

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 07 May 2019 and at any of the adjournments thereof for the purpose of acting on the following matters:

- | | | | |
|---|------------------------------|-----------------------------|----------------------------------|
| 1. Approval of minutes of previous meeting. | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> Abstain |
| 2. Approval of the 31 December 2018 Audited Financial Statements. | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> Abstain |
| 3. Approval of act and resolutions of the Board of Directors, Committees and Management: | | | |
| (a) Amendment of By-Laws to Allow Presence and Voting of Stockholders Through Remote Communication and <i>In Absentia</i> | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> Abstain |

- | | |
|--|---|
| | <u>No. of Votes</u> |
| 4. Election of Directors/Independent Directors | |
| i. Fernando Zobel de Ayala (Independent Director, Incumbent) | _____ |
| ii. Cesar A. Buenaventura (Independent Director, Incumbent) | _____ |
| iii. Mona Lisa B. Dela Cruz (Non-Executive Director, Incumbent) | _____ |
| iv. Anabil Dutta (Non-Executive Director, Incumbent) | _____ |
| v. Lydia B. Echaz (Independent Director, Incumbent) | _____ |
| vi. Asada Harinsuit (Non-Executive Director, Incumbent) | _____ |
| vii. Luis C. La Ó (Non-Executive Director, Incumbent) | _____ |
| viii. Roy Eduardo T. Lucero (Independent Director, New Nominee) | _____ |
| ix. Jose Jerome Rivera Pascual III (Executive Director, Incumbent) | _____ |
| x. Rolando J. Paulino, Jr. (Non-Executive Director, Incumbent) | _____ |
| xi. Cesar G. Romero (Executive Director, Incumbent) | _____ |
| xii. Anthony Lawrence D. Yam (Executive Director, Incumbent) | _____ |
| 5. Election of SyCip Gorres Velayo & Co. as the independent auditor and fixing of its remuneration | <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> 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 2019**, 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.