

**SHELL PILIPINAS CORPORATION  
MINUTES OF THE ANNUAL GENERAL MEETING  
OF THE STOCKHOLDERS  
HELD VIA PREMIUM CONFERENCING  
ON 14 MAY 2024**

876. **Safety Briefing**

Ms. Angelica M. Castillo, the Investor Relations Manager, delivered the Safety Briefing:

“In Shell, we treat safety with utmost importance as it is our license to operate. Although this is a virtual meeting, allow me to conduct a Safety Briefing.

First of all, please do not drive while you are attending this virtual meeting. We will understand if you will need to drop off this webcast for safety reasons. Please be mindful of your surroundings. If you are using an earpiece, please make sure that you will also be able to hear any alarms and can continue be conscious of any potential hazards around you. Kindly take note of the nearest exit in case of an emergency. In case of an earthquake, do not panic and remember the golden rules: duck, cover and hold. Once clear, proceed to the nearest exit. Do not forget to have a ready list of the emergency numbers in your area.

For those of you at home, please ensure that children are safe and properly supervised. Kindly ensure that gas stoves and ranges have been shut off, in case you left something cooking.

I am also pleased to advise that we will be posting a recording of this meeting in our website as required by the Philippine Securities and Exchange Commission. Similar to our previous Annual General Meetings (AGM), you may type your queries throughout the session in the question box at the right side of your screen. You may also email your questions and concerns over the next two (2) weeks.”

877. **National Anthem**

The Corporate Secretary, Atty. Mark Hadrian Gamo (the “Secretary”), requested the participants to stand up for the Philippine National Anthem.

878. **Handing the Floor to the Chairman of the Board**

The Secretary introduced himself and then turned over the floor to the Chairman of the Board of Shell Pilipinas Corporation (the “Corporation”), Mr. Min Yih Tan (the “Chairman”).

The Secretary stated that the Chairman is concurrently the Senior Vice President of Mobility Asia and is a key member of the Shell Global Mobility Leadership Team.

879. **Call to Order**

Thereafter, the Chairman called the meeting to order and invited the Secretary to introduce the Members of the Board of Directors.

880. **Introduction of the Members of the Board of Directors and Acknowledgement of Senior Management**

The Secretary acknowledged the presence of the following directors of the Corporation:

| NAME                       | POSITION   |
|----------------------------|--|
| Min Yih Tan                | Chairman of the Board  |
|                            | Non-Executive Director of the Board                            |
| Lorelie Q. Osial           | Executive Director/ President & Chief Executive Officer        |
| Cesar A. Buenaventura      | Independent Director   |
| Dr. Lydia B. Echauz        | Independent Director   |
| Fernando M. Zobel de Ayala | Independent Director   |
| Amando M. Tetangco, Jr.    | Independent Director   |
| Nina D. Aguas              | Non-Executive Director   |
| Luis C. la 'O              | Non-Executive Director   |
| Stuart Chaplin             | Non-Executive Director   |
| Reynaldo P. Abilo          | Executive Director/ Treasurer/ VP- Finance/ Chief Risk Officer |
| Randolph T. Del Valle      | Executive Director/ VP-Mobility                                |

The Secretary stated that also present were the Senior members of Management of Shell Pilipinas Corporation and external auditors of the Corporation, SyCip Gorres Velayo & Co. ("SGV"), a member firm of Ernst & Young Global Limited.

881. **Certification of Notice of Meeting and Quorum**

The Chairman then inquired the Secretary whether the stockholders had been duly notified of the Annual Meeting. The Secretary declared that in accordance with the By-laws of the Corporation and applicable rules and regulations, the written notice of the date, place, purpose and details as well as materials of the meeting were published through alternative modes of distribution through the website of the Corporation, the Philippine Stock Exchange, Inc. (PSE), and through newspapers of general circulation. The stockholders of record as of the record date of 17 April 2024 were entitled to the notice.

Accordingly, the Secretary certified to the service of Notices of the Annual Stockholders' Meeting.

The Chairman thereafter inquired the Secretary if a quorum was present.

The Secretary certified to the presence of a quorum. He stated that in attendance, via remote communication, *in absentia*, and by proxy, were stockholders owning 1,195,681,287 shares representing 74.11% of the total issued and outstanding shares of the Corporation.

882. **Voting Procedure**

The Chairman then asked the Secretary to discuss the voting procedure. The Secretary shared that details on the voting procedure were previously circulated to the stockholders as Items 19 and 20 and Annex B of the Definitive Information Statement of the Corporation.

The Secretary stated that only those shareholders who voted by proxy, *in absentia* or remote communication will be included in determining the existence of a quorum. All matters subject to vote, except in cases where the law provides otherwise, shall be decided by the vote of a majority of the outstanding capital stock, provided a quorum is present.

The Secretary stated that the total votes received as of 09 May 2024 are from shareholders owning 1,194,657,897 shares accounting for 74.04% of the outstanding shares, and were validated and counted by RCBC Trust Corporation ("RCBC"), the Stock and Transfer Agent of the Corporation.

The Secretary reported that the final counting of all votes cast was undertaken by RCBC and that the final results will be posted in the Corporation's website.

