

ANNEX A

SAMPLE PROXY FORM (DRAFT)

The undersigned stockholder of **PILIPINAS SHELL PETROLEUM CORPORATION** (the “Corporation”) hereby appoints _____ or in his absence, the Chairman of the meeting, as *attorney-in-fact* and *proxy*, with power of substitution, to present and vote all shares registered in his/her/its name at the annual meeting of stockholders of the Company on 03 May 2018 and at any of the adjournments thereof for the purpose of acting on the following matters:

1. Approval of minutes of previous meeting. Yes No Abstain
2. Approval of the 31 December 2017 Audited Financial Statements. Yes No Abstain
3. Approval of acts and resolutions of the Board of Directors, Committees and Management:
 - (a) Amendment of By-Laws to Move Annual Stockholders’ Meeting Yes No Abstain
 - (b) Amendment of Articles of Incorporation to Change Principal Office Yes No Abstain
4. Election of Directors/Independent Directors No. of Votes

Asada Harinsuit	_____
Cesar G. Romero	_____
Fernando Zobel de Ayala (Independent Director)	_____
Cesar A. Buenaventura (Independent Director)	_____
Lydia B. Echauz (Independent Director)	_____
Mona Lisa B. Dela Cruz	_____
Anabil Dutta	_____
Dennis G. Gamab	_____
Luis C. La Ó	_____
Jose Jerome Rivera Pascual III	_____
Anthony Lawrence D. Yam	_____
5. Election of SyCip Gorres Velayo & Co. as the independent auditor and fixing of its remuneration Yes No Abstain

PRINTED NAME OF STOCKHOLDER

SIGNATURE OF STOCKHOLDER/ AUTHORIZED SIGNATORY

DATE

WE ARE NOT SOLICITING A PROXY. YOU ARE NOT REQUIRED TO ISSUE A PROXY. THIS SAMPLE FORM IS PROVIDED ONLY FOR YOUR REFERENCE AND CONVENIENCE.

ANY PROXY SHOULD BE RECEIVED BY THE CORPORATE SECRETARY ON OR BEFORE **25 APRIL 2018**, THE DEADLINE FOR SUBMISSION OF PROXIES.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER AS DIRECTED HEREIN BY THE STOCKHOLDER(S). IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF ALL NOMINEES AND FOR THE APPROVAL OF THE MATTERS STATED ABOVE AND FOR SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING IN THE MANNER DESCRIBED IN THE INFORMATION STATEMENT AND/OR AS RECOMMENDED BY MANAGEMENT OR THE BOARD OF DIRECTORS.

A STOCKHOLDER GIVING A PROXY HAS THE POWER TO REVOKE IT AT ANY TIME BEFORE THE RIGHT GRANTED IS EXERCISED. A PROXY IS ALSO CONSIDERED REVOKED IF THE STOCKHOLDER ATTENDS THE MEETING IN PERSON AND EXPRESSED HIS INTENTION TO VOTE IN PERSON.

NOTARIZATION OF THIS PROXY IS NOT REQUIRED.