

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-A

ANNUAL REPORT PURSUANT TO SECTION 17
OF THE SECURITIES REGULATION CODE AND SECTION 141
OF THE CORPORATION CODE OF THE PHILIPPINES

1. For the fiscal year ended
2. Commission identification number
3. BIR Tax Identification Number
4. Exact name of issuer as specified in its chapter
5. Province, country, or other jurisdiction of incorporation or organization
6. Industry Classification Code: (SEC Use Only)
7. Address of issuer's principal office *Postal code*
8. Issuer's telephone number, including area code
9. Former name, former address, and formal fiscal year, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the Code, or sections 4 and 8 of RSA

<i>Title of Class</i>	<i>Number of shares common stock outstanding and amount of debt outstanding</i>
<input type="text" value="Common Stock"/>	<input type="text" value="1,613,444,202"/>

11. Are any or all of the securities listed on a Stock Exchange? Yes No

12. Indicate by check mark whether the registrant
- (a) has filed all reports required to be filed with Section 17 of the Code and SRC Rule 17 thereunder or Sections 11 of the RSA and RSA Rule 11(a)-1 thereunder, and Sections 26 and 141 of SPC Code of the Philippines, during the preceding twelve (12) months (or for such shorter period the registrant was required to file such reports)
- Yes No
- (b) has been subject to such filing requirements for the past ninety (90) days
- Yes No

PART I – BUSINESS

(A) Description of Business

(1) Business Development

Shell Pilipinas Corporation (the “Company”) was incorporated in the Philippines and registered with the Securities and Exchange Commission (SEC) on 09 January 1959 primarily to engage in the refining and marketing of petroleum products. The Company conducted its initial public offering (“IPO”) to list in the Philippine Stock Exchange on 03 November 2016.

The Company is 55% owned by Shell Overseas Investments BV (“SOIBV”), a corporation registered under the laws of the Netherlands and 45% owned by Filipino and other foreign shareholders. The ultimate parent of the Company is Shell plc., incorporated in the United Kingdom.

The Company during its Stockholder’s Meeting on 11 May 2021 amended its Primary Purpose in the Articles of Incorporation. The Primary Purpose now is to purchase, acquire, import, manufacture, refine, transport, use, and store any and all kinds of petroleum and petroleum products, components, additives, lubricants, bitumen, chemical and/or petrochemical products; and to market, distribute, and sell at wholesale, export, exchange, deal in, and dispose of such products and by-products which may be produced, developed, or made therefrom.

On 10 August 2022, the Board approved the change in corporate name of the Company to “Shell Pilipinas Corporation” and the amendment to broaden the Company’s Secondary Purpose to include retail trade as it aims to grow its non-fuel retail segment that introduces the Company’s wider future forward approach towards energy transition that will reposition it beyond petroleum, shifting towards sustainable and cleaner energy solutions. The SEC approval was obtained on 15 March 2023.

During the Company’s special stockholders meeting on 21 November 2023, the stockholders approved the amendment in the Articles of Incorporation to (1) directly engage in the electric vehicle charging station business and to sell various services related to electric charging and (2) to sell lubricants technical services to non-buyers of its lubricants products. This aligns with the Company’s approach towards energy transition in step with society, evolving beyond petroleum, towards sustainable and cleaner energy solutions for the Company, people, community and environment today and for the future. The SEC approval was obtained on 16 December 2024.

In 2024, Shell Pilipinas celebrated its 110th year in the Philippines. Throughout history, the Company has been committed in partnering with the country in nation-building and powering progress in the Philippines.

As of 31 December 2025, Shell Pilipinas is not subject of any bankruptcy, receivership or similar proceedings. It is also not involved in any material reclassification, merger, consolidation or purchase or sale of a significant amount of assets not in the ordinary course of business.

Shell Pilipinas Operational Highlights

In 2025, Shell Pilipinas ended the year with clear progress across Cash, Returns, and Growth, delivering stronger free cash flow, solid earnings momentum, improved net income, and a healthier balance sheet.

The Company’s Fuels business remains a core value driver, serving the mobility and energy needs of Filipino customers through a nationwide network supported by an integrated and reliable supply chain. In 2025, the business delivered 2% volume growth despite persistent hypercompetition.

In Mobility, volumes were defended quarter-on-quarter, closing the full-year flat amid a persistently challenging and hypercompetitive environment. Core earnings grew by 22%, reflecting the impact of disciplined execution and a stronger value mix. Fleet Solutions delivered 11% volume growth,

underpinned by new account wins and deeper partner engagement. Non-Fuel Retail delivered a strong performance at 11% operating profit across Lubricants, Convenience Retailing, Alliance and EV.

Commercial Fuels delivered 3% volume growth for the full year, notwithstanding softer demand in certain sectors. Differentiated fuel products continued to outperform. Fuel Save Diesel grew 11% and Fuel Oil Plus rose 4%, underscoring sustained customer demand for high-performance solutions even in price-sensitive segments.

Aviation remained one of the Company's strongest growth engines in 2025, delivering 11% volume growth and more than doubling core earnings. This growth accelerated throughout the year, with the business posting a strong volume rebound in the first quarter and achieving its highest earnings since the pandemic.

Non-Fuels businesses comprising Lubricants and Bitumen play a strategic role in strengthening the Company's earnings mix and enhancing portfolio resilience, delivering 4% volume growth for the full year. Lubricants gained further traction in premium products and differentiated customer offerings, reflecting continued success in expanding market reach and deepening partnership.

Trading and Supply remained a key driver of operational efficiency and earnings quality throughout 2025. Through disciplined inventory management, the Company reduced exposure to price volatility, tightened working capital, and maintained optimal inventory levels. Distribution costs were lowered, and consistent product availability was ensured across the supply chain. The Davao Import Facility (DIF) was the year's major milestone. Since its inauguration, it has delivered tangible benefits, including lower logistics costs, enhanced supply flexibility, and improved service levels for B2C and B2B customers in South Mindanao, strengthening the Company's competitiveness and market position.

(2) Business of Shell Pilipinas

(i) Principal products or services and their markets

Shell Pilipinas Corporation is an integrated downstream energy company serving customers across the Philippines through a portfolio of fuels, non-fuels, and supply chain capabilities. From importation and trading to storage, distribution, and customer-facing solutions, the Company operates across the downstream value chain to ensure reliable product availability, operational resilience, and consistent service nationwide. Its portfolio includes mobility and commercial fuels, aviation fuels, lubricants, bitumen, and non-fuel retails offers, supported by a strategically located supply and distribution system.

Shell Pilipinas is one of the leading fuel mobility players in the country, boasting a strong network of over 1,100 Shell-branded mobility stations nationwide. Through its mobility arm, the Company markets Shell V-Power Racing, Shell V-Power Gasoline, and Shell V-Power Diesel as its premium offering, and FuelSave Gasoline and FuelSave Diesel for its main grade offers. Recognizing that its customers' needs go beyond fuel, the Company has non-fuel offerings through Shell Select convenience stores, Deli2go and Shell Cafe. It also offers full vehicle servicing such as oil change and other car and motorcycle maintenance through Shell Service Centers. In addition to vehicle servicing inside mobility stations, the Company launched partnerships with third party workshops.

Shell Pilipinas' commercial product portfolio includes wholesale commercial fuels, jet fuels, lubricants, and bitumen. Wholesale commercial fuel premium products include, among others, Shell Fuel Save Diesel and Shell Fuel Oil Plus. The wholesale commercial fuels product portfolio includes diesel, gasoline, kerosene, fuel oil and blended fuels. Shell Pilipinas is a key supplier of fuels to the manufacturing, mining, marine, power, transport and other sectors and counts a number of major conglomerates operating in the Philippines as its loyal customers.

Shell Pilipinas also offers sustainable products and services to support energy transition. Mobility offers electric vehicle charging under Shell Recharge and has also piloted battery swapping services. Paving the way towards decarbonization, Bitumen business pioneered Shell Bitumen

FreshAir which is a low carbon road pavement technology which effectively reduces specific gases and particulate matter from asphalt mixtures by 40%. Shell Instapave is another low-carbon solution which is used as a road surface treatment in preventive maintenance.

Geographical segmentation does not apply to Shell Pilipinas' business.

(ii) Percentage of sales or revenue contributed by foreign sales

Below is the summary of the percentage of domestic and foreign net sales:

<i>Net Sales</i>	Domestic	Exports	Total
2025, in million pesos	229,136	1,997	231,133
2025, in percentage	99%	1%	100%
2024, in million pesos	242,168	1,398	243,566
2024, in percentage	99%	1%	100%
2023, in million pesos	251,695	1,621	253,316
2023, in percentage	99%	1%	100%

(iii) Distribution methods of the products

Shell Pilipinas' integrated supply chain is composed of 24 fuel distribution terminals and supply points which include 4 MR-capable import facilities, 10 lubricants warehouses and 2 bitumen facilities spread throughout the Philippine archipelago. This includes the Shell Import Facility Tabangao (SHIFT) in Batangas City, the North Mindanao Import Facility (NMIF) in Cagayan De Oro City, and the Subic Import Facility. Shell opened its fourth import terminal located in Darong, Santa Cruz, Davao del Sur, in 2025.

Main fuel products imported through the Shell trading network are transported from the Subic and Tabangao import terminals through marine vessels and lorries to supply the demand in Luzon. Marine vessels also transport imported products from NMIF and DIF (Davao Import Facility) to other parts of the country. Shell Pilipinas contracts a fleet of time-chartered and guaranteed seaworthy ocean vessels and barges that meet international safety standards. Lorries contracted from private professional haulers are used for inland distribution of products.

The logistics network is further optimized to replenish stocks in other strategically located terminals in the country. Local distribution to customers is managed by third party logistics service providers.

(iv) Competition

The Philippine oil industry is composed of numerous players in the mobility and commercial segments. Shell Pilipinas continues to be the second largest player in the downstream oil industry based on DOE's total industry demand as of Q3 2025. The two largest companies, Petron and Shell Pilipinas, hold around 42% while the balance is made up of numerous smaller players.

The Company's value delivery is maintained and protected through the Company's differentiated offerings and integrated supply chain. Its differentiated fuels portfolio providing both economy and performance-driven formulas, combined with innovative and high-quality services, drives the Company's growth in a competitive fuels market. The Company also leads the industry in the sustainable products segment. On the other hand, its integrated, competitive, and reliable supply chain and highly efficient mobility network assures its customers with the reliability and quality of its offerings.

Shell Pilipinas also leverages on Shell's regional trading organization to globally source petroleum products and hence captures purchasing benefits from accessing a wider trading organization that is buying petroleum products for all of Shell's Asian operations.

International and Market Forces in the Industry

The downstream oil industry is heavily impacted by market fluctuations, foreign exchange volatilities, economic and political developments overseas. There are fluctuations in average global fuel prices for petroleum products such as gasoline, diesel, fuel oil, aviation fuel from ~\$90/bbl as of 31 December 2024 to ~\$81/bbl last December 2025.

Being a petroleum product importer, Shell Pilipinas is exposed to these ongoing volatilities in regional product prices and foreign exchange.

(v) Sources of supply and the names of principal suppliers

Its affiliation with the Shell Group provides Shell Pilipinas long-term and secure access to finished petroleum products. Shell Pilipinas' product import requirements are supplied by Shell International Eastern Trading Co. (SIETCO), a trading company based in Singapore, using term supply agreements. This enables Shell Pilipinas to benefit from the consistency and reliability provided by the Shell Group's single market interface approach.

Bulk of Shell Pilipinas' finished products requirements are sourced from Asian countries such as South Korea, Singapore and China. As confirmed with SIETCO, the refineries where it obtained its petroleum products from in 2025, do not use Russian crude as feedstock.

(vi) Major customers

Shell Pilipinas does not have a single external customer from which sales revenue generated amounted to 20% or more of its total revenue.

(vii) Transactions with and/or dependence on related parties

In the normal course of business, the Shell Group of companies (the "Shell Group" or "Group") transacts with companies, which are considered related parties under PAS 24, "Related Party Disclosures". Transactions with related parties consist of (a) importation of petroleum products; (b) reimbursement of expenses; (c) entering into lease agreements; (d) placing short-term placements; and (e) royalty fees arrangement. Purchases from and sales to related parties are consummated at competitive market rates and arms' length basis.

Settlement and collection of outstanding related party payables and receivables are generally made within 30 to 60 days from the date of each transaction.

Since the IPO, Shell Pilipinas has established a separate Related Party Transaction (RPT) Board Committee that performs oversight functions over related party transactions of the Company. Shell Pilipinas also has a Related Party Transaction Policy that provides guidelines on the governance and control processes for RPT transactions.

Below are the material related party transactions of Shell Pilipinas:

- i. The Company have loans from Metropolitan Bank and Trust Co Phil and from Bank of the Philippine Islands (BPI) as at 31 December 2025. The loans were drawn in 2025 and 2023 in which a director of these banks holds office as a director of the Company.
- ii. Shell Pilipinas purchases petroleum products from Shell International Eastern Trading Co. (SIETCO), an entity under common shareholdings.

- iii. Shell International Petroleum Company (SIPC) of the United Kingdom and Shell Global Solutions International B.V. (SGS) of the Netherlands, entities under common shareholdings, provide management advisory, business support, and research and development and technical support services to Shell Pilipinas under certain terms and conditions.
- iv. Shell Pilipinas leases from Tabangao Realty, Inc. (TRI), for several depots and mobility sites. Lease terms range from 3 to 50 years and is renewable, thereafter, paid via rental and throughput fees.
- v. Shell Brands International AG (“SBI”), an entity under common shareholdings, entered into Trade Marks and Manifestation License Agreement with Shell Pilipinas pursuant to which SBI, the licensor, grants Shell Pilipinas, the licensee, a non-exclusive right to reproduce, use, apply and display the Shell trademark and other manifestation. In consideration, the Company shall pay a royalty fee, which shall be computed as certain percentage of business contribution of each class of business. Royalty rate varies from 0.71% to 4.74% depending on class of business, subject to a minimum royalty amount. This agreement can be terminated by either party without any penalty.
- vi. Shell Pilipinas receives billings from entities under common shareholdings for group-shared expenses related to IT maintenance, shared services, personnel and other administrative costs. On the other hand, the Company charges entities under common shareholdings for group-shared expenses related to personnel and other administrative costs and other services.
- vii. Shell Pilipinas has five common members between its Board of Directors and Board of Trustee of Shell Pilipinas Foundation Inc. The Company has contributed towards donations and program recovery expenses of the foundation.
- viii. The Company purchases lubricants products from The Shell Company of Thailand Limited, an entity under common shareholdings.
- ix. The Company has transactions related to aviation commission expenses from the Shell Aviation Limited, an entity under common shareholdings.

(viii) Trademark Ownership and License Agreement

Trademark Ownership

The trademark ‘SHELL’ and other trademarks of the Shell Group are, generally, registered under the name of Shell Brands International AG. Such intellectual properties are considered as Shell Group’s assets rather than the properties of individual companies, such as Shell Pilipinas.

License Agreements

The use of trademarks and trade name by Shell Pilipinas is regulated by an agreement which provides for termination of the right to use the marks in the event of outside interference, for example, if the management of the Company or its shareholding changes to the point where it ceases to be a member of the Shell Group.

Administration and Management of Trademarks

Since SHELL and other important trademarks are used internationally, it is important that there is consistency in their use. Accordingly, the Shell Group has an Intellectual Property Services (IPS) that is charged with the responsibility for the administration and co-ordination of trademarks on behalf of the Shell Group and all matters affecting trademarks should be referred to it. To ensure that the Shell Group’s trademarks are not allocated to different products or services and that the

valuable rights to the said trademarks are maintained, the policy is to consult IPS prior to the adoption of any new mark and that all cases of suspected infringements are immediately reported to IPS.

Once a year, as part of its services, IPS carries out a review of trademarks in which the Shell Group companies, like Shell Pilipinas, are required to provide information concerning the trademarks currently in use in their particular business. This exercise provides an opportunity for the Shell Group to ensure that all trademarks that are being used are protected by registering the same in the appropriate territories and registries.

(ix) Government approvals needed for principal products

As part of running the facilities that store and handle petroleum products, Shell Pilipinas coordinates with various government stakeholders to comply with several regulations and regularly obtain approvals, permits and/or certifications as necessary. In general, these ensure that the company facilities are conforming to national or accepted international standards on health, safety, and environment. A major stakeholder is the Department of Environment and Nature Resources (DENR) and its attached agencies such as the Environmental Management Bureau, to which these company sites obtain various certifications and registrations (Environmental Compliance Certificate/Certificate of Non-Coverage, Wastewater Discharge Permit, Permit-to-Operate Air Pollution Source and Control Installations, Chemical Control Order, Hazardous Waste Generator ID Registration, Hazardous Waste Permit-to-Transport, PCL Compliance Certificate, etc.). Facilities also maintain Permits-to-Produce Biofuel-Blended Diesel (B2) & E-Gasoline (E10) and Permit-to-Operate a storage facility, under the remit of the Bureau of Internal Revenue (BIR). Shell Pilipinas is accredited by the Department of Energy (DOE) as a Biofuels Participant and has the required accreditations for importation from the Bureau of Customs (BOC).

Several authorities also require facility inspections and certifications (Permit to Operate-PPA, Certificate of Annual inspection-PEZA, Certificate of Compliance-ERC, Fire Safety Inspection Certificate-BFP, Statement of Compliance of a Port facility-OTS). The company's terminals are also mandated to have permits issued by local government units (Business Barangay Clearance, Business Permit (or Mayor's Permit), Real Property Tax, Sanitary Permit, Zoning Permit/Certificate). There are also approvals / registrations required for specific aspects of running the operations (Annual Registration-BIR, License to Handle CPECS and Purchaser's License for Controlled Chemicals-PDEA, Portable Radio License-NTC, Water Permit -NWRB, Certificate of Accreditation of Oil Spill Equipment/Materials-PCG).

Mandatory Fuel Marking

On 19 December 2017, the Philippine government has enacted R.A. 10963 (Tax Reform for Accelerated Inclusion) which included a provision on mandatory marking of fuel products to curb oil smuggling. Implementing rules and regulations from the government on the fuel marking program were released on 05 July 2019 through Joint Circular No 001.2019 by the Department of Finance, Bureau of Internal Revenue and Bureau of Customs. The Joint Circular mandates the marking of refined, manufactured and imported gasoline, diesel and kerosene after duties and taxes have been paid. As confirmed with the fuel marking consortium, the Tabangao refinery is the first refinery to be marked in the country and NMIF is the first import terminal to be marked in Mindanao.

The government commenced conducting random field testing and confirmatory testing on fuel to check its compliance towards the mandatory fuel marking requirement in 2020. This initiative is targeted to help curb smuggling.

Data gathered by the government consortium in 2021 identified homogeneity issues of the fuel marker in storage tanks for several oil industry players resulting to a deferment of the program's enforcement phase. The government has identified terminals/locations where fuel marking

operations are instructed to shift from vertical tanks dosing to truck/lorry marking to immediately address the homogeneity issues.

The automated injection system fuel marking facility for SHIFT has been completed and on-line from September 2022. The Subic terminal shifted their marking operations to truck marking in December 2022. Shell Pilipinas has upgraded its own fuel marking facility at Shell North Mindanao Import Facility and was fully commissioned in May 2024 to an automated injection system (AIS) technology to minimize the homogeneity risks identified in the present fuel marking dosing operations by the consortium. Subic and DIF are outsourced service providers that have the operational capability to do fuel marking.

Biofuels Act

The Biofuels Act of 2006 was implemented with the aim of reducing dependence on imported fuels. It also aimed to develop and utilize indigenous renewable and sustainable clean energy sources to reduce dependence on imported oil; to mitigate toxic and greenhouse gas (GHG) emissions; to increase rural employment and income; and to ensure the availability of alternative and renewable clean energy without any detriment to the natural ecosystem, biodiversity and food reserves of the country.

On December 2021, the DOE Technical Committee on Petroleum Products and Additives (TCPPA) has finalized the draft national standards for 3%, 4% and 5% coconut methyl ester (CME) blend into diesel and were endorsed to the Bureau of Product Standards. The implementation of these new standards is subject to the DOE's implementation plan for the succeeding years. Mandatory implementation of B3 (3% CME) to replace B2 (2% CME) started in October 2024.

In October 2024, following the mandatory implementation, Shell Pilipinas has gradually started blending B3 (3% CME) into diesel and transition was completed in all terminals by end of 2024. Due to the anticipated impact on fuel pump prices and the potential inflationary consequences for the national economy, the DOE has decided to suspend the implementation of the mandatory biodiesel blends, B4 and B5, which were originally scheduled to take effect on October 1, 2025, and October 1, 2026, respectively. Gasoline is blended with 10% ethanol as mandated in the current Philippine National Standards (PNS). Meanwhile, gasoline blended with 20% ethanol (E20) continues to be voluntary.