883. **Approval of the Minutes of the Special Meeting of the Stockholders held on 21 November 2023**

The Chairman informed the stockholders that the next item in the agenda was the approval of the minutes of the previous meeting. He reported that copies of the Minutes of the Special Meeting of the Stockholders held on 21 November 2023 were distributed together with the Notices through alternative modes to the stockholders. The Chairman then asked the Secretary to report the results of the voting for the approval of the said minutes.

The Secretary reported that as of 09 May 2024, stockholders owning 1,194,589,197 shares representing 74.04% of the outstanding capital stock of the Corporation, voted in favor of approving the minutes:

**"RESOLVED**, that the Minutes of the Special Meeting of the Stockholders held on 21 November 2023 be, as it is hereby, approved."

No shareholder (or 0.000%) voted against the decision to approve the Minutes of the previous meeting, while stockholders owning 68,700 shares (or 0.000%) abstained thereto.

The Chairman then declared that since the stockholders owning majority of the total outstanding shares voted for the motion, the same was carried and the minutes deemed read and approved.

884. **Message from the Chairman of the Board of Directors**

The Chairman delivered his message with visual aids for the better appreciation of the shareholders:

“Amidst a backdrop of diverse challenges—from geopolitical tensions to technological revolutions, from persistent economic fluctuations, to the climate crisis—we have navigated a complex landscape with resilience and resolve. In our unwavering commitments to futureproofing, we are steadfast in executing our Powering Progress strategy, strengthening our existing competencies, and developing new capabilities, while maintaining the agility necessary to capitalize on opportunities and adapt to unforeseen shifts in the external landscape.

We will continue to produce energy to meet the country’s requirements, while reducing our carbon emissions and delivering value to our shareholders.

In the previous year, we underwent a significant transformation with our rebranding to Shell Pilipinas Corporation. This strategic shift has empowered us to adopt a more flexible business approach, leading to the development of a dynamic portfolio that extends beyond petroleum product offerings. Consequently, we have seized new avenues for growth in electric mobility, non-fuel retail, and innovative low-carbon solutions to enrich our customer experience.

As we convert our Tabangao refinery into a major import facility, we maintain focus in reinforcing our competitive advantages—namely delivering differentiated customer propositions, streamlining our portfolio, and fostering an empowered organization. Though the path to growth is seldom linear, this trajectory positions us to navigate headwinds adeptly and seize opportunities emerging from the evolving energy landscape.

As stalwart contributors to national development, we have advanced the United Nations Sustainable Development Goals across our value chain, alongside initiatives by Pilipinas Shell Foundation Inc. (PSFI) which focus on education, livelihood,

health, safety, nutrition, food security, environmental stewardship, and energy access. We prioritize the well-being of our workforce with expanded initiatives supporting both physical and mental health.

With an emphasis on performance, discipline, and simplification in our dynamic portfolio, we are making clear choices and deliberate strides towards creating maximum value for our investors and customers.

Shell Pilipinas remains steadfast in its commitment to generating value for shareholders while simultaneously taking a leadership role in advancing the energy transition.

I am confident that Shell Pilipinas Corporation has the right talent, asset, and strategy to deliver more value with less emissions, positioning us as the investment case and partner of choice throughout the energy transition. Together, we shall realize our mission of Powering Progress for the Filipinos, forging a sustainable and prosperous future for generations to come.

As we celebrate Shell Pilipinas' 110th anniversary this year, I extend my gratitude to our staff, partners, management, and board for their service and dedication. Grounded in our core values of honesty, integrity, and respect, we pursue excellence with determination.”

885. **President's Report**

The Chairman invited the President and Chief Executive Officer, Ms. Lorelie Q. Osial, to render her report.

Ms. Osial reported with visual aids for the better appreciation of the shareholders:

“Thank you very much, Mr. Chairman. Ladies and Gentlemen, Good afternoon. Magandang hapon. Maayong hapon inyong tanan.

Shell Pilipinas celebrates one hundred ten (110) years as a partner in nation-building. We are powering progress together with the Filipino by providing more and cleaner energy solutions, while continuing to enhance and improve our core products for our consumers.

In 2023, we changed our name to Shell Pilipinas Corporation. This change signals our shift to an adaptive business strategy, one that will enable us to have a dynamic business portfolio that will be in-sync with the pace of the market. We will

continue to enhance and improve our core products of fuels and lubricants. While doing that, we have opened more opportunities to grow in electric mobility, non-fuel retailing, and new low-carbon solutions to our customers.

2023 was met with challenges for the industry. With a backdrop of high peso depreciation, high borrowing costs and high inflation, we ended the year with PhP1.2 billion. Despite external macroeconomic pressures, our delivery has remained strong. Our marketing delivery grew by almost 60%, we maintained our loyalty base and we continued to see increased sales of our premium products, underscoring our strong market position.

It was timely for us in 2023 to have a midpoint refresh of our strategy with the change in external environment and emergence from the pandemic. The refreshed strategy we shared in November 2023 is anchored on three points: (1) regaining strong earnings, cash, and dividend-paying position, (2) elevating industry standards on governance and advancing the energy transition, and (3) continuing to be a major player in the energy industry.

We aim to boost business resilience, drive financial strength, increase shareholder value, and regain investor confidence.

