, bitumen, chemical and/or petro-chemical products; and to market, distribute and sell at wholesale, export, exchange, deal in and dispose of such products and by-products which may be produced, developed or made therefrom.

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 petro-chemical products of all kinds; and to sell at wholesale export, exchange, transport and dispose of such products. (As approved by the Board of Directors and Stockholders on 12 August 2020 and 11 May 2021, respectively)~~
- (c) 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.

(d) To purchase, build, acquire, charter, own and operate ships and vessels of all kinds, for the corporation's own use.

(e) 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.

(f) 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.

(g) 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.

(h) To borrow, raise or secure the payment of money in such manner as the said corporation shall from time to time think fit.

(i) 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.

(j) 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."

11. Thereafter, on 10 August 2022, a Regular Meeting of the Members of the Board of Directors of the Corporation was held via teleconferencing, for the purpose of considering, among other things, and subsequently approving the amendments of the Articles of Incorporation and By-laws of the Corporation to change its corporate name from "Pilipinas Shell Petroleum

Corporation" to "Shell Pilipinas Corporation" and to amend the Secondary Purposes of the Corporation to include retail trade;

12. Consequently, pursuant to and aligned with the Board approval, on 26 September 2022, the Corporation held a Special Meeting of the Stockholders through the Shell Operated Webcast (virtual platform) as approved by the Board of Directors on 10 August 2022, during which the stockholders ratified the resolutions of the Board of Directors approving the amendments of the Articles of Incorporation and By-laws of the Corporation to change its corporate name from "Pilipinas Shell Petroleum Corporation" to "Shell Pilipinas Corporation" and to amend the Secondary Purposes of the Corporation to include retail trade;
13. Written notices of the time, place and agenda of said meetings were made upon each director and stockholder, respectively, through alternative modes of distribution by publication in two newspapers of general circulation on two consecutive days, 04 and 05 September 2022, both online and publication through Philippine Stock Exchange Edge System and through its website at <https://pilipinas.shell.com.ph/investors/2022-special-shareholders-meeting.html>;
14. Pursuant to said notices, a majority of the members of the Board of Directors appeared via teleconferencing and the stockholders representing at least two thirds (2/3) of the outstanding capital stock were present by proxy, *in absentia* and remote communication at said meetings;
15. At said meetings, upon motion duly made and seconded, the following resolution on the amendments 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 two thirds (2/3) of the outstanding capital stocks present either in absentia, remote communication or by proxy:

a. Corporate Name

**"RESOLVED**, that subject to the reservation of the corporate name and approval by the Securities and Exchange Commission, that the corporate name of the Corporation be amended, thereby amending the First Article of the Corporation's Articles of Incorporation and the corporate name in its By-Laws:

**Articles of Incorporation:**



FIRST: That the name of the said corporation shall be

**SHELL PILIPINAS ~~SHELL~~ PETROLEUM CORPORATION**

By laws:

**SHELL PILIPINAS ~~SHELL~~ PETROLEUM CORPORATION**

As amended \_\_\_\_\_, 2022  
(Formerly: a. Shell Refining Company (Philippines), Inc. as incorporated January 9, 1959  
b. Shell Philippines, Incorporated as amended August 18, 1970  
c. Pilipinas Shell Petroleum Corporation as amended March 20, 1973)"

b. Secondary Purpose to allow retail trade

**"RESOLVED**, That, subject to the approval of the Securities and Exchange Commission, the Corporation be hereby authorized and empowered to amend its Articles of Incorporation;

**"RESOLVED**, that the Articles of Incorporation be amended to change the Second Article of the Articles of Incorporation of the Corporation:

x x x

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

Primary Purpose

x x x

Secondary Purpose

(b) To carry on business or petroleum refining in all its branches.

*(As approved by the Board of Directors and Stockholders on 12 August 2020 and 11 May 2021, respectively)*

~~(b) To purchase, acquire, import and store crude oil, blending stock and other supplies and~~

~~raw materials; to manufacture therefrom petroleum, chemical and/or petro-chemical products of all kinds; and to sell at wholesale export, exchange, transport and dispose of such products. (Amended as at April 1981) (As approved by the Board of Directors and Stockholders on 12 August 2020 and 11 May 2021, respectively)~~

(c) To the extent permitted by law, to buy, trade, exchange, distribute and sell, at wholesale and/or retail, all kinds, types, and classes of goods, wares, merchandise, products, and other articles of trade including, whether tangible or intangible, but not limited to, dry goods, foodstuffs, food products, beverages, electrical supplies, office equipment, rubber and synthetic products, hydrocarbon products, chemical, and chemical products, and credits or certificates.  
(As approved by the Board of Directors and Stockholders on 10 August 2022 and 26 September 2022, respectively)

(d) To purchase, build, acquire, charter, own and operate ships and vessels of all kinds, for the corporation's own use.