Utilization of Locally-Produced Bioethanol in the Production of E-Gasoline and CME for Biodiesel

Consistent with The Biofuels Act of 2006, DC2011-12-0013 was implemented. It mandated the exhaustion of locally-sourced bioethanol in order to sustain and expand the local bioethanol industry. Shell Pilipinas sources its local bioethanol in accordance with its Local Monthly Allocation as computed and circulated by the DOE's Oil Industry Management Bureau (OIMB). The same principle applies to biodiesel with a 3% blend (B3), provided that only locally-produced CME is used.

Euro IV (PH) Equivalent Specifications

On 07 September 2010, the DENR issued an Administrative Order No 2010-23 on Revised Emission Standards for Motor Vehicles Equipped with Compression-Ignition and Spark-Ignition Engines, mandating compliance of all new passenger and light duty motor vehicles with Euro IV (PNS) emission limits subject to fuel availability, starting 01 January 2016.

Euro IV vehicle emission technology requires a more stringent fuel quality, i.e. 50 ppm sulfur content for both diesel and gasoline. In 2012, the DOE spearheaded discussions on the development of a Euro IV PNS fuel specification to support DENR DAO 2010-23. Shell Pilipinas, as a regular permanent member of the Technical Committee on Petroleum Products and Additives (TCPPA), was actively involved and supportive of the development of Euro IV PNS fuel specifications.

The DTI promulgated and released the PNS for gasoline and diesel which mandates the introduction of Euro IV PNS fuels not later than 01 January 2016. All Shell terminals and mobility stations supply Euro IV-compliant fuels since 01 January 2016.

Consultations are underway to establish the regulatory framework for the nationwide adoption of Euro V (PH) fuel standards, which are anticipated to become a mandatory compliance requirement by 2028.

Clean Water Act

Republic Act No. 9275, otherwise known as the Philippine Clean Water Act of 2004, aims to protect the country's water bodies from pollution from land-based sources (industries and commercial establishments, agriculture and community/household activities). All owners or operators of facilities that discharge wastewater are required to get a permit to discharge from the DENR or the Laguna Lake Development Authority, and to report the quality of effluents on a regular basis.

No further impact from the effect of Clean Water Act towards the Company's Shell Mobility stations is expected. No major change from the Pollution Head Accreditation Board has been received. All sites continue to comply with the submission of quarterly SMRS, biannual CMRs and Discharge Permit to DENR or LLDA.

Parity Tax Treatment Between Indigenous and Imported Fuel Sources for Power Generation

The Electric Power Industry Reform Act (EPIRA) provides for parity tax treatment among imported oil and indigenous fuels. Prior to the said law, indigenous fuels were imposed with higher taxes largely due to royalties to the government.

Compensation for Oil Pollution Damage

The Oil Pollution Compensation proposes the imposition of liability for oil pollution damage. It proposes to require entities, which receive more than 150,000 tons of oil in a year from all ports or terminals in the Philippines to contribute to the International Oil Compensation Fund (IOPC) in accordance with the provisions of the 1992 Fund Convention. Republic Act No. 9483, otherwise known as the Oil Pollution Compensation Act of 2007, proposes to collect a fee of ten (10) centavo/liter from owners and operators of local tankers and barges hauling oil and/or contributing oil (petroleum products) in Philippine waterways and coast wise shipping routes. This new fund, named the Oil Pollution Management Fund ("OPMF"), is on top of the requirement under the 1992 CLC and 1992 Fund Conventions and will be administered by the Maritime Industry Authority ("MARINA"). The circular was published in November 2021, and the imposition of the 10 centavos/liter fee has taken into effect starting 10 December 2021.

Oil Spill Prevention and Control

The Oil Pollution Compensation Act seeks to require oil companies to install oil spill prevention and control liabilities in their tankers and to undertake immediate cleaning operations in the event of oil spill within the country's territorial waters.

The Philippine Coast Guard MC 01-2005 provides implementing guidelines pursuant to PD No. 600, PD No. 979 as rationalized in accordance with the International Convention for the Prevention of Pollution from Ships, MARPOL 73/78. This MC applies to oil marine pollution in all bodies of water within the territorial jurisdiction of the Philippines including ports, coastlines, lakes, rivers and their tributaries.

Under the Policies of this MC, below are some of the requirements:

- Oil refineries/terminals/depots and tanker owners engaged in black products and persistent oil shall be provided with at least complete set of oil containment and recovery equipment, sorbent dispersants and other MARPOL combating accessories duly accredited by the PCG sufficient to prevent, control, and mitigate a medium discharge.
- Oil companies and tanker owners shall submit to CPCG their respective contingency plans for approval and execution in case of oil spillages in their areas and conduct regular team training on managing oil spill operations and handling and operation of MARPOL combating equipment. A dedicated oil spill response team shall be organized to react to land and ship originated oil spills.

(x) Amount spent on research and development

Under existing agreement with Shell International Petroleum Company (“SIPC”) an entity under common control, SIPC provides research and development services to Shell Pilipinas.

R & D Costs	2025	2024	2023
Amount (in Million Php)	196.73	169.21	162.84
Net Sales	231,133	243,566	253,316
	0.09%	0.07%	0.06%

(xi) Costs and effects of compliance with environmental laws

Compliance with various environmental laws entails costs on the part of Shell Pilipinas, resulting in higher production costs and operating expenses. In 2025, Shell Pilipinas’ provision for environmental remediation is Php63.1 million.

(xii) Manpower

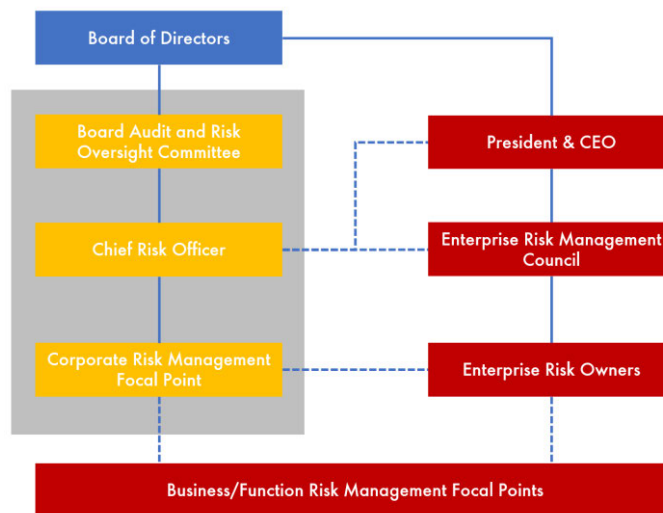
Shell Pilipinas has a total of 485 regular employees as of 31 December 2025. This includes senior executives, junior executives, junior staff and operatives.

The junior staff and operatives belong to the labor organization, Kapisanan Ng Mga Manggagawa sa Shell (“KMS”), whose members comprise the rank and file workers assigned to Shell Pilipinas’ network of depots and installations. The current Collective Bargaining Agreement (“CBA”) with KMS is effective from 16 January 2022 to 15 January 2027.

Last April 2023, a new benefit called Choice Pot was launched. This is a flexible benefit given to all local employees which they can use to spend on the things that matter to them in the areas of (a) physical and mental wellness, (b) personal growth, (c) family care, and (d) sustainability. This allows each staff to prioritise preferences while aligning with company values.

(xiii) Major risks involved/Risk management

Effective risk management increases the value from business decisions because conscious choices are made in relation to risks that have an impact on, or result from, these business decisions. Risk management is an integral part of Shell Pilipinas’ management activities (strategy, planning, execution, operation, monitoring, and appraisal). The Shell Pilipinas Enterprise Risk Management Policy explicitly states that management of risks resides with the Enterprise Risk Management Council and the various General Managers (GM) or Head of each Business or Function.



- A. **Board Audit and Risk Oversight Committee (BARC)** – provides oversight on the ERM process, approves the ERM policy and any changes thereto
- B. **Chief Risk Officer** – supervises the entire ERM process and spearheads the development, implementation, maintenance, and continuous improvement of ERM processes and documentations
- C. **Enterprise Risk Management Council** – provides strategic leadership on enterprise risk management decisions, resolves conflicts arising from differing risk management strategies
- D. **Corporate Risk Management Focal Point** – oversees the end-to-end Enterprise Risk Management process, establish a consolidated enterprise risk register from submissions from the Business/Function Risk Focal Points
- E. **Enterprise Risk Owners** - responsible for proper assessment of likelihood and impact of enterprise level risks included in the enterprise risk matrix, responsible for establishing the Risk Management Plan
- F. **Business/Function Risk Focal Points** - ensure timely and complete submission of Business/Function risk matrix and risk register to the Corporate Risk Management Focal

Risk Response Strategies & Accountabilities

To manage risk effectively for Shell Pilipinas, every Business and Function is required to:

1. State clear business strategies and objectives;
2. Assess internal and external business environment;
3. Identify risks that business is exposed in its operating environment;
4. Analyze the potential impact and likelihood to the businesses;
5. Establish risk appetite defining boundaries of risk taking; and
6. Determine effectiveness of risk responses to, among other objectives:
 - Achieve business objectives;
 - Safeguard Company assets from inappropriate use, loss or fraud;
 - Facilitate economic, effective, efficient and safe operations;
 - Enable compliance with the Shell Pilipinas Control Framework.
7. Monitor, communicate and report changes in the risk environment and the effectiveness of actions taken to manage identified risks on an ongoing basis.

Accountabilities for Risks

Market/Operational/Business risks are mostly the accountabilities of business/line managers. Corporate risks such as foreign exchanges risks, interest rate risks, and liquidity risks, among others, are under the responsibility of the Corporate Finance Department in coordination with business and function managers.

Major Risks & General Responses

A. Operational / Business Risks

Risks under this category include the following (in no particular order):

1. Non-level playing field/unfair & illegal practices

Unfair and illegal practices, and non-level playing field, *e.g.* fuel smuggling and pilferage, proliferation of new mobility outlets which do not conform to Health, Safety, Security & Environmental standards as well as to PNS remained as key concerns, particularly due to the impact on sales and safety. To counteract these market practices, Shell Pilipinas, in coordination with key industry players and government, has sustained its advocacy to promote brand protection and consumer awareness.

Moreover, industry and government have intensified the drive against illegal refilling activities through the Fuel Marking Program. Shell Pilipinas has been complying to the site and terminal marking and has also been providing technical input to the Philippine Institute for Petroleum (PIP) to support the program's success.

2. Operational risks

Impact of unanticipated or prolonged shutdowns in key facilities such as depots could have a severe impact on Shell Pilipinas' ability to meet customer requirements. Shell Pilipinas has an asset master plan which includes preventive maintenance activities to ensure strong reliability performance. Calamities such as typhoons and earthquakes, are considered normal occurrences in the Philippines. Severe calamities can disrupt operations, particularly the Company's supply chain. Shell Pilipinas has a Business Continuity Plan to ensure the continued supply of quality products nationwide.

3. Regulatory risks

Abrupt changes in laws and regulations can pose detrimental results on Shell Pilipinas' financial and business operations. Changes in tax regulations, customs rules and licensing procedures can make it difficult to sustain viable business operations in some segments. Shell Pilipinas regularly engages with government agencies and ensures strong partnerships with local government units to ensure risks are identified in advance and mitigation plans are put in place to address them.

B. Corporate Risks

(I) Market risk

Market risk is the possibility that changes in currency exchange rates, interest rates or the prices of petroleum products will adversely affect the value of the Company's assets, liabilities or expected future cash flows.

1. Foreign currency exchange risk

Shell Pilipinas operates internationally and is exposed to foreign currency exchange risk arising from currency fluctuations, primarily with respect to the importations of crude and finished products denominated in US dollar. Foreign currency exchange risk may also arise from future commercial transactions and recognized assets and liabilities denominated in a currency other than the Company's functional currency.

Effective August 2025, Shell Pilipinas has commenced hedging its foreign currency exposures through derivative financial instruments, including forward contracts, to mitigate the impact of exchange rate fluctuations. These hedging activities are undertaken in accordance with the Company's foreign exchange risk management policy and are designed to reduce volatility in cash flows and earnings.

Management considers that there are no significant foreign exchange risks with respect to other currencies.

2. Cash flow and fair value interest rate risk

Cash flow and fair value interest risk is the risk that future cash flows and fair value, respectively, of a financial instrument will fluctuate because of changes in market interest rates.

Shell Pilipinas has no significant exposure to fair value interest rate risk as the Company only has short-term fixed interest-earning assets and interest-bearing liabilities.

The Company's interest-rate risk arises from its borrowings. Borrowings obtained at variable rates expose the Company to interest-rate risk. As at 31 December 2025 and 2024, the Company's loans payable carry floating rates based on a certain index plus applicable premium.

The Company does not enter into significant hedging activities or derivative contracts to cover risk associated with borrowings.

3. Commodity and other price risk

Commodity price risk is the risk that future cash flows from a financial instrument will fluctuate because of changes in market prices. Shell Pilipinas is affected by price volatility of certain commodities such as fuel oil, gasoline, diesel and other petroleum products in its operating activities. To minimize the Company's risk of potential losses due to volatility of international petroleum products prices, the Company may implement commodity hedging for petroleum products. The hedges are intended to protect petroleum products inventories from risk of downward prices and squeezing margins. This allows stability in prices, thus offsetting the risk of volatile market fluctuations. Through hedging, prices of commodities are fixed at levels acceptable to the Company, thus protecting raw material cost and preserving margins. For consumer (buy) hedging transactions, if prices go down, hedge positions may show marked-to-market losses; however, any loss in the marked-to-market position is offset by the resulting lower physical raw material cost. While for producer (sell) hedges, if prices go down, hedge positions may show marked-to-market gains; however, any gain in the marked-to-market position is offset by the resulting lower selling price.

Shell Pilipinas is not significantly exposed to price risk on equity securities and proprietary club shares as investments held by the Company classified in the statement of financial position as financial assets at FVOCI are not considered material in the financial statements.

(II) Credit risk

Credit risk arises from deposits with banks and financial institutions, as well as credit exposure to trade and non-trade receivables.

Shell Pilipinas maintains cash and certain other financial instruments with various major financial institutions. To minimize this risk, the Company performs periodic evaluations of the relative credit standing of these financial institutions and where appropriate, places limits on the amount of credit exposure with any one institution. Additional information is presented in Note 3 of the Audited Financial Statements.

The Company has policies in place to ensure that sales of products are made to customers with acceptable creditworthiness. Counterparty credit risk is managed within a framework of individual credit limits with utilization being regularly reviewed. Credit checks are performed by a department independent of sales department and are undertaken before contractual commitment. Where appropriate, cash on delivery terms are used to manage the specific credit risk. Also, there are collaterals and security deposits taken from customers which enables effective management of the risk.

There is no concentration of credit risks as at statement of financial position dates as the Company deals with a large number of homogenous trade customers.

(III) Liquidity risk

Liquidity risk is the risk that suitable sources of funding for Shell Pilipinas' business activities may not be available. The Company has access to sufficient external debt funding sources (banks credit lines) to meet currently foreseeable borrowing requirements. The Treasury group centrally monitors bank borrowings, foreign exchange requirements and cash flow position.

Surplus cash is invested into a range of short-dated money market instruments, time deposits and money funds, which seek to ensure the security and liquidity of investments while optimizing yield.

Management monitors rolling forecasts of Shell Pilipinas' liquidity reserve on the basis of expected cash flow.

(3) Description of Properties

Shell Pilipinas operates on various leased property for its import terminals, storage installations, depots and various mobility (formerly retail) stations located throughout the Philippines.

The Company's full-import supply chain model is primarily supported by its four MR-capable import terminals which are the Shell Import Facility-Tabangao (SHIFT) in Batangas City, Subic Import Facility in the Subic Freeport Zone, North Mindanao Import Facility (NMIF) in Cagayan de Oro City, and Davao Import Facility (DIF) in the Municipality of Santa Cruz, Davao del Sur. These terminals are equipped with facilities that safely handle and store petroleum products such as tank farms, jetties, loading gantries, and offices. The Company successfully transitioned its biodiesel blends from 2% (B2) to 3% (B3) for all diesel products in November 2024 in compliance with government directive.

SHIFT, Shell Pilipinas' largest terminal, is located on the 160-hectare land of its former refinery in Tabangao, Batangas City, 121 kilometers south of Manila. It was inaugurated as an import facility last June 2021 and serves the southern parts of Metro Manila, southern Luzon, and northern Visayas.

NMIF is the first full-import facility constructed by Shell Pilipinas in 2016, enabling a more efficient and economical distribution to provide energy security for Visayas and Mindanao. The landmark project caters to the demands of southern Visayas and northern Mindanao.

The Company's third import facility located in Subic was opened in 2020, enhancing access to fuel products in North and Central Luzon while also supporting efforts to restart the country's economy amidst the COVID-19 pandemic.

DIF is the latest import facility of Shell Pilipinas which broke ground in April 2022 and officially opened in April 2025. The facility provides a more stable and undisrupted supply of petroleum products in the growing markets of South and Central Mindanao.

Aside from the Company strong network of import terminals, Shell Pilipinas also has a network of supply points all over the archipelago including those that are owned and operated by third parties.

(4) Legal Proceedings

(a) Excise tax on Importations of Catalytic Cracked Gasoline (CCG) and Light Catalytic Cracked Gasoline (LCCG)

Shell Pilipinas Corporation vs. Commissioner of Customs, Collector of Customs of the Port of Batangas, Bureau of Customs and Bureau of Internal Revenue

SC G.R. Nos. 227651 & 227087 Filed 03 December 2009

Matter Summary:

From 2004 to 2009, the Company imported shipments of CCG and LCCG into the Philippines in accordance with the BIR Authority to Release Imported Goods (ATRIG) stating that the importation of CCG and LCCG is not subject to excise tax. Upon payment of VAT as assessed in the ATRIGs, the Bureau of Customs (BOC) allowed the entry of the imported CCG and LCCG without payment of excise tax. CCG and LCCG, being intermediate or raw gasoline components, are then blended with refinery products to produce unleaded gasoline that is compliant with applicable Philippine regulatory standards, particularly the Clean Air Act of 1999 and the Philippine National Standards (the “resulting product”). Prior to the withdrawal of the resulting product from the Company’s refinery, the Company paid the corresponding excise taxes.

In 2009, the District Collector of the Port of Batangas issued a letter demanding from the Company the payment of deficiency excise tax, VAT and penalties covering importation entries from 2006 to 2008. The Company requested the cancellation of the demand letter for lack of factual and legal basis. The District Collector of the Port of Batangas denied the request of the Company and declared that the law mandated the payment of excise tax on importation of unleaded gasoline and that it made no distinction or qualification on whether or not it was for consumption or sale to the domestic market. The District Collector of the Port of Batangas then reiterated his previous demand and threatened enforcement of Section 1508 of the Tariff and Customs Code of the Philippines (TCCP) which would hold the delivery or release of imported articles when an importer has an outstanding and demandable account.

The Company appealed before the Commissioner of Customs (COC). In the meantime, the Director of the DOE-Oil Industry Management Bureau issued a letter reiterating the earlier DOE finding that CCG and LCCG imports were raw materials or blending components in the production or processing of gasoline in its finished form. The then BIR Commissioner issued a memorandum confirming and reiterating the initial ruling in 2004 to the effect that CCG and LCCG are intermediate products or blending components which are not subject to excise tax under Section 148 of the NIRC.

The COC denied the appeal of the Company and demanded the payment of excise tax and VAT for the Company’s CCG and LCCG importations this time from 2004 to 2009. The Company filed a motion for reconsideration of the Letter-Decision, which was denied by the COC. The COC then ordered the Company to pay the principal amount of Php7.4 billion and pay the excise tax and VAT on all incoming CCG and LCCG shipments.

The Company thereafter filed a petition for review with the Court of Tax Appeals (CTA) for the purpose of appealing the ruling of the COC as well as to apply for the issuance of a temporary restraining order (TRO) to immediately prevent the COC from seizing future shipments of the Company pursuant to Section 1508 of the TCCP. The Company likewise applied for the issuance of a suspension order for the purpose of ensuring the preservation of the status quo while the merits of the appeal are being heard by the CTA.

While the case was pending in the CTA, the BIR Commissioner at that time issued on 15 December 2009 a Letter-Ruling declaring that the CCG and LCCG imports of the Company were subject to excise tax on the ground that the law did not make any distinction or qualification on whether or not the imports were intended for consumption or for blending with other substances. The ruling effectively reversed the earlier rulings of former BIR Commissioners.

Following the reversal of the ruling by the BIR Commissioner, the BOC started collecting excise taxes in January 2010 on shipments of the Company. The Company paid the BOC assessments under protest and on 27 January 2010, filed a Supplemental Petition seeking to annul the 15 December 2009 ruling by the BIR Commissioner.

In view of the paramount public interest, the government agreed not to exercise Section 1508 of the TCCP on condition that the Company posts a surety bond.