You will hear more about our delivery on refreshed strategy when we announce quarter one (Q1) 2024 results.

Despite the industry challenges such as economic fluctuations, Shell Pilipinas has maintained resilience and strong performance in 2023. This is evidenced by significant brand share preference and trust among Filipino consumers.

Shell V-Power and FuelSave continue to be one of the bestselling fuels in the country, compliant with the Philippine National Standard (PNS) covering regulations such as octane requirement, purity, and biofuel content, among others.

Shell is the number one lubricant supplier in the world, delivering market-leading lubricants to consumers in over one hundred (100) countries. Shell Lubricants brings world-class technology to our products, offering our motorists the best formulations for their vehicle whatever engine they use, such as the Shell Helix Ultra with PurePlus Technology - the first synthetic motor oil designed from natural gas, converting natural gas into crystal clear base oil. This product continues to lead our suite of multi-grade oils to suit the everyday driving environments of our different customers.

In two (2) major surveys done across Filipino consumers in 2023, Shell continues to enjoy a high brand share preference (36%) which means four (4) out of ten (10) motorists would prefer to gas up at Shell. In terms of trust on the Shell brand, Filipinos continue to place their trust in Shell by giving us a trust score of 8.3 out of 10.

We have expanded our business footprint by opening thirty-six (36) new mobility sites, bringing our nationwide count to over one thousand one hundred (1,100) sites across the country.

From bricks and mortars to bricks and clicks, Shell Pilipinas dominated e-commerce platforms such as Shopee and Lazada through our lubricants products and is the acknowledged top engine oil brand in terms of online sales.

In 2023, we have also launched Shell Café, which will further stamp our leadership in convenience retailing; with offerings of high-quality food and drink offerings, which can be enjoyed like a sit-down coffee shop setting or as on-the-go travelling snacks. These are all in pursuit of business and financial resilience.

Our investments in Electric Vehicle (“EV”) infrastructure, low-carbon road pavement technology, and emissions reduction demonstrate Shell Pilipinas' commitment to achieving net-zero carbon emissions. The company's greenhouse gas (GHG) emissions saw a significant decrease, with Scope one (1) emissions down by 90% and Scope two (2) emissions by 60%.

On top of this, Shell Pilipinas continues to provide sustainable mobility solutions. I am happy to share that we have opened two more Shell Recharge stations. Last September 2023, we opened our Recharge station for motorists going up north, at our Shell Mobility TPLEX station in Rosario, La Union. In November 2023, we opened our Shell Recharge charging station at Neo Building located inside Bonifacio Global City, Taguig – another first for entire Shell globally, as this is the world's first 100% geothermal-powered EV charger.

We are exploring the pilot deployment of advanced battery-swapping technology for two- and three-wheeled electric vehicles, aiming to facilitate quick battery swaps at identified Shell mobility stations.

Our low-carbon road pavement technologies such as Bitumen FreshAir and Shell Instapave are being deployed to reduce emissions from road transport.

We have installed five thousand three hundred (5,300) solar panels to power our fuel terminals and bitumen facilities combined with LED lights, eco-bricks, and green walls. For example, our Tabangao Import Terminal and two tollway mobility sites in SLEX Mamplasan and NLEX Bulacan are now entirely powered by renewable energy.

In 2023, our Shell Fleet Solutions team have partnered with ten (10) customers to support their efforts in reducing carbon emissions while they expand their respective networks through the A2Z (Accelerate to Zero) program.

Shell Pilipinas actively forges partnerships to accelerate progress toward sustainability goals, including agreements with government agencies and initiatives supporting electric mobility and environmental solutions. Investments in EV infrastructure, low-carbon road pavement technology, and emissions reduction demonstrate the company's commitment to innovation and sustainability.

In January 2023, a tripartite agreement among Shell Pilipinas, the Department of Energy (“DOE”), and Shell Energy Philippines was signed to enable the pilot of EV charging stations to be 100% powered by renewable energy.

In May, we inked a partnership with the Department of Environment and Natural Resources (DENR) to develop nature-based solutions for the protection, restoration, and regeneration of the country’s forest resources, while creating an in-road to locally produced carbon credits.

We will continue to enhance existing and create new partnerships in the months ahead.

Shell aims to be one of the most diverse and inclusive companies in the world. In Shell Pilipinas, we contribute to this vision by prioritizing inclusion and the well-being of our employees.

One of our newly introduced policies include an eight (8)-week parental leave for non-birthing parents. For paternity leave for example, it goes from one (1) week to eight (8) weeks. This policy will cover non biological parents regardless of gender, gender identity, sexual orientation, and marital status. This will co-exist with the one hundred twenty (120) days maternity leave. This manifests our desire to make it easier for our employees to present in the moments that matter.



We are continuously advocating for Diversity Equity & Inclusion through programs that aim to deepen acceptance around diversity, equity, and inclusion. In 2023 we have celebrated International Women's Month, Pride Month, International Coming Out Day, and International Day of People with Disabilities. These are on top of the existing Workplace Accessibility policy that provides support for differently-abled employees working on-site and at home.

The well-being of our employees remains paramount and we continue to strengthen the mental, physical, and social health of our employees.

We continue to be an employer of choice based on feedback from the academe, and recognized externally by organizations such as Prosple, Statista, and Philippine Daily Inquirer. Truly, our people make the difference real.

