

INDEPENDENT AUDITOR'S REPORT

The Stockholders and the Board of Directors
Shell Pilipinas Corporation
41st floor, The Finance Centre, 26th Street corner 9th Avenue
Bonifacio Global City, Brgy. Fort Bonifacio, Taguig City, Metro Manila

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Shell Pilipinas Corporation (the Company), which comprise the statements of financial position as at December 31, 2025 and 2024, and the statements of income, statements of comprehensive income, statements of changes in equity and statements of cash flows for each of the three years in the period ended December 31, 2025, and notes to the financial statements, including material accounting policy information.

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025 and 2024, and its financial performance and its cash flows for each of the three years in the period ended December 31, 2025 in accordance with Philippine Financial Reporting Standards (PFRS) Accounting Standards.

Basis for Opinion

We conducted our audits in accordance with Philippine Standards on Auditing (PSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants in the Philippines (Code of Ethics), as applicable to the audits of the financial statements of public interest entities, together with the ethical requirements that are relevant to the audits of financial statements of public interest entities in the Philippines, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.



We have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Assessment of provisions and contingencies for tax cases and recoverability of claims from the government

The Company is involved in legal proceedings and assessments for excise tax arising from importations of Catalytic Cracked Gasoline (CCG), Light Catalytic Cracked Gasoline (LCCG) and Alkylate.

This matter is significant to our audit because the determination of whether any provision should be recognized and the estimation of the potential liability resulting from these tax assessments require significant judgment by management. The inherent uncertainty over the outcome of these tax matters is brought about by the differences in the interpretation and implementation of the relevant laws and tax rulings.

In addition, the Company has claims from the government relating to excise duties paid under protest for Alkylate shipments amounting to ₱4.55 billion as at December 31, 2025. We considered this as a key audit matter because of the materiality of the amount involved, and the significant management judgment required in assessing whether there is any indication of impairment and the estimation of the impairment loss, if any.

The Company's disclosures on these matters are included in Notes 9 and 27 to the financial statements.

Audit response

We discussed with management the status of the tax assessments and claims from the government, and opinions of the Company's external legal counsel. We involved our internal specialist in the evaluation of management's assessments on whether any provision for tax contingencies and impairment loss on the claims from the government should be recognized and the estimation of such amounts. We obtained management's assessment on whether there is any indication that the claims from the government may be impaired. We evaluated the tax position of the Company by considering the relevant tax laws, rulings, and jurisprudence.

Other Information

Other information consists of the information included in the SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2025, but does not include the financial statements and our auditor's report thereon. The SEC Form 20-IS (Definitive Information Statement), SEC Form 17-A and Annual Report for the year ended December 31, 2025 are expected to be made available to us after the date of this auditor's report. Management is responsible for these other information.



Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audits of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits, or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with PFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with PSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with PSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on the Supplementary Information Required Under Revenue Regulations 15-2010

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplementary information required under Revenue Regulations 15-2010 in Note 31 to the financial statements is presented for purposes of filing with the Bureau of Internal Revenue and is not a required part of the basic financial statements. Such information is the responsibility of the management of Shell Pilipinas Corporation. The information has been subjected to the auditing procedures applied in our audit of the basic financial statements. In our opinion, the information is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.



The engagement partner on the audit resulting in this independent auditor's report is Marco Rene A. Barredo.

SYCIP GORRES VELAYO & CO.

Marco Rene A. Barredo

Marco Rene A. Barredo

Partner



March 25, 2026



INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY SCHEDULES

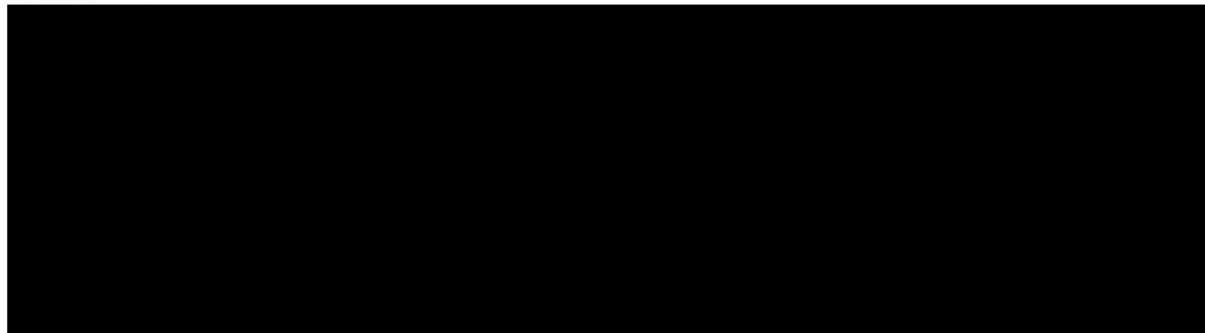
The Stockholders and the Board of Directors
Shell Pilipinas Corporation
41st floor, The Finance Centre, 26th Street corner 9th Avenue
Bonifacio Global City, Brgy. Fort Bonifacio, Taguig City, Metro Manila

We have audited in accordance with Philippine Standards on Auditing, the financial statements of Shell Pilipinas Corporation (the Company), as at December 31, 2025 and 2024, and for each of the three years in the period ended December 31, 2025, and have issued our report thereon dated March 25, 2026. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedules listed in the Index to the Supplementary Schedules are the responsibility of the Company's management. These schedules are presented for purposes of complying with the Revised Securities Regulation Code Rule 68, and are not part of the basic financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly state, in all material respects, the financial information required to be set forth therein in relation to the basic financial statements taken as a whole.

SYCIP GORRES VELAYO & CO.

Marco Rene A. Barredo

Marco Rene A. Barredo
Partner



March 25, 2026



INDEPENDENT AUDITOR'S REPORT ON COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS

The Stockholders and the Board of Directors
Shell Pilipinas Corporation
41st floor, The Finance Centre, 26th Street corner 9th Avenue
Bonifacio Global City, Brgy. Fort Bonifacio, Taguig City, Metro Manila

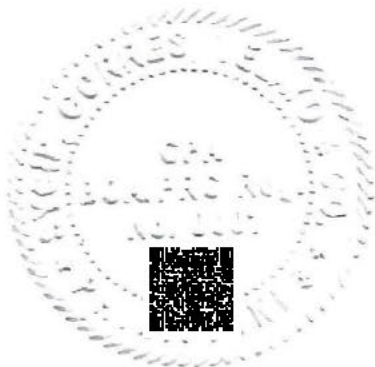
We have audited in accordance with Philippine Standards on Auditing, the financial statements of Shell Pilipinas Corporation (the Company) as at December 31, 2025 and 2024 and for each of the three years in the period ended December 31, 2025, and have issued our report thereon dated March 25, 2026. Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The Supplementary Schedule on Financial Soundness Indicators, including their definitions, formulas, calculation, and their appropriateness or usefulness to the intended users, are the responsibility of the Company's management. These financial soundness indicators are not measures of operating performance defined by Philippine Financial Reporting Standards (PFRS) Accounting Standards and may not be comparable to similarly titled measures presented by other companies. This schedule is presented for the purpose of complying with the Revised Securities Regulation Code Rule 68 issued by the Securities and Exchange Commission, and is not a required part of the basic financial statements prepared in accordance with PFRS Accounting Standards. The components of these financial soundness indicators have been traced to the Company's financial statements as at December 31, 2025 and 2024 and for each of the three years in the period ended December 31, 2025 and no material exceptions were noted.

SYCIP GORRES VELAYO & CO.

Marco Rene A. Barredo

Marco Rene A. Barredo
Partner

March 25, 2026





SECURITIES AND EXCHANGE COMMISSION

Secretariat Building, PICC Complex
Roxas Boulevard, Pasay City, 1307

**STATEMENT OF MANAGEMENT'S RESPONSIBILITY
FOR FINANCIAL STATEMENTS**

The management of **Shell Pilipinas Corporation** is responsible for the preparation and fair presentation of the financial statements, which comprise the statements of financial position as at December 31, 2025 and 2024, and the statements of income, statements of comprehensive income, statements of changes in equity and statements of cash flows for each of the three years in the period ended December 31, 2025, 2024 and 2023, and schedules attached therein, in accordance with the prescribed financial reporting framework indicated therein, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

The Board of Directors reviews and approves the financial statements including the schedules attached therein and submits the same to the stockholders.

SyCip Gorres Velayo & Co., the independent auditor appointed by the stockholders, has audited the financial statements of the company in accordance with Philippine Standards on Auditing, and in its report to the stockholders, has expressed its opinion on the fairness of presentation upon completion of such audit.

Min Yih Tan
Chairman of the Board



Signed this 25th day of March 2026

Shell Pilipinas Corporation
41st Floor, The Finance Center
26th Street corner 9th Avenue
Bonifacio Global City
1635 Taguig City, Philippines

Tel. (632) 3 499 4001
Website <http://www.pilipinas.shell.com.ph>



A handwritten signature in black ink, appearing to read 'L. Quiambao-Osial', is written above the printed name.

Lorelie Quiambao-Osial
President and Chief Executive Officer

A handwritten signature in black ink, appearing to read 'R. Abilo', is written above the printed name.

Reynaldo P. Abilo
*Vice-President – Finance, Treasurer
and Chief Risk Officer*

Signed this 25th day of March 2026

SUBSCRIBED AND SWORN to before me this _____ 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
LORELIE Q. OSIAL	[REDACTED]			
REYNALDO P. ABILO				

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

Doc. No. 180
 Page No. 77
 Book No. 17
 Series of 2026

ATTY. JENNOTARY P. RUBISCO
 Notary Public City of Taguig
 Until 31 December 2026
 IBP O.R No. 571257 issued on Dec. 24, 2025
 PTR No. 10766022 Jan. 3, 2026 at Makati City
 Jan. 5, 2026 at Makati City
 Appointment No.50 (2025-2026)
 MCLE Compliance No. VIII-003567
 Valid until April 14, 2028
 Unit 25, G/F Fiesta Market Market Ext.
 BGC, Taguig City
 Roll No. 71171



NC00Q250GZJ

NOTARIAL CERTIFICATE

TO ALL TO WHOM these presents shall come

I, Chang Shern Hin, NOTARY PUBLIC duly admitted, authorised to practise in the Republic of Singapore, DO HEREBY CERTIFY

that on the 25th day of March 2026, **MIN YIH TAN**, Chairman for and on behalf of **SHELL PILIPINAS CORPORATION**, appeared before me and duly signed the annexed STATEMENT OF MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS and that the signature of MIN YIH TAN thereto subscribed is of the proper handwriting of the said MIN YIH TAN.

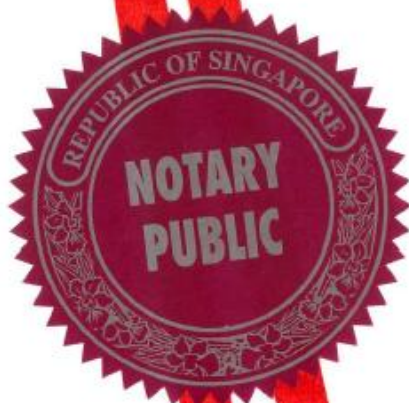
IN FAITH AND TESTIMONY whereof I the said notary have subscribed my name and set and affixed my seal of office at Singapore, this 25th day of March 2026.

NOTARY PUBLIC
SINGAPORE



By virtue of Rule 8(3)(c) of the Notaries Public Rules, a Notarial Certificate must be authenticated by the Singapore Academy of Law in order to be valid.