On 04 March 2010, the CTA approved the surety bond posted by the Company and enjoined the COC, the Collector of Customs at the Port of Batangas, the BOC and all persons acting under their direction or authority from undertaking any actions under Section 1508 of the TCCP and/or from all remedies to collect from petitioner the excise taxes and VAT, with increments, subject of the case.

On 27 November 2012, the CTA 3rd Division issued a Resolution granting the Company's Motion for Summary Judgment. The Court deemed that BOC's demand for the payment of excise taxes on importations of LCCG/CCG during the period 2004 to 2009 without merit, rendering the discussion on whether the CCG/LCCG are properly classified (under Section 148(e) or Section 148(f) of the NIRC, as amended) moot and academic. The CTA 3rd Division ruled in favour of the Company and respondent was prohibited from collecting the alleged unpaid excise taxes and VAT thereon, on the Company's importations of CCG/LCCG for the relevant periods in 2004 to 2009.

The BOC filed a Petition for Review with the CTA en banc. Meanwhile, the Company filed its own Petition for Review with the CTA en banc because the CTA did not invalidate the 15 December 2009 Ruling of the CIR with respect to double taxation - first, upon importation and the other upon withdrawal of the finished grade products from the refinery.

In its 28 September 2015 decision, the CTA en banc reversed the CTA Third Division, ruled partially in favour of the BOC and the BIR and held that the Company is liable to pay excise taxes and VAT on the importation of CCG and LCCG but only for the period from 2006 to 2009. The CTA en banc recognized the Company's defense of amnesty applied for periods from 2004 to 2005, thereby partially reducing the liability to shipments made from 2006 to 2009. Both parties filed motions for reconsideration of the CTA en banc decision. The BIR and BOC filed an Omnibus Motion for Partial Reconsideration and Clarification to question the decision of the CTA en banc in relation to the assessment of the unpaid excise taxes, VAT and penalties for the years 2004 and 2005. The Company, in turn, filed an Opposition to the said motion. The Company likewise filed a motion for reconsideration of the CTA en banc decision in relation to the assessment of the unpaid excise taxes, VAT and penalties for the years 2006 to 2009.

On 21 September 2016, the Company received an Amended Decision of the CTA en banc upholding its 28 September 2015 ruling and holding that the Company is liable to pay the Government for alleged unpaid taxes for the importation of CCG and LCCG for the period from 2006 to 2009 totaling Php5.7 billion.

On 06 October 2016, the Company filed the appropriate appeal with the Supreme Court. The BOC and the BIR also filed their Petition for Review on Certiorari seeking to bring back the liability of the Company to Php7.4 billion plus interest and surcharges.

Status:

The Supreme Court consolidated the said petitions and the parties have filed their respective Comments. The Government and the Company filed their Reply on 22 January 2018 and 06 June 2018, respectively. On 06 March 2020, the Office of the Solicitor General filed a Motion for Early Resolution. The Company subsequently filed a motion for leave to file an opposition on 23 March 2020. Awaiting action by the Supreme Court. No change in status as of 31 December 2025.

Management believes that provision should not be recognized as at 31 December 2025 and 31 December 2024 since it is the Company's assessment that liability arising is not probable because its factual and legal positions are strong. The Company continues to take appropriate legal action and remediation with respect to such case.

(b) Excise tax on Importations of Alkylate

Shell Pilipinas Corporation vs. Commissioner of Internal Revenue et al.

CTA Case No. 8535, Court of Tax Appeals, 2nd Division

Filed 24 August 2012

Matter Summary:

Following the ruling of the BIR authorizing the collection of excise taxes on CCG/LCCG importations, the Company began importing Alkylate as its blending component. The COC issued Customs Memorandum Circular No. 164-2012 directing the BOC and its officers to take the "appropriate action" in relation to BIR Ruling dated 29 June 2012 (Ruling No. M- 059-2012) issued by the BIR Commissioner. In the ruling dated 29 June 2012, the BIR Commissioner held that Alkylate is also subject to excise tax upon importation. The BIR Ruling further held that the Company is liable for the amount of Php1.9 billion representing the unpaid taxes, on the importations of Alkylate from 2010.

A Petition for Review of the BIR ruling was filed with the CTA. On 18 September 2012, the Company filed a Motion for the Issuance of a Suspension Order to stop the implementation of Ruling No. M-059-2012.

On 22 October 2012, the CTA issued a Resolution approving the issuance of a Suspension Order stopping the collection of alleged deficiency excise taxes (and VAT) for the period from 2010 to June 2012, upon the posting by the Company of a surety bond. Said bond was duly filed and the CTA approved the same on 30 October 2012.

In a Resolution dated 28 January 2013, the CTA denied the BIR/BOC's Motion to Dismiss the case. Subsequent appeals (Petitions for Certiorari) from the denial of the Motion to Dismiss have been filed by the BOC and the BIR with Supreme Court (SC).

On 02 June 2014, the Company filed a Petition for Certiorari with Application for the Issuance of a Temporary Restraining Order and/or Writ of Preliminary Injunction with the SC questioning the denial of its application for the issuance of a suspension order against the assessment and collection of excise taxes on its March 2014 alkylate shipment. On 07 July 2014, the SC issued a temporary restraining order enjoining the CTA and the tax-collecting agencies of the government from imposing excise taxes on incoming alkylate importations of the Company.

Meanwhile, in the main case before the CTA, on 31 July 2014, the Company filed a Motion for Judgment on the Pleadings. This Motion was denied by the tax court on 13 February 2015. On 16 March 2015, the Company filed a Motion for Reconsideration from this denial of the Motion for Judgment on the Pleadings.

As disclosed in Note 9 in Audited Financial Statements, the Company has excise duties and VAT paid under protest amounting to Php4.6 billion for certain Alkylate shipments.

Status:

On 02 May 2023, Shell Pilipinas Corporation received a copy of the Decision dated 27 April 2023 of the CTA Special Second (2nd) Division, which ruled that Alkylate is not subject to excise tax and granted Company's Amended Petition for Review dated 05 October 2012. The CTA invalidated Document No. M-059-2012 dated 29 June 2012 issued by the Commissioner of Internal Revenue as well as the Letter dated 01 October 2012 of the Collector of Customs of the Port of Batangas which sought to impose taxes on Company's previous alkylate importations. Thus, the CTA prohibited the

government from collecting, in any manner, excise taxes and value-added tax on Company's Alkylate importations.

Motions for Reconsideration were filed by the Collector of Customs on 8 May 2023 and the Bureau of Customs on 17 May 2023. Company's consolidated opposition was filed on 1 June 2023.

On 10 July 2023, Company received the Minute Resolution dated 22 June 2023 of the CTA stating that the Motions for Reconsideration, as well as the Consolidated Opposition, are now considered submitted for resolution.

On 24 October 2023, the CTA denied the Motions for Reconsideration.

Thereafter, the Commissioner of Internal Revenue filed with the CTA En Banc a Petition for Review dated 15 December 2023 on 19 December 2023. Meanwhile, the Bureau of Customs and Collector of Customs of the Port of Batangas were given until 02 January 2024 to file their Petition for Review with the CTA En Banc.

On 27 December 2023 Company filed its Petition for Review for Refund of Excise Tax before the Commissioner of Internal Revenue and the CTA. The case has been docketed as CTA Case No. 11367.

In February 2024, both the Bureau of Internal Revenue and Office of the Solicitor General have received the Summons requiring them to comment on the Petition.

In October 2024, the BIR issued a decision denying the refund applied by Company for the excise tax and VAT paid under protest in December 2021 and January 2022, citing the lack of explicit exemption for alkylates in the Philippine Tax Code. In view of the said denial, a Petition for Review was filed with the Court of Tax Appeals in November 2024.

On 31 December 2024, the appeals of both the Commissioner of Internal Revenue as well as the Bureau of Customs and Collector of Customs of the Port of Batangas have been consolidated and are still pending resolution with the CTA En Banc.

On 11 November 2025, the Company received a copy of the Decision dated 05 November 2025 issued by the Court of Tax Appeals En Banc in the consolidated cases docketed as CTA EB No. 2842 (entitled "Collector of Customs of the Port of Batangas and Bureau of Customs vs. Pilipinas Shell Petroleum Corporation") and CTA EB No. 2844 (entitled "Commissioner of Internal Revenue, et al. vs. Pilipinas Shell Petroleum Corporation").

In the said Decision dated 05 November 2025, the CTA En Banc denied the consolidated Petitions for Review filed by the Bureau of Customs and Commissioner of Internal Revenue to question the earlier Decision dated 27 April 2023 of the Court of Tax Appeals Special Second (2nd) Division, which ruled that Alkylate is not subject to excise tax and granted Company's Amended Petition for Review dated 05 October 2012. The CTA 2nd Division had invalidated Document No. M-059-2012 dated 29 June 2012 issued by the Commissioner of Internal Revenue as well as the Letter dated 01 October 2012 of the Collector of Customs of the Port of Batangas which sought to impose taxes on Company's previous alkylate importations. Thus, the CTA 2nd Division prohibited the government from collecting, in any manner, excise taxes and value-added tax on the Company's Alkylate importations.

Claims from government includes Php4.6 billion of excise duties and VAT paid under protest for certain Alkylate shipments, Php1.8 billion of which, pertains to the payment made under protest in January 2022.

(c) Republic of the Philippines rep. by Bureau of Customs vs. Shell Pilipinas Corporation & Filipino Way Industries

SC G.R. No. 209324 Supreme Court

Civil Case No. 02-103191, Regional Trial Court of Manila

Matter Summary:

Sometime in March 1996, TCCs were issued to Filway Industries for customs duties and taxes allegedly paid on raw materials used in the manufacture, processing or production of knitted fabrics. In 1997, Filway executed a deed of assignment over the TCCs in favour of the company. The Company then utilized said TCCs to settle its customs duties and taxes on oil importations.

According to the government, it was discovered that the said credit memos were fake and spurious as they did not conform to the records. Thus, the TCCs were cancelled and BOC is demanding anew the payment of duties and taxes for the Company's importations.

The Court of Appeals had earlier upheld the dismissal of the case by the RTC Manila Branch 49 that dismissed the case. In a Decision dated 09 December 2015, the Supreme Court remanded the case to the RTC for the conduct of the trial proceedings so that the Bureau of Customs could attempt to prove the alleged fraudulent acquisition and use of TCCs.

Status:

In a Decision dated 16 February 2021, the RTC dismissed the case on the merits. The Bureau of Customs filed a Notice of Appeal.

The Company received the Appellant's Brief of the Republic on 21 February 2023 and filed its Appellee's Brief on 22 May 2023, within the extended deadline. On 29 June 2024, the Company received a copy of the Reply Brief of the Republic.

In a Resolution dated 14 April 2025 ("CA Resolution"), the Court of Appeals Former Special Fifth (5th) Division denied the Motion for Reconsideration filed by the Bureau of Customs ("BOC") on the dismissal of their appeal in the case entitled "**Republic of the Philippines, represented by the Bureau of Customs, vs. Pilipinas Shell Petroleum Corporation and Filipino Way Industries,**" docketed as CA-G.R. CV No. 118394.

In the CA Resolution, the Court of Appeals ruled that no new and substantial matters were raised that would merit a reconsideration, modification, or reversal of the Decision dated 23 July 2024 which dismissed the BOC's appeal.

On 25 June 2025, the Company received a copy of the Office of the Solicitor General's Rule 45 Petition for Review on Certiorari dated 18 June 2025 ("Petition for Review") filed on behalf of petitioner Republic of the Philippines as represented by the Bureau of Customs, challenging the Court of Appeals' Decision dated 23 July 2024 and Resolution dated 14 April 2025 (collectively, the "Assailed Rulings"). The Assailed Rulings effectively dismissed petitioner's appeal for lack of jurisdiction, considering that it was held to be a tax collection case.

(d) Excise Tax Refund Case

There are also tax cases filed by the Company for its claims from the government amounting to Php2.5 billion as of 31 December 2025 in the CTA and SC. Management believes that the ultimate outcome of such cases will not have a material impact on the Company's financial statements.

(e) Other Significant Case

Case filed by the West Tower Condominium Corporation (WTCC)

West Tower Condominium Corp. et al. vs. Judge Elpidio R. Calis et al
SC G.R. No. 215901, Supreme Court
Filed 11 June 2012

Matter Summary:

The Company is a respondent in this Petition for Certiorari filed by West Tower Condominium Corp, et al. to challenge the ruling of Judge Calis requiring the payment of filing fees in the civil case for damages earlier brought by WTCC in connection with the leak in White Oil Pipeline. The issue is whether the case filed with the lower court is exempt from payment of filing fees. The trial court judge earlier ruled that the claim is an ordinary claim for damages.

Status:

In a Decision dated 30 June 2014, the Court of Appeals affirmed the ruling of the Regional Trial Court requiring the payment of filing fees. FPIC and its Board of Directors and Officers asked the Court of Appeals to reconsider the part of its Decision retaining the party-complainants previously dropped as parties to the case arguing that the court has no jurisdiction to reinstate these party-complainants. West Tower Condominium Corporation, et al. filed its Motion for Reconsideration arguing that they have satisfied all the requirements in order that this case may be treated as an environmental case which does not necessitate the payment of the filing fees.

On 26 September 2014, the Company asked the Court of Appeals to deny the motion for reconsideration filed by West Tower Condominium Corporation, et al. for lack of merit. In its resolution dated 11 December 2014, the Court of Appeals denied the motion for reconsideration filed by the West Tower Condominium Corporation, et al. West Tower Condominium Corporation, et al.'s filed with the Supreme Court the present petition dated 11 February 2015 seeking a review of the decision of the Court of Appeals. The Company has filed its Comment with Opposition dated 18 September 2015 asking the Supreme Court to dismiss the petition and to deny the application for a temporary restraining order. Awaiting Supreme Court's action. No change in status as of 31 December 2025.

PART II – SECURITIES OF THE REGISTRANT

(A) Market Price of and Dividends on Registrant’s Common Equity and Related Stockholder Matters

(1) Market Information and Voting Rights of Shares

1. Market information

Shell Pilipinas common shares were listed as “SHLPH” with the Philippine Stock Exchange on 03 November 2016.

The principal market where Shell Pilipinas’ common share is traded is the Philippine Stock Exchange.

The high and low sale prices for the end of 2025 were as follows:

FROM	TO	HIGH (Php)	LOW (Php)
02 January 2025	31 January 2025	7.62	6.42
03 February 2025	28 February 2025	6.70	6.00
03 March 2025	31 March 2025	6.19	5.70
02 April 2025	30 April 2025	5.99	4.80
02 May 2025	30 May 2025	5.21	4.70
02 June 2025	30 June 2025	5.47	4.72
01 July 2025	31 July 2025	4.98	4.75
01 August 2025	29 August 2025	6.50	4.84
01 September 2025	30 September 2025	5.99	5.56
01 October 2025	30 October 2025	6.65	5.56
03 November 2025	28 November 2025	6.50	5.86
01 December 2025	29 December 2025	6.93	5.81

As of 29 December 2025, the last trading day in 2025, Shell Pilipinas (SHLPH) stock closed at Php6.93.

2. Holders – There are three hundred and eleven (311) stockholders excluding treasury shares, the top twenty (20) of which are:

	Name	No. of Shares Held	% of Shares Held
1	Shell Overseas Investments B.V.	890,860,233	55.21%
2	PCD Nominee Corp – Filipino (exclusive of shares held by The Insular Life Assurance Company, Ltd.)	260,530,910	16.15%
3	The Insular Life Assurance Company, Ltd. (inclusive of shares held through broker)	255,452,325	15.83%
4	PCD Nominee Corp - Foreign	95,522,146	5.92%
5	Spathodea Campanulata Inc.	67,184,265	4.16%
6	Rizal Commercial Banking Corporation	28,863,475	1.79%
7	Victoria I. Araneta Properties, Inc.	2,312,245	0.14%
8	Pan Malayan Management & Investment Corporation	1,298,536	0.08%
9	Gregorio Araneta III	1,177,720	0.07%
10	Eyes of Ibad Agriventures OPC	1,000,000	0.06%
11	Nieva Paz L. Erana	665,970	0.04%
12	Homer Lee Ante And/Or Sara Jem Maggay Ante	500,000	0.03%
13	Maria Lina A. de Santiago	467,541	0.03%

	Name	No. of Shares Held	% of Shares Held
14	E. Zobel Inc.	329,785	0.02%
15	Margarita J. Ortoll	298,500	0.02%
16	Teresa Velasquez Fernandez	294,057	0.02%
17	Henry O. Chusuey	215,000	0.01%
18	Jose Araneta Albert	203,877	0.01%
19	Josefina Multi-Ventures Corporation	170,000	0.01%
20	Jordan M. Pizarra	168,881	0.01%

3. Dividends

On 25 March 2026, the Board approved the declaration of cash dividend amounting to Php0.30 per share pertaining to the 2025 audited Net Income After Tax from its unrestricted retained earnings of Php3,664 million, acting on the endorsement of the Board Audit and Risk Oversight Committee, to shareholders of record on 13 April 2026 with payout date on 5 May 2026.

As at 31 December 2025, cost of treasury shares, accumulated earnings of its associates, unrealized mark to market gains and recognized deferred tax assets are not considered for dividend declaration as per SEC Rule 68, as amended and SEC Memorandum Circular No. 11.

(B) Description of Shell Pilipinas' Shares

(1) Capital stock and treasury shares as at 31 December 2024 to 2025 consist of:

	Number of shares	Amount
Authorized capital stock, common shares at P1 par value per share	2,500,000,000	2,500,000
Issued shares	1,681,058,291	1,681,058
Treasury shares	(67,614,089)	(507,106)
Issued and outstanding shares	1,613,444,202	1,173,952

As at 31 December 2025, Shell Pilipinas has 311 shareholders excluding treasury shares (31 December 2024 - 310), 275 of whom hold at least 100 shares of the Company's common shares (31 December 2024 - 274).

Each common share is entitled to one vote.

(2) Debt Securities

Shell Pilipinas does not have any outstanding debt securities.

(3) Stock Ownership Plan

Shell Pilipinas currently does not have a stock ownership plan or program. The privilege extended to the Company was an allocation whereby each qualified employee could purchase, for his/her own account, up to 4,290 the Company shares during the IPO.

PART III - FINANCIAL INFORMATION

(A) Management's Discussion and Analysis (MD&A)

Financial condition as of the year ended 31 December 2025 compared to the year ended 31 December 2024

The following is a discussion of Shell Pilipinas' current and non-current assets and liabilities as of the year ended 31 December 2025 compared to the year ended 31 December 2024.

Current assets

Shell Pilipinas' current assets decreased from Php44,626.3 million as of 31 December 2024 to Php42,710.6 million as of 31 December 2025 primarily due to the following:

Trade and other receivables decreased by Php905.8 million, or 5.1% from Php17,670.7 million as of 31 December 2024 to Php16,764.9 million as of 31 December 2025 primarily driven by the decrease in fuel products prices globally.

Inventories decreased by Php9.9 million, or 0.1% from Php14,857.6 million as of 31 December 2024 to Php14,847.7 million as of 31 December 2025, substantially flat versus last year due to continuous efforts to maintain optimum inventory levels.

Prepayments and other current assets decreased by Php757.1 million, or 8.4% from Php8,974.7 million as of 31 December 2024 to Php8,217.6 million as of 31 December 2025 mainly driven by the reclassification of certain refundable CWT to non-current assets, reduction in duty drawbacks related to specific tax refunds and the utilization of CWT against income tax liabilities.

Cash decreased by Php182.0 million, or 6.1% from Php2,958.0 million as of 31 December 2024 to Php2,776.0 million as of 31 December 2025 mainly driven by higher year-end intra-group settlements, urgent third-party payments, and slider collections received in early January 2026.

Current financial assets decreased by Php60.9 million or 36.9% from Php165.3 million as of 31 December 2024 to Php104.4 million as of 31 December 2025 mainly driven by the fair value of the derivative assets from outstanding commodity forward contracts.

Non-Current Assets

Shell Pilipinas' non-current assets increased from Php72,481.5 million as of 31 December 2024 to Php75,312.1 million as of 31 December 2025 primarily due to the following:

Long-term receivables, rentals and investments, net increased by Php3,582.6 million, or 23.5% from Php15,248.2 million as of 31 December 2024 to Php18,830.8 million as of 31 December 2025 mainly driven by the reclassification of certain refundable CWT from current assets, higher claims from government and customer grants.

Other assets increased by Php830.9 million, or 15.2% from Php5,455.4 million as of 31 December 2024 to Php6,286.3 million as of 31 December 2025 mainly driven by increase in pension assets.

Property, plant and equipment, net decreased by Php890.7 million, or 3.0% from Php30,070.0 million as of 31 December 2024 to Php29,179.3 million as of 31 December 2025 mainly due to impairment loss arising from nature-based solutions project and other asset disposals.