As we enter our 110th year of operations, we reflect on the long journey that has gotten us here. For over a century, we have been contributing to the rise of an incredible nation.

We will continue to improve our products of fuels such as V-Power and FuelSave and lubricants bannered by Shell Helix, Shell Advance, and Shell Rimula.

We will continue to Power Progress for the Filipinos through our refreshed strategy, working on regaining investor confidence, increasing shareholder value, boosting business resilience, and driving financial strength.

We will capture new opportunities and carry out sustainability initiatives purposefully and profitably, as we play a key role in a balanced energy transition.

In our 110th year in the Philippines, Shell, kasabay mo sa pagsulong!"

The Chairman thanked Ms. Osial.

886. **Chief Financial Officer's Report**

The Chairman invited the Vice President for Finance, Treasurer and Chief Risk Officer, Mr. Reynaldo P. Abilo, to render his report.

Mr. Abilo rendered his report:

“Thank you, Mr. Chairman. Good afternoon, our dear shareholders. My name is Reynaldo Abilo, your Chief Financial Officer.

Shell Pilipinas has shown resilience this past year, facing headwinds such as volatile oil prices, sustained high interest rates, and elevated inflation.

The Company has recognised that these, and many other internal and external factors, have changed the competitive landscape of our industry. In 2023, SPC communicated its refreshed strategy that reflects the changes in the way we are going to do business, adapting to the ever evolving external environment.

In June 2023, Shell group has also cascaded via the Capital Markets Day (“CMD”) updates to the Powering Progress strategy, specifically on the Generating Shareholder Value pillar. The CMD focuses on performance, discipline, and simplification which Shell Pilipinas has embraced as part of its local strategy. These served as guiding principles in our strategy moving forward.

We have re-evaluated our businesses and what strategy will work for us. The refreshed strategy is anchored on three key intents, which are (i) regaining strong earnings, cash, and dividend paying positions, (ii) continuing to be a major player in the energy industry, and (iii) elevating industry standards on governance and advancing the energy transition.

The Company reported a net income of PhP1.2 billion attributed to improved marketing delivery and disciplined spending. In 2023, we lowered our gearing to 56% at the end of the year which is an improvement against the first half performance, through working capital optimisation. As a result, cash flow from operations improved to PhP4.3 billion, excluding working capital movement which is at PhP9.6 billion. In the next two (2) years, we aim to reduce spend by a total of PhP2 billion which is a combination of Operational Expenditures (OPEX) and Capital Expenditures (“CAPEX”), and lower our gearing to below 50% while maintaining our attractive dividend policy.

Shell Pilipinas continues to be one of the leading energy companies in the country. Volume and value growth are focus areas as we profitably recover lost volume. Cross-business integration will also be the key driver for the coming years as we further strengthen our business to defend our current position while capturing new opportunities in the market.

The Company has strong corporate governance practice, and this has been recognised by the Institute of Corporate

Directors through the two Golden Arrow award in 2023. We will continue to promote advocacies to level playing field, increase awareness on the benefits of using biofuels, and other initiatives in partnership with the government.

To achieve our strategic intents, we will pursue three priorities that will enable our businesses to deliver to our targets.

The first one is recapturing the market profitably. We will profitably grow our volume by improving our competitiveness using marketing promotions through our loyalty app—Shell Go+, as our tool to reach more customers. We have seen volume growth in our Mobility, Aviation, and Lubricants businesses. More campaigns will be launched as we celebrate our 110th year and move the Philippines forward with more and cleaner energy solutions.

Premium products such as V-power, Helix, and Bitumen FreshAir will enhance our overall competitiveness in our offers. We ended the year with high premium penetration of 27% for fuels and 23% for lubricants. Our presence in the Visayas and Mindanao regions will be further enhanced or strengthened as we open up our fourth and fifth import terminals. This will enable faster and more efficient transport of products to our terminals, supply points and ultimately, our customers.

The next one is maximising end-to-end margin. SPC aims to sustain double digit growth in Non-Fuels Retail (“NFR”) by maximising real estate through the addition of around one hundred (100) to one hundred fifty (150) co-locators and clip-ins.

In 2023, we launched Shell Café, our new sub brand that offers premium food and beverage choices with thirteen (13) new branches. This new offering doubled our cup sales and boosted food sales by about 40%. This was followed by the opening of Shell Recharge in TPLEX Rosario to complement the Shell Recharge in Mamplasan, which enables EV drivers to travel from north to south with confidence and reduced range anxiety. We will also invest to further enhance our import terminals for optimal asset utilisation and potential revenue streams.

Lastly, cost and capital reduction. Careful and conscious tail management will be executed across all businesses. High-yielding sites will be transformed to optimise volume and value delivery while adhering to our capital expenditure programme. We will continue to be very selective in our investments, while being prudent in our cost and capital spend. Sustainability remains to be at the heart of what we do, as this is also embedded in the Powering Progress strategy. Local application for sustainable installations in

mobility stations is well underway which will reduce emissions through our products and services will continue to be an important consideration.