With effect from 16 September 2021, a Notarial Certificate shall be deemed to be validly authenticated by the affixing of an Apostille to the back of the Notarial Certificate.



APOSTILLE

(Convention de La Haye du 5 Octobre 1961)

This Apostille only certifies the authenticity of the signature, seal or stamp and the capacity of the person who has signed the attached Singapore public document, and, where appropriate, the identity of the seal or stamp. It does not certify the authenticity of the underlying document.

If this document is to be used in a country not party to the Hague Convention of the 5th of October 1961, it should be presented to the consular section of the mission representing that country.

To verify this Apostille, go to

<https://legalisation.sal.sg>

or scan QR code:



Verification code: 19243358

1. Country:	Singapore
This public document	
2. Has been signed by:	Chang Shern Hin
3. Acting in the capacity of:	Notary Public
4. Bears the seal/stamp of:	Notary Public
Certified	
5. At:	Singapore Academy of Law
6. The:	25th March 2026
7. By:	Melissa Goh, Director, Trust Services, SAL
8. No.:	AC0Q2C016D
9. Seal/Stamp:	10. Signature: 



COVER SHEET

for
AUDITED FINANCIAL STATEMENTS

SEC Registration Number

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COMPANY NAME

S	H	E	L	L		P	I	L	I	P	I	N	A	S		C	O	R	P	O	R	A	T	I	O	N		

PRINCIPAL OFFICE (No. / Street / Barangay / City / Town / Province)

4	1	S	T		F	L	O	O	R	,		T	H	E		F	I	N	A	N	C	E		C	E	N	T	E	R
2	6	T	H		S	T	R	E	E	T		C	O	R	N	E	R		9	T	H		A	V	E	N	U	E	,
B	O	N	I	F	A	C	I	O		G	L	O	B	A	L		C	I	T	Y	,		B	R	G	Y	.		
F	O	R	T		B	O	N	I	F	A	C	I	O	,		T	A	G	U	I	G		C	I	T	Y	,		
M	E	T	R	O		M	A	N	I	L	A	,		1	6	3	5												

Form Type

A	A	F	S
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Department requiring the report

S	E	C
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Secondary License Type, If Applicable

N	/	A
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COMPANY INFORMATION

<p>Company's Email Address</p> <div style="border: 1px solid black; padding: 5px; text-align: center;">www.shell.com</div>	<p>Company's Telephone Number</p> <div style="border: 1px solid black; padding: 5px; text-align: center;">(632) 3 4994001</div>	<p>Mobile Number</p> <div style="border: 1px solid black; padding: 5px; text-align: center;">N/A</div>
<p>No. of Stockholders</p> <div style="border: 1px solid black; padding: 5px; text-align: center;">311</div>	<p>Annual Meeting (Month / Day)</p> <div style="border: 1px solid black; padding: 5px; text-align: center;">05/12</div>	<p>Fiscal Year (Month / Day)</p> <div style="border: 1px solid black; padding: 5px; text-align: center;">12/31</div>

CONTACT PERSON INFORMATION

The designated contact person **MUST** be an Officer of the Corporation

<p>Name of Contact Person</p> <div style="border: 1px solid black; padding: 5px;">Reynaldo P. Abilo</div>	<p>Email Address</p> <div style="border: 1px solid black; padding: 5px;">Rev.Abilo@shell.com</div>	<p>Telephone Number/s</p> <div style="border: 1px solid black; padding: 5px;">(632) 3 4994001</div>	<p>Mobile Number</p> <div style="border: 1px solid black; padding: 5px;">N/A</div>
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CONTACT PERSON'S ADDRESS

41st Floor, The Finance Center, 26th Street corner 9th Avenue Bonifacio Global City, Brgy. Fort Bonifacio, Taguig City, Metro Manila

NOTE 1 : In case of death, resignation or cessation of office of the officer designated as contact person, such incident shall be reported to the Commission within thirty (30) calendar days from the occurrence thereof with information and complete contact details of the new contact person designated.

2 : All Boxes must be properly and completely filled-up. Failure to do so shall cause the delay in updating the corporation's records with the Commission and/or non-receipt of Notice of Deficiencies. Further, non-receipt of Notice of Deficiencies shall not excuse the corporation from liability for its deficiencies.

Shell Pilipinas Corporation

Financial Statements

For the years ended December 31, 2025 and 2024

Shell Pilipinas Corporation

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Schedule C: Amounts Receivable from Related Parties which are Eliminated during the Consolidation of Financial Statements

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Schedule E: Indebtedness to Related Parties

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Schedule I: Relationship Map

SHELL PILIPINAS CORPORATION
STATEMENTS OF FINANCIAL POSITION

As at December 31

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

	Note	2025	2024
ASSETS			
Current assets			
Cash	3	2,776,049	2,957,958
Trade and other receivables	4	16,764,870	17,670,684
Inventories	5	14,847,658	14,857,588
Current financial assets	11	104,359	165,284
Prepayments and other current assets	6	8,217,637	8,974,739
Total Current Assets		42,710,573	44,626,253
Noncurrent Assets			
Property, plant and equipment	7	29,179,304	30,070,028
Right to use assets	8	17,521,358	17,954,214
Long term receivables and rentals	9	18,830,836	15,248,224
Deferred tax assets	10	2,295,255	2,506,589
Non-current financial assets	11	1,154,948	1,182,078
Investments in associates	12	44,139	64,979
Other assets, net	13	6,286,267	5,455,399
Total Noncurrent Assets		75,312,107	72,481,511
TOTAL ASSETS		118,022,680	117,107,764
LIABILITIES AND EQUITY			
Current Liabilities			
Trade and other payables	14	23,862,894	23,639,699
Short term loans	15	19,340,000	26,881,000
Dividends payable		17,536	17,538
Total Current Liabilities		43,220,430	50,538,237
Noncurrent Liabilities			
Lease liabilities	8	17,009,080	16,232,620
Loans payable	16	20,000,000	15,000,000
Provisions	17	2,202,446	2,376,183
Other liabilities		817,172	779,882
Total Noncurrent Liabilities		40,028,698	34,388,685
TOTAL LIABILITIES		83,249,128	84,926,922
Equity			
Share capital - P1 par value	18	1,681,058	1,681,058
Share premium	18	21,857,677	21,857,677
Treasury shares	18	(507,106)	(507,106)
Retained earnings	19	8,330,911	6,221,266
Remeasurement gains on defined benefit plans	26	2,191,448	1,660,559
Other reserves	11, 26	1,219,564	1,267,388
Total Equity		34,773,552	32,180,842
TOTAL LIABILITIES AND EQUITY		118,022,680	117,107,764

See accompanying Notes to Financial Statements

SHELL PILIPINAS CORPORATION
STATEMENTS OF INCOME

For the years ended December 31

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

	Note	2025	2024	2023
NET SALES				
Sale of goods		237,437,285	249,750,177	258,788,786
Sales discounts and rebates		(6,304,299)	(6,184,397)	(5,472,658)
		231,132,986	243,565,780	253,316,128
COSTS AND EXPENSES (INCOME)				
Cost of sales	21	208,435,496	221,324,105	233,176,703
Selling expenses	22	15,523,380	14,825,650	14,782,695
General and administrative expenses	22	2,169,036	2,196,379	2,589,342
Asset impairment losses/(reversal)	7	572,783	-	(997,008)
Other operating income, net	23	(2,027,200)	(837,508)	(1,273,814)
		224,673,495	237,508,626	248,277,918
INCOME FROM OPERATIONS		6,459,491	6,057,154	5,038,210
Finance expense	24	3,647,893	3,833,985	3,725,170
Other charges (income)	24	32,964	315,183	(301,101)
		3,680,857	4,149,168	3,424,069
INCOME BEFORE INCOME TAX		2,778,634	1,907,986	1,614,141
PROVISION FOR INCOME TAX		10	668,989	657,812
				431,239
NET INCOME		2,109,645	1,250,174	1,182,902
EARNINGS PER SHARE - BASIC AND DILUTED				
	20	1.31	0.77	0.73

See accompanying Notes to Financial Statements

SHELL PILIPINAS CORPORATION
STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31

(All amounts in thousand Philippine pesos)

	Note	2025	2024	2023
NET INCOME		2,109,645	1,250,174	1,182,902
OTHER COMPREHENSIVE INCOME (LOSS)				
<i>Items not to be reclassified to income or loss in subsequent periods:</i>				
Remeasurement gain on retirement benefits	26	707,852	555,808	58,848
Increase (decrease) in fair value of financial assets at FVOCI	11	(27,130)	284,250	160,970
Income tax effect		(172,894)	(181,589)	(38,858)
TOTAL OTHER COMPREHENSIVE INCOME		507,828	658,469	180,960
TOTAL COMPREHENSIVE INCOME		2,617,473	1,908,643	1,363,862

See accompanying Notes to Financial Statements

SHELL PILIPINAS CORPORATION

STATEMENTS OF CHANGES IN EQUITY

For the years ended December 31

(All amounts in thousand Philippine pesos)

	Share Capital (Note 18)	Share Premium (Note 18)	Treasury Shares (Note 18)	Retained Earnings (Note 19)	Other Reserves		Remeasurement Gain on Defined Benefit Plan (Note 26)	Total
					Share-based Reserve (Note 26)	Fair value Reserve (Note 11)		
Balances at 1 January 2023	1,681,058	21,857,677	(507,106)	3,788,190	238,442	671,548	1,199,567	28,929,376
Net income for the year	-	-	-	1,182,902	-	-	-	1,182,902
Increase in fair value of equity through OCI (net of tax amounting to P24,146)	-	-	-	-	-	136,824	-	136,824
Remeasurement gain on retirement benefits (net of tax amounting to P14,712)	-	-	-	-	-	-	44,136	44,136
Total comprehensive income	-	-	-	1,182,902	-	136,824	44,136	1,363,862
Transactions with owners								
Share-based compensation	-	-	-	-	(11,549)	-	-	(11,549)
Balance as at December 2023	1,681,058	21,857,677	(507,106)	4,971,092	226,893	808,372	1,243,703	30,281,689
Net income for the year	-	-	-	1,250,174	-	-	-	1,250,174
Increase in fair value of equity through OCI (net of tax amounting to P42,638)	-	-	-	-	-	241,613	-	241,613
Remeasurement gain on retirement benefits (net of tax amounting to P138,952)	-	-	-	-	-	-	416,856	416,856
Total comprehensive income	-	-	-	1,250,174	-	241,613	416,856	1,908,643
Transactions with owners								
Share-based compensation	-	-	-	-	(9,490)	-	-	(9,490)
Balances at 31 December 2024	1,681,058	21,857,677	(507,106)	6,221,266	217,403	1,049,985	1,660,559	32,180,842
Net income for the year	-	-	-	2,109,645	-	-	-	2,109,645
Decrease in fair value of equity through OCI (net of tax amounting to P4,069)	-	-	-	-	-	(23,061)	-	(23,061)
Remeasurement gain on retirement benefits (net of tax amounting to P176,963)	-	-	-	-	-	-	530,889	530,889
Total comprehensive income	-	-	-	2,109,645	-	(23,061)	530,889	2,617,473
Transactions with owners								
Share-based compensation	-	-	-	-	(24,763)	-	-	(24,763)
Balances at 31 December 2025	1,681,058	21,857,677	(507,106)	8,330,911	192,640	1,026,924	2,191,448	34,773,552

See accompanying Notes to Financial Statements

SHELL PILIPINAS CORPORATION
STATEMENTS OF CASH FLOWS

For the years ended December 31

(All amounts in thousand Philippine pesos)