Right to use assets net, decreased by Php432.9 million, or 2.4% from Php17,954.2 million as of 31 December 2024 to Php17,521.4 million as of 31 December 2025 mainly attributable to the extension of the useful life of ARO assets and reduction in asset retirement cost estimates. This is partially offset by additions and renewals of lease contracts.

Deferred income tax assets, net, decreased by Php211.3 million, or 8.4% from Php2,506.6 million as of 31 December 2024 to Php2,295.3 million as of 31 December 2025 primarily due to movements in pension funds, asset retirement obligation and asset impairment. This is partially offset by deferred tax assets arising from lease liabilities.

Non-current financial assets representing investment at FVOCI decreased by Php27.1 million, or 2.3% from Php1,182.1 million as of December 2024 to Php1,154.9 million as of December 2025 mainly driven by proprietary club shares and equity securities which are carried at fair value.

Current Liabilities

Shell Pilipinas' current liabilities decreased from Php50,538.2 million as of 31 December 2024 to Php43,220.4 million as of 31 December 2025 primarily due to the following:

Short-term loans decreased by Php7,541.0 million, or 28.1% from Php26,881.0 million as of 31 December 2024 to Php19,340.0 million as of 31 December 2025 primarily due to term-up of short-term loan into medium-term drawn in June 2025. Also, the stronger cash generation allowed the Company to repay portion of its short-term loans.

Trade and other payables increased by Php223.2 million, or 0.9% from Php23,639.7 million as of 31 December 2024 to Php23,862.9 million as of 31 December 2025 primarily driven by higher related party payables. This is partially offset by decrease in asset retirement obligations resulting from the extension of lease expiry dates and reduction in asset retirement cost estimates.

Non-Current Liabilities

Shell Pilipinas' non-current liabilities increased from Php34,388.7 million as of 31 December 2024 to Php40,028.7 million as of 31 December 2025 primarily due to the following:

Long term debt increased by Php5,000.0 million, or 33.3% from Php15,000.0 million as of 31 December 2024 to Php20,000.0 million as of 31 December 2025 due to new medium-term loan drawn in June 2025 with a 5-year duration.

Lease liabilities, increased by Php776.5 million, or 4.8% from Php16,232.6 million as of 31 December 2024 to Php17,009.1 million as of 31 December 2025 primarily driven by additions of lease contracts.

Provisions decreased by Php173.7 million, or 7.3% from Php2,376.2 million as of 31 December 2024 to Php2,202.4 million as of 31 December 2025 primarily driven by the reduction in asset retirement cost estimates and settlement of long outstanding legal provision.

Equity

Shell Pilipinas' total equity increased from Php32,180.8 million as of 31 December 2024 to Php34,773.6 million as of 31 December 2025 primarily due to the following:

Retained earnings increased by Php2,109.6 million, or 33.9% from Php6,221.3 million of 31 December 2024 to Php8,330.9 million as of 31 December 2025 primarily due to the increase in profits during the year.

Remeasurement Gains (Losses) on Defined Benefit Plans increased by Php530.9 million or 32.0% from Php1,660.6 million as of December 2024 to Php2,191.4 million as of December 2025 mainly driven by valuation changes arising from the latest actuarial remeasurement of the defined benefit plans, notably the increase in the discount rate.

Financial condition as of the year ended 31 December 2024 compared to the year ended 31 December 2023

The following is a discussion of Shell Pilipinas' current and non-current assets and liabilities as of the year ended 31 December 2024 compared to the year ended 31 December 2023.

Current assets

Shell Pilipinas' current assets increased from Php39,081.7 million as of 31 December 2023 to Php44,626.3 million as of 31 December 2024 primarily due to the following:

Trade and other receivables increased by Php1,207.1 million, or 7.3% from Php16,463.6 million as of 31 December 2023 to Php17,670.7 million as of 31 December 2024 primarily attributed to the negative impact of the holiday season on the collection cycles.

Inventories increased by Php3.5 million, or 0.02% from Php14,854.1 million as of 31 December 2023 to Php14,857.6 million as of 31 December 2024, substantially flat versus last year due to continuous efforts to maintain optimum inventory levels.

Prepayments and other current assets increased by Php3,023.7 million, or 50.8% from Php5,951.0 million as of 31 December 2023 to Php8,974.7 million as of 31 December 2024 mainly driven by increased claims from government. Product Replenishment Certificate (PRC) amounting to Php2,090.9 million, which is a long-term receivable from government, has been approved for conversion to Tax Credit Certificate (TCC), a short-term receivable. Prepaid corporate income taxes also increased due to accumulation of creditable withholding tax.

Cash increased by Php1,161.1 million, or 64.6% from Php1,796.8 million as of 31 December 2023 to Php2,958.0 million as of 31 December 2024 as a result of cash generation from operating activities partially offset by cash used in investing and financing activities.

Current financial assets increased by Php149.0 million or 917.9% from Php16.2 million as of 31 December 2023 to Php165.3 million as of 31 December 2024 mainly driven by the reclassification of proprietary golf club shares from noncurrent to current as it is expected to be sold in 2025 and the fair value of derivative assets from commodity forward contracts.

Non-Current Assets

Shell Pilipinas' non-current assets decreased from Php76,840.6 million as of 31 December 2023 to Php72,481.5 million as of 31 December 2024 primarily due to the following:

Property, plant and equipment, net decreased by Php1,029.0 million, or 3.3% from Php31,099.1 million as of 31 December 2023 to Php30,070.0 million as of 31 December 2024 mainly due to asset retirements arising from Mobility's network portfolio optimization to drive cost savings and higher returns for SPC.

Right to use assets net, decreased by Php2,638.7 million, or 12.8% from Php20,593.0 million as of 31 December 2023 to Php17,954.2 million as of 31 December 2024 mainly due to lease retirements arising from Mobility's network portfolio optimization.

Long-term receivables, rentals and investments, net decreased by Php1,413.4 million, or 8.5% from Php16,661.7 million as of 31 December 2023 to Php15,248.2 million as of 31 December 2024 primarily due to decrease in claims from government. Product Replenishment Certificate (PRC) amounting to Php2,090.9 million, which is a long-term receivable from government, has been approved for conversion to Tax Credit Certificate (TCC), a short-term receivable.

Other assets increased by Php627.5 million, or 13.0% from Php4,828.0 million as of 31 December 2023 to Php5,455.4 million as of 31 December 2024 mainly driven by increase in pension asset.

Deferred income tax assets, net, decreased by Php144.0 million, or 5.4% from Php2,650.5 million as of 31 December 2023 to Php2,506.6 million as of 31 December 2024 primarily due to provision for doubtful debts. This is partially offset by deferred tax liabilities arising from retirement benefits.

Investment at FVOCI increase by Php204.3 million, or 20.9% from Php977.8 million as of December 2023 to Php1,182.1 million as of December 2024 mainly driven by proprietary club shares and equity securities which are carried at fair value.

Current Liabilities

Shell Pilipinas' current liabilities increased from Php47,849.0 million as of 31 December 2023 to Php50,538.2 million as of 31 December 2024 primarily due to the following:

Short-term loans increased by Php2,591.0 million, or 10.7% from Php24,290.0 million as of 31 December 2023 to Php26,881.0 million as of 31 December 2024 primarily due to working capital requirements.

Trade and other payables increased by Php98.3 million, or 0.4% from Php23,541.4 million as of 31 December 2023 to Php23,639.7 million as of 31 December 2024 primarily driven by increase in net VAT payable amount. This is partially offset by decrease in inventory purchases.

Non-Current Liabilities

Shell Pilipinas' non-current liabilities decreased from Php37,791.6 million as of 31 December 2023 to Php34,388.7 million as of 31 December 2024 primarily due to the following:

Lease liabilities, decreased by Php2,033.5 million, or 11.1% from Php18,266.1 million as of 31 December 2023 to Php16,232.6 million as of 31 December 2024 primarily due to lease term reduction, asset retirements, and fewer additions arising from Mobility's network portfolio optimization.

Provisions decreased by Php1,390.4 million, or 36.9% from Php3,766.6 million as of 31 December 2023 to Php2,376.2 million as of 31 December 2024 primarily driven by lower cleanup costs, fewer sites, and changes in discount and inflation rates. Demolition and decommissioning activities for refinery assets are expected to be completed in 2025 which is now in the current portion.

Equity

Shell Pilipinas' total equity increased from Php30,281.7 million as of 31 December 2023 to Php32,180.8 million as of 31 December 2024 primarily due to the following:

Retained earnings increased by Php1,250.2 million, or 25.1% from Php4,971.1 million of 31 December 2023 to Php6,221.3 million as of 31 December 2024 primarily due to the increase in profits during the year.

Remeasurement Gains (Losses) on Defined Benefit Plans increased by Php416.9 million or 33.5% from Php1,243.7 million as of December 2023 to Php1,660.6 million as of December 2024 primarily due to the remeasurement gain on defined benefit plan.

Other reserves increased by Php232.1 million, or 22.4% from Php1,035.3 million as of 31 December 2023 to Php1,267.4 million as of 31 December 2024 due to increase in fair value of equity instruments

Results of operations for the year ended 31 December 2025 compared to the year ended 31 December 2024

Net sales decreased by Php12,432.8 million, or 5.1%, from Php243,565.8 million for the year ended 31 December 2024 to Php231,133.0 million for the year ended 31 December 2025 primarily due to lower pump prices driven by the general decrease in global oil prices.

Cost of sales decreased by Php12,888.6 million, or 5.8% from Php221,324.1 million for the year ended 31 December 2024 to Php208,435.5 million for the year ended 31 December 2025 driven by decrease in average global fuel prices for petroleum product from ~\$90/bbl as of 31 December 2024 to ~\$81/bbl by end of 31 December 2025.

Gross profit increased by Php455.8 million, or 2.0% from Php22,241.7 million for the year ended 31 December 2024 to Php22,697.5 million for the year ended 31 December 2025 mainly due to growth in marketing margins and volume growth in Commercial/B2B businesses.

Selling, General and Administrative expenses increased by Php670.4 million, or 3.9% from Php17,022.0 million for the year ended 31 December 2024 to Php17,692.4 million for the year ended 31 December 2025 primarily due to increase in repair and maintenance cost, lease depreciation and staff related cost. This is partially offset by the decrease in outside services and advertising and promotions.

Impairment loss increased by Php572.8 million, or 100.0%, from nil for the year ended 31 December 2024 to Php572.8 million for the year ended 31 December 2025. The impairment recognized in 2025 resulted from the discontinuation of the Company's nature-based project, driven by negative future cash flows arising from lower expected carbon credit generation and higher projected operating costs.

Other operating losses (income) net increased by Php1,189.7 million, or 142.1%, from Php837.5 million income for the year ended 31 December 2024 to Php2,027.2 million income for the year ended 31 December 2025 primarily driven by lower asset retirement obligation costs arising from the extension of lease term and the absence of material asset write-offs in 2025, compared to the prior year when assets related to tail sites were disposed under the Mobility portfolio optimization strategy.

Finance expense decreased by Php186.1 million, or 4.9%, from Php3,834.0 million for the year ended 31 December 2024 to Php3,647.9 million for the year ended 31 December 2025 mainly driven by decrease in borrowings as well as interest and finance charges.

Other income (charges) decreased by Php282.2 million, or 89.5%, from Php315.2 million loss for the year ended 31 December 2024 to Php33.0 million loss for the year ended 31 December 2025, mainly due to reduced foreign exchange volatility during the year, coupled with the foreign exchange hedging starting August 2025.

Net Income After Tax for the period increased by Php859.5 million or 68.7% from an income of Php1,250.2 million for the year ended 31 December 2024 to an income of Php2,109.6 million for the year ended 31 December 2025. This was due to higher core earnings and lower one-off charges, partially offset by an increase in inventory holding loss.

Core income increased by Php722.5 million, or 27.6% from Php2,621.3 million for the year ended 31 December 2024 to Php3,343.8 million for the year ended 31 December 2025 mainly due to higher marketing earnings and volume growth in Commercial/B2B businesses.

EBITDA increased by Php965.8 million, or 8.8% from Php11,022.6 million for the year ended 31 December 2024 to Php11,988.4 million for 31 December 2025 mainly due to growth in marketing earnings and lower one-off charges.

Results of operations for the year ended 31 December 2024 compared to the year ended 31 December 2023

Net sales decreased by Php9,750.3 million, or 3.8%, from Php253,316.1 million for the year ended 31 December 2023 to Php243,565.8 million for the year ended 31 December 2024 primarily due to lower pump prices driven by the general decrease in global oil prices and 3% decline in overall volume.

Cost of sales decreased by Php11,852.6 million, or 5.1% from Php233,176.7 million for the year ended 31 December 2023 to Php221,324.1 million for the year ended 31 December 2024 driven by decrease in global fuel prices for petroleum product from ~\$97/bbl as of 31 December 2023 to ~\$90/bbl by end of 31 December 2024 and decrease in sales volume.

Gross profit increased by Php2,102.3 million, or 10.4% from Php20,139.4 million for the year ended 31 December 2023 to Php22,241.7 million for the year ended 31 December 2024 mainly due to higher premium product sales and lower inventory holding loss.

Selling, General and Administrative expenses decreased by Php350.0 million, or 2.0% from Php17,372.0 million for the year ended 31 December 2023 to Php17,022.0 million for the year ended 31 December 2024 primarily due to the targeted decreased spending on repair and maintenance cost, logistics and transshipment and outside services.

Impairment reversal decreased by Php997.0 million, or 100.0%, from Php997.0 for the year ended 31 December 2023 to nil for the year ended 31 December 2024. Impairment reversal recorded in 2023 as a result of completion of the evaluation of pathways in the Tabangao terminal as a competitive import facility. No impairment reversal recorded for 2024.

Other operating losses (income) net decreased by Php436.3 million, or 34.3%, from Php1,273.8 million income for the year ended 31 December 2023 to Php837.5 million income for the year ended 31 December 2024 primarily driven by write-off of assets as part of the Mobility portfolio optimization strategy to dispose assets of tail sites and the commodity hedging net mark to market loss in 2024 as compared to 2023 due to the oil price and market premium volatility globally.

Finance expense increased by Php108.8 million, or 2.9%, from Php3,725.2 million for the year ended 31 December 2023 to Php3,834.0 million for the year ended 31 December 2024 mainly driven by increase in interest and finance charges.

Other income (charges) decreased by Php616.3 million, or 204.7%, from Php301.1 million income for the year ended 31 December 2023 to Php315.2 million loss for the year ended 31 December 2024, mainly due exchange rate volatility and Peso depreciation during the year.

Net Income After Tax for the period increased by Php67.3 million or 5.7% from an income of Php1,182.9 million for the year ended 31 December 2023 to an income of Php1,250.2 million for the year ended 31 December 2024. This was due to improved gross profit, high premium penetration across sectors, increase in NFR income, and operating expense savings.

Core income increased by Php312 million, or 13.5% from Php2,309 million for the year ended 31 December 2023 to Php2,621 million for the year ended 31 December 2024 mainly due to improvement marketing margins and decrease in operating expenses.

EBITDA increased by Php418.6 million, or 3.9% from a profit of Php10,604.0 million for the year ended 31 December 2023 to a profit of Php11,022.6 million for 31 December 2024 mainly due to impact of lower pre-tax inventory holding loss of Php1,022.3 in 2024 compared to pre-tax inventory holding loss of Php2,362.7 million in 2023.

SUMMARY FINANCIAL AND OPERATING INFORMATION

Shell Pilipinas' selected financial data as of and for the years ended 31 December 2023, 2024 and 2025 was derived in each case from the audited financial statements of the Company.

KEY FINANCIAL RATIOS AND OPERATING DATA

Key financial ratios

	As of/for the year ended 31 December		
	2023	2024	2025
Current ratio ¹	0.8	0.9	1.0
Acid test ratio ²	0.4	0.4	0.5
Solvency ratio ³	10.7%	12.8%	13.7%
Debt to equity ratio ⁴	1.3	1.3	1.1
Debt ratio ⁵	0.3	0.3	0.3
Return on assets ⁶	1.0%	1.1%	1.8%
Return on equity ⁷	4.0%	4.0%	6.3%
Return on average capital employed ⁸	8.1%	8.0%	8.7%
Return on core average capital employed ⁹	10.4%	10.4%	10.9%

¹ Current ratio is computed by dividing current assets over current liabilities.

² Acid test ratio is computed by dividing current assets net of prepayments and inventories over current liabilities

³ Solvency ratio is computed by dividing net operating income after tax over total liabilities

⁴ Debt to equity ratio is computed by dividing net debt (short-term borrowings and loans payable less cash) by equity (exclusive of other reserves).

⁵ Debt ratio is computed as net debt divided by total assets.

⁶ Return on assets is computed as profit (loss) for the period divided by total assets.

⁷ Return on equity is computed as profit (loss) for the period divided by equity (exclusive of other reserves).

⁸ Return on average capital employed is defined as EBIT as a percentage of the average capital employed for the period. Capital employed consists of total equity, short-term borrowings and loans payable. Average capital is calculated as the mean of the opening and closing balances of capital employed for that period.

⁹ Return on core average capital employed is defined as EBIT adjusted for COSA adjustment & one-off items and as a percentage of the average capital employed for the period. Capital employed consists of total equity, short-term borrowings and loans payable. Average capital is calculated as the mean of the opening and closing balances of capital employed for that period.

Key operating data

	<u>As of/for the year ended 31 December</u>		
	<u>2023</u>	<u>2024</u>	<u>2025</u>
Mobility volumes sold (million litres) ¹	2,241	2,197	2,196
Commercial volumes sold (million litres) ²	1,755	1,687	1,752
Others (million litres) ³	48	44	33

Note:

¹ *Mobility volumes sold indicates the total volume of fuels and lubricants sold through the mobility business for the period.*

² *Commercial volumes sold indicates the total volume of wholesale commercial fuel, jet fuel, lubricants and specialities sold for the period.*

³ *Others volume sold indicates the total volume of the refinery (in 2020) and supply for the period.*

OTHER FINANCIAL DATA

(All amounts in thousand Philippine pesos, except earnings per share)

4Q 2025	4Q 2024		Financial year 2025	Financial year 2024
59,409,654	58,408,440	Net sales	231,132,986	243,565,780
(53,457,229)	(52,822,924)	Cost of sales	(208,435,496)	(221,324,105)
5,952,425	5,585,516	Gross profit	22,697,490	22,241,675
(4,492,277)	(4,606,829)	Selling, general and administrative expenses	(17,692,416)	(17,022,029)
(572,783)	-	Asset Impairment losses	(572,783)	-
961,081	605,544	Other operating income, net	2,027,200	837,508
1,848,446	1,584,231	Income from operations	6,459,491	6,057,154
(867,154)	(973,912)	Finance expense	(3,647,893)	(3,833,985)
(17,692)	(121,140)	Other charges	(32,964)	(315,183)
963,600	489,179	Income before income tax	2,778,634	1,907,986
(162,270)	(222,702)	Provision for income tax	(668,989)	(657,812)
801,330	266,477	Net income	2,109,645	1,250,174
0.50	0.17	Earnings per share – Basic and Diluted	1.31	0.77

Known trends, demands, developments, commitments, events or uncertainties that will have a material impact on the issuer's liquidity

The ongoing conflict in the Middle East is a very dynamic situation and has resulted in several uncertainties on businesses and institutions worldwide. The scale and duration of these developments remain uncertain as of April 10, 2026 but could impact the Company's earnings, cash flow and financial condition. The Company is closely monitoring the situation and will communicate to its stakeholder as appropriate.

Any events that will trigger direct or contingent financial obligation that is material to the Shell Pilipinas, including any default or acceleration of an obligation.

There are no identified material or significant events during the reporting period that may trigger direct or contingent financial obligation to Shell Pilipinas. The Company's pending legal cases are discussed in Note 27 of the Audited Financial Statements.

Material off-balance-sheet transactions, arrangements, obligations (including contingent obligations) and other relationships of Shell Pilipinas with unconsolidated entities or other persons created during the reporting period.

Shell Pilipinas does not have any off-balance sheet arrangements with unconsolidated entities.

Capital Expenditures

For the year 2025, a budget of ~Php2 to 3 billion has been allotted for capital expenditures, subject to additional spend deemed necessary by the Company in order to accelerate growth and enhance supply chain operations. Bulk of the capital expenditures will be allocated to build new mobility stations and growth projects, and the improvement of existing supply and distribution facilities.

Known trends, events, or uncertainties that have had or that are reasonably expected to have a material favorable or unfavorable impact on Net Sales/Income from continuing operations

Global developments, particularly volatility in oil prices and foreign exchange, will continue to impact SPC's financial performance.

Any significant elements of income or loss that did not arise from the registrant's continuing operations

There are no material elements of income or loss that did not arise from the registrant's continuing operations during the period.

Any seasonal aspects that had material effect on the financial condition or results of operations

There are no seasonal aspects that have material effect on the financial condition or results of operations during the period.

A. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

The accounting firm of Sycip Gorres Velayo & Co. (EY Philippines) was appointed as the external auditor of Shell Pilipinas for the year ended 31 December 2016 following the appointment of Ernst & Young as Group Auditor for Shell Plc on 12 May 2016 and continued as the external auditor for 31 December 2025.

There are no disagreements with auditors on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

A.1 External Audit Fees and Services
(All amounts in thousand Philippine Peso)

Amounts received or due and receivable by the Company's external auditors relating to professional services rendered for the last two most recent years are as follows:

	2025	2024
Total Audit Fees	9,000	9,000

Audit fees include the audit of the Company's annual financial statements. There were no other services rendered by external auditors other than audit services.

The Board Audit and Risk Oversight Committee makes recommendations to the Board concerning the external auditors and pre-approves audit plans, scope and frequency before the conduct of the external audit. The Board Audit and Risk Oversight Committee reviews the nature of non-audit related services rendered by the external auditors and the appropriate fees paid for these services. The reappointment of Sycip Gorres Velayo & Co. as the Company's external auditors was approved by the Board in a meeting held on March 25, 2026.

PART IV – MANAGEMENT and CERTAIN SECURITY HOLDERS

(A) Directors and Executive Officers

(1) The following are the directors as of 31 December 2025:

Min Yih Tan, a 58-year-old Singaporean, has served as Chairman of the Board and Non-Executive Director since his appointment on January 1, 2020. He holds a Bachelor of Mechanical Engineering (Honours) from the National University of Singapore, a Postgraduate Diploma in Marketing from the Singapore Institute of Management, an MBA from Rutgers University, and a Certificate in Corporate Governance from INSEAD's International Directors Programme. He currently serves as President Commissioner of Shell Indonesia and Director of Shell Oman Marketing, Brunei Shell Marketing, and Shell Singapore. As Senior Vice President of Mobility Asia, he leads the region's commercial and operational growth while championing diversity and inclusion through the Asian Talent Council. Previously, as Senior Vice President of Global Mobility Network (2018–2024), he drove global expansion of station and charging networks, led enterprise acquisitions, advanced low-carbon fuels infrastructure, enhanced e-mobility capabilities, and strengthened integration with Trading and Supply. His broader Shell experience includes senior roles in global retail network development, retail and commercial strategy, commercial fuels, and lubricants across Southeast Asia. Prior to Shell, he held various commercial, operational, and leadership positions at ExxonMobil in areas spanning retail, marine, lubricants, commercial vehicles and cards, and Technology, with global planning responsibilities based in Fairfax, Virginia. His core skills span corporate governance, general management, strategy, retail, commercial and industrial sectors, and engineering.

Lorelie Q. Osial, a 50-year-old Filipino, was appointed President and Chief Executive Officer and Executive Director on December 1, 2021. She holds a degree in Accountancy from Silliman University, is a Certified Public Accountant, and earned an MBA from the University of Western Australia. She currently serves as Vice-Chair of Pilipinas Shell Foundation, Inc., Director of Bonifacio Gas Corporation, and Trustee of both the Philippine Business for Social Progress and the Philippine Disaster Resiliency Foundation. As President and CEO of Shell Pilipinas Corporation, Country Chair of Shell companies in the Philippines, President of Pilipinas Shell Foundation, Inc., and President of Bonifacio Gas Corporation, she leads multiple strategic and operational fronts. Concurrently, she is the Vice President for Global Finance Operations–Expenditure, overseeing five major global finance processes supporting Shell businesses in more than 50 countries and 80,000 employees worldwide. Her previous roles include Finance Director for Basrah Gas Company in Iraq and for Shell Philippines Exploration B.V., operator of the Malampaya Deepwater-to-Gas Project. Since joining the Upstream business, she has held various finance positions across production, projects, regional, shareholder, and joint venture environments in Upstream and Midstream operations in Asia, the Middle East, and North Africa. Her professional expertise spans leadership, economics, accounting and finance, and general management.

Edgar O. Chua, a 68-year-old Filipino, was appointed Independent Director on May 14, 2024. He holds a Bachelor of Science in Chemical Engineering from De La Salle University, completed a senior management course at INSEAD in France, and was conferred a Doctor of Humanities Honoris Causa by De La Salle Araneta University in 2018. He serves as an Independent Director for Metropolitan Bank and Trust Company, First Gen Corp, PHINMA Corp, Philcement, JG Summit Olefins Corp, and Phinma Horizon Indonesia, and previously held similar roles at Integrated Microelectronics Inc. and Energy Development Corporation. His leadership portfolio includes advisory roles with Mitsubishi Motors Philippines Corporation and formerly Coca-Cola Bottlers Corp., a CEO role at Amber Kinetics, chairmanships at the Makati Business Club, Ramon Magsaysay Award Foundation, and Business for Sustainable Development, as well as serving as President of De La Salle Philippines and trustee of various civic and business organizations. He began his career as a Transport Analyst in the UK focusing on strategic transport planning and analysis, later becoming General Manager of Shell Company of Cambodia, and subsequently holding regional leadership roles in Shell Oil Products East, including General Manager of Consumer Lubricants Asia Pacific and Global Marketing Manager for B2B Fuels. His areas of

expertise include economics, supply chain, risk management, leadership, and business transformation.

Lydia B. Echauz, a 78-year-old Filipino appointed as an Independent Director on May 16, 2017, holds an AB in Economics and Mathematics from St. Theresa's College, an MBA from Ateneo de Manila University, and a DBA from De La Salle University. She serves as Director of Manila Electric Company, Solar Power New Energy Corp., D&L Industries, Inc., Fern Realty Corporation, Riverside College, Inc., NBS Educational Services, Inc., and the Henry Sy Foundation, Inc., and is a Trustee of SM Foundation, Inc., Mano Amiga Academy, Inc., Akademyang Filipino Association, Inc., and Museo del Galeon Foundation, Inc. Her earlier leadership roles include serving as President of Far Eastern University and its three affiliate schools for a decade, Dean and Associate Director of the De La Salle University Graduate School of Business, Associate Professor at the University of the East for 12 years, President of the Association of SEA Institutes of Higher Learning, Executive Director of the Association of SEA Graduate Schools of Management, and Director of the Development Bank of the Philippines and the Jaime V. Ongpin Institute of Business and Government. Her expertise spans academe, foundations, finance, economics, audit, risk management, related-party transactions, and corporate governance.

Fernando Zobel de Ayala, a 65-year-old Filipino, has served as an Independent Director since his appointment on January 1, 2012. He holds a Liberal Arts degree from Harvard College and completed the CIM program at INSEAD France. He is a Director of Ayala Corporation and the Bank of the Philippine Islands, Chairman of AC Health and Ayala Foundation, and a Trustee of Georgetown University, Asia Society, Pilipinas Shell Foundation, Inc., and Caritas Manila. He previously served as Director of Ayala Corporation from 1994 to 2022 and was re-appointed in September 2023, having held key leadership roles including 15 years as President and COO before becoming CEO until 2022. He is also a member of the Metropolitan Museum International Council, the Tate Asia Pacific Acquisitions Committee, the Chief Executives Organisation, Asia Philanthropy Circle, and Habitat for Humanity International's Asia Pacific Development Council. His expertise spans general management, real estate, utilities, and arts and culture.

Nina D. Aguas, a 73-year-old Filipino, has served as a Non-Executive Director since her appointment on August 10, 2021. She holds a Bachelor of Science in Commerce, major in Accounting, from the University of Santo Tomas and is a Certified Public Accountant. She is the Executive Chairperson of the Board of Trustees of The Insular Life Assurance Co., Ltd. and its subsidiaries—InLife Benefits Insurance Company, Inc. and Insular Foundation, Inc.—and also serves as a Director of Monde Nissin Corporation and Union Bank of the Philippines. She previously served as a Director of the Corporation from 2016 to 2018 and was a Trustee of the Insurance Institute for Asia and the Pacific. Notably, she became Insular Life's first woman CEO in 2016 and its first woman Executive Chairperson in 2018, bringing over 40 years of leadership experience in retail, wealth, investments, and private banking across global, regional, and country-level roles in major international companies in both developed and emerging markets in Asia Pacific and the US. She is an active advocate for women empowerment, serving on the Governing Council of the Philippine Business Coalition for Women Empowerment and as a Trustee of the NextGen Organization of Women Corporate Directors (NOWCD) Philippines, while also being part of the global Women Corporate Directors (WCD) network. She was a member of the World Bank Group's Advisory Council for Gender and Development from 2018 to 2021. Her expertise includes strategic visioning, strong financial acumen, operational and risk management, client-centric transformation, multicultural sensitivity, and stakeholder management.

Amando M. Tetangco Jr., a 73-year-old Filipino, has served as an Independent Director since his appointment on May 11, 2021. He graduated **cum laude** with an AB Economics degree from Ateneo de Manila University, earned a Master's in Public Policy and Administration (Development Economics) from the University of Wisconsin–Madison as a BSP scholar, and was conferred an Honorary Doctorate in Management by the Asian Institute of Management in 2023. He also attended executive programs at institutions such as Harvard Business School and the New York Institute of Finance. He currently serves as Director and Chairman of SM Investments Corporation, Director and Vice Chairman of SM Prime Holdings, Inc., Director of Converge ICT Solutions, Shell Pilipinas Corporation, Manila Hotel, and Toyota Motor Philippines, and is a Trustee of St.

Luke's Medical Center, Tan Yan Kee Foundation, and the Foundation for Liberty and Prosperity. Tetangco was Governor of the Bangko Sentral ng Pilipinas and Chairman of the Monetary Board from 2005 to 2017, after holding various key roles within the BSP including Deputy Governor overseeing banking services, economic research, and treasury. His government roles included chairing the Anti-Money Laundering Council, Financial Stability Coordination Council, and the Philippine International Convention Center, while also serving as Vice-Chair of the Agriculture Credit Policy Council and a member of the Capital Markets Development Council and the Export Development Council. Internationally, he served as Alternate Executive Director at the IMF from 1992 to 1994, represented the Philippines in ASEAN and East Asia central banking forums, and held positions as Governor for the Philippines at the IMF and Alternate Governor at both the World Bank and the Asian Development Bank. He chaired notable international committees such as the Meeting of Small Open Economies at the Bank for International Settlements and the Alliance for Financial Inclusion Steering Committee. His expertise spans finance, risk management, legal and regulatory matters, corporate governance, and policy leadership.

Reynaldo P. Abilo, a 42-year-old Filipino, has served as Chief Financial Officer and Executive Director since his appointment on January 2, 2021. He graduated cum laude from the University of the Philippines Diliman with a Bachelor's degree in Business Administration and Accountancy and placed 11th in the October 2004 CPA board exams. He is the Company's Vice President for Finance, Treasurer, and Chief Risk Officer, as well as Chairman of Tabangao Realty, Inc. and the Shell Companies of the Philippines Multi-Employer Retirement Plan. He also sits on the boards of Bonifacio Gas Corporation and Shell Energy Philippines, Inc., and serves as Trustee and Treasurer of Pilipinas Shell Foundation, Inc. Previously, he established the Company's assurance and internal audit functions as Corporate Assurance Manager and later served as Finance Lead for Special Projects supporting the Global Downstream Marketing Growth Strategy. From 2012 to 2016, he was based in Singapore as Global Planning & Appraisal Manager for Marine Lubricants and Project & Economics Lead for Downstream Global Commercial, overseeing planning, appraisal, reporting, and capital investment processes. He joined Shell in 2009 as Retail Economics Manager in the Philippines, after earlier roles at Ernst & Young and Colgate-Palmolive. His expertise spans accounting and finance, risk management, and economics.

Luis C. LaÓ, a 78-year-old Filipino, has served as a Non-Executive Director since his appointment on May 3, 2018. He holds a Bachelor of Science in Management from Ateneo de Manila University, an MBA from De La Salle University, and completed General Insurance studies at the College of Insurance, Chartered Institute of London. He is the Non-Executive Vice Chairman of The Insular Life Assurance Co., Ltd. and a Director of Insular Healthcare, Inc. Previously, he served as Chairman of MAPFRE INSULAR Insurance Corporation and held key leadership roles including Regional Vice President for Asia of the MAPFRE Group (Spain), President of Provident Insurance Corporation of the Soriano Group, and Senior Vice President of Universal Reinsurance Corporation of the Ayala Group. His expertise lies in general management and insurance.

Michael P. Ramolete, a 58-year-old Filipino appointed as Executive Director on May 14, 2024, holds a BS in Civil Engineering from the University of the Philippines, an MBA from Ateneo de Manila University, and completed the Shell Executive Leadership Program at INSEAD. He currently serves as a Member of the Board of Trustees of Pilipinas Shell Foundation, Inc., and has held various board roles including Trustee of the Shell Companies in the Philippines Multi-Employer Retirement Fund, Non-Executive Director of Bonifacio Gas Corporation and Kamayan Realty Corporation, and previously Non-Executive Director of Tabangao Realty, Inc., as well as Trustee of the Global In-House Center Council Philippines; he also served as Senior Sponsor of the WIDEN gender-balance initiative. An experienced community and business leader with a strong track record in the Oil/Energy and GBS industry, he has held global and local leadership roles in retail sales and operations, retail network development, frontline enablement, strategy, and shared services, known for strategic thinking, strong customer focus, commercial acumen, and people development. As GM of Shell Business Operations Manila, he expanded the organization by over 20% from 2019–2023 and built a highly engaged center supporting more than 150 Shell companies in over 50 countries. With over 25 years of retail experience, he turned around the Mobility & Convenience Philippines business as VP & GM by boosting free cash flow, returns, profitable volume, and non-fuels retailing in a highly competitive market. He previously led Metro

Manila as Retail Manager, making it the top sales district for five years and becoming the first back-to-back Shell Global District Manager awardee (2013/14). As Cluster Network Manager, he supported multiple Asian markets including new market entries in India, China, and Vietnam. He also led strategy initiatives such as the Operator Platform Change in Asia/Oceania and integrated global and local initiatives to position the Philippine Retail business for growth, and as Global Peak Performance Manager, developed frontline capability to enhance commercial delivery.

Rafidah Jumal, a 53-year-old Malaysian appointed as a Non-Executive Director in December 2025, holds a Bachelor of Accountancy (Hons) from the University of Malaya and is a Chartered Accountant with the Malaysian Institute of Accountants, as well as a Fellow Chartered Management Accountant and Chartered Global Management Accountant. She currently serves as Vice President for Transformation, Digital and Controls, Director of Shell Business Services Malaysia, and Trustee of the Shell Malaysia Scholarship Fund. Previously, she was Vice President, Controller for Finance Operations and has held a wide range of senior positions within the Shell Group, including GM Credit & Customer Operations; GM Upstream Exploration Asia-Pacific; Director roles in Shell joint venture companies; Regional and Cluster Finance Manager roles in Mobility, Lubricants, and Commercial Fuels; Finance Manager for SMDS; and Finance Analyst roles within Group Controller in London and The Hague. Her expertise spans governance, risk, controls and assurance (GRCA), credit management, data and digital, finance transformation, financial and sustainability control frameworks, and business finance.

The Corporate and By-Laws Executive Officers of the Corporation as of 31 December 2025 are as follows:

Min Yih Tan*	Non-Executive Chairman of the Board	Singaporean
Lorelie Q. Osial*	President and Chief Executive Officer	Filipino
Reynaldo P. Abilo*	Vice President - Finance/Treasurer/Chief Risk Officer	Filipino
Michael P. Ramolete*	Vice President – Mobility and Convenience	Filipino
Joanne Custodio	Vice President - Human Resources	Filipino
Sergio C. Bernal Jr.	Vice President – Corporate Relations	Filipino
Erwin R. Orocio	Managing Counsel and Chief Compliance Officer	Filipino
Albert A. Lim	Vice President - Wholesale Commercial Fuels	Filipino
Kit Arvin M. Bermudez	Vice President - Supply and Distribution	Filipino
Jacqueline B. Famorca	Vice President - Lubricants	Filipino
Erwin R. Riñon	Corporate Audit and Assurance Manager	Filipino
Mark Hadrian P. Gamo	Corporate Secretary	Filipino
Rona April DV. Diaz	Assistant Corporate Secretary	Filipino

*Member of the Board of Directors

Below are the profiles of Corporate/By-Laws Executive Officers:

Joanne Custodio, a 46-year-old Filipino appointed as the new HR Manager for the Philippines (including SBO Manila HR) on 01 December 2025. Joanne is also the HR Manager for Japan and Korea. She has likewise assumed the role as a member of the Philippines Country Coordination Team (CCT) and North & South East Asia HR Leadership Team. Joanne comes with a wealth of HR experience having supported multiple classes of businesses in various roles, including HRM for P&T, Upstream, and Downstream – Tabangao Refinery. She then supported the HR Operations and Employee Experience organization as project lead for the Reshape Transition. In her previous role as the Global Policy Lead, she has led the design and implementation of the Global Policy for Parental Leave and has co-developed the pillars of the Global Benefit Strategy. Joanne is passionate about developing people, fostering a culture of collaboration, and is recognized for leading with care and commitment.

Kit Arvin M. Bermudez, a 52-year-old Filipino was appointed Vice President – Supply and Distribution on 10 August 2021. He has been with Shell for more than 25 years, with experience in Downstream – Retail, Strategy, Trading, and Supply. His career is founded on strong operational delivery focus, HSSE, and high achievement track records, delivering high performance results in teams he has handled across different positions, cultures, and geographies, including his base country, the Philippines, and extending to Europe (Italy), the Middle East (Oman), and Asia (Singapore). He started as a Retail Convenience Store Operations Executive when he joined Shell from San Miguel Corporation in 1997. He then became a Territory Manager before being posted to Milan, Italy, for a business development role where he won a European VP Award for his contribution to Retail Italy’s pricing strategy. He returned to the local Retail Business as a District Manager (DM) and then moved to the Operations Manager (OM) role, where he won several EVP Awards in recognition of his excellent work in customer service and sales. He was then posted to Oman for three years as the National Sales and Operations Manager and then acting General Manager before transferring to Singapore as a member of the Strategy and Portfolio Team. He led the Downstream Integrated Strategy Review for the Philippines in 2013 and the Chemical Logistics Project in Bukom, which eventually won the Downstream Strategy and Portfolio (DX) EVP Award for Creativity and Innovation. He was also a part of the Chief Executive Review for the 2013 Portfolio work stream that also won another DX EVP Award. He returned to Retail (now Mobility) to support the growth of Retail East’s convenience retailing business as the Regional Convenience Retail Manager before returning to the Philippines to take up his role as the Marketing Delivery Manager. In 2019, he was appointed as the National Sales and Operations Manager. He has been a consistent high performer and has significantly progressed the growth and development of the Mobility business in the Philippines. As the VP for Supply and Distribution since 2021, Kit plays a crucial role in the overall Shell value chain in the Philippines and is a key enabler in delivering Shell's fuel products to customers. He leads the local organization in the delivery of a cost-competitive and agile supply chain, underpinned by safety and people, with a focus on executing programs and processes to operate and maintain assets that: 1) supply terminals and facilities, 2) store and handle products, 3) transport products to users, and 4) record, reconcile, and bill product deliveries. Kit is a champion of commerciality in his organization, consistently ranked among the highest globally in terms of cost savings performance. In his sustained pursuit of a competitive and agile business for SPC and Shell, Kit has garnered two T&S Ops VP Awards for CIPAG: Continuous Improvement for PSPC’s Accelerated Growth and Project Nostradamus: A Pre-disruption Management Playbook. Kit earned his BS in Marketing Management and BA in Political Science from De La Salle University. He was the university’s Editor-in-Chief, a Student Leadership Awardee, and one of the Ten Outstanding Young Men Awardees in 1993. Throughout his career, he has attended several management and leadership trainings and seminars, including corporate governance, both locally and globally.

Sergio C. Bernal, Jr., a 59-year-old Filipino was appointed as Vice President for External Relations on 08 August 2019. He started his career in sales before taking up roles including Business Development, Training and Marketing in local, regional and global posts. Serge was the JV General Manager for LPG from 2009-2011, when the JV achieved remarkable volume and revenue targets and HSSE performance. He then moved back to Shell Philippines, taking up sales and marketing leadership roles in lubricants, where Serge led teams to achieve over 110% sales growth and at same time built a strong high-performing team, winning global recognition. Serge himself was a recipient of 2 Global EVP awards for Project Pearl and Project Kindle. Serge graduated from De La Salle University in Manila with a Bachelor’s degree in Industrial Management Engineering. From 2019 to 2020 and in 2022 to 2025, he attended seminars on corporate governance.

Rona April DV. Diaz, a 37-year-old Filipino was appointed as Assistant Secretary of the Corporation effective 01 September 2024. She is currently a Legal Counsel of the Corporation. Prior to her current role, she was a Junior Partner at Tavidell Law Offices where she specialized in litigation, deals and contracts negotiation, and project development. She also has substantial experience in issues related to energy law, government procurement, land registration and acquisition, government permits and right of way projects. She holds a Juris Doctor degree (2012) from Ateneo Law School and a Bachelor of Arts in Political Science (2008) from the Ateneo de Manila University. In 2024 and 2025, she attended a seminar on corporate governance.

