**SAMPLE PROXY FORM (DRAFT)**

The undersigned stockholder of **Pilipinas shell petroleum corporation** (the “Corporation”) hereby appoints \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_[[1]](#footnote-1) 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 16 June 2020 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 |
| 1. Approval of act and resolutions of the Board of Directors, Committees and Management:
 |  |  |  |
| 1. Election of SyCip Gorres Velayo & Co. as the independent auditor and fixing of its remuneration
 | □Yes | □No | □Abstain |
| 1. Election of Directors/Independent Directors
 | No. of Votes |  |
| 1. Fernando Zobel de Ayala (Independent Director, Incumbent)
 |  |  |
| 1. Cesar A. Buenaventura (Independent Director, Incumbent)
 |  |  |
| 1. Rafi Haroon Basheer (Non-Executive Director, Incumbent)
 |  |  |
| 1. Mona Lisa B. Dela Cruz (Non-Executive Director, Incumbent)
 |  |  |
| 1. Randolph T. Del Valle (Executive Director, Incumbent)
 |  |  |
| 1. Lydia B. Echauz (Independent Director, Incumbent)
 |  |  |
| 1. Luis C. la Ó (Non-Executive Director, Incumbent)
 |  |  |
| 1. Jose Jerome R. Pascual III (Executive Director, Incumbent)
 |  |  |
| 1. Rolando J. Paulino, Jr. (Non-Executive Director, Incumbent)
 |  |  |
| 1. Cesar G. Romero (Executive Director, Incumbent)
 |  |  |
| 1. Min Yih Tan (Non-Executive Chairman, Incumbent)
 |  |  |
|  |  |  |  |

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 BY EMAIL TO PSPC-Governance@shell.com ON OR BEFORE **05 JUNE 2020**, 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.

1. **Please include the email address of the proxy named other than the Chairman of the Board to allow the proxy to attend via remote communication.** [↑](#footnote-ref-1)