	Note	2025	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES				
Income before income tax		2,778,634	1,907,986	1,614,141
<i>Adjustments for:</i>				
Depreciation and amortization	7, 8,13	5,568,968	5,283,553	5,264,529
Interest and finance charges	24	3,647,893	3,833,985	3,725,170
Remeasurement of asset retirement obligation (ARO)	23	(679,555)	(216,480)	204,359
Impairment losses (reversal) of asset	7	572,783	-	(997,008)
Share-based reserve	26	235,610	195,173	127,372
Loss (gain) on disposal of property and equipment	23	235,703	(24,795)	52,808
Movements in pension	26	(140,060)	(102,499)	(160,818)
Gain on lease pre-termination	23	(134,332)	(285,610)	-
Share in profit of associates	23	(106,691)	(108,338)	(90,979)
Unrealized mark to market loss (gain), net	23	63,929	(55,434)	114,003
Unrealized foreign exchange loss (gain), net	24	33,759	(66,345)	(68,411)
Amortization of prepaid lease payments		12,022	4,990	3,513
Interest income	24	(7,084)	(2,902)	(2,454)
Write-off of assets	23	1,146	1,129,059	-
Reversal of provision for legal case	17	-	-	(218,090)
<i>Working capital changes:</i>				
Decrease/(increase) in inventories, trade and other receivables, prepayments and other assets		(2,083,576)	(5,061,056)	503,182
Increase/(decrease) in trade and other payables and provisions and other liabilities		689,914	1,034,794	(5,815,538)
Net cash flows from operating activities		10,689,063	7,466,081	4,255,779
CASH FLOWS FROM INVESTING ACTIVITIES				
Additions to property and equipment		(2,444,205)	(2,444,800)	(5,419,969)
Dividends received	12	127,531	73,967	86,533
Proceeds from sale of property and equipment and lease assets		150,279	86,935	27,072
Interest received	24	7,084	2,902	2,454
Net cash flows used in investing activities		(2,159,311)	(2,280,996)	(5,303,910)
CASH FLOWS FROM FINANCING ACTIVITIES				
Drawdown of long-term loan	16	11,000,000	-	9,000,000
Repayment of loan		(6,000,000)	-	(9,000,000)
Net proceeds from (settlements of) short-term borrowings	15	(7,541,000)	2,591,000	6,463,000
Interest and finance charges paid	24	(3,462,719)	(3,674,952)	(3,478,733)
Principal elements of lease payments	8	(2,707,945)	(2,939,977)	(3,096,265)
Cash dividends paid		(2)	(3)	(223)
Net cash flows generated used in financing activities		(8,711,666)	(4,023,932)	(112,221)
NET INCREASE (DECREASE) IN CASH		(181,914)	1,161,153	(1,160,352)
EFFECT OF EXCHANGE RATE CHANGES ON CASH		5	(8)	2
CASH AT BEGINNING OF YEAR		2,957,958	1,796,813	2,957,163
CASH AT END OF YEAR	3	2,776,049	2,957,958	1,796,813

See accompanying Notes to Financial Statements

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

1. Corporate information

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 a Shell plc., incorporated in the United Kingdom.

The Company’s primary purpose 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 and broadening of 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 technical services related to the company’s lubricants business 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.

The Company’s registered office, which is also its principal place of business, is 41st Floor, The Finance Centre, 26th Street corner 9th Avenue Bonifacio Global City, Brgy. Fort Bonifacio, Taguig City, Metro Manila, 1635.

The 2025 financial statements have been authorized for issue by the Company’s Board of Directors on 25 March 2026 upon endorsement by the Board Audit and Risk Oversight Committee on 19 March 2026.

SHELL PILIPINAS CORPORATION
NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

2. Operating segments

The Company operates as part of the downstream oil and gas segment consistent with its ultimate parent’s view. The Company’s integrated downstream operations span all aspects of the downstream product supply chain, importing and distributing refined products to its customers across the Philippines. The products the Company sells include gasoline, diesel, heating oil, aviation fuel, marine fuel, lubricants and bitumen. It also offers full vehicle servicing such as oil change and other car maintenance through Shell Service Centers. Recognizing that its customers’ needs go beyond fuel, the Company also has non-fuel offerings through Shell Select convenience stores, Deli2go, and Shell Café, as well as sustainable offers such as electric vehicle charging and battery swapping services.

3. Cash

The account as at 31 December 2025 and 2024 consists of cash in banks which are earning interest at the prevailing bank interest rates. The Company maintains cash deposits with universal and commercial banks in the Philippines.

	2025	2024
Universal bank	2,675,522	2,536,399
Commercial bank	100,527	421,559
	<u>2,776,049</u>	<u>2,957,958</u>

Cash in banks earn interest at the prevailing deposit rates. Total interest income earned from cash amounted to P7.08 million as at 31 December 2025 (2024 – P2.90 million and 2023 – P2.45 million) (see Note 24).

4. Trade and other receivables

	Note	2025	2024
Trade receivables			
Third parties		15,872,457	16,890,532
Related parties	25	368,884	183,892
Provision for impairment of trade receivables from third parties		(77,651)	(195,439)
		<u>16,163,690</u>	<u>16,878,985</u>
Other receivables			
Non-trade receivables from third parties		25,274	188,065
Non-trade receivables from related parties	25	45,737	43,359
Miscellaneous		530,169	594,434
Provision for impairment of other receivables		-	(34,159)
		<u>601,180</u>	<u>791,699</u>
		<u>16,764,870</u>	<u>17,670,684</u>

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

SHELL PILIPINAS CORPORATION
NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

4. Trade and other receivables (continued)

Miscellaneous receivables pertain to rental from co-locators in mobility service stations and other non-trade receivables.

The Company holds collaterals for trade receivables from third parties as at 31 December 2025 valued at P6.6 billion (2024 – P6.5 billion) consisting of cash securities, letters of credit or bank guarantees and Real Estate Mortgages (REM). These securities can be applied once the related customer defaults on settlement of the Company’s receivables based on agreed credit terms. The maximum exposure of the Company is P16.8 billion as at 31 December 2025 (2024 – P17.9 billion) (see Note 28.1.b). These balances relate to a number of independent customers with whom there is no recent history of default. The carrying amount of trade and other receivables at the reporting date approximate their fair value.

Impaired receivables are fully provided and movements in the provision for impairment of the receivables are presented in the table below.

	Trade	Others	Total
At 01 January 2024	445,141	39,886	485,027
Provisions (Reversal)	(25,358)	(5,727)	(31,085)
Write-off	(224,344)	-	(224,344)
At 31 December 2024	195,439	34,159	229,598
Provisions (Reversal)	27,846	(34,159)	(6,313)
Write-off	(145,634)	-	(145,634)
At 31 December 2025	77,651	-	77,651

For the year ended 31 December 2025, trade receivables written off directly to statement of income amounted to P106.9 million (2024 – P70.1 million and 2023 – P33.1 million) based on the Company’s assessment of recoverability.

SHELL PILIPINAS CORPORATION
NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

5. Inventories

	2025	2024
At cost:		
Petroleum products	11,859,655	13,051,501
Lubricants	1,063,042	1,170,880
	<u>12,922,697</u>	<u>14,222,381</u>
At NRV:		
Petroleum products	1,803,829	479,433
Materials and supplies	121,132	155,774
	<u>14,847,658</u>	<u>14,857,588</u>

The costs of inventories carried at NRV as at December 31 are as follows:

	2025	2024
Petroleum products	1,929,497	517,617
Materials and supplies	157,981	159,222
Lubricants	19,631	4,121
	<u>2,107,109</u>	<u>680,960</u>

Details of allowance for inventory write-down and obsolescence as at 31 December 2025 and 2024 are as follow:

	Petroleum products	Lubricants	Materials and supplies	Total
At 01 January 2024	93,703	5,724	3,446	102,873
Reversal	(55,519)	(1,603)	-	(57,122)
At 31 December 2024	38,184	4,121	3,446	45,751
Provisions	87,483	15,510	33,403	136,396
As at 31 December 2025	<u>125,667</u>	<u>19,631</u>	<u>36,849</u>	<u>182,147</u>

The allowance for inventory resulting from the write-down of petroleum products to net realizable value amounted to P125.7 million as at 31 December 2025 (2024 – P38.2 million and 2023 – P93.7 million) and the allowance for obsolescence of lubricants, materials and supplies amounted to P56.5 million as at 31 December 2025 (2024 – P7.6 million and 2023 – P9.2 million).

Cost of inventories included as part of cost of sales amounted to P176.5 billion for the year ended 31 December 2025 (2024 – P189.5 billion and 2023 – P200.3 billion) (see Note 21).

SHELL PILIPINAS CORPORATION
NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

6. Prepayments and other current assets

	2025	2024
Duty drawback and other claims (a)	3,161,180	3,330,284
Prepaid corporate income taxes (b)	2,687,778	3,205,163
Creditable withholding tax (c)	1,386,577	1,486,705
Advance rentals (d)	732,758	759,209
Input VAT, net of Output VAT (e)	108,631	-
Prepaid duties and taxes (f)	24,378	10,730
Others (g)	116,335	182,648
	8,217,637	8,974,739

(a) Duty drawback and other claims

Duty drawback and other claims pertain to claims from government agencies arising mainly from excise duties paid relating to sales to exempt entities which are issued with or approved for issuance of TCC which will be utilized by the Company within the next 12 months.

(b) Prepaid corporate income taxes

These current portion are claimed against income tax due, representing amounts that were withheld from income tax payments and carried over in the succeeding period for the same purpose.

(c) Creditable withholding tax

Creditable withholding tax represents unapplied certificates which can be used as a payment of income tax due in the succeeding years.

The Company has filed its creditable withholding tax refund application in June 2025, which was eventually approved by the Government. A refund of P2,081.0 million was received in February 2026.

(d) Advance rentals

Advance rentals refer to amounts paid prior to the start of lease arrangements that are set to commence within the next twelve (12) months.

(e) Input VAT, net of Output VAT

Input VAT represents the taxes paid on purchases of goods and services which can be recovered as tax credit against future output VAT liability of the Company.

(f) Prepaid duties and taxes

These are custom duties paid in advance for importation of products.

(g) Others

These represent refundable deposits held by third parties and fixed assets for a mobility site classified as held for sale as of 31 December 2024, totaling P17.0 million under a contract for sale by 28 February 2025. There are no fixed assets held for sale as of December 31, 2025.