(e) 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.

(f) 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.

(g) 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.


(h) To borrow, raise or secure the payment of money in such manner as the said corporation shall from time to time think fit.


(i) 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.


(j) 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)”


16. The attached Articles of Incorporation and By-Laws are true and correct copies of the Corporation’s Articles of Incorporation and By-Laws amended as aforesaid.
17. The previous amendments to the Articles of Incorporation and/or By-Laws approved by the previous Board and Management of the Corporation, as discussed above, are expressly re-adopted by the incumbent Board and Management of the Corporation.


IN WITNESS WHEREOF, we have hereunto signed this certificate on this  
\_\_\_\_ day of October 21 2022 at Taguig City.

  
LORELIE Q. OSIAL  
President/Director  
TIN [REDACTED]


  
REYNALDO P. ABILO  
Executive Director  
TIN [REDACTED]

  
CESAR A. BUENAVENTURA  
Independent Director  
TIN [REDACTED]

  
LUIS C. LA'O  
Non-Executive Director  
TIN [REDACTED]

  
NINA D. AGUAS  
Non-Executive Director  
TIN [REDACTED]

  
AMANDO M. TETANGCO, JR.  
Independent Director  
TIN [REDACTED]

  
LYDIA B. ECHAUZ  
Independent Director  
TIN [REDACTED]



Countersigned by:

ELLIE CHRIS C. NAVARRA  
Corporate Secretary  
TIN No. [REDACTED]


SUBSCRIBED AND SWORN TO before me this 05 day of NOV 2022 at Taguig City, affiants exhibiting to me their respective competent evidence of identity as follows:

Name	Competent Evidence of Identity	Date and Place of Issuance
LORELIE Q. OSIAL	[REDACTED]	[REDACTED]
REYNALDO P. ABILO		
CESAR A. BUENAVENTURA		
LUIS C. LA 'O		
NINA D. AGUAS		
AMANDO M. TETANGCO, JR.		
LYDIA B. ECHAUZ		
ELLIE CHRIS C. NAVARRA		

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Book No. 1 ;  
Series of 2022.



  
**ATTY. VINCENT C. JUAN**  
NOTARY PUBLIC FOR & IN TAGUIG CITY  
UNTIL DEC. 31 2021 / APPOINTMENT NO. 51 (2020-2021)  
PTR NO. A-5432919; TAGUIG CITY; 24 JANUARY 2022  
ROLL NO. 61889 / IDP NO. 110511, EASTERN MINDANAO-DAVAO DE NORTE CHAPTER  
MCLE COMPLIANCE NO. VI-0029070 / 18 OCTOBER 2019  
41<sup>ST</sup> FLOOR, THE FINANCE CENTER, 26<sup>TH</sup> STREET CORNER 9<sup>TH</sup> AVENUE, BGC, TAGUIG CITY

IN WITNESS WHEREOF, I have hereunto signed this certificate on this  
\_\_\_\_ day of NOV 11 2022 2022 at TAGUIG CITY.



MIN YIH TAN

Chairman

TIN No. [REDACTED]

SUBSCRIBED AND SWORN TO before me this \_\_\_\_ day of NOV 11 2022  
2022 at TAGUIG CITY, City, affiant exhibiting to me competent evidence of his  
identity as follows:

Name	Competent Evidence of Identity	Date and Place of Issuance
MIN YIH TAN	[REDACTED]	[REDACTED]

NOTARY PUBLIC

Doc. No. 519 ;  
Page No. 105 ;  
Book No. V ;  
Series of 2022.



**ATTY. VINCENT C. JUAN**  
NOTARY PUBLIC FOR TAGUIG CITY  
UNTIL DEC. 31 2021 / APPOINTMENT NO. 51 (2020-2021)  
PTB NO. A-5432919; TAGUIG CITY; 20 JANUARY 2022  
ROLL NO. 61889 / IBP NO. 110511, EASTERN LUCANO-DAVAO DE NORTE CHAPTER  
MCLE COMPLIANCE NO. VI-0029070 / 18 OCTOBER 2019  
11<sup>th</sup> FLOOR, THE FINANCE CENTER, 26<sup>th</sup> STREET CORNER 9<sup>th</sup> AVENUE, BGC, TAGUIG CITY