Lastly, I want to highlight our most valuable asset—our people. They have tirelessly worked to create the roadmap for our businesses to succeed in the coming years. We continue to nurture world-class talents within the organisation which have enabled us to thrive in this challenging environment. And with improved agility, these same people will help propel us to a more profitable and sustainable future.”

The Chairman thanked Mr. Abilo.

887. **Approval of Certain Acts of the Board, Board Committees and Management**

a. **Appointment of External Auditor of the Corporation**

The Chairman informed the stockholders that the next item in the agenda was the appointment of the external auditors of the Corporation. He requested the Secretary to introduce the proposal on behalf of Mr. Amando M. Tetangco, Jr., the Chairman of the Board Audit and Risk Oversight Committee.

The Secretary reported that the Board Audit and Risk Oversight Committee recommended to the Board of Directors the appointment of an external auditor that will examine the accounts of the Corporation for 2024. The Board of Directors, in its meeting held on 21 March 2024, approved the re-appointment of SGV as the external auditor of the Corporation for 2024. The audit partner from SGV will still be Ms. Editha Estacio.

The Chairman requested the Secretary to report the voting results.

The Secretary reported that based on the final voting tabulation as of 09 May 2024, stockholders owning 1,194,589,197 shares and representing 74.04% of the outstanding capital stock of the Corporation, approved the re-appointment of SGV as the external auditor of the Corporation for 2024:

“**RESOLVED**, that Sycip Gorres Velayo and Co., member of Ernst and Young International, be re-appointed as the External Auditors of the Corporation for the calendar period ending 31 December 2024, under such terms and conditions as the Board of Directors may consider reasonable.”

No shareholder (or 0.000%) voted against the decision to approve the re-appointment of the external auditor, while stockholders owning 68,700 shares (or 0.000%) abstained thereto.

The Chairman declared that since the stockholders owning a majority of the total outstanding shares voted affirmatively for the re-appointment of SGV as external auditor, the same is approved.

b. Amendment of By-Laws: Increase of Quorum Requirement for Board Meetings

The Chairman informed the stockholders that the next item in the agenda was the amendment of Article III, Section 4 of the By-Laws of the Corporation in order to increase the quorum requirement for Board meetings.

The Chairman requested the Secretary to report on this matter.

The Secretary reported that for purposes of further enhancing corporate governance, the Board of Directors, in its meeting held on 21 March 2024, approved the amendment of Article III, Section 4 of the By-Laws of the Corporation in order to increase the quorum requirement for Board meetings from the original requirement of a simple majority of the total Board seats to the proposed new requirement of two-thirds (2/3) of the total Board seats.

The Chairman requested the Secretary to present the voting results.

The Secretary reported that as of 09 May 2024, stockholders owning 1,194,657,897 shares and 74.04% of the total outstanding shares voted in favor of the amendment of Article III, Section 4 of the By-Laws of the Corporation in order to increase the quorum requirement for Board meetings:

“**RESOLVED**, that subject to the approval of the Securiteis and Exchange Commission, Article III, Section 4 of the By-Laws of the Corporation be as it is hereby, amended to read as follows:

‘Section 4. Quorum: A quorum at any meeting of the Board of Directors shall consist a ~~majority~~ **two-third (2/3)** of the entire membership of the board. A majority of the Directors forming such quorum shall decide any question that may come before the meeting, save and except any such matters in which the Corporation Law may require the affirmative vote of a greater proportion of the members of the Board.’”

No shareholder (or 0.000%) voted against the decision to approve the amendment of Article III, Section 4 of the By-Laws of the Corporation in order to increase the quorum requirement for Board meetings, while stockholders owning 68,700 shares (or 0.000%) abstained thereto.

The Chairman declared that since the stockholders owning a majority of the total outstanding shares voted affirmatively for the amendment of Article III, Section 4 of the By-Laws of the Corporation, the same is approved.

888. **Election of Directors**

The Chairman informed the stockholders that the next item on the agenda was the Election of Directors. He reported that the Nomination Committee came up with the final list of candidates for Board Membership which included the nominees for independent directors.

The Chairman invited the Secretary to read the names of the candidates.

The Secretary discussed that the qualifications of the nominees as directors were included as Item 5 of the Definitive Information Statement of the Corporation, copies of which were distributed to the stockholders together with the Notices through alternative modes of distribution.

The Secretary stated that the nominees were:

| <b><u>Directors</u></b> | <b><u>Independent Directors</u></b> |
|-------------------------|-------------------------------------|
| Nina D. Aguas           | Edgar O. Chua                       |
| Stuart Chaplin          | Lydia B. Echauz                     |
| Michael P. Ramolete     | Fernando Zobel de Ayala             |
| Luis C. La 'O           | Amando M. Tetangco, Jr.             |
| Reynaldo P. Abilo       |                                     |
| Lorelie Q. Osial        |                                     |
| Min Yih Tan             |                                     |

The Chairman asked the Secretary to report the voting results.