SHELL PILIPINAS CORPORATION
NOTES TO THE FINANCIAL STATEMENTS (continued)

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

7. Property, plant and equipment

	Notes	Leasehold improvements	Plant, machinery and equipment	Furniture and fixtures	Transportation	Assets under construction (AUC)	Total
Cost							
At 01 January 2024		29,771,962	27,700,055	2,831,079	118,101	6,317,477	66,738,674
Acquisitions		7,942	14,770	-	-	2,232,863	2,255,575
Disposals/retirement		(1,401,346)	(745,090)	(36,101)	(5,570)	(239,996)	(2,428,103)
Transfers		1,731,020	1,238,289	-	2,840	(2,972,149)	-
Asset held for sale		(24,379)	(9,109)	-	-	-	(33,488)
At 31 December 2024		30,085,199	28,198,915	2,794,978	115,371	5,338,195	66,532,658
Acquisitions		25,199	75,593	-	2,281	1,937,782	2,040,855
Disposals/retirement		(138,856)	(149,622)	(230,469)	-	-	(518,947)
Transfers		882,365	1,379,567	-	-	(2,261,932)	-
Impairment		-	-	-	-	(572,783)	(572,783)
At 31 December 2025		30,853,907	29,504,453	2,564,509	117,652	4,441,262	67,481,783
Accumulated depreciation, amortization, and impairment							
At 1 January 2024		(13,622,941)	(19,711,106)	(2,215,519)	(90,048)	-	(35,639,614)
Depreciation and amortization	22	(1,096,122)	(911,847)	(109,186)	(2,439)	-	(2,119,594)
Disposals/retirement		860,057	412,239	2,177	5,571	-	1,280,044
Asset held for sale		10,183	6,351	-	-	-	16,534
At 31 December 2024		(13,848,823)	(20,204,363)	(2,322,528)	(86,916)	-	(36,462,630)
Depreciation and amortization	22	(1,122,038)	(972,703)	(29,629)	(2,314)	-	(2,126,684)
Disposals/retirement		95,308	114,813	76,714	-	-	286,835
At 31 December 2025		(14,875,553)	(21,062,253)	(2,275,443)	(89,230)	-	(38,302,479)
Net book values							
At 31 December 2024		16,236,376	7,994,552	472,450	28,455	5,338,195	30,070,028
At 31 December 2025		15,978,354	8,442,200	289,066	28,422	4,441,262	29,179,304

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

7. Property, plant and equipment (continued)

Assets under construction represent cost of ongoing capital projects in marketing and supply chain businesses. There are no property, plant and equipment which are restricted or pledged as security for liabilities, as at December 31, 2025 and 2024. The Company did not enter into long-term purchase commitments relating to the ongoing capital projects as these are not expected to take substantial time to complete. Purchases of goods or services relating to ongoing capital projects are made through normal purchasing process.

Impairment losses

In assessing whether an impairment is required, the carrying value of the refinery assets is compared with its recoverable amount. The recoverable amount is the asset's fair value less costs of disposal (FVLCD). The key assumption in determining the FVLCD is the market recoverable value of the assets. The fair value is the price that would be received on sale of the asset in an orderly transaction between market participants at the measurement date. The fair value is categorized under Level 2 of the fair value hierarchy.

In 2023, after an evaluation of pathways for SHIFT as a competitive import facility, the Company has completed an impairment review exercise which resulted to a reversal of asset impairment previously booked amounting to P997.0 million pertaining to the recoverable amount of the assets identified to be repurposed for current operations.

In 2024, the Company performed a thorough evaluation of the performance of its mobility asset portfolio and have identified mobility sites for closure. Although an annual process, the current year assessment considered additional factors applied by management in line with the strategic shift and focus on optimizing operational efficiency and return. This resulted in losses on asset write-off and losses from sale of assets amounting to P1.1 billion and P235.7 million, respectively, with corresponding benefit from annual opex and lease savings and a more efficient, high-grade network of stations.

In 2025, an impairment review of the Company's nature-based solutions project resulted in negative future cash flows considering lower expected future carbon credit generation and higher projected operating cost. With this, an impairment loss of P572.8 million was recognized in Q4 2025.

SHELL PILIPINAS CORPORATION
NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

8. Leases (continued)

The statements of total comprehensive income show the following amounts relating to leases:

	Notes	2025	2024
Depreciation expense of right to use assets and ARO	22	3,442,281	3,163,955
Interest expense on lease liabilities	24	1,232,215	1,187,861
Short-term lease	22	166,397	176,827
Total expenses recognized in profit or loss		4,840,893	4,528,643

The Company's total cash outflows on leases amounts to P3.9 billion (2024 – P4.1 billion, 2023 – P4.4 billion). The Company also has non-cash additions to right to use assets and lease liabilities.

The Company's lease contract for storage facility services had commenced as at 31 December 2025. The lease is non-cancellable and will run until 2038. The future lease payments over the remaining lease term amount to P3.6 billion.

The Company has lease contracts that include extension and termination options. These options are negotiated by the management to provide flexibility, in managing the leased asset portfolio and align the business needs.

9. Long-term receivables and rentals

	2025	2024
Claims from government (a)	10,984,931	10,005,285
Provision for impairment	(62,168)	(5,218)
	10,922,763	10,000,067
Prepaid corporate income taxes – noncurrent portion	6,963,657	4,635,042
Customer grants (b)	467,964	110,278
Advance rentals (c)	183,385	199,625
	7,615,006	4,944,945
Other long-term receivables	309,642	319,507
Provision for impairment	(16,575)	(16,295)
	293,067	303,212
	18,830,836	15,248,224

(a) Claims from government

Claims from government agencies amounting to P11.0 billion and P10.0 billion as at 31 December 2025 and 2024, respectively, represent the amount to be recovered from the government on various taxes paid. Included in these claims is P4.6 billion of excise duties and VAT paid under protest for certain Alkylate shipments (see Note 27(b)). The remaining P6.4 billion and P5.4 billion as at 31 December 2025 and 2024, respectively, pertain to excise taxes related to sales with international carriers and other exempt entities for which the Company is yet to apply for TCC or refund and for those cases awaiting a decision from the court.

SHELL PILIPINAS CORPORATION
NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

9. Long-term receivables and rentals (continued)

(b) Customer grants

Customer grants consist of business development funds used to help customers expand their operations. The payments of the funds are secured by long-term sales contracts with the customers. The present value of the customer grant approximate their fair value (see Note 28.3).

(c) Advance rentals

Advance rental represents the advance payment for leases that are more than 1 year which the Company enters but are commencing in future periods.

Movements in provision for impairment of long-term receivable are as follows:

	2025	2024
At 01 January	21,513	111,317
Provision/(Write-off)	57,230	(89,804)
At 31 December	78,743	21,513

The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. The carrying amount of long-term receivables approximate their fair value (see Note 28.3).

10. Provision for income tax; deferred income tax assets

Current Income Tax

The details of provision for income tax for the year ended 31 December 2025, 2024, and 2023 are as follows:

	2025	2024	2023
Current tax	630,549	695,451	83,123
Deferred tax	38,440	(37,639)	348,116
	668,989	657,812	431,239

SHELL PILIPINAS CORPORATION
NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

10. Provision for income tax; deferred income tax assets (continued)

Deferred income tax assets

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes relate to the same fiscal authority. The net amounts at 31 December 2025 and 2024 are as follows:

	2025	2024
Deferred income tax assets (liabilities)		
PFRS 16 lease liability accrual	2,065,534	1,743,074
Impairment of property, plant and equipment	950,361	1,083,831
Asset retirement obligation	601,770	815,746
Inventory obsolescence	112,784	108,907
Other long term provisions	106,856	127,810
Staff bonus provision	92,120	89,687
Share based compensation	48,160	54,351
NRV adjustments manual	40,629	10,407
Asset disposal	39,374	17,708
Annual leave accrual	36,647	35,665
Provision for doubtful debts	27,647	51,327
Provision for remediation costs	26,285	26,285
Legal provision	5,239	15,371
Donations deduction	6,391	20,456
Deferred income tax assets	4,159,797	4,200,625
Retirement benefit asset	(807,365)	(772,350)
Pension fund movements through – OCI	(762,396)	(585,433)
Revaluation of shares – financial assets at fair value through OCI	(181,222)	(185,292)
Unrealized forex gains/losses	(98,162)	(106,601)
Duty drawback	(33,689)	(46,669)
IFRS 9 opening balance adjustment	11,452	11,452
Unrealized MTM gains/losses	6,840	(9,143)
Deferred income tax liabilities	(1,864,542)	(1,694,036)
Net deferred income tax		
(net balance as presented in Note 10 of AFS)	2,295,255	2,506,589
Movement in DTA	(40,828)	50,680

Realization of the future benefits related to the deferred income tax assets is dependent on many factors, including the Company's ability to generate taxable income in the future. The Company's management has considered these factors in arriving at its conclusion that the deferred income tax assets as at 31 December 2025 and 2024 are fully realizable.

SHELL PILIPINAS CORPORATION
NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

10. Provision for income tax; deferred income tax assets (continued)

The balances of unused NOLCO with their corresponding years of expiration, are as follows:

Year Incurred	Expiry Year	NOLCO	MCIT
2020	2023	-	160,194
2020	2025	5,899,149	-
2021	2024	-	265,197
2021	2026	72,899	-
2022	2025	-	313,393
		5,972,048	738,784
Applied in previous year/current year		5,972,048	738,784
		-	-

The reconciliation of provision for income tax computed at the statutory rate to actual provision for income tax shown in the statements of income is shown below:

	2025	2024	2023
Income tax at statutory rate	694,658	476,997	403,535
Income tax effect of:			
Non-deductible expense	133,136	259,540	57,982
Income subjected to 8% final tax	(32,543)	(12,199)	(1,890)
Non-taxable income	(27,463)	(27,235)	(22,745)
Other employment benefit provisions recognition	(19,872)	-	-
Interest income subject to final tax	(1,771)	(726)	(614)
Limitation on deductible interest expense	354	145	123
Prior year deferred tax adjustment ITH	-	-	(35,478)
Provision for income tax before final taxes	746,499	696,522	400,913
Final taxes on interest and other charges	89,253	11,322	30,326
Prior year current tax	(166,763)	(50,032)	-
Provision for income tax	668,989	657,812	431,239

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11. Financial assets

	2025	2024
Financial assets at FVOCI (a)	1,234,948	1,262,078
Derivative financial assets (b)	24,359	85,284
	<u>1,259,307</u>	<u>1,347,362</u>

	2025	2024
Current Portion	104,359	165,284
Non-Current portion	1,154,948	1,182,078
	<u>1,259,307</u>	<u>1,347,362</u>

(a) Financial assets at FVOCI

Represent proprietary club shares and equity securities which are carried at fair value (see Note 28.3). Details of the account as at 31 December 2025 and 2024 are as follows:

	2025	2024
Cost	26,800	26,800
Fair value adjustments recognized directly in OCI		
Balance at the beginning	1,235,278	951,028
Changes during the year	(27,130)	284,250
	<u>1,208,148</u>	<u>1,235,278</u>
Balance at the end	1,234,948	1,262,078
Current portion	80,000	80,000
Non-Current portion	<u>1,154,948</u>	<u>1,182,078</u>

(b) Derivative financial assets

The Company enters into commodity forward contracts to hedge the commodity price risks arising from its petroleum products requirements. As at 31 December 2025, the notional principal amount of the outstanding commodity forward contracts assets amounted to P4.3 billion (2024 – P4.2 billion) for 101,356 metric tons of petroleum products (2024 – 139,708 metric tons). As at 31 December 2025, the fair value of the derivative assets from outstanding commodity forward contracts amounted to P24.4 million (2024 – P85.3 million).

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11. Financial assets (continued)

(b) Derivative financial assets (continued)

During the year, the Company realized a loss of P161.5 million (2024 - loss of P110.7 million and 2023 - gain of P210.8 million) from mark-to-market settlement of derivatives which was recognized in other operating income, net in the statements of income (see Note 23).

For the year ended 31 December 2025, net fair value changes of the outstanding commodity forward contracts amounting to a loss of P63.9 million (2024 - gain of P55.4 million; 2023 - loss of P114.0 million) was recognized in other operating income, net in the statements of income (see Note 23).

Starting August 2025, the Company enters into foreign exchange forward contracts to hedge its foreign exchange exposure. As of 31 December 2025, the net fair value of the outstanding foreign exchange forward contracts amounted to P1.3 million. The corresponding unrealized foreign exchange loss was recognized under other income (charges), in statements of income.