Jacqueline B. Famorca, a 46-year-old Filipino, was appointed as Vice President for Lubricants on 23 March 2023, leads Shell Lubricants Philippines with over 20 years of experience in various roles. After graduating from Miriam College with a degree in B.S. Psychology, she started her career in Shell Mobility as part of the Customer Service Team. From thereon, she built a strong track record in diverse local & regional functions including Contracts & Procurement, Category Management, Service Delivery, Operational Excellence, and Sales & Business Management. Furthermore, she is passionate about people development, creating diverse teams, and fostering collaboration among different businesses in Shell Pilipinas. This has been evident in how she transformed the Lubricants business by focusing on having the right partner in the Indirect channel in pursuit of constant growth and leveraging on value levers to achieve the business's ultimate potential. Under her leadership, Shell Lubricants aims to increase market share and be the partner of choice for innovative lubricant product and services by leveraging marketing, technical expertise, and competitive supply chain. It will continue to provide customers with a range of solutions and enhanced benefits that will balance quality and affordability. It will stay committed in supporting workshops across all regions and promote a stronger community as we provide technical resources, training programs and partnerships designed to empower workshops of all sizes and locations. With her leadership qualities, she received various accolades including Top District Manager, first Filipino Global Business Manager of the Year for Shell Fleet Solutions, and a global Executive Vice President Award for inter-business collaboration. She attended a seminar on corporate governance in 2024 and 2025.

Mark Hadrian P. Gamo, a 44-year-old Filipino was appointed as Corporate Secretary of the Corporation effective 01 January 2023. He is currently a Legal Counsel of the Corporation. Prior to his current role, he was with Shell Global Litigation Asia Pacific Team, a position he occupied since joining the Corporation in June 2012. In said capacity, he managed various litigation matters of Shell in the Philippines and in some other countries in the Asia Pacific region. Prior to joining the Corporation, he was a Senior Associate at the Litigation Department of Villaraza Cruz Marcelo & Angangco. He obtained his Juris Doctor degree from the Ateneo De Manila School of Law in 2006 where he graduated with honors and in the top 20 of his class. In 2002, he graduated from Ateneo De Manila University with a Bachelor of Arts degree in Economics. In 2021 to 2025, he attended a seminar on corporate governance.

Albert A. Lim, a 52-year-old Filipino was appointed Vice President – Wholesale Commercial Fuels on 10 August 2021. Mr. Lim joined the Corporation in 1998 as a commercial sales account manager and eventually moved to a marketing role for the Philippines and thereafter, for East (Asia Pacific). He is a well-rounded Shell Commercial Fuels leader with over 20 years of experience both locally and globally. He headed the implementation of global and regional projects and pioneered initiatives in Commercial Fuels on hedging and exposure management, integrated planning and portfolio optimization activities. Prior to his new role, Mr. Lim was the Corporation's Business Development and Pricing Manager. He holds a degree in Management Engineering from the Ateneo De Manila University. In 2024 and 2025, he attended a seminar on corporate governance.

Erwin R. Orocio, a 56-year-old Filipino is the Chief Compliance Officer and Member of the Corporate Governance and Nomination Committees of the Corporation since 10 November 2020. Effective 01 November 2022, he is the Head of Legal of the Shell companies in the Philippines. He is likewise the Managing Counsel for Philippines and Thailand with over 25 years of legal experience. He was previously the Corporate Secretary of the Corporation and various Shell companies in the Philippines. He oversaw the delivery of the 2016 Initial Public Offering of the Corporation and its evolution as a publicly listed company whose governance practices have been recognized internationally and locally. He is a director of Shell Energy Philippines, Inc. and Shell Chemicals Philippines, Inc.. He is also a trustee of Pilipinas Shell Foundation, Inc. He was a former trustee, Vice President and Treasurer of the Shell Employees' Savings and Loan Association, Inc., a financial institution regulated by the Bangko Sentral ng Pilipinas. Erwin is a Fellow of the Institute of Corporate Directors. He joined the Legal department as a Legal Counsel in November 1997 and has since advised all businesses and functions. Prior to that, he served as managing partner of the Garcia Ines Villacarlos Garcia Recina & Orocio Law Office. He first joined the Corporation as an accountant in 1991 and left in January 1996 to complete his Juris Doctor degree from the Ateneo De Manila School of Law. He graduated from the De La Salle University in 1989

with a Bachelor of Arts (Major in Economics) and Bachelor of Science (Major in Accountancy). He placed 13th in the Accounting Board exams of May 1990. From 2015 to 2025, he attended seminars on corporate governance.

Erwin R. Riñon, a 49-year-old Filipino was appointed as the Corporate Audit and Assurance Manager of the Corporation effective 11 November 2021. He is a former Governance, Risk, Assurance (GRA) Officer of SPEX and Retail Finance Advisor of the Corporation. He was appointed the Finance Transition Lead for the SPEX divestment, and led engagements with buyers, banks, advisory firms, government agencies, and JV Partners. In the area of controllership, he headed a team of accountants, who delivered high quality, credible, and timely insights for both internal and external stakeholders. In his previous role as SPEX's GRA Officer, he ensured that a fit-for-purpose governance and risk control process and risk-based assurance framework were in place. His key accomplishments included a consistent 100% controls effectiveness, more transparent and focused risk management discussion and actions, digitalization initiatives, and controls rationalization. He led the Integrity Initiative and Extractive Industries Transparency Initiative (EITI) activities that helped SPEX gain external recognition from MAP, FINEX, and the DOF. He is recognized as a trusted business partner by internal and external stakeholders, high in curiosity on macro environment, opportunities, and risks and collaboration with teams to anticipate value opportunities and risks, leading to decision points and interventions. Erwin is a CPA of the Philippines and the New York State. He placed 6th in the 1997 PH CPA licensure exam. He earned his Bachelor of Science in Accountancy degree from the University of Nueva Caceres, Naga City, Philippines. In 2024 and 2025, he attended a seminar on corporate governance.

(1) Significant Employees

There is no significant employee or personnel who is not an executive officer but is expected to make a significant contribution to the business.

(2) Family Relationships

Shell Pilipinas has no director or officer related to any other director or officer up to the fourth degree of consanguinity.

(3) Involvement in any Legal Proceedings

To the best knowledge and belief and after due inquiry, none of the Directors, nominees for election as directors, or By-Laws' executive officers of Shell Pilipinas and affiliates have in the five year period preceding this report: (1) had any petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within a two-year period of that time; (2) convicted by final judgment in a criminal proceeding, domestic or foreign, or have been subjected to a pending judicial proceeding of a criminal nature, domestic or foreign, excluding traffic violations and other minor offenses; (3) subjected to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, domestic or foreign, permanently or temporarily enjoining, barring, suspending or otherwise limiting their involvement in any type of business, securities, commodities or banking activities; or (4) found by a domestic or foreign court of competent jurisdiction (in a civil action), the SEC or comparable foreign body, or a domestic or foreign exchange or other organized trading market or self-regulatory organization, to have violated a securities or commodities law or regulation and the judgment has not been reversed, suspended, or vacated., except that:

1. In connection with the leak of petroleum products from the First Philippine Industrial Corporation's (FPIC) white oil pipeline, the West Tower Condominium Corporation filed on 15 October 2011 a complaint for violation of Article 365 of the Revised Penal Code against several directors. Included in the complaint were Messrs. Zobel as well as former Directors Buenaventura and Gamab and a former officer (Mr. Javier) of the Corporation. The Corporation used said pipeline to transport its products from the Tabangao refinery to its Pandacan terminal. In its Resolution dated 22 February 2018, the Office of the City Prosecutor of Manila dismissed the Complaint for lack of probable cause.

2. On 24 March 2011, a civil case was filed against FPIC and its directors and officers (which include former officers of Shell Pilipinas), First Gen Corporation, Chevron, and Shell Pilipinas. The above-mentioned former officers of Shell Pilipinas were Dennis G. Gamab (Vice-President – Trading and Supply), Dennis C. Javier (Vice President – Wholesale Commercial Fuels), Edgar O. Chua (then the Chairman and President of Shell Pilipinas), and Willie J. Sarmiento (then the Vice President – Finance). This case was later on ruled as an ordinary civil case for damages and directed that the same 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, which ruling has been questioned in the Court of Appeals and now currently pending with the Supreme Court. The Company has also asserted that it is not liable for the alleged damages suffered by the complainants.

(B) Executive Compensation

(1) General

The compensation of Shell Pilipinas' directors and officers is primarily based on its By-Laws provisions.

Directors. Article III Section 6 of Shell Pilipinas' Amended By-Laws provides:

“Section 6 - Compensation: The Directors as such shall not receive any salary or compensation for their services, but for their attendance for each regular or special meetings of the Board of Directors, they shall receive an honorarium not exceeding such amounts as may be laid down from time to time by the stockholders of Shell Pilipinas. Nothing herein contained shall preclude any Director from serving the Company in any other capacity and receiving compensation therefore.”

Officers. Article IV, Section 4 of Shell Pilipinas' Amended By-Laws provides that:

“Section 4 - Compensation: The Board of Directors shall from time to time fix the compensation of the Officers and agents of the Shell Pilipinas.”

The total annual compensation was all paid in cash. The total annual compensation of officers includes the basic salary, the mid-year bonus and the 13th month pay.

Shell Pilipinas has a registered, non-contributory retirement plan. All regular employees are covered by the said retirement plan. The Executive Officers are regular employees of the Company.

Shell Pilipinas has no standard arrangement with regard to the remuneration of its existing directors and officers aside from the compensation received as herein stated.

There are no other actions to be taken with regard to election, any bonus, profit sharing, pension/retirement plan granting of extension of any option, warrant or right to purchase any securities.

(2) Summary Compensation Table

Name and Principal Position	Year	Salary	Bonus	Other Annual Compensation
1. Lorelie Q. Osial President and Chief Executive Officer				
2. Michael P. Ramolete Vice President - Mobility and Convenience				
3. Kit Arvin M. Bermudez Vice President – Supply and Distribution				
4. Sergio C. Bernal Vice President – External Relations and Government Relations				
5. Erwin R. Orcio Chief Compliance Officer/Managing Counsel				
President and the four most highly compensated executive officers named above	Actual 2024	Php38.4 million	Php24.9 million	
	Actual 2025	Php38.4 million	Php24.9 million	
	Projected 2026	Php46.4 million	Php13.9 million	
All other directors (including Honoraria & Retainers) and all other by-laws officers as a group	Actual 2024			Php51.7 million
	Actual 2025			Php51.8 million
	Projected 2026			Php45.7 million

(3) Compensation of Directors

The following amounts are payable to Board Members:

1. Non-Executive Chairman’s and Non-Executive Director’s Honorarium for attendance in Board Meetings is Php200,000.00 per meeting; Non-Executive Chairman’s Annual Retainer is Php1,800,000.00; A Non-Executive Director’s Annual Retainer is Php1,200,000.00. A Non-Executive Chairman and Non-Executive Directors’ Honorarium for attendance at Board Committee Meetings is Php100,000.00 per director. For 2025, the following were paid to the Director:

Names	Position	2025	
		Retainer	Honorarium
Cesar Buenaventura	Independent Director	Php 600,000.00	Php 1,200,000.00
Lydia B. Echauz	Independent Director	Php 1,200,000.00	Php 2,200,000.00
Amando M. Tetangco, Jr.	Independent Director	Php 1,200,000.00	Php 1,900,000.00

		2025	
Names	Position	Retainer	Honorarium
Fernando Zobel de Ayala	Independent Director	Php 1,200,000.00	Php 1,500,000.00
Edgar O. Chua	Independent Director	Php 600,000.00	Php 1,600,000.00
Nina D. Aguas	Non-Executive Director	Php 1,200,000.00	Php 1,300,000.00
Luis C. LaÓ	Non-Executive Director	Php 1,200,000.00	Php 2,200,000.00

2. The Company's directors, namely Mr. Min Yih Tan, Mr. Stuart Chaplin, and Ms Rafidah Jumal are not paid the above amounts as of 31 December 2025.

(4) Employment Contracts and Termination of Employment and Change-in-Control Arrangements

All staff, including the Executive Officers, has a standard employment letter accomplished on their respective dates of hiring by Shell Pilipinas.

(5) Warrants and Options Outstanding: Re-pricing

There are no outstanding warrants or options being held by the various Executive Officers and Directors, singly or as a group.

(C) Security Ownership of Certain Record and Beneficial Owners and Management**(1) Security Ownership of Certain Record and Beneficial Owners**

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares	Percent
Common	Shell Overseas Investments B.V. Carel van Bylandtlaan 30, 2596 HR The Hague The Netherlands - Parent Company	Beneficial and Record Owner	Dutch	890,860,233	55.21%
Common	PCD Nominee Corporation (Filipino) 37th Floor Tower 1 The Enterprise Center 6766 Ayala Avenue corner Paseo de Roxas, Makati City - Shareholder	PCD Nominee Corporation	Filipino	260,530,910 (exclusive of shares held by The Insular Life Assurance Company, Ltd.)	16.15%
Common	The Insular Life Assurance Company, Ltd. The Insular Life Bldg., Ayala Avenue cor. Paseo de Roxas, Makati City - Shareholder	Beneficial and Record Owner	Filipino	255,452,325 (inclusive of shares held through broker)	15.83%
Common	PCD Nominee Corporation (Filipino) 37th Floor Tower 1 The Enterprise Center 6766 Ayala Avenue corner Paseo de Roxas, Makati City - Shareholder	PCD Nominee Corporation	Foreign	95,522,146	5.92%

(2) Security Ownership of Management as of 31 December 2025

TYPE OF CLASS	NAME OF BENEFICIAL OWNER	POSITION	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	NATIONALITY	PERCENTAGE
Common	Min Yih Tan	Non-Executive Director/ Chairman of the Board	Indirect: 1	Singaporean	0%
Common	Edgar O. Chua	Independent Director	Direct: 817,080 Indirect: 7,450	Filipino	0.05%
Common	Lydia B. Echauz	Independent Director	Direct: 2,000 Indirect: 1	Filipino	0%
Common	Fernando Zobel de Ayala	Independent Director	Direct: 1	Filipino	0%
Common	Amando M. Tetangco, Jr.	Independent Director	Indirect: 1	Filipino	0%
Common	Nina D. Aguas	Non-Executive Director	Direct: 164,357	Filipino	0.01%
Common	Lorelie Q. Osial	Director/ President/ Chief Executive Officer	Direct: 27,000 Indirect: 1	Filipino	0%
Common	Reynaldo P. Abilo	Director/ Treasurer/ Vice President - Finance/Chief Risk Officer	Direct: 16,000 Indirect: 1	Filipino	0%
Common	Michael P. Ramolete	Executive Director/ Vice President - Mobility	Direct: 6,290	Filipino	0%
Common	Rafidah Jumal	Non-Executive Director	Indirect: 1	British	0%
Common	Luis C. LaÓ	Non-Executive Director	Indirect: 1	Filipino	0%
Common	Sergio C. Bernal, Jr.	Vice President - Corporate Relations	Direct: 5,290	Filipino	0%
Common	Joanne Custodio	Vice President - Human Resources	Direct: 10,270	Filipino	0%
Common	Jacqueline B. Famorca	Vice President - Supply and Distribution	None	Filipino	Not Applicable

TYPE OF CLASS	NAME OF BENEFICIAL OWNER	POSITION	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	NATIONALITY	PERCENTAGE
Common	Albert A. Lim	Vice President – Wholesale Commercial Fuels	Direct: 4,290	Filipino	0%
Common	Kit Arvin M. Bermudez	Vice President – Supply and Distribution	Indirect: 1,600	Filipino	0%
Common	Erwin R. Orocio	Chief Compliance Officer/ Managing Counsel	Direct: 6,290	Filipino	0%
Common	Mark Hadrian P. Gamo	Corporate Secretary	Direct: 3,000	Filipino	0%
Common	Rona April DV. Diaz	Assistant Corporate Secretary	None	Filipino	Not Applicable
Common	Erwin R. Riñon	Corporate Audit and Assurance Manager	None	Filipino	Not Applicable
Security Ownership of all Directors and Officers			Direct: 1,061,868 Indirect: 9,057		0.07%

(3) Voting Trust Holders of 5% or More

To the best of its knowledge, Shell Pilipinas is not aware of any person holding more than 5% of common shares under a voting trust or similar agreement.

(4) Changes in Control

Shell Pilipinas is not aware of any change in control or arrangement that may result in a change in control of the Company since the beginning of its last fiscal year.

(D) Certain Relationships and Related Transactions

Shell Pilipinas, in its regular course of trade or business, enters into transactions with affiliated companies. For details on these transactions, please refer to Note 25 of the 2025 Audited Financial Statements.

No other transaction was undertaken by Shell Pilipinas in which any Director or Executive Officer was involved or had a direct or indirect material interest. During the last two years, there were no transactions to which the Company was a party concerning transactions with:

- (a) Any director/executive director
- (b) Any nominee for election as director
- (c) Any security holder of certain record, beneficial owner or Management
- (d) Any member of the immediate family of subpar (1) (a), (b) or (c) of this paragraph (d).

Shell Overseas Investments B.V. owned 55.21% of the total issued and outstanding capital stock of Shell Pilipinas as of 31 December 2025.

PART V – CORPORATE GOVERNANCE

Shell Pilipinas (PSE:SHLPH) has once again been recognized by the Institute of Corporate Directors (ICD) at the 2025 Golden Arrow Awards, earning Three Golden Arrows for its exemplary performance in the ASEAN Corporate Governance Scorecard (ACGS). This milestone marks Shell Pilipinas' third consecutive Golden Arrow Award, reflecting its unwavering commitment to uphold the highest standards of transparency, accountability, and integrity in business. This recognition reaffirms how deeply corporate governance is embedded in Shell Pilipinas' culture as we continue to pursue excellence and uphold the trust of our investors, partners, and stakeholders.

On 14 March 2025, SPC's Sustainability Committee and endorsed by the Corporate Governance Committee, organized and conducted a corporate governance training titled "Water: Fuel to Climate Cooling" that tackled water-based climate solutions. It was conducted by Ecosensya Solutions' Founder and President, Ms. Antonina Lourdes E. Cunanan and its Director, Engr. Sabrina Marie T. Escalona - consultants for various climate change and sustainability projects in the Philippines.

In 2024, a corporate governance training with the topic "Carbon Market Insights was conducted and delivered by Ms. Rande Latonio, the Corporation's Nature Based Solutions Country Manager, and Mr. Pravween Raam, Shell Group's Originator for Environmental Products. The session focused on the definition of terms used in the industry of Carbon Markets and Low-Carbon Solutions, its history, and risks in this emerging market and global movement towards decarbonization. A deep dive was centered on the business development aspect of the industry where the Corporation's contributions were discussed.

Another corporate governance training was conducted last 24 September 2024 with the topic "The Ethical Professional – Principles and Behaviors" delivered by Mr. Ben Teehankee, a full-time professor at the De La Salle University, with over 40 years of professorial and industry experience, which includes business ethics, strategic management, and corporate leadership. This trained the Board of Directors and management team about the key principles, competencies required for ethical professionals, and risks in relation to the market conditions on ethics and compliance. A focus discussion revolved around the importance of ethics and compliance in the day-to-day operations of the business through practical analysis of different ethical dilemmas that a corporation may face, the skills, frameworks, and tools on entrepreneurship, innovation, creativity, and risk-taking that can create new markets, revenue streams, and growth for the Corporation.

In 2023, an in-house Corporate Governance training in two parts were conducted. The first part was held on 14 November 2023 with the topic "Brand Architecture: A Valuable Framework for Setting Strategy" delivered by Mr. Emanuel A. Soriano, Jr., an Associate Member and Teaching Fellow of the ICD. The session focused on the principles and correct framework in building the right brand architecture – which is integral in the responsibility of the Board of Directors and management team in setting the right strategy for the Corporation. The second part was held on 13 and 15 December 2023 with the topic "Adopting an Entrepreneurial Mindset" delivered by Mr. Armand Cacacho, also a Teaching Fellow of the ICD. This trained the Board of Directors and management team about the skills, frameworks, and tools on entrepreneurship, innovation, creativity, and risk-taking that can create new markets, revenue streams, and growth for the Corporation.

On 6 December 2022, the Corporation hosted a SEC-Accredited Corporate Governance learning event for its officers and directors, this time focusing on Public-Private Partnerships, with Atty. Alberto Agra (a renowned law professor and then the Chairman of the Philippine Reclamation Authority) as the subject matter expert.

On 11 November 2022, the Board approved the amendment of the Related Party Transactions Policy, as endorsed by the Related Party Transactions Committee, to reflect the robust process of benchmarking and compliance with local tax regulations.

