

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **FERNANDO ZOBEL DE AYALA**, Filipino, of legal age, and a resident of #6 Harvard Road, North Forbes Park, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of PILIPINAS SHELL PETROLEUM CORPORATION and have been its independent director since 2012.¹
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Ayala Corporation	Director and Member, Executive Committee	1994 to Present
	President & Chief Operating Officer	2006 to Present
	Member, Finance Committee	2016
AC Energy Inc.	Director, Chairman of the Board of Directors	May 2011 to Present
AC Infrastructure Holdings Corporation	Director	01 October 2014 to Present
Accendo Commercial Corporation	Director, Chairman of the Board of Directors	July 2009 to Present
Alabang Commercial Corporation	Director, Chairman of the Board of Directors and Executive Committee	April 1999 to Present
Asiacom Philippines, Inc.	Director	April 2002 to Present
Aurora Properties, Inc.	Director, Vice-Chairman of the Board	April 1996 to Present
Automobile Central Enterprises, Inc.	Director, Chairman of the Board of Directors	31 January 2013 to Present
AC Industrial Technology Holdings Inc.	Director, Chairman of the Board of Directors	04 December 2014 to August 2016
	Director, Vice-Chairman	August 2016 to present
Liontide Holdings, Inc. (formerly Ayala DBS Holdings, Inc.)	Director, Chairman of the Board of Directors	December 2000 to Present
Ayala Foundation, Inc.	Trustee, Co-Chairman of the Board of Trustees; Chairman, Executive Committee	1990 to Present
Ayala Group Club, Inc.	Director, Co-Chairman of the Board	04 March 2015 to Present
Ayala Retirement Fund Holdings, Inc.	Director	August 2010 to Present

¹ Further to SEC Memorandum Circular No. 9, Series of 2011, the reckoning of the cumulative nine-year period tenure of independent directors is 2012.

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
AC Education, Inc.	Director	September 2014 to Present
AC International Finance Limited	Director, Chairman of the Board	May 1995 to Present
AC Ventures Holdings Corp. (formerly Water Capital Works)	Director	2017 to Present
AG Holdings Limited	Director	October 1999 to Present
Ayala Healthcare Holdings, Inc.	Director, Chairman of the Board	November 2015 to present
Ayala International Holdings Limited	Director	October 1999 to present
Ayala International Pte Ltd	Director	
Ayala Land, Inc.	Director, Chairman of the Board and Executive Committee; Member, Nomination Committee and Personnel and Compensation Committee	1999 to Present
ALI ETON Property Development Corp	Vice Chairman, Board of Directors Chairman of the Board	June 2016 to July 2018 July 2018 to Present
Bank of the Philippine Islands	Director, Vice Chairman of the Board and Executive Committee; Chairman, Personnel and Compensation Committee; Member, Nomination Committee	1994 to Present
BPI Asset Management and Trust Corporation	Member	2016
BPI Foundation Inc.	Chairman, Board of Trustees	May 1999 to Present
Ceci Realty, Inc.	Director, Vice Chairman of the Board	2006 to Present
Globe Telecom, Inc.	Director, Member of Compensation and Remuneration Committee and Finance Committee	1995 to Present
Hero Foundation, Inc.	Director, Chairman of the Board of Directors	2009 to Present
Honda Cars Philippines, Inc.	Director	
Integrated Micro-Electronics, Inc.	Director	1995 to Present
Isuzu Philippines Corp.	Director	
LiveIt Investments, Ltd.	Director	2013 to Present
Manila Water Company, Inc.	Chairman, Board of Directors and Executive Committee; Member, Remuneration Committee	May 1997 to Present

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Mermac, Inc.	Director Co-Vice Chairman of the Board and Executive Committee	1998 to Present 2008 to Present
Sonoma Services, Inc.	Director, President, Executive Committee Member	2002 to Present
Vesta Property Holdings, Inc.	Director, Vice Chairman of the Board	2005 to Present
Columbus Holdings, Inc.	Vice Chairman, Board of Directors	2006 to Present
Emerging City Holdings, Inc.	Vice Chairman, Board of Directors	2006 to Present
Fort Bonifacio Development Corporation	Vice Chairman, Board of Directors	2006 to Present
Bonifacio Land Corporation	Vice Chairman, Board of Directors	2005 to Present
Bonifacio Art Foundation, Inc.	Vice Chairman, Board of Directors	2003 to Present
Berkshires Holdings, Inc.	Vice Chairman, Board of Directors	2006 to Present
Caritas Manila	Director, Chairman of the Board	
Habitat for Humanity Asia Pacific Capital Campaign	Chairman, Steering Committee	
INSEAD	Member, Board of Directors Member, Campaign Board Member, East Asia Council	2018 2018
Pilipinas Shell Foundation, Inc.	Member, Board of Trustees	
National Museum	Member, Board of Trustees	
Asia Society	Member, Board of Trustees	
Asia Philanthropy Circle	Member, Board of Trustees	
The Metropolitan Museum	Member, International Council	2017
The Tate Museum	Member, Asia Pacific Acquisitions Committee Co-Chair, Asia Pacific Acquisitions Committee	2017 2019
World Presidents Organization/Young Presidents Organization	Member	
Chief Executives Organization	Member	2017
Manila Peninsula Hotel, Inc.	Director	
Georgetown University Board	Member	2018
Tikehau International Advisory Board	Member	2018

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of PILIPINAS SHELL PETROLEUM CORPORATION, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.

4. I am not related to any director/officer/substantial shareholder of PILIPINAS SHELL PETROLEUM CORPORATION and its subsidiaries and affiliates.
5. I disclose that I am the subject of the following criminal / administrative investigation or proceeding (as the case may be):

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
Complaint for violation of Article 365 of the Revised Penal Code	Department of Justice	Counter-Affidavit Filed on 19 December 2011 In its <i>Resolution</i> dated 22 February 2017, the Office of the City Prosecutor of Manila dismissed the Complaint for lack of probable cause.
Civil Case for Violation of RA 6969, RA 8749, RA 9275 and Damages Pursuant to SC A.M. No. 09-6-8-SC	Makati Regional Trial Court/Court of Appeals/Supreme Court	The Regional Trial Court and Court of Appeals ruled that this was an ordinary civil case for damages, directing the same to be re-raffled to a regular court and that each of the individual complainants file a separate action for damages, as the damage suffered by one is not necessarily the same for all, and accordingly, pay the appropriate filing fees. This is now pending with the Supreme Court.

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC Issuances.
7. I shall inform the Corporate Secretary of PILIPINAS SHELL PETROLEUM CORPORATION of any changes in the abovementioned information within five days from its occurrence.

Done, this 3rd day of April 2019, at Makati City.

Fernando Zobel de Ayala

FERNANDO ZOBEL DE AYALA
Affiant

SUBSCRIBED AND SWORN to before me this 3rd day of March 2019 at Makati City, affiant personally appeared before me and exhibited to me his Phil. Passport # EC 6148225 issued at DFA Manila on Dec. 8, 2015.

Doc. No. 274;
Page No. 54;
Book No. 10;
Series of 2019.



[Signature]

RYAN D. ANDRES
NOTARY PUBLIC FOR & IN MAKATI CITY
156 VALERO ST., SALCEDO VILLAGE, MAKATI CITY
ROLL NO. 59613 / BP NO. 019905 - PPLM CHAPTER - LIFETIME
UNTIL DEC. 31, 2019 / APPOINTMENT NO. M-230
PTR NO. MKT ~~7398217~~ MAKATI CITY 31 JANUARY 2019
MCLE COMPLIANCE V-0020299 / 11 APRIL 2016