12. Investments in associates

	2025	2024
Carrying amount of investment in associate	44,139	64,979

The details of assets, liabilities and results of operations of associates, all of which are incorporated in the Philippines, are as follows:

	Interest	Assets	Liabilities	Net Assets	Income (Note 23)	Share of profit
2025						
Bonifacio Gas Corporation	40%	259,132	166,626	92,506	260,185	104,074
Kamayan Realty Corporation	40%	21,871	4,029	17,842	6,432	2,573
2024						
Bonifacio Gas Corporation	40%	318,204	173,843	144,361	263,421	105,368
Kamayan Realty Corporation	40%	21,836	3,748	18,088	6,678	2,671
2023						
Bonifacio Gas Corporation	44%	212,690	154,943	57,747	220,768	88,307
Kamayan Realty Corporation	40%	24,687	5,916	18,771	7,361	2,944

Bonifacio Gas Corporation is an entity engaged in wholesale distribution of LPG and was established to operate a centralized gas distribution system within Bonifacio Global City.

Kamayan Realty Corporation is an entity engaged in leasing and selling of real properties in the Philippines.

The Company received dividends in the amount of P127.5 million in 2025 and P74.0 million in 2024.

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13. Other assets, net

	Note	2025	2024
Pension asset	26	6,279,042	5,431,130
Deferred input VAT (a)		6,038	23,079
Intangible assets (b)		1,187	1,190
		6,286,267	5,455,399

(a) Deferred input VAT

Deferred input VAT is estimated to be recovered more than 12 months from the reporting date. Hence, it is presented as a non-current asset as at 31 December 2025 and 2024.

(b) Intangible assets

Intangible asset consists of program software and others. The movements in the accounts for the years consist of:

	Note	2025	2024
Cost			
At 01 January and 31 December		848,992	848,992
Accumulated amortization			
At 01 January		(847,802)	(847,798)
Amortization for the year		(3)	(4)
At 31 December		(847,805)	(847,802)
Net book value		1,187	1,190

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14. Trade and other payables

	Note	2025	2024
Trade payables			
Related parties	25	9,961,743	7,209,139
Third parties		7,853,579	8,278,561
		17,815,322	15,487,700
Other payables			
Lease liabilities	8	2,644,245	2,793,192
Project-related costs (a)		884,190	1,287,540
Employee benefits		614,657	378,429
Provision for ARO and remediation	17	486,315	1,530,795
Advertising and promotions		238,017	144,306
Non-trade payables to related parties	25	234,060	242,663
Rent and utilities		122,171	309,475
Duties and taxes		107,335	158,713
Supply and distribution		56,906	37,294
Derivatives (b)		52,990	48,714
Output VAT, net of input VAT		-	471,927
Others		606,686	748,951
		23,862,894	23,639,699

Trade payables are non-interest bearing and are normally settled within 30 to 60 days from date of each transaction.

- a) Project-related costs related to accrual of capital expenditure.
- b) As at 31 December 2025, the notional principal amount of the outstanding commodity forward contract liabilities amounted to P0.7 billion (2024 – P2.1 billion). As at the same date, the fair value of the derivative liabilities from outstanding commodity forward contracts amounted to P53.0 million (2024 – P48.7 million). Effective August 2025, the Company 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.

15. Short-term loans

As at 31 December 2025, unsecured short-term loan amounted to P19,340.0 million with tenure ranging from 7 to 64 days. As at 31 December 2024, unsecured short-term loan amounted to P26,881.0 million with tenure ranging from 6 to 90 days.

The loans are intended solely for working capital requirements and corporate expenses. The average interest rate on local borrowings for the year 31 December 2025 was 4.44% (2024 – 5.41% and 2023– 5.71%). Total interest expense charged to operations for the year ended 31 December 2025 arising from short-term loans amounted to P1,173.2 million (2024 – P1,504.4 million and 2023 - P1,456.2 million) (see Note 24).

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16. Loans Payable

Details of the loan agreements with financial institutions as at 31 December 2025 and 31 December 2024 follow:

2025	2024	Interest	Terms
6,000,000	6,000,000	5.31% and 6.52% as at 31 December 2025 and 2024, respectively, effective until next re-pricing	Unsecured. Payable after sixty (60) months reckoned from the drawdown date on 23 September 2025. Principal is payable in lump sum at maturity date 23 September 2030. Interest is re-priced every three (3) months.
5,000,000	-	5.19% as at 31 December 2025 effective until next re-pricing	Unsecured. Payable after sixty (60) months reckoned from the drawdown date of 17 June 2025. Principal is payable in lump sum at maturity date 17 June 2030. Interest is re-priced every three (3) months.
4,500,000	4,500,000	5.50% and 6.57% as at 31 December 2025 and 2024, respectively, effective until next re-pricing	Unsecured. Payable after sixty (60) months reckoned from the drawdown date on 23 February 2023. Principal is payable in lump sum at maturity date 23 February 2028. Interest is re-priced every three (3) months.
4,500,000	4,500,000	5.50% and 6.57% as at 31 December 2025 and 2024, respectively, effective until next re-pricing	Unsecured. Payable after sixty (60) months reckoned from the drawdown date on 23 February 2023. Principal is payable in lump sum at maturity date 23 February 2028. Interest is re-priced every three (3) months.
20,000,000	15,000,000		

The average interest rate on local borrowings for the twelve-month period ended 31 December 2025 was 5.38% (2024 – 6.55% and 2023 – 6.43%). Total interest expense charged to operations for the twelve-month period ended 31 December 2025 arising from these loans amounted to P1,056.8 million (2024 – P979.6 million and 2023 – P832.1 million) (see Note 24). All loans in 2025 are unsecured. There are no borrowings related to acquisition, construction, or production of a qualifying asset in 2025 and 2024. The borrowings are intended solely for working capital requirements.

There are no collaterals pledged as security against these borrowings.

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16. Loans Payable (continued)

Under the loan agreements, the Company is required to comply with certain covenants, as follows:

- Maintenance of the Company's legal status
- Ensure that at all times the loans rank at least *pari passu* with the claims of all other unsecured and unsubordinated creditors except those whose claims are preferred by any bankruptcy, insolvency, liquidation or other similar laws of general application.
- The Company shall not create nor permit to subsist any encumbrance over all or any of its present or future revenues or assets other than permitted encumbrance as defined in the loan agreements.
- The Company shall duly pay and discharge all taxes, assessment and charges of whatsoever nature levied upon or against it, or against its properties, revenues and assets prior to the date on which penalties attach thereto, and to the extent only that the same shall be contested in good faith and by appropriate legal proceedings.

The Company is in compliance with the covenants as at reporting periods presented. See Note 28.1.c for the maturity analysis of these loans.

17. Provisions

	2025	2024
Asset retirement obligation (ARO) – noncurrent portion (a)	2,118,417	2,251,625
Provision for remediation (b)	63,073	63,073
Provision for legal cases (c)	20,956	61,485
	2,202,446	2,376,183

(a) Asset retirement obligation

Movements in the provision for asset retirement obligation as follows:

	Note	2025	2024
At 01 January		3,782,419	5,127,358
Additions		7,310	32,612
Accretions	24	185,174	159,033
Remeasurements	8, 23	(1,036,259)	(790,710)
Decommission		(333,912)	(745,874)
At 31 December		2,604,732	3,782,419

	Notes	2025	2024
Current Portion	14	486,315	1,530,795
Noncurrent portion		2,118,417	2,251,624
		2,604,732	3,782,419

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17 Provisions (continued)

(a) Asset retirement obligation (continued)

Noncurrent portion of decommissioning and demolition of Tabangao oil refinery assets included under asset retirement obligation is P490.7 million as the decommissioning and demolition are expected to be completed in 2029 (2024 – nil). Current portion of provision for decommissioning and demolition amounting to P211.3 million (2024 – P939.4 million) is recognized under trade and other payables.

The Company makes full provision for the future cost of decommissioning and demolition of oil refinery assets. The decommissioning provision represents the present value of decommissioning and demolition costs relating to refinery, which are expected to be incurred during the period up to 2029. Assumptions are based on the current economic environment and form a reasonable basis upon which to estimate the future liability. These estimates are reviewed regularly to take into account any material changes to the assumptions. However, actual decommissioning costs will ultimately depend on future market prices for the necessary decommissioning works required that will reflect market conditions at the relevant time. The discount rate used in the calculation of the provision as at 31 December 2025 was 5.04% to 5.67% (2024: 6.05% to 6.09%).

Other asset retirement obligation represents the future estimated dismantling costs of various assets used in mobility, depot and commercial operations. Average remaining life of the related assets is 4 years as at 31 December 2025 (2024 – 5 years). These are stated at present value at 31 December 2025 using a range of discount rates from 5.00% to 6.16% (2024 – 5.16% to 6.52%).

(b) Provision for remediation

Provision for remediation amounted to P63.1 million as at 31 December 2025 (2024 - P63.1 million). Provision for environmental liabilities is recorded where there is a constructive or legal obligation to remediate any known environmental damages arising in the ordinary course of business. The amount recorded is generally based on independent evaluation of environmental firms. The estimated amount of provision is recorded at net present value discounted as at 31 December 2025 at 5.00% to 6.16% (2024 – 5.16% to 6.52%).

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17. Provisions (continued)

(c) Provision for legal cases

The account represents provisions arising from disputes/legal matters in the ordinary course of business.

	2025	2024
At 01 January	61,485	56,419
Settlements	(40,529)	-
Provisions, net	-	5,066
At 31 December	20,956	61,485

In 2025, no additional provision for Bangko Sentral ng Pilipinas (BSP) penalties was recognized, as the outstanding penalty related to the lease dispute had been fully settled.

18 Share capital; Treasury shares

The Company's stock information as of 2025 and 2024 are as follows:

	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

The Company conducted its IPO to list in the Philippine Stock Exchange on 03 November 2016. The offer was composed of a Primary Offer of 27,500,000 common shares and Secondary Offer of 247,500,000 common shares with an overallotment option of up to 16,000,000 common shares, with an offer price of P67.0 (USD1.39) per share. The Company does not have any other share issuances subsequent to its initial public offering. As at 31 December 2025, the Company has 311 shareholders excluding treasury shares (2024 - 310), 275 of whom, hold at least 100 shares of the Company's common shares (2024 - 274).

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19 Retained earnings

At the Regular Meeting of the Board held on 10 August 2022, the Board approved the distribution of cash dividends to stockholders on record as of 25 August 2022 amounting to P1.6 billion pertaining to the audited 2021 Net Income after Tax, out of the unrestricted retained earnings available for dividend as of 30 June 2022.

Declared	Date Paid	Per share	2022
10 August 2022	19 September 2022	1.00	1,613,444

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

No dividends were declared in 2025 and 2024.

20 Earnings per Share

	Notes	2025	2024	2023
Profit for the year		2,109,645	1,250,174	1,182,902
Weighted average number of shares		1,681,058,291	1,681,058,291	1,681,058,291
Treasury shares	18	(67,614,089)	(67,614,089)	(67,614,089)
		1,613,444,202	1,613,444,202	1,613,444,202
Earnings per share, basic and diluted		1.31	0.77	0.73

As at 31 December 2025, 2024 and 2023, the Company does not have any potentially dilutive shares of stocks.