On 06 May 2022, the Board approved the amendments of the following:

1. Revised Manual on Corporate Governance, as endorsed by the Corporate Governance Committee – Section 2.2.6.1(e) of the Revised Manual on Corporate Governance was amended to align the period of rotation of external auditors with the guidelines of the Board of Accountancy and the SEC
2. Board Audit and Risk Oversight Committee Charter, as endorsed by the BARC – to formalize BARC’s current practice for performance evaluation in the BARC Charter.

On 23 March 2022, the Board approved the amendments to the following corporate governance documents:

1. Updated Securities Dealing Code
2. Revised Related Party Transaction Policy, as endorsed by the RPT Committee
3. Revised Board Audit and Risk Oversight Committee Charter, as endorsed by BARC

On 24 and 25 November 2021, the Corporation held its second Virtual In-House Corporate Governance Training Sessions held on November 24 and 25 through Microsoft Teams (“Training”). The topic of the Training was Shell Scenarios: Building Resilient Mindsets. Ms. Geraldine Wessing, Chief Political Advisor from the Shell Group, delivered the Training. The Training commenced with the Founding Principles of a Scenario mindset, the Scenarios and the need to use them. The guiding principles in Scenarios: The Long View, Outside-in Thinking, and Multiple Perspectives are used to make better decisions. The participants applied the learnings in the Philippine setting for each Scenarios.

Following a competitive tender process and pursuant to the endorsement from the RPT Committee and Board approval, the Corporation secured a five-year loan amounting to Php6 billion with the Bank of the Philippines Islands, a related party, replacing an existing Php6 billion short-term loan. The loan will reduce the Corporation’s exposure to short-term volatilities in the market and maximize the low interest rate for its cash requirements. This will not impact its gearing which remains healthy. The drawdown date of the loan was on 20 December 2021.

On 10 November 2021, the Corporation received the Certificate of Approval of Equity Restructuring dated 05 November 2021 from the Securities and Exchange Commission (the “Commission”). Accordingly, the Corporation’s deficit amounting to Php4,304,059,000 in its Audited Financial Statements as of 31 December 2020 was wiped out against its additional paid-in capital (“APIC”) of Php26,161,736,000. Said approval is subject to the condition that the Corporation’s remaining APIC of Php21,857,677,000 shall not be used to wipe out future losses without the approval of the Commission. The Board of Directors of the Corporation approved its equity restructuring at its Regular Meeting held on 25 March 2021.

On 09 November 2021, the Board of Directors approved the contracts of the Corporation with Shell International Eastern Trading Company (SIETCO), the trading arm of the Shell Group, after a favorable endorsement from the RPT Committee. Due to the materiality of the contracts, an external independent party evaluated the fairness of the contract terms. Transactions with SIETCO accounted for 96% of the related party transactions of the Corporation as of Q3 2021. The relevant advisement report was timely disclosed in compliance with Sec Memorandum Circular No. 10 on Rules on Material Related Party Transactions (MRPT) for Publicly-Listed Companies and the Corporation’s RPT Policy.

On 11 October 2021, the Corporation became the first Philippine energy company to support Task Force on Climate-related financial disclosures (TCFD) and adopt its recommendations in providing decision-useful, climate-related information for its stakeholders. It will start to report on said disclosures in its 2021 Annual and Sustainability Report.

The Corporation appointed an external facilitator to conduct a Board Effectiveness Evaluation covering 2020. The directors completed the assessment in February 2021. The external firm also conducted interview with the President and Chief Executive Officer. Results of the evaluation were

reported to the Corporate Governance Committee in July 2021. The Committees and their respective Secretariats were engaged to address the recommendations and set the way forward.

On 11 May 2021, the Corporation held its second virtual Annual Stockholders' Meeting. It recorded a quorum of more than 80% of the total outstanding shares of the Corporation. Total votes cast reached 1.295 billion shares and the elected directors garnered favorable votes of more than 13.352 billion votes. The Corporation also increased the number of its independent directors with the election of former Governor Amando M. Tetangco, Jr. He will be part of the Board Audit and Risk Oversight Committee and Sustainability Committee. He was the Governor of the Bangko Sentral ng Pilipinas (BSP) and Chairman of the Monetary Board for two six-year terms covering 04 July 2005 to 02 July 2017.

On 28 April 2021, the Corporate Governance Committee received the results of the Board Evaluation Survey covering the period of 2020 and has approved on 29 July 2021 the key action items to strengthen the Board's and the Committees' effectiveness.

On 26 March 2021, the Corporation launched its reset and refocused five-year strategy (2021-2025) which includes:

1. Transforming retail fuel stations to broader mobility destinations
2. Pursuing a reliable, competitive, and sustainable supply chain, and
3. Driving lower carbon operations, products, and solutions

On 21 January 2021, the Sustainability Committee (formerly, CSR Committee) has amended its Charter to make it more relevant to the Corporation and the Board. This has been approved by the Board on 21 March 2021. The Committee's objective has been amended to support one of the Mission Statements of the Corporation which is "to be a partner in nation-building through multi-sector collaboration, especially with national and local government, civil society/NGOs and communities, on sustainability initiatives." The duties of the Sustainability Committee would be focused on:

1. Sharing external sustainability best practices and trends
2. When there is an opportunity, steering the Business to provide additional resources or support to particular social performance, social investment and sustainability initiatives
3. Providing support needed with regard to engagement with external stakeholders
4. Support communication on the Corporation's social performance, social investment and sustainability initiatives, if needed; and
5. Reviewing the sustainability-related content of the Annual Report prior to its issuance.

In 2020, the Corporation was conferred by Capital Finance International with the Best Energy Corporate Governance Award, a recognition for the Corporation's comprehensive governance code and its strong fit-for-purpose corporate structure that is guided by its core values of honesty, integrity, and respect for people.

On 16 June 2020, the Corporation held its first virtual Annual Stockholders' Meeting. The meeting was held virtually for the safety of the shareholders, stakeholders, directors and officers of the Corporation in the midst of the COVID-19 pandemic, and in compliance with government regulations prohibiting mass gatherings. It was the first time that its shareholders were allowed to participate in absentia or via remote communication. The meeting recorded a quorum of more than 84% of the total outstanding shares of SHLPH. Total votes cast reached 1.35 billion shares and the elected directors garnered favorable votes of more than 14.62 billion votes.

Pursuant to the new SEC Rules on Material Related Party Transactions for Publicly-Listed Companies, Shell Pilipinas amended its Related Party Transaction Policy to align its requirements with the said rules. The rules cover any related party transactions amounting to ten percent (10%) or higher of a Company's total assets based on its latest audited financial statements.

On 31 May 2018, the Corporation filed its first Integrated Annual Corporate Governance Report. It disclosed the Corporation's state of compliance with the recommendations under SEC Memorandum

Circular No. 19, Series of 2016, otherwise known as the Code of Corporate Governance for Publicly-Listed Companies. The Report harmonized the corporate governance reportorial requirements of the Securities and Exchange Commission and the Philippine Stock Exchange.

On 31 May 2017, the Corporation filed its Revised Manual on Corporate Governance (“Revised Manual”) in compliance with the Code of Corporate Governance for Publicly-Listed Companies, which aims to develop a strong corporate governance culture consistent with regulatory and statutory developments in this space.

As part of its initiatives, the Corporation separated the roles of the Chairman from the President and that of the Corporate Secretary from the Chief Compliance Officer. The Corporation also created the Corporate Governance Committee, composed of independent directors, to assist in its corporate governance responsibilities and to take on, among others, the functions formerly assigned to the Compensation and Remuneration Committee. The Corporate Governance Committee ensures compliance with and proper observance of corporate governance principles and practices and ensures that these are reviewed and updated regularly and consistently implemented in form and substance.

The Corporation, through its Chief Compliance Officer, carries out an evaluation to measure the Corporation’s adherence to good corporate governance towards overall business sustainability and success. This evaluation ensures that good corporate governance structures are built and maintained to create value for the Corporation and provide accountability and control systems commensurate with the risks involved. In this connection, the Corporation has collaborated with the Institute of Corporate Directors and other accredited organizations to determine the level of compliance by its Board and Management with corporate governance best practices. The Revised Manual also requires an assessment of Board performance which the Corporate Governance Committee oversees. All directors and key officers are required to attend corporate governance seminars.

Measures are constantly being undertaken to improve the Corporation’s corporate governance. Monitoring implementation and change is paramount to ensure that the Corporation’s Revised Manual remains relevant and adjustable to uncertain and complex local and international environments. It is subject to annual review by the Board.

Another initiative taken by the Corporation is the renaming of the BARC, befitting of its responsibility to ensure an effective and integrated risk management process in place through an enterprise risk management (“ERM”) framework. The first company-wide Annual Risk Management Workshop was held on September 13, 2023 to reinforce the importance of risk management at all levels of the organization.

BARC also provides oversight over Management’s activities in managing credit, market, liquidity, operational, legal and other risk exposures of the Corporation. To carry out these very critical activities, various officers like the Corporate Audit & Assurance Manager and Chief Risk Officer have been nominated and shall report, in one way or another, to the BARC.

The Revised Manual likewise provides for a Full Business Interest Disclosure for all incoming officers of the Corporation in order to address possible conflict of interest issues. In fact, the Corporation’s internal policy on Conflicts of Interest applicable to all employees is well aligned with this requirement.

The Corporation is committed to strictly adhere to the requirements of the Revised Manual. There has been no violation nor sanction imposed on the Company so far and we intend to continue with this feat. The Chief Compliance Officer is responsible for determining violation/s through notice and hearing, and will recommend to the Chairman the imposable penalty, for further review and approval of the Board.

The Corporation adopted the Revised Corporate Disclosure Guide to conform with the Revised Manual’s steer for the Corporation to perform its corporate governance commitment as a publicly-listed Company. The Corporation provides a comprehensive, accurate and timely report of its

financial condition, results and business operations, material fact or event and non-financial information (economic, environmental, social and governance) which underpin sustainability.

The Nomination Committee of the Corporation also adopted its own Charter. It included the nomination guidelines and process, statement on diversity and inclusion as well as review of the effectiveness of the nomination process. The Related Party Transaction Committee has also updated its Charter and Policy as part of its periodic review.

Components of the monitoring system:

Key Compliance Activities	Action Points	Milestone Dates	Person/ Entity Responsible	Status	Reason for Non-Compliance/ Deviation from Manual
1. Separation of the roles of Chairman and President		01 November 2016	Board	Done	
2. Adoption of Securities Dealing Code		27 February 2017	Board	Done	
3. Submission to the Philippine Stock Exchange of the first Compliance Report on Corporate Governance		31 March 2017	Corporate Secretary	Done	
4. Adoption of the Revised Manual on Corporate Governance which details the functions and responsibilities of the Board and its Committees		16 May 2017	Board	Done	
5. Creation of the Corporate Governance Committee		16 May 2017	Board	Done	
6. Adoption of Corporate Governance Committee Charter		16 May 2017	Board	Done	
7. Appointment of Chief Compliance Officer		16 May 2017	Board	Done	
8. Renaming of the Board Audit Committee to Board Audit and Risk Oversight Committee		16 May 2017	Board	Done	
9. Establishment of selection procedure for new directors under pertinent SEC rules and best practice recommendations		16 May 2017 based on the Revised Manual	Nomination Committee	Done	
10. Appointment of Chairman and Members of Board Committees consistent with the requirements of item 4 above		16 May 2017	Nomination Committee and Board	Done	
11. Directors to provide information on business interests and directorships in other corporations (Full business interest disclosure)			Nomination Committee	Done	
12. Assessment of "Independence" of directors			Nomination Committee	Done	

Key Compliance Activities	Action Points	Milestone Dates	Person/ Entity Responsible	Status	Reason for Non-Compliance/ Deviation from Manual
based on disclosures in item 11 above					
13. Appointment of Corporate Audit & Assurance Manager		01 June 2017	Board	Done	
14. Approval of the Revised Corporate Disclosure Guide		08 August 2017	Corporate Disclosure Committee	Done	
15. Approval of the Revised Related Party Transaction Committee Charter and Policy		27 February 2018	Board	Done	
16. First Non-Executive Directors Meeting		03 May 2018	Non-Executive Directors	Done	
17. Appointment of Lead Independent Director		03 May 2018	Non-Executive Directors	Done	
18. Submission of the first Integrated Annual Corporate Governance Report		30 May 2018	Board	Done	
19. Approval of the Internal Audit Charter		08 August 2018	Board	Done	
20. Approval of the Nomination Committee Charter		21 March 2019	Board	Done	
21. Approval of the Revised Related Party Transaction Committee Policy		21 March 2019	Board	Done	
22. Implementation of Related Party Transaction Policy			Related Party Transaction Committee	Done	
23. Approval of the Revised Related Party Transaction Policy		08 August 2019	Related Party Transaction Committee and Board	Done	
24. Information drive on the Revised Related Party Transaction Policy			Related Party Transaction Committee	Done	
25. First SEC-Accredited In-House Corporate Governance Training		08 November 2019	Corporate Secretary	Done	
26. Approval of the Revised Internal Audit Charter		26 March 2020	BARC and Board	Done	
27. Approval of the Revised BARC Charter		26 March 2020	BARC and Board	Done	
28. Records of Attendance level of directors in board meetings to be prepared and accessible to shareholders			Corporate Secretary	Done on a yearly basis	
29. Disclosure of Results of Stockholders' and Board Meetings			Corporate Secretary	Done	
30. Disclosure of Public Ownership Report			Corporate Secretary	Done every quarter	

Key Compliance Activities	Action Points	Milestone Dates	Person/ Entity Responsible	Status	Reason for Non-Compliance/ Deviation from Manual
31. Disclosure of Top 100 Stockholders			Corporate Secretary	Done every quarter	
32. Disclosure of changes in beneficial ownership of directors, officers and principal stockholders			Corporate Secretary	Done as and when transactions occur	
33. Conduct of Investors' and Analysts' Briefings			Investor Relations Office	Done every quarter	
34. Continuous assessment of Board performance via questionnaire			Corporate Governance Committee and Corporate Secretary	Done annually	
35. Review of vision, mission and core values			Corporate Governance Committee	Done annually	
36. Conduct an induction program for incoming Board members on Shell Pilipinas' financial, strategic, operational and risk management position and the role of committees		After election of Directors	Corporate Governance Committee Secretariat	As and when there are new directors	
37. Attendance in Corporate Governance Workshops (Sec. 4 of Shell Pilipinas' Revised Manual)		After election of Directors	Corporate Governance Committee and Corporate Secretary	Done	
38. Dissemination of copies of Shell Pilipinas' Revised Manual to all classes of business and service functions with one copy under custody of HR dept. (Sec. 3 of Shell Pilipinas' Revised Manual)			Corporate Secretary	Done	
39. Held first Virtual Annual Stockholders' Meeting allowing shareholders to attend and vote in absentia or via remote communication		16 June 2020	Corporate Secretary	Done	
40. Approval of the Revised Internal Audit Charter		25 March 2021	BARC and Board	Done	
41. Approval of the Sustainability Committee Charter (formerly, Corporate Social Responsibility Committee Charter)		25 March 2021	Sustainability Committee (formerly, Corporate Social Responsibility)	Done	

Key Compliance Activities	Action Points	Milestone Dates	Person/ Entity Responsible	Status	Reason for Non-Compliance/ Deviation from Manual
			Committee) and Board		
42. Board approval of equity restructuring to wipe out deficit		25 March 2021	Board of Directors	Done	
43. Launched the next five-year strategy (2021 to 2025)		26 March 2021	Management	Done	
44. Results of the Board Evaluation Survey covering the period of 2020		28 April 2021	Corporate Governance Committee	Done	
45. Increase in the number of independent directors from three to four in the 2021 Annual Shareholders' Meeting		11 May 2021	Shareholders	Done	
46. Approved the key action items on Board Evaluation Survey		29 July 2021	Corporate Governance Committee	Done	
47. Submitted the Advisement Report on the contracts with SIETCO, a material reportable RPT		06 November 2021	RPT Committee and Secretariat	Done	
48. Disclosure of loan with BPI, a material RPT		20 December 2021	Corporate Disclosure Committee	Done	
49. Updated Securities Dealing Code		24 March 2022	Board	Done	
50. Revised Related Party Transaction Policy		24 March 2022	RPT Committee and Board	Done	
51. Revised Board Audit and Risk Oversight Committee Charter		24 March 2022	BARC and Board	Done	
52. Revised Board Audit and Risk Oversight Committee Charter		24 March 2022	BARC and Board	Done	
53. Revised Manual on Corporate Governance (rotation of external auditor)		06 May 2022	Corporate Governance Committee and Board	Done	
54. Further Revised Board Audit and Risk Oversight Committee Charter (evaluation process)		06 May 2022	BARC and Board	Done	
55. Amendment to the RPT Policy		11 May 2022	RPT Committee and Board	Done	

Summary of trading in the Company shares by the directors and key officers for the last financial year

SHLPH President and Chief Executive Officer, Ms. Lorelie Q. Osial acquired additional 27,000 shares in 2025.

PART VI – EXHIBITS and SCHEDULES

Reported Items via SEC Form 17-C

The following items were reported and submitted in 2025 via the SEC Form 17-C:

Date Published	Item No/Description	Details
10 January 2025	Item 9 – Other Events Change in shareholdings of SHLPH President and Chief Executive Officer, Ms. Lorelie Q. Osial	Kindly note change in the shareholdings of SHLPH President and Chief Executive Officer, Ms. Lorelie Q. Osial.
5 March 2025	Item 9 Notice of Analysts'/Investors' Briefing	<p>Please be advised that Shell Pilipinas Corporation (SPC) will hold an Analysts' and Investors' Briefing via webcast. The full year 2024 financial and operating results of the Company will be discussed.</p> <p>Details are as follows: Date: March 27, 2025 (Thursday) Time: 2:30 PM (GMT+8) Duration: 1 hour</p> <p>RSVP: To register for the webcast, please email PSPC-Investor-Relations@shell.com on or before March 25, 2025 (1:00 PM GMT+8). Please include the following details:</p> <ol style="list-style-type: none"> 1. Full Name 2. Company 3. Job Title 4. Email Address <p>Webcast dial-in details will be sent upon RSVP.</p> <p>A Q&A segment will commence immediately after the presentation of the Financial and Operating Results. Feel free to send your questions in advance to PSPC-Investor-Relations@shell.com.</p>
24 March 2025	Item 9 Notice of Analysts'/Investors' Briefing	<p>Please be advised that Shell Pilipinas Corporation (SPC) will hold an Analysts' and Investors' Briefing via webcast. The Company's 2025 to 2030 strategy will be discussed.</p> <p>Details are as follows: Date: April 10, 2025 (Thursday) Time: 4:00 PM (GMT+8) Duration: 1 hour</p>

Date Published	Item No/Description	Details
		<p>RSVP: To register for the webcast, please email PSPC-Investor-Relations@shell.com on or before April 8, 2025 (1:00 PM GMT+8). Please include the following details:</p> <ol style="list-style-type: none"> 1. Full Name 2. Company 3. Job Title 4. Email Address <p>Webcast dial-in details will be sent upon RSVP.</p> <p>A Q&A segment will commence immediately after the presentation of the Financial and Operating Results. Feel free to send your questions in advance to PSPC-Investor-Relations@shell.com.</p>
25 March 2025	Item 9 – Other Events Regular Meeting of the Board of Directors on 25 March 2025	<p>At the Regular Meeting of the Board of Directors of Shell Pilipinas Corporation (the “Corporation”) held on 25 March 2025, at which meeting a quorum was present and acting throughout, the following matters were discussed and/or approved among others:</p> <ol style="list-style-type: none"> 1. 2024 Audited Financial Statements (“AFS”) 2. Bank Mandates 3. Sycip Gorres Velayo and Co. as External Auditors for 2025 4. 2025 Annual Stockholders’ Meeting (“Meeting”) <p>Regarding items (1) and (3), the 2024 AFS and re-appointment of external auditors were approved by the Board upon the endorsement of the Board Audit and Risk Oversight Committee</p> <p>On item (4), based on Section 1, Article II of the By-Laws of the Corporation, its annual shareholders’ meeting shall be held “on the second Tuesday in May of each year.” For 2025, said date falls on 13 May. Moreover, the Meeting will be conducted virtually. Closing of Stock and Transfer Book is set on 16 April 2025 to determine the list of stockholders entitled to the Notice of Annual Stockholders’ Meeting. Further details will be disclosed promptly.</p>
25 March 2025	Item 9 - Other Events 2025 Annual Stockholders' Meeting	SHLPH announces the schedule of its 2025 Annual Stockholders' Meeting
26 March 2025	Item 9 – Other Events Shell Pilipinas Reports Net Income of Php1.3 Billion in 2024	**MANILA, PHILIPPINES — Shell Pilipinas Corporation (SPC) delivered robust financial results for the fiscal year 2024, reporting core earnings of Php2.6 billion, marking a 15% growth compared to the previous year. The company’s net income stood at Php1.3 billion, representing a 6% increase year-on-year despite challenging market conditions.