The Secretary certified that, based on the final tabulation, the following votes were cast:

| <b>DIRECTOR</b>   | <b>VOTES</b>  |
|---|---------------|
| <b>Reynaldo P. Abilo</b>                                  | 1,127,113,642 |
| <b>Nina D. Aguas</b>                                      | 1,498,344,142 |
| <b>Stuart Chaplin</b>                                     | 1,126,573,780 |
| <b>Michael P. Ramolete</b>                                | 1,127,113,642 |
| <b>Luis La 'O</b>   | 1,497,738,978 |
| <b>Lorelie Q. Osial</b>                                   | 1,127,048,343 |
| <b>Min Yih Tan</b>  | 1,127,113,642 |
| <b>Fernando Zobel de Ayala<br/>(Independent Director)</b> | 1,127,048,343 |
| <b>Edgar O. Chua<br/>(Independent Director)</b>           | 1,127,113,643 |
| <b>Lydia B. Echauz (Independent<br/>Director)</b>         | 1,127,113,643 |
| <b>Amando M. Tetangco, Jr.<br/>(Independent Director)</b> | 1,127,105,543 |

Based on the final voting tabulation, a total of 13,139,427,341 cumulative votes were affirmatively cast in favor of the eleven (11) nominees:

“**RESOLVED**, that the eleven (11) nominees be declared as the duly elected members of the Board of Directors of the Corporation upon the adjournment of this meeting, to serve as such until their successors shall have been duly elected and qualified.”

The Chairman declared that since stockholders owning majority of the total outstanding shares voted for the election of the said nominees, they are now the duly elected as directors of the Corporation upon the adjournment of this meeting. He requested the Corporate Secretary to read out the names of the duly elected directors for the coming year.

The Secretary read the names of the newly elected directors:

1. Min Yih Tan
2. Ms. Lorelie Q. Osial
3. Edgar O. Chua (Independent Director)
4. Lydia B. Echauz (Independent Director)
5. Fernando Zobel de Ayala (Independent Director)
6. Amando M. Tetangco, Jr. (Independent Director)
7. Nina D. Aguas
8. Luis C. La ‘O
9. Stuart Chaplin
10. Reynaldo P. Abilo
11. Michael P. Ramolete

The Chairman discussed that based on the results, the Corporation will have two (2) new directors for 2024 to 2025, namely, independent director Edgar O. Chua and executive director Michael P. Ramolete. He then requested Ms. Osial to introduce Mr. Chua and Mr. Ramolete to the stockholders.

Ms. Osial introduced Mr. Chua and Mr. Ramolete to the stockholders as follows:

“It is my privilege to introduce our new directors. Let me start with Mr. Edgar O. Chua.

Edgar O. Chua is currently an independent director of Metropolitan Bank and Trust Company, First Gen Corp, PHINMA Corp., Philcement and JGSummit Olefins Corp. He was an independent director at Integrated Microelectronics Inc (IMI) and Energy Development Corporation (EDC). He is also in the advisory boards of Mitsubishi Motors Philippines Corporation and Coca Cola Bottlers Corp. He is the CEO of Amber Kinetics. Mr. Chua is the Chairman of the Makati Business Club, University of St. La Salle Bacolod, Business for Sustainable Development and the Philippine Eagle Foundation.

He is also President of De La Salle Philippines and a trustee of various civic and business organizations.

As Country Chairman of the Shell Companies in the Philippines from 2003 to 2016, Mr. Chua was responsible for the exploration, manufacturing, and marketing sectors of the petroleum business, and oversaw the chemicals businesses and shared services.

He is a recipient of numerous local and international recognitions such as CEO EXCEL for Excellence in Communication in Organisations (2005); Asia People of the Year (2013); MAP's Management Man of the Year (2013); CEO of the Year in the Asia Pacific SABRE (Superior Achievement in Branding Reputation and Engagement) Awards in China (2014); Lifetime Achievement Awardee by the Golden Wheel Awards Foundation (2015); and Global Filipino Executive of the Year by Asia CEO (2016). Mr. Chua earned his Bachelor of Science degree in Chemical Engineering from De La Salle University (1978) and attended various international seminars and courses, including the senior management course in INSEAD in Fontainebleau, France. He was also conferred Doctor of Humanities Honoris Causa by De La Salle Araneta University in 2018.

Now, allow me to introduce Mr. Michael P. Ramolete.

Mike is a seasoned business leader with twenty-nine (29) years of experience in various global and local roles in the Shell group. He has been doing roles in the Shell Business Operations (SBO), Retail Sales & Ops, Global Site Ops Excellence, Network Planning & Development and Strategy Implementation. In his recent role as Head/General Manager of SBO Centre Manila, he grew the Centre by over 20% to 4600 employees from 2019 to 2023 and made it into a highly engaged Centre despite the challenges and uncertainties brought about by the pandemic.

Mike also has twenty-five (25) years of solid Retail experience. As a District Manager, he led Metro Manila as the Top Sales District for five (5) years and was the first back-to-back Global District Manager (2013/2014) in the Annual Smiling Stars in Beijing and Paris. As Cluster Network Manager, he covered various markets in Asia including India, China, and Vietnam, and as Lead for Strategic Choices (Strategy), he implemented Operator Platform Change in Asia/Oceania working with many stakeholders to deliver his agenda.

He has a BS Civil Engineering degree from University of the Philippines and an MBA degree from the Ateneo de Manila



University. He also took up a Shell Executive Leadership program in INSEAD.”

The Chairman thanked Ms. Osial.