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21 Cost of Sales

	Note	2025	2024	2023
Petroleum product costs	5	176,496,196	189,473,632	200,346,043
Duties and specific tax		29,400,864	29,957,659	30,379,451
Logistics and transshipment		1,455,499	1,118,755	1,202,224
Freight and wharfage		1,082,937	774,059	1,248,985
		208,435,496	221,324,105	233,176,703

22 Selling, general and administrative expenses

Selling expenses

	Note	2025	2024	2023
Depreciation on right to use assets	8	3,389,344	3,102,035	3,101,945
Outside services		2,915,478	3,367,395	3,590,980
Compensation and employee benefits		2,298,062	2,190,483	1,759,645
Logistics, storage and handling		2,153,291	2,145,179	2,326,698
Depreciation and amortization	7,13	2,123,108	2,015,453	1,967,159
Advertising and promotions		650,671	658,227	540,054
Repairs and maintenance		625,806	297,311	479,653
Communication and utilities		376,115	317,507	294,436
Rentals		145,516	152,770	145,470
Write-off/impairment (reversal) of receivables	4	133,959	44,714	(14,064)
Property tax - building		127,535	173,000	183,894
Travel and transportation		83,294	86,642	88,608
Local rates and taxes		36,104	29,074	25,047
Insurance		19,936	18,649	3,951
Miscellaneous		445,161	227,211	289,219
		15,523,380	14,825,650	14,782,695

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22 Selling, general and administrative expenses (continued)

General and administrative expenses

	Note	2025	2024	2023
Outside services		787,292	749,485	674,871
Compensation and employee benefits		331,394	266,224	528,600
Communication and utilities		316,672	282,751	253,114
Local rates and taxes		240,536	188,471	249,412
Advertising and promotions		100,505	186,727	97,877
Depreciation on right to use assets	8	52,937	61,920	70,902
Repairs and maintenance		42,384	-	-
Write-off/impairment (reversal) of receivables	4	(33,386)	(5,727)	2,678
Rentals		20,881	24,057	32,734
Insurance		20,612	25,375	28,176
Travel and transportation		17,429	22,764	21,493
Property tax - building		3,709	880	1,816
Depreciation and amortization	7,13	3,579	104,145	124,523
Miscellaneous		264,492	289,307	503,146
		2,169,036	2,196,379	2,589,342

The miscellaneous consist of donations, subscriptions and office supplies.

23 Other operating income (losses), net

	Note	2025	2024	2023
Retailer fee and rental income		1,096,133	952,440	1,005,263
Remeasurement of asset retirement obligation		679,555	216,479	(41,017)
Royalties		403,427	383,581	275,805
Gain (loss) on disposal of property and equipment		(235,703)	24,795	(52,808)
Non oil income		157,707	121,343	39,978
Realized trading (losses) gain, net	11	(161,528)	(110,663)	210,833
Gain (loss) on lease pre-termination		134,332	285,610	-
Share in profits from associates	12	106,691	108,338	90,979
Commissions		(70,575)	(69,053)	(95,162)
Unrealized mark-to-market gain (loss), net	11	(63,929)	55,434	(114,003)
Write-off of assets	7	(1,146)	(1,129,059)	-
Others, net		(17,764)	(1,737)	(46,054)
		2,027,200	837,508	1,273,814

Others include Shell cards income and aviation concession fees.

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24 Other income (charges)

	Note	2025	2024	2023
Finance expense				
Interest on debts and borrowings	15,16	(2,230,504)	(2,487,091)	(2,288,458)
Interest expense on lease liability	8	(1,232,215)	(1,187,861)	(1,302,528)
Accretion expenses	17	(185,174)	(159,033)	(134,184)
		(3,647,893)	(3,833,985)	(3,725,170)
Other income/charges				
Realized foreign exchange gain (loss), net		(83,131)	(405,674)	15,155
Income from third party lessee		77,189	21,659	-
Unrealized foreign exchange gain (loss), net		(33,759)	66,345	68,412
Interest income	3	7,084	2,902	2,454
Bank charges		(347)	(415)	(3,010)
Reversal of provision for legal cases	17	-	-	218,090
		(32,964)	(315,183)	301,101

Realized foreign exchange gain (loss), net, consist of settlements to its related parties such as Shell International Eastern Trading Company (SIETCO), Shell International Petroleum Co. (SIPC), Shell Brands International (SBI) and other related parties which was mainly transacted in USD.

25 Related party disclosures

In the normal course of business, the Company transacts with companies which are considered related parties under PAS 24, "Related Party Disclosures".

Related Party Transactions (RPT) with a contract value that equals or exceeds 5% of the Company's reported net assets of the previous year or aggregate RPT within a twelve-month period that breaches the materiality threshold of 10% of the Company's total assets, will be endorsed by the Related Party Transactions Committee to the Board of Directors for approval.

The transactions and outstanding balances of the Company with related parties as at and for the year ended 31 December 2025 are presented in the table below.

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25 Related party disclosures (continued)

(a) Entities under common shareholdings

	Note	Transactions	Receivables (Payables)	Terms and conditions
Purchases of goods and services (i, ,vi vii, viii)	14	108,902,247	(10,185,816)	Payable balances are to be settled in cash and are due within 30 to 60 days from date of each transaction. These are unsecured, non-interest bearing and not covered by any guarantee.
Leases and Throughput fees (iii)		305,275	(25,128)	Payable balances are to be settled in cash and are due within 30 to 60 days from date of each transaction. These are unsecured, non-interest bearing and not covered by any guarantee.
Sales	4	81,422	368,884	Receivable balances are to be settled in cash and are due within 30 to 60 days from date of each transaction. These are unsecured, non-interest bearing and not covered by any security.
Royalty fee (iv)		681,332	-	Payable balances are to be settled in cash within 30 days from month end.
Admin billings (v)				
Charges to the Company (ii)	14	1,811,202	(9,987)	The non-trade balances are settled in cash and are due within 30 days from month end. These are unsecured, non-interest bearing and are not covered by any security.
Charges by the Company (ii)	4	505,534	45,737	
Contributions to the plan	26	127,926	-	Contributions to the plan and investing transactions of the plan are approved by the Retirement Plan Board of Trustees.

(b) Key management personnel

Category/ Transaction	Transactions	Balances	Terms
Current			
Salaries and other short-term employee benefits	123,144	-	The terms and arrangements of these non-current employee benefits are summarized in the related notes.
Non-Current			
Post-employment benefits	-	-	
Share-based compensation	71,582	-	

(c) Entities with common director

The Company have loans from Metropolitan Bank and Trust Co Phil amounting to P11.5 billion and from Bank of the Philippine Islands (BPI) amounting to P22.8 billion 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.

The transactions and outstanding balances of the Company with related parties for the comparative figures as at and for the years ended 31 December 2024 and 2023 are presented in the table below. The terms and arrangements presented for 2025 also apply to the transactions and balances for 2024 and 2023.

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25 Related party disclosures (continued)

(a) Entities under common shareholdings

	Note	2024		2023	
		Transactions	Receivables (Payables)	Transactions	Receivables (payables)
Purchases of goods and services	14	122,407,756	(7,441,255)	126,613,990	(7,998,843)
Leases and Throughput fees		211,805	(15,548)	351,485	-
Sales	4	281,549	183,892	331,038	152,909
Royalty fee (iv)		779,067	-	868,696	-
Admin billings (v)					
Charges to the Company	14	963,386	(10,547)	954,324	(5,395)
Charges by the Company	4	648,858	43,359	750,329	72,079
Contributions to the plan	26	70,719	-	22,633	-

(b) Key management personnel

	2024		2023	
	Transactions	Balances	Transactions	Balances
Current				
Salaries and other short-term employee benefits	110,381	-	109,402	-
Non-Current				
Post-employment benefits	-	-	-	-
Share based compensation	52,290	-	28,515	-

i. The Company purchases petroleum products from Shell International Eastern Trading Co. (SIETCO), an entity under common shareholdings. The Company's purchases during the year pertains to petroleum products. Cost of gross purchases for ended 31 December 2025 amounted to P100.8 billion (2024 - P113.1 billion and 2023 - P118.6 billion). As at 31 December 2025, balances payable to SIETCO amounted to P9.7 billion (2024 - P6.8 billion and 2023 – P7.2 billion).

ii. Under existing agreements with Shell International Petroleum Company (SIPC) of the United Kingdom and Shell Global Solutions International B.V. (SGS) of the Netherlands, entities under common shareholdings, SIPC and SGS provide management advisory, business support, and research and development and technical support services to the Company under certain terms and conditions. These agreements shall remain in full force until terminated by either party by giving the other party not less than 12 months prior written notice to that effect. Cost of the services charged to operations amounted to P1.78 billion during the year ended 31 December 2025 (2024 - P1.65 billion and 2023 P1.7 billion). As at 31 December 2025, balances payable to SIPC amounted to P32.48 million (2024 SIPC – 20.49 million, 2023 – P69.9 million).

SHELL PILIPINAS CORPORATION

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25 Related party disclosures (continued)

iii. The Company leases land from Tabangao Realty, Inc. (TRI), for several depots and mobility sites. Lease term ranges from 3 to 50 years and is renewable, thereafter. Rent payments amounted to P365.7 million for the year ended 31 December 2025 (2024 – P239.8 million and 2023 – P255.5 million) and throughput fees amounted to P70.0 million for the year ended 31 December 2025. As at 31 December 2025, outstanding amounted to P25.1 million (outstanding payable of 2024 - payable P15.5 million and outstanding of 2023 – P42.3 million).

iv. On 01 January 2020, the Company and Shell Brands International AG (SBI), an entity under common shareholdings, entered into Trademarks and Manifestation License Agreement pursuant to which SBI, the licensor, grants the Company, 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.

v. The Company receives billings from entities under common shareholdings for group-shared expenses related to IT maintenance, 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.

vi. The Company has five common members between its Board of Directors and Board of Trust of Pilipinas Shell Foundation Inc. The Company has contributed towards donations and program recovery expenses amounting to P81.8 million (2024 – P152.0 million and 2023 – P186.4 million). The outstanding payable balances as at 31 December 2025 is Nil (31 December 2024 is P0.4 million and 2022 – P3.0 million).

vii. The Company purchases lubricants products from The Shell Company of Thailand Limited, an entity under common shareholdings. Cost of gross purchases for ended 31 December 2025 amounted to P3.1 billion (2024 – P2.9 billion and 2023 – P1.8 billion). As at 31 December 2025, balances payable to The Shell Company of Thailand Limited amounted to P285.5 million (2024 – P166.7 million and 2023 - P154.7 million).

viii. The Company has transactions related to aviation commision expenses from the Shell Aviation Limited, an entity under common shareholdings. Commision expenses for the year ended 31 December 2025 amounted to P2.6 billion (2024 – P2.9 billion and 2023 – P4.15 billion). As at 31 December 2025, balances payable to the Shell Aviation Limited amounted to P240.9 million (2024 – P210.5 million and 2023 – P349.1 million).

SHELL PILIPINAS CORPORATION
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26 Employee benefits

Retirement plan

The Company has a multi-employer plan, namely, Shell Companies in the Philippines Multi-Employer Retirement Plan (Defined Benefit and Defined Contribution sections) for the benefit of its regular employees. The assets of the plan are maintained by a trustee bank. The plan provides for payment of benefits in lump sum, upon attainment of the normal retirement age of 60, or upon retirement/separation at an earlier age.

On August 24, 2015, the Company secured an approval from the BIR pertaining to the revised multi-employer benefit plan effective September 1, 2015.

Based on the latest actuarial valuation report prepared by the independent actuary for the year ended 31 December 2025 and 2024, the principal assumptions were:

	2025	2024
Discount rate	6.2%	6.0%
Future salary increases	Age 20-30: 12% Age 31-40: 8% Age 41-50: 5% Age >50: 4%	Age 20-30: 15% Age 31-40: 9% Age 41-50: 6% Age >50: 4%

The Board of Trustees has set an investment strategy and approved a strategic asset allocation which aims to generate sufficient returns so that the fund maintains a low reliance on contributions from the Company. The Board of Trustees monitor the performance of the scheme investments on a regular basis.

There are 2 committees (Investment Committee, Risk & Audit Committee) set up to support the Board of Trustees and oversee the investment and risk/audit issues relating to the pension plan.

The amount of pension asset (obligation) recognized in the statement of financial position is determined as follows:

	2025	2025	2025	2024	2024	2024
	Plan Defined	Plan Defined	Total	Plan Defined	Plan Defined	Total
	Benefit	Contribution		Benefit	Contribution	
Present value of defined benefit obligation	(3,124,876)	(160,627)	(3,285,503)	(3,278,816)	(131,780)	(3,410,596)
Fair value of plan assets	9,410,065	154,480	9,564,545	8,706,526	135,200	8,841,726
Pension asset (obligation)	6,285,189	(6,147)	6,279,042	5,427,710	3,420	5,431,130

SHELL PILIPINAS CORPORATION
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26 Employee benefits (continued)

The movement in the pension asset recognized in the statement of financial position as at 31 December are follows:

	2025 Plan Defined Benefit	2025 Plan Defined Contribution	2025 Total	2024 Plan Defined Benefit	2024 Plan Defined Contribution	2024 Total
01 January	5,427,710	3,420	5,431,130	4,771,371	1,452	4,772,823
Remeasurement gains (losses)	702,192	5,660	707,852	554,153	1,655	555,808
Pension income (expense)	155,287	(27,361)	127,926	102,186	(31,467)	70,719
Actual contributions	-	12,134	12,134	-	31,780	31,780
Balance at the period	6,285,189	(6,147)	6,279,042	5,427,710	3,420	5,431,130

Pension income (expense) recognized in the statements of income for year ended 31 December 2025 and 2024 is as follows.

	2025 Plan Defined Benefit	2025 Plan Defined Contribution	2025 Total	2024 Plan Defined Benefit	2024 Plan Defined Contribution	2024 Total
Current service cost	(170,376)	(27,579)	(197,955)	(184,096)	(31,492)	(215,588)
Net interest income (expense)	325,663	218	325,881	286,282	25	286,307
	155,287	(27,361)	127,926	102,186	(31,467)	70,719

Changes in the present value of the defined benefit obligation are as follows.

	2025 Plan Defined Benefit	2025 Plan Defined Contribution	2025 Total	2024 Plan Defined Benefit	2024 Plan Defined Contribution	2024 Total
01 January	3,278,816	131,780	3,410,596	3,265,371	91,587	3,356,958
Benefits paid	(343,296)	(11,678)	(354,974)	(181,213)	(3,680)	(184,893)
Interest cost	190,966	8,627	199,593	191,777	6,322	198,099
Current service cost	170,375	27,578	197,953	184,096	31,492	215,588
Remeasurement (gains) losses from						
Changes in economic assumptions	(183,481)	(2)	(183,483)	(149,255)	-	(149,255)
Experience adjustments	15,692	4,322	20,014	(31,960)	6,059	(25,901)
Changes in demographic assumptions	(4,196)	-	(4,196)	-	-	-
Balance at the period	3,124,876	160,627	3,285,503	3,278,816	131,780	3,410,596

Changes in the fair value of the plan assets are as follows.

	2025 Plan Defined Benefit	2025 Plan Defined Contribution	2025 Total	2024 Plan Defined Benefit	2024 Plan Defined Contribution	2024 Total
01 January	8,706,526	135,200	8,841,726	8,036,742	93,039	8,129,781
Return on plan assets	530,205	9,980	540,185	372,938	7,714	380,652
Interest income	516,629	8,845	525,474	478,059	6,347	484,406
Benefits paid	(343,296)	(11,678)	(354,974)	(181,213)	(3,680)	(184,893)
Contributions	-	12,134	12,134	-	31,780	31,780
Balance at the period	9,410,064	154,481	9,564,545	8,706,526	135,200	8,841,726

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26 Employee benefits (continued)

The carrying value of the plan assets as at the year ended 31 December 2025 and 2024 are equivalent to the fair values presented above and are comprised mainly of investments in equity securities, which account for 55% of total plan assets in 2025 (2024: 57%). Plan assets are comprised of:

	2025 Plan Defined Benefit	2025 Plan Defined Contribution	2025 Total	2024 Plan Defined Benefit	2024 Plan Defined Contribution	2024 Total
Cash and cash equivalent	160,912	2,642	163,554	95,772	1,487	97,259
Investments in debt securities:						
Unit investment trust funds	5,112,488	83,929	5,196,417	4,976,649	77,281	5,053,930
Government bonds and securities	4,115,962	67,570	4,183,532	3,614,949	56,135	3,671,084
Unquoted equity instruments	20,702	340	21,042	19,155	297	19,452
Balance at the period	9,410,064	154,481	9,564,545	8,706,525	135,200	8,841,725

The defined benefit plan typically exposes the participating entities to a number of risks such as investment risk, interest rate risk and salary risk. The most significant of which relate to investment and interest rate risk. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related retirement liability. A decrease in government bond yields will increase the defined benefit obligation although this will be partially offset by an increase in the value of the plan's fixed income holdings. Hence, the present value of defined benefit obligation is directly affected by the discount rate to be applied by the participating entities. However, the Company believes that due to the long-term nature of the retirement liability, the mix of debt and equity securities holdings of the plan is an appropriate element of the long-term strategy to manage the plan efficiently.

Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets.

Expected contribution to the plan in 2026 is nil for defined benefit plan and P28.9 million for defined contribution plan.

The maturity profile of Defined Benefit Obligation on Defined Benefit Plan and Defined Contribution Plan for the years ended 31 December 2025 and 2024 is as follows:

	2025 Plan Defined Benefit	2025 Plan Defined Contribution	2025 Total	2024 Plan Defined Benefit	2024 Plan Defined Contribution	2024 Total
Following year	106,300	3,726	110,026	192,083	3,233	195,316
Between 2 to 3 years	359,066	14,724	373,790	294,582	8,483	303,065
Between 3 to 5 years	631,707	18,766	650,473	560,224	16,872	577,096
Over 5 years	1,758,004	75,167	1,833,171	1,742,781	57,409	1,800,190

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26. Employee benefits (continued)

The weighted average duration of the defined benefit obligation on defined benefit plan and defined contribution plan are 9.9 years and 16.71 years, respectively (2024: 10.50 years and 18.35 years)

The sensitivity of the defined benefit obligation to changes in the weighted principal assumptions as follows:

	Impact on defined benefit obligation	
	2025	2024
Discount rate		
Increase by 0.50%	(137,495)	(124,595)
Decrease by 0.50%	147,182	197,057
Salary rate		
Increase by 0.50%	148,744	145,579
Decrease by 0.50%	(140,307)	(171,810)

The above sensitivity is based on a change in assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method has been applied as when calculating the pension asset (liability). The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to prior years.

While the Company's management believes that the assumptions are reasonable and appropriate, significant differences in actual experience or significant changes in actuarial assumptions may materially affect the pension obligation and employee benefits.

Share-based compensation

Shell plc operates a Performance Share Plan (PSP) covering all of its subsidiaries' employees who are not members of the Executive Committee. PSP for conditional shares is awarded to eligible employees based on their sustained performance and value. Shares are finally delivered at the end of a three-year performance period, but delivery depends on the performance of the Shell group. A Monte Carlo option pricing model is used to estimate the fair value of the share-based compensation expense arising from the Plan. The model projects and averages the results for a range of potential outcomes for the vesting conditions, the principal assumptions for which are the share price volatility and dividend yields for Shell plc and four of its main competitors over the last three years and the last ten years.

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26. Employee benefits (continued)

Movements of the shares granted in respect of the Company for the year ended 31 December are:

	2025		2024		2023	
	Shares	Weighted average fair value (in U.S. Dollar)	Shares	Weighted average fair value (in U.S. Dollar)	Shares	Weighted average fair value (in U.S. Dollar)
Shares granted as at 01 January	218,286	30.39	234,696	30.97	228,678	30.19
Shares delivered during the year	(132,440)	21.20	(81,983)	30.77	(59,475)	39.12
Grants during the year	65,197	37.64	67,253	29.44	72,100	23.61
Cancelled/forfeited during the year	(7,266)	-	(1,680)	-	(6,607)	-
Shares granted as at 31 December	143,777	29.74	218,286	30.39	234,696	30.97

The total share-based compensation recognized in the statements of income during the year amounted to P235.6 million (2024 – P195.2 million, 2023 – P127.4 million).

27. Contingencies

(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.

SHELL PILIPINAS CORPORATION

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27 Contingencies (continued)

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 P7.4 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.

SHELL PILIPINAS CORPORATION

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27 Contingencies (continued)

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.

SHELL PILIPINAS CORPORATION

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27 Contingencies (continued)

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 P5.7 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 P7.4 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 P1.9 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.

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27 Contingencies (continued)

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, the Company has excise duties and VAT paid under protest amounting to P4.6 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 2003 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.

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27. Contingencies (continued)

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 P4.6 billion of excise duties and VAT paid under protest for certain Alkylate shipments, P1.8 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

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27. Contingencies (continued)

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.

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

SHELL PILIPINAS CORPORATION

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27. Contingencies (continued)

(d) Excise Tax Refund Case

There are also tax cases filed by the Company for its claims from the government amounting to P2.5 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.

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28. Financial risk management

28.1 Financial risk factors

The Company's operations expose it to a variety of financial risks: market risk (including foreign currency risk, cash flow and fair value interest risk, and price risk), credit risk and liquidity risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance.

Financial risk management is carried out by its Regional Treasury - Shell Treasury Centre East (STCE) under policies approved by the Board of Directors. STCE identifies, evaluates, and hedges financial risks in close cooperation with the Company's operating units. The Board of Directors provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investing excess liquidity.

a) 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.

i) Foreign exchange risk

The Company 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, the Company 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.

As at 31 December 2025, if the Philippine peso had weakened/strengthened by 5% (assessment threshold used by management) against the US dollar with all other variables held constant, equity and post-tax profit for the period would have been P64.0 million (2024 – P84.8 million) lower/higher, as a result of foreign exchange gains/losses on translation of US dollar-denominated receivables and payables as at 31 December 2025 and 2024.

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(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

28. Financial risk management (continued)

28.1 Financial risk factors (continued)

a) Market risk (continued)

i) Foreign exchange risk (continued)

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

ii) 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.

The Company 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 cash flow interest-rate risk. As at 31 December 2025 and 2024, the Company's interest-rate risk arises from its borrowings. Borrowings obtained at variable rates expose the Company to cash flow 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.

For the year ended 31 December 2025, if interest rates on Philippine peso-denominated borrowings had been 100 basis points higher/lower with all other variables held constant, post-tax profit for the year would have been P295.1 million (2024 – P314.0 million) lower/higher, mainly as a result of higher/lower interest expense on floating rate borrowings. Management uses 100 basis points as threshold in assessing the potential impact of interest rate movements in its operations.

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28. Financial risk management (continued)

28.1 Financial risk factors (continued)

a) Market risks (continued)

iii) Commodity and other risks

Commodity price risk is the risk that future cash flows from a financial instrument will fluctuate because of changes in market prices. The Company 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.

The Company 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.

b) Credit risk

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

The Company 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.

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28. Financial risk management (continued)

28.1 Financial risk factors (continued)

b) Credit risk (continued)

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 from customers taken which enables to manage 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.

Maximum exposure to credit risk. The table below shows the maximum exposure to credit risk for the Company's financial assets, without taking account any collateral and other credit enhancements:

	2025	2024
Cash and cash equivalents	2,776,049	2,957,958
Trade and other receivables	16,842,521	17,900,282
Derivative financial assets	24,359	85,284
Financial assets at FVOCI	1,234,948	1,262,078
Total credit risk exposure	20,877,877	22,205,602

The aging analysis of financial assets follows:

	2025						ECL	Total
	Days Past Due					More than 90 Days		
	Current	1-30 Days	31-60 Days	61-90 Days	More than 90 Days			
Cash	2,776,049	-	-	-	-	-	2,776,049	
Trade and other receivables	14,818,173	705,798	554,601	300,099	386,199	77,651	16,842,521	
Derivative financial assets	24,359	-	-	-	-	-	24,359	
Financial assets at FVOCI	1,234,948	-	-	-	-	-	1,234,948	
	18,853,529	705,798	554,601	300,099	386,199	77,651	20,877,877	

	2024						ECL	Total
	Days Past Due					More than 90 Days		
	Current	1-30 Days	31-60 Days	61-90 Days	More than 90 Days			
Cash	2,957,958	-	-	-	-	-	2,957,958	
Trade and other receivables	15,427,904	1,077,265	411,953	185,503	568,059	229,598	17,900,282	
Derivative financial assets	85,284	-	-	-	-	-	85,284	
Financial assets at FVOCI	1,262,078	-	-	-	-	-	1,262,078	
	19,733,224	1,077,265	411,953	185,503	568,059	229,598	22,205,602	

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28. Financial risk management (continued)

28.1 Financial risk factors (continued)

b) Credit risk (continued)

Credit risk under general and simplified approach

	2025				
	General Approach			Simplified Approach	Total
	Stage 1	Stage 2	Stage 3		
Cash	2,776,049	-	-	-	2,776,049
Trade and other receivables	-	-	-	16,842,521	16,842,521
Derivative financial assets	24,359	-	-	-	24,359
Financial assets at FVOCI	1,234,948	-	-	-	1,234,948
	4,035,356	-	-	16,842,521	20,877,877

	2024				
	General Approach			Simplified Approach	Total
	Stage 1	Stage 2	Stage 3		
Cash and cash equivalents	2,957,958	-	-	-	2,957,958
Trade and other receivables	-	-	-	17,900,282	17,900,282
Derivative financial assets	85,284	-	-	-	85,284
Financial assets at FVOCI	1,262,078	-	-	-	1,262,078
	4,305,320	-	-	17,900,282	22,205,602

Set out below is the information about the credit risk exposure on the Company's trade receivables using a provision matrix:

31 December 2025	Trade receivables				Total
	Current	1-30	31-60	Greater than 60	
Carrying Amount	14,818,173	705,798	554,601	686,298	16,764,870
Expected Credit Loss	24,654	-	3	52,994	77,651
Expected Credit loss rate	0.17%	0.00%	0.00%	7.72%	0.46%

31 December 2024	Trade receivables				Total
	Current	1-30	31-60	Greater than 60	
Carrying Amount	15,427,903	1,077,265	411,953	753,562	17,670,683
Expected Credit Loss	44,550	57	53	184,988	229,598
Expected Credit loss rate	0.29%	0.01%	0.01%	24.55%	1.30%

Where there is a legally enforceable right to offset under trading agreements and net settlement is regularly applied, the net asset or liability is recognized in the statement of financial position, otherwise assets and liabilities are presented at gross. As at 31 December 2025 and 2024, the Company has the following:

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28. Financial risk management (continued)

28.1 Financial risk factors (continued)

Credit risk under general and simplified approach (continued)

	Note	Gross amounts before offset	Amount offset	Net Amounts as presented	Credit Enhancement	Net Amount
2025						
Financial Assets:						
Receivables	4	16,764,870	-	16,764,870	6,566,271	10,198,599
2024						
Financial Assets:						
Receivables	4	17,670,684	-	17,670,684	6,489,537	11,181,147

c) Liquidity risk

Liquidity risk is the risk that suitable sources of funding for the Company's 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.

The table below analyzes the Company's financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	Note	0-90 days	91-180 days	181 days - 1 year	Over 1 year	Total
2025						
Short-term borrowings-principal	15	19,340,000	-	-	-	19,340,000
Short-term borrowings-interest	24	1,173,151	-	-	-	1,173,151
Loans payable-principal	16	-	-	-	20,000,000	20,000,000
Loans payable-interest	24	1,056,819	-	-	-	1,056,819
Dividends payable		17,536	-	-	-	17,536
Accounts payable and accrued expenses*	14	19,289,193	225,445	629,218	3,649,609	23,793,465
Derivatives	14	52,990	-	-	-	52,990
		40,929,689	225,445	629,218	23,649,609	65,433,961

*Excluding statutory payables amounting to P16.4 million

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28. Financial risk management (continued)

28.1 Financial risk factors (continued)

c) Liquidity risk (continued)

	Note	0-90 days	91-180 days	181 days - 1 year	Over 1 year	Total
2024						
Short-term borrowings-principal	15	26,881,00	-	-	-	26,881,00
Short-term borrowings-interest	24	1,504,388	-	-	-	1,504,388
Loans payable-principal	16	-	-	-	15,000,000	15,000,000
Loans payable-interest	24	979,640	-	-	-	979,640
Dividends payable		17,538	-	-	-	17,538
Accounts payable and accrued expenses*	14	18,428,341	728,677	2,298,742	2,119,361	23,575,121
Derivatives	14	48,714	-	-	-	48,714
		47,859,621	728,677	2,298,742	17,119,361	68,006,401

*Excluding statutory payables amounting to P15.9 million

Availability of funding to settle the Company's payables are ensured since the Company has unused credit lines and undrawn borrowing facilities at floating rate amounting to P70.5 billion (2024 – P48.7 billion), which are subject to annual review.

The Company's future minimum rental and other commitments related to leases as at 31 December 2025 and 31 December 2024 is as below:

	2025	2024
Within one year	2,893,222	3,099,230
More than one year but not more than five years	9,926,075	9,498,203
Over five years	12,601,135	12,475,175

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28. Financial risk management (continued)

28.2 Capital management

The Company manages its business to deliver strong cash flows to fund capital expenditures and growth based on cautious assumptions relating to petroleum products prices. Strong cash position and operational cash flow provide the Company financial flexibility both to fund capital investment and return on equity. Total capital is calculated as ‘equity’ as shown in the statement of financial position less other reserves plus net debt.

i) Cash flow from operating activities

Cash flow from operating activities is considered a measure that reflects the Company’s ability to generate funding from operations for its investing and financing activities and is representative of the realization of value for shareholders from the Company’s operations. The statement of cash flows shows the components of cash flow. Management uses this analysis to decide whether to obtain additional borrowings or additional capital infusion to manage its capital requirements.

ii) Gearing ratio

The gearing ratio is a measure of the Company’s financial leverage reflecting the degree to which the operations of the Company are financed by debt. The amount of debt that the Company will commit depends on cash inflow from operations, divestment proceeds and cash outflow in the form of capital investment, dividend payments and share repurchases. The Company aims to maintain an efficient statement of financial position to be able to finance investment and growth while strengthening the ability to pay dividends. The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as total loans and borrowings less cash.

The Company has 5-year strategy and considers whether the present gearing level is commercially acceptable based on the ability of the Company to operate on a standalone basis. Gearing target is set after appropriate advice has been taken from Tax, Treasury and Legal advisors.

The gearing ratios at 31 December 2025 and 2024 are as follows:

	Note	2025	2024
Total loans and borrowings	15, 16	39,340,000	41,881,000
Less: Cash	3	2,776,049	2,957,958
Net debt		36,563,951	38,923,042
Total equity (excluding other reserves)		33,553,988	30,913,454
Total capital		70,117,939	69,836,496
Gearing ratio		52%	56%

The Company is not subject to externally imposed capital requirement.

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28. Financial risk management (continued)

28.3 Fair value estimation

The table below presents the carrying amounts of the Company's financial assets and financial liabilities, which approximates its fair values, as at 31 December 2025 and 2024:

	Note	2025	2024
Financial assets			
Cash	3	2,776,049	2,957,958
Receivables	4	16,764,870	17,670,684
Derivatives	11	24,359	85,284
Financial assets as FVOCI	11	1,234,948	1,262,078
Customer grants	9	467,964	110,278
Other long-term receivables	9	309,642	319,507
Total financial assets		21,577,832	22,405,789
Financial liabilities			
Accounts payable and accrued expenses	14	23,793,465	23,590,985
Dividends payable	29	17,536	17,538
Derivatives	14	52,990	48,714
Cash security deposits		191,764	188,221
Short-term borrowings	15	19,340,000	26,881,000
Loans payable	16	20,000,000	15,000,000
Lease liabilities	8	19,653,325	19,025,812
Total financial liabilities		83,049,080	84,752,270

Receivables in the table above exclude claims from the government while accounts payable and accrued expenses exclude amounts payable to the government and its related agencies.

The following methods and assumptions were used to estimate the value of each class of financial instrument:

i) Current financial assets and liabilities

Due to the short-term nature of the accounts, the fair value of cash, receivables, deposits, accounts payable (excluding derivative financial liabilities) and short-term borrowings approximate the amount of consideration at the time of initial recognition.

ii) Financial assets and liabilities carried at cost

Staff car loans, market investment loans, other long-term receivables and payables, are carried at cost which is the repayable amount.

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28. Financial risk management (continued)

28.3 Fair value estimation (continued)

iii) Financial assets and liabilities carried at fair value

The Company's equity securities classified as FVOCI are marked-to-market if traded and quoted. The predominant source used in the determining the fair value of the available-for-sale financial assets is the quoted price and is considered categorized under Level 1 of the fair value hierarchy.

For unquoted equity securities, the fair values could not be reliably determined due to the unpredictable nature of future cash flows and the lack of suitable methods of carrying at a reliable fair value. These are carried at cost less any allowance for impairment losses. These are not significant in relation to the Company's portfolio of financial instruments.

Fair values of derivative assets and liabilities are calculated by reference to the fixed or variable price and the relevant index price as of the statement of financial position date. The fair values of the derivatives are categorized under Level 2 of the fair value hierarchy.

iv) Loans payable

The carrying values of long-term loans payable approximates their fair value because of regular interest repricing based on market conditions.

29 Changes in liability arising from financing activities

	01 January 2025	Cash flows	Accrued and paid during the year	Other	31 December 2025
Short term loans (Note 15)	26,881,000	(7,541,000)	-	-	19,340,000
Long term loans (Note 16)					
Long-term debt	15,000,000	5,000,000	-	-	20,000,000
Dividend payable	17,538	(2)	-	-	17,536
Accrued interest payable	225,102	(3,462,719)	3,397,832	-	160,215
Lease liabilities (Note 8)	19,025,812	(2,707,945)	-	3,335,458	19,653,325
Total liabilities from financing activities	61,149,452	(8,711,666)	3,397,832	3,335,458	59,171,076

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29. Changes in liability arising from financing activities (continued)

	01 January 2024	Cash flows	Accrued and paid during the year	Other	31 December 2024
Short term loans (Note 15)	24,290,000	2,591,000	-	-	26,881,000
Long term loans (Note 16)					
Long-term debt