Date Published	Item No/Description	Details
26 March 2025	Item 9 Notice of Analysts'/Investors' Briefing	<p>Please be advised that Shell Pilipinas Corporation (SPC) will hold an Analysts' and Investors' Briefing via webcast. The full year 2024 financial and operating results of the Company will be discussed.</p> <p>Details are as follows: Date: April 10, 2025 (Thursday) Time: 4:00 PM (GMT+8) Duration: 1 hour</p> <p>RSVP: To register for the webcast, please email PSPC-Investor-Relations@shell.com on or before April 8, 2025 (1:00 PM GMT+8). Please include the following details:</p> <ol style="list-style-type: none"> 1. Full Name 2. Company 3. Job Title 4. Email Address <p>Webcast dial-in details will be sent upon RSVP.</p> <p>A Q&A segment will commence immediately after the presentation of the Financial and Operating Results. Feel free to send your questions in advance to PSPC-Investor-Relations@shell.com.</p>
26 March 2025	Item 9 Audited Financial Statements for FY 2024	Audited Financial Statements for the years ended 31 December 2024 and 2023, and Independent Auditor's Report
23 April 2025	Item 9 Notice of Analysts'/Investors' Briefing	<p>Please be advised that Shell Pilipinas Corporation (SPC) will hold an Analysts' and Investors' Briefing via webcast. The first quarter 2025 financial and operating results of the Company will be discussed.</p> <p>Details are as follows: Date: May 14, 2025 (Wednesday) Time: 4:00 PM (GMT+8) Duration: 1 hour</p> <p>RSVP: To register for the webcast, please email PSPC-Investor-Relations@shell.com on or before May 12, 2025 (1:00 PM GMT+8). Please include the following details:</p> <ol style="list-style-type: none"> 1. Full Name 2. Company 3. Job Title 4. Email Address <p>Webcast dial-in details will be sent upon RSVP.</p> <p>A Q&A segment will commence immediately after the presentation of the Financial and Operating Results. Feel free to send your questions in advance to PSPC-Investor-Relations@shell.com.</p>

Date Published	Item No/Description	Details
13 May 2025	Item 9 - Other Events 2025 Annual Stockholders' Meeting of Shell Pilipinas Corporation	<p>Results of the Annual Stockholders' Meeting held virtually on 13 May 2025</p> <p>Shell Pilipinas Corporation (“SHLPH”) held its virtual Annual Stockholders’ Meeting on 13 May 2025 through Shell Operated Webcast. Pursuant to SEC Memorandum Circular No. 6, Series of 2020, stockholders representing 73.30% (final figures subject to validation by RCBC Trust Corporation) of the total issued and outstanding capital stock of SHLPH participated in the meeting via remote communication, in absentia and by proxy. Majority of the members of its Board of Directors and Management attended the webcast</p> <p>During the meeting, stockholders representing a majority (final figures subject to validation by RCBC Trust Corporation) of the total issued and outstanding capital approved:</p> <ol style="list-style-type: none"> 1. the Minutes of the Annual Stockholders’ Meeting held on 14 May 2024; and 2. the appointment of Sycip Gorres Velayo and Co. as External Auditors of SHLPH for 2025. <p>Finally, the following persons have been duly elected as members of the Board of Directors for the ensuing calendar year:</p> <p>Directors Min Yih Tan Lorelie Q. Osial Reynaldo P. Abilo Nina D. Aguas Stuart Chaplin Michael P. Ramolete Luis C. LaÓ</p> <p>Independent Directors Edgar O. Chua Lydia B. Echauz Amando M. Tetangco, Jr. Fernando Zobel de Ayala</p>
13 May 2025	Item 9 Shell Pilipinas Reports Php870 Million Core Earnings for Q1 2025	<p>MANILA, PHILIPPINES — Shell Pilipinas Corporation (SPC) continued its strong performance into the first quarter of 2025. The Company reported core earnings of Php870 million, a 26% increase. Net income stood at Php740 million, showcasing the company's operational resilience amid a highly competitive and volatile market environment.</p>

Date Published	Item No/Description	Details
13 May 2025	Item 9 - Other Events Organizational Meeting of the Board of Directors on 13 May 2025	<p>On 13 May 2025, in compliance with SEC Memorandum Circular No. 6, Series of 2020, the newly elected members of the Board of Directors of Shell Pilipinas Corporation (the “Corporation”) held their Organizational Board Meeting at the Corporation’s office in Taguig City and via teleconferencing, at which meeting all members were present and acting throughout. The following matters were discussed and approved, among others:</p> <p>(a) Election/Appointment of Officers</p> <p>Min Yih Tan Chairman of the Board Lorelie Q. Osial President and Chief Executive Officer Reynaldo P. Abilo Vice President – Finance, Treasurer and Chief Risk Officer Paulo Angelo N. Arias Vice President – Human Resources Sergio C. Bernal, Jr. Vice President – External Relations and Government Relations Atty. Erwin R. Orocio Managing Counsel and Chief Compliance Officer Michael P. Ramolete Vice President – Mobility & Convenience Albert A. Lim Vice President – Wholesale Commercial Fuels Jacqueline B. Famorca Vice President – Lubricants Kit Arvin M. Bermudez Vice President – Supply and Distribution Atty. Mark Hadrian P. Gamo Corporate Secretary Atty. Rona April DV. Diaz Assistant Corporate Secretary Erwin R. Riñon Corporate Audit and Assurance Manager</p> <p>(b) Organization of Committees</p> <p>Board Audit and Risk Oversight Committee Edgar O. Chua (Chairperson) Lydia B. Echauz Luis C. LaÓ Stuart Chaplin Amando M. Tetangco, Jr.</p> <p>Related Party Transaction Committee Lydia B. Echauz (Chairperson) Edgar O. Chua Luis C. LaÓ</p> <p>Corporate Governance Committee Fernando Zobel de Ayala (Chairperson) Edgar O. Chua Lydia B. Echauz Atty. Erwin R. Orocio</p>

Date Published	Item No/Description	Details
		<p>Nomination Committee Lorelie Q. Osial (Chairperson) Edgar O. Chua Atty. Erwin R. Orocio Paulo Angelo N. Arias (Non-voting)</p> <p>Sustainability Committee Luis C. LaO (Chairperson) Min Yih Tan Stuart Chaplin Amando Tetangco, Jr. Sergio C. Bernal, Jr. (Non-voting)</p> <p>(c) Q1 2025 Operational Performance.</p>
8 July 2025	Item 9 Notice of Analysts'/Investors' Briefing	<p>Please be advised that Shell Pilipinas Corporation (SPC) will hold an Analysts' and Investors' Briefing via webcast. The results for the first half of 2025 will be discussed.</p> <p>Details are as follows: Date: August 14, 2025 (Thursday) Time: 4:00 PM (GMT+8) Duration: 1 hour</p> <p>RSVP: To register for the webcast, please email PSPC-Investor-Relations@shell.com on or before August 12, 2025 (1:00 PM GMT+8). Please include the following details:</p> <ol style="list-style-type: none"> 1. Full Name 2. Company 3. Job Title 4. Email Address <p>Webcast dial-in details will be sent upon RSVP.</p> <p>A Q&A segment will commence immediately after the presentation of the Financial and Operating Results. Feel free to send your questions in advance to PSPC-Investor-Relations@shell.com.</p>
5 August 2025	Item 9 Notice of Participation in PSE STAR Investor Day	<p>Please be advised that Shell Pilipinas Corporation (SPC) will participate in the Philippine Stock Exchange's STAR (Strengthening Access and Reach): Investor Day. The Company's presentation will be on August 19, 2025, Tuesday 2:50pm PH time.</p>

Date Published	Item No/Description	Details
13 August 2025	Item 9 - Other Events Outcome of the Regular Board Meeting on 13 August 2025	<p>At the Regular Meeting of the Board of Directors of Shell Pilipinas Corporation (the "Corporation") held on 13 August 2025 in person and via teleconferencing, at which meeting a quorum was present and acting throughout, the following matters were discussed and/or approved, among others:</p> <ol style="list-style-type: none"> 1. 2Q 2025 Quarterly Report; and 2. Refinancing of Medium-Term Loan and its award to Bank of the Philippine Islands ("BPI") <p>As to (2), upon endorsement of the Related Party Transactions Committee and approval of the Board of Directors, SHLPH has awarded the refinancing of Php6 Billion of medium-term loan to BPI. The tenor shall be five years. Mr. Fernando Zobel de Ayala, a Director of SHLPH, did not vote on the matter.</p>
13 August 2025	Item 9 Shell Pilipinas Outperforms in 1H25, Posting Php2 Billion Core Earnings and Php5 Billion FCF Turnaround	<p>Manila, Philippines — Shell Pilipinas Corporation (PSE: SHLPH) ("SPC" or "the Company") reported core earnings of Php2 billion for the first half of 2025, beating the same period last year by 38%. Net income reached Php970 million, while free cash flow turned around to Php5 billion, further strengthening the balance sheet and reducing gearing to 51%.</p>
20 August 2025	Item 9 - Other Events Clarification regarding news article	<p>SHLPH has been asked to provide clarification regarding the news article entitled "Shell Pilipinas sets up to P4-B capex for asset growth from 2027 to 2030" posted in BusinessWorld (Online Edition) on August 20, 2025, wherein it was reported in part that:</p> <p>'LISTED oil firm Shell Pilipinas Corp. (SPC) plans to spend up to P4 billion in capital expenditure (capex) through 2030 to expand its asset portfolio in line with its medium-term growth strategy, its president said.</p> <p>'In the medium term, we will progressively grow our asset portfolio. So, I guess medium term is 2027 to 2030 with capex in those years at Php3-4 billion,' SPC President and Chief Executive Officer Lorelie Quiambao-Osial said during an investor relations event hosted by the Philippine Stock Exchange on Tuesday.</p> <p>SHLPH confirms the statement made by its President and Chief Executive Officer Lorelie Quiambao-Osial. From 2027 to 2030, Shell Pilipinas intends to allocate between Php3-4 billion in CAPEX to support the progressive growth of its asset portfolio. These investments, first outlined during the April Investors' Briefing and Strategy Day, are anchored on strengthening supply reliability, sharpening competitiveness, and compounding long-term value creation.</p>

Date Published	Item No/Description	Details
1 October 2025	Item 9 - Other Events Amendment of the By-Laws to indicate new corporate name "Shell Pilipinas Corporation" in the Corporate Seal.	<p>On 23 March 2023, the Board of Directors approved the amendment of Article VII, Section 1 of the By-Laws in order to indicate "Shell Pilipinas Corporation" in the Corporate Seal.</p> <p>On 09 May 2023, stockholders representing at least 74.67% of the total and issued outstanding capital likewise approved the said amendment to the By-Laws.</p> <p>On 30 September 2025, SHLPH received a copy of the Certificate of Filing of Amended By-laws dated 16 December 2024 issued by the Securities and Exchange Commission, which approved the amendment to the By-laws.</p>
17 October 2025	Item 9 Notice of Analysts'/Investors' Briefing	<p>Please be advised that Shell Pilipinas Corporation (SPC) will hold an Analysts' and Investors' Briefing via webcast. The Company's financial results for the first nine months of 2025 will be discussed.</p> <p>Details are as follows: Date: November 13, 2025 (Thursday) Time: 4:00 PM (GMT+8) Duration: 1 hour</p> <p>RSVP: To register for the webcast, please email PSPC-Investor-Relations@shell.com on or before November 11, 2025 (1:00 PM GMT+8). Please include the following details:</p> <ol style="list-style-type: none"> 1. Full Name 2. Company 3. Job Title 4. Email Address <p>Webcast dial-in details will be sent upon RSVP.</p> <p>A Q&A segment will commence immediately after the presentation of the Financial and Operating Results. Feel free to send your questions in advance to PSPC-Investor-Relations@shell.com.</p>

<p>10 November 2025</p>	<p>Item 9 – Other Events Outcome of the Regular Meeting of the Board of Directors on 10 November 2025</p>	<p>At the Regular Meeting of the Board of Directors of Shell Pilipinas Corporation (the “Corporation”) held on 10 November 2025 in person and via teleconferencing, at which meeting a quorum was present and acting throughout, the following matters were discussed and/or approved, among others:</p> <ol style="list-style-type: none"> 1. 3Q 2025 Quarterly Report; 2. Appointment of Ms. Joanne Custodio as the new Vice President for Human Resources effective 01 December 2025, replacing Mr. Paulo Angelo Arias; and 3. Appointment of Ms. Rafidah Jumal as a new Non-Executive Director and member of the Board Audit and Risk Oversight Committee as well as Sustainability Committee, replacing Stuart Chaplin, effective 01 December 2025. <p>As to (2), upon endorsement of the Nomination Committee and approval of the Board of Directors, Ms. Joanne Custodio has been appointed as the new Vice President for Human Resources effective 01 December 2025, replacing Mr. Paulo Angelo Arias who shall be leaving Shell Group service. Ms. Custodio will concurrently serve as HR Manager of Shell companies in the Philippines, Japan and Korea. Prior her appointment, she was the Global Policy Lead and led the efforts for the Global Policy for Parental Leave and co-developed the foundations of the Global Benefit Strategy. She brings a wealth of HR experience having supported different businesses through various roles, including HR Manager for Projects & Technologies, Upstream, and Downstream – Tabangao Refinery. Earlier in her career, she served as an HR Adviser for Retail, Supply and Distribution.</p> <p>As to (3), upon endorsement of the Nomination Committee and approval of the Board of Directors, Ms. Rafidah Jumal has been appointed as a new Non-Executive Director effective 01 December 2025, replacing Mr. Stuart Chaplin who has stepped down from the directorship. Ms. Jumal will also be a member of the Corporation’s Board Audit and Risk Oversight Committee as well as Sustainability Committee.</p> <p>Meanwhile, SHLPH will be launching a new policy, effective 01 January 2026, mandating its key officers, namely:</p> <ol style="list-style-type: none"> 1. President and Chief Executive Officer 2. Vice President for Finance, Treasurer and Chief Risk Officer 3. VP for Mobility and Convenience 4. Chief Compliance Officer 5. VP for Supply and Distribution 6. VP for External Relations and Government Relations 7. VP for Human Resources 8. VP for Lubricants 9. VP for Wholesale Commercial Fuels
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Date Published	Item No/Description	Details
		<p>10. Corporate Audit and Assurance Manager to each have a minimum shareholding in the company amounting to 100,000 shares. The objective of the new policy is to further align the interests of both the officers and shareholders, promote long-term success and incentivize performance. The required shareholding is intended to be built up over successive years, at the personal cost of each officer, and shall be maintained during the officer’s time in the role and up to one year after tenure. The initial purchase of the said officers is anticipated to take around the middle of May 2026, at least two (2) trading days after the results of the 1st quarter of 2026 are disclosed. The appropriate disclosures shall be made as and when each officer purchases SHLPH shares.</p>
10 November 2025	Item 9 Shell Pilipinas Sustains Momentum with Double-Digit Earnings Growth and Php5.0 billion FCF Turnaround in 9M25	<p>Manila, Philippines — Shell Pilipinas Corporation (PSE:SHLPH, “SPC” or “the Company”) sustained its performance through the first nine months of 2025, delivering core earnings of Php2.5 billion, up 10% year-on-year, and net income of Php1.3 billion, up 33% year-on-year. Free cash flow remained strong at a Php5.0 billion surplus, a sharp turnaround from last year’s deficit, while gearing held firm at 51% on lower net debt and tight capital discipline.</p>
11 November 2025	Item 9 – Other Events Recent Decision of the Court of Tax Appeals En Banc	<p>On 11 November 2025, SHLPH received a copy of the Decision dated 05 November 2025 issued by the Court of Tax Appeals En Banc in the consolidated cases docketed as CTA EB No. 2842 (entitled “Collector of Customs of the Port of Batangas and Bureau of Customs vs. Pilipinas Shell Petroleum Corporation”) and CTA EB No. 2844 (entitled “Commissioner of Internal Revenue, et al. vs. Pilipinas Shell Petroleum Corporation”).</p> <p>In the said Decision dated 05 November 2025, the CTA En Banc denied the consolidated Petitions for Review filed by the Bureau of Customs and Commissioner of Internal Revenue to question the earlier Decision dated 27 April 2023 of the Court of Tax Appeals Special Second (2nd) Division, which ruled that Alkylate is not subject to excise tax and granted SHLPH’s Amended Petition for Review dated 05 October 2012. The CTA 2nd Division had invalidated Document No. M-059-2012 dated 29 June 2012 issued by the Commissioner of Internal Revenue as well as the Letter dated 01 October 2012 of the Collector of Customs of the Port of Batangas which sought to impose taxes on SHLPH’s previous alkylate importations. Thus, the CTA 2nd Division prohibited the government from collecting, in any manner, excise taxes and value-added tax on SHLPH’s Alkylate importations.</p>

At the Annual Stockholders' Meeting of 13 May 2025, the following were elected as directors:

Name	Directorship
Amando M. Tetangco, Jr.	Independent Director
Edgar O. Chua	Independent Director
Fernando Zobel de Ayala	Independent Director
Lydia B. Echauz	Independent Director
Luis C. LaÓ	Non-Executive Director
Nina D. Aguas	Non-Executive Director
Min Yih Tan	Non-Executive Director
Stuart Chaplin	Non-Executive Director
Michael P. Ramolete	Executive Director
Lorelie Q. Osial	Executive Director
Reynaldo P. Abilo	Executive Director

Additionally, at the Organizational Board Meeting of the same date, the following By-Laws Officers and Committee members were elected:

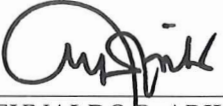
Position	Name of Officer
Non-Executive Chairman of the Board	Min Yih Tan
President and Chief Executive Officer	Lorelie Q. Osial
Vice President - Finance, Treasurer and Chief Risk Officer	Reynaldo P. Abilo
Vice President – Mobility & Convenience	Michael P. Ramolete
Vice President - Corporate Relations	Sergio C. Bernal, Jr.
Vice President - Human Resources	Paulo Angelo N. Arias
Vice President - Lubricants	Jacqueline B. Famorca
Vice President - Supply and Distribution	Kit Arvin M. Bermudez
Managing Counsel and Chief Compliance Officer	Atty. Erwin R. Orocio
Corporate Audit and Assurance Manager	Erwin R. Riñon
Corporate Secretary	Atty. Mark Hadrian P. Gamo
Assistant Corporate Secretary	Atty. Rona April DV. Diaz
Board Audit and Risk Oversight Committee	
Chairman	Edgar O. Chua
Member	Lydia B. Echauz
Member	Luis C. LaÓ
Member	Stuart Chaplin
Member	Amando M. Tetangco, Jr
Related Party Transaction Committee	
Chairman	Lydia B. Echauz
Member	Edgar O. Chua
Member	Luis C. LaÓ
Corporate Governance Committee	
Chairman	Fernando Zobel de Ayala
Member	Edgar O. Chua
Member	Lydia B. Echauz
Member	Atty. Erwin R. Orocio

Nomination Committee	
Chairman	Lorelie Q. Osial
Member	Edgar O. Chua
Member	Atty. Erwin R. Orcio
Member (Non-voting)	Joanne Custodio
Sustainability Committee	
Chairman	Luis C. LaÓ
Member	Min Yih Tan
Member	Stuart Chaplin
Member	Amando Tetangco, Jr
Member (Non-voting)	Sergio C. Bernal, Jr.

SIGNATURES

Pursuant to the requirements of Section 17 of the Code and Section 141 of Shell Pilipinas Code, this report is signed on behalf of the issuer by the undersigned, thereunto duly authorized, in the City of Taguig on 10th day April 2026.

Issuer:

Signature and Title: 
REYNALDO P. ABILO
Vice President – Finance, Treasurer, and Chief Risk Officer

Signature and Title: 
RONA APRIL DV. DIAZ
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 13 APR 2026 at Taguig City, affiants exhibiting to me the following Community Tax Certificate and/or Competent Evidence of Identification:

Name	Competent Evidence of Identification			
	Passport Number	Date of Issue	Valid Until	Place of Issue
REYNALDO P. ABILO				
RONA APRIL DV. DIAZ				

IN WITNESS WHEREOF, I have hereunto affixed my signature and Notarial Seal.

NOTARY PUBLIC

Doc. No. 173;
 Page No. 36;
 Book No. 18;
 Series of 2026.

ATTY. MIKHAIL JUDE AMOROSO R. FABIO III
 NOTARY PUBLIC FOR AND IN MAKATI CITY
 APPOINTMENT NO. M 328 VALID UNTIL DECEMBER 31, 2027
 PTR No. MKT 10764280 / 01-05-26 / MAKATI CITY
 IBP No. 589483 01-06-2026 Roll No. 81066
 MCLE Compliance No. VIII-0008160 April 14, 2025
 VALID UNTIL APRIL 14, 2028