Thereafter, the Chairman relayed that the Corporation’s Lead Independent Director, Mr. Cesar A. Buenaventura, will no longer be part of the Board of Directors starting year 2024. The Chairman subsequently invited Mr. Buenaventura to deliver his message.

Mr. Buenaventura delivered the following message:

“Good afternoon, ladies and gentlemen. I would like to thank the Board, Shareholders, our loyal and faithful dealers and customers for the privilege of having served as a director of your company for fifty-four (54) years.

I have been a witness to the company and the oil industry's transformation from a time when oil was cheap and the retail price of gasoline was at PhP25 centavos a liter and the peso was at PhP2.00 to one (1) U.S. dollar, to the rise of OPEC, and the many oil and monetary crises and the consequent economic hardships and dislocations, both locally and globally.

The turbulence and uncertainties continue to this day, unfortunately and it is complicated by the Ukraine war and the conflict in the Middle East.

Through all these years, Shell Philippines Corporation has survived. And at one time was number one (1) in the retail market. As I step down, I see our company confronted with formidable challenges with the adverse effect of the COVID pandemic and the emergence of aggressive competition from independent oil players as well as our major competitors’ continued strategy to remain the market leader.

In closing, it is my fervent hope that the company remains steadfast and will overcome these challenges and difficulties in the years ahead.

Thank you once again from the bottom of my heart to each and every one of you.”

The Chairman thanked Mr. Buenaventura for his service in the Corporation. He further stated that Mr. Buenaventura had been a significant part of the Corporation from his days as one of the first Filipino Management Trainees to becoming the First Filipino President and Country Chair, and to his current role as the Lead Independent Director. He added that the Corporation is eternally grateful to Mr. Buenaventura’s invaluable service and contributions. He stated that the

Corporation shall miss Mr. Buenaventura's incisive instincts and insights during the board meetings.

889. **Question and Answer**

The Chairman opened the floor for questions from the stockholders. Ms. Castillo and Atty. Erwin Orocio facilitated the question and answer portion based on the questions received.

Before formally proceeding to the question and answer portion, Atty. Orocio mentioned that there was a question pertaining to the income of the first quarter of 2024. He then reminded the stockholders that the annual stockholders' meeting only focuses on matters for the year 2023. As such, questions relating to the year 2024 will not be addressed in the present meeting but will be subject to appropriate disclosures in due time.

***First question:*** There appears to be a continuous effort to manipulate the company's stock price to go down. While it is true that stock manipulation is hard to prove, genuine concern from shareholders should not be dismissed if shareholders' and management's interests are aligned. Please comment regarding this.

Mr. Abilo responded as follows:

“Thank you very much Attorney Erwin and thank you for the concern.

While we believe that the prevailing share price does not reflect the true value of our company, we are not aware of any facts that would indicate a possible stock price manipulation. As you know, ensuring that our stock price is properly valued is a key agenda or key concern not just by the management team, but of our Board of Directors.

This is why, as a company, we wanted to make sure that we are able to recover our strong dividend earnings and cash positions so that we will be able to pay dividends moving forward. At the same time, we have also increased the touch points of our Investor Relations Team so that we will be able to increase interest in our Shell PH stock, which unfortunately has been thinly traded for the past several years.

Having said that, if we become aware of any facts that would point to a possible stock price manipulation, we will make the necessary representations with the relevant authorities to investigate the matter.”

**Second question:** How many stations do we have to date and what is your target for 2024 and something related to that, how much is your total CAPEX for the year?

Mr. Abilo responded as follows:

“So for this year, we are planning to spend CAPEX between two (2) to three (3) billion pesos and about 50% of that will be dedicated in improving the asset integrity and efficiency of our terminals across the country, particularly our main one which is the Tabangao import facility and about 50% will be dedicated towards enhancing the mobility footprint that we have in the country. So we ended 2023 with a total of one thousand one hundred seventy-nine (1,179) Mobility stations and we are planning to increase our mobility sites by about twenty (20) to twenty-five (25) new mobility stations this year. ”

**Third question:** What is the status of your planned additional depot?

Ms. Osial responded as follows:

“Thank you for that question. We are on track when it comes to our planned medium range capable terminals. Both fourth and fifth are underway. Number four (4) is on track to be delivered this year and number five (5) is set to be delivered in 2026. ”

**Fourth question:** Now that the Philippine economy has already been on its full recovery mode, what is your target in terms of volume sales growth and what will be the drivers and how will that impact on your top and bottom lines?

Mr. Ramolete responded as follows:

“We will obviously try to grow at par and even more. Obviously, our focus is to be able to win back customers and win more through stronger product claims, integrated fuels and NFR promotions. This will enable us to deliver both volume generation and brand premium versus our competitors. We will obviously leverage our loyalty program, the Shell Go+, to be able to build and develop more loyal customers and also bank on new sites. Ray mentioned earlier the number of new sites to be able to deliver fresh volume. On top of that, we will also leverage our Shell Fleet Solutions to be able to go deeper into the B2B segment and gather more volume.”

**Fifth question:** What is our gap in terms of Market Share with competition? What is your plan and roadmap to close the gap?

Mr. Ramolete responded as follows:

“Our basis for market share is the latest DOE data overall. Overall SPC, we are at around 14.5% for this year-end 2023. Shell is still at a strong second in the industry and we are optimistic that our marketing and operational plans are robust enough to defend and grow our market share.”

***Sixth question:*** When can shareholders expect to receive dividends once again?

Mr. Abilo responded as follows:

“Thank you very much again for that question. Let me start off first by saying that we are very much committed to our dividend policy, which is 75% of our net income after tax and that remains as part of our strategy. We ended 2023 with a positive PhP245,000,000 Million retained earnings available for dividends. So that is coming from a deficit of PhP1.8 Billion at the end of 2022. So we are moving in the right direction.

However, we ended 2023 with a negative free cash flow. Hence, our gearing level has increased to 56% by the end of 2023 versus the same period in 2022. Our priority, like what I mentioned earlier, is to recover our strong cash earnings and dividend paying position for 2024. And we are sustaining the strong momentum that we have started in Q4 last year.

Ultimately, we want to deliver more cash for the company that will enable us to reduce our debt while at the same time paying dividends to our shareholders.

Let me reiterate that providing compelling returns to our shareholders remains to be a priority of the management team and the Board of Directors.”

***Seventh question:*** It is widely talked about in the industry that Shell is taking its exit. For Shell PH, will you stay, or will you also go away?

Ms. Osial responded as follows:

“Thank you for the question. Shell is committed to the Philippine market. We just launched our refreshed strategy in November, which we have shared with you as well in this call and the strategic intent that we have which is to remain a major player in the industry, to be in a dividend paying position once again and to continue to elevate standards in governance and progress energy transition.

Like any global company, Shell continues to review its portfolio and upgrade its portfolio. For the management team, we are focused on making sure that we actually boost business resilience, strengthen our financials, increase stakeholder value and regain investor confidence.”

The Chairman added as follows:

“Indeed. And I think in short, we are here to stay and thrive, and our focus right now is financial resilience.”

***Eighth question:*** With the Marcos Jr. administration’s aim to have 50% penetration of E-Vehicles by 2040, how does this impact your projections and growth plans for your retail/mobility business?

Mr. Ramolete responded as follows:

“Thanks for the question, Angel. Well, first of all, we are very proud to say that we are one of the pioneers for E-Mobility in the country as we launched Shell Recharge in 2022. We will obviously continue to work with our partners to grow and build our footprint and capabilities to be able to cater to the forecasted growth in EVs in the coming years. We have, in fact, adapted this strategy to have more convenience retailing offers in our stations to future-proof our sites for the EV customers. But definitely we will grow in-step with society in this electrification journey.”

***Ninth question:*** Any plans to boost non-fuel sales, particularly Shell Cafe? Posts about the taste of your coffee are making noise.

Mr. Ramolete responded as follows:

“First of all, thank you for that comment. Very happy to hear that comment. Definitely, there are plans to boost NFR offers on our sites as part of the overall profitability and to attract more customers. Shell Café, as you know, has over fifteen (15) stores nationwide.

I think Ray mentioned earlier, it even boosts food sales by over 40%. So not only does it offer premium coffee and food, but it also has that halo effect in all other products. We will definitely have a look where we can build more of this.”

***Tenth question:*** For Mr. Abilo, can you share information about possible buyback for Shell PH?

Mr. Abilo responded as follows:

“Thank you very much for the question. As of this point in time, the management has not been notified of any plans to delist because a delisting activity is essentially an action amongst shareholders. So as far as the management is concerned, there have not been any concrete discussions about delisting. For now, the focus of the management is to continue generating shareholder value for our shareholders through the strategy refresh that we communicated last November. We will do that by recapturing our fuels market profitably by maximizing end-to-end margins and also by driving cost and capital discipline.

By doing so, we will be able to increase the resilience of our business, deliver financial strength and ultimately regain investor confidence.”

***Eleventh question:*** Does Shell have plans to put branches in Western Pangasinan, where infrastructure and economy are booming? People there are clamoring for Shell gasoline stations.

Mr. Ramolete responded as follows:

“Well, in the past three years, we have actually built six (6) sites in Pangasinan. Our commitment is to be present in Pangasinan. Some examples are in Alaminos, Binmaley, Urdaneta and San Fabian. We will look into the site that you mentioned, I think it is Zambales, and see if there is any opportunity to be there to be able to serve our customers.”

***Twelfth question:*** What can investors expect from Shell PH from now and beyond?

Ms. Osial responded as follows:

“Thank you for that question. We will continue to improve our quality products of fuel, lubricants and non-fuel products and services. We will continue to power progress for the Filipinos through our refreshed strategy. Three things: (i) strong earnings position, (ii) cash position and (iii) dividend paying position.

We aim to be a major player in the energy industry and we want to continue elevating industry governance standards and advance energy transition at pace with society.

We have a strong global brand, one of the most extensive training networks around the world, and we have a proven track record of innovative solutions.

We will capture new opportunities and carry out our sustainability initiatives purposefully and profitably as we play a key role in a balanced energy transition. We will do this together with our current and future partners, the best retailer community in the country, and our world class talented employees. Thank you.”

890. **Adjournment**

There being no further business to transact, the meeting was adjourned.

Prepared by:

**MARK HADRIAN GAMO**  
*Corporate Secretary*

Attested by:

**MIN YIH TAN**  
*Chairman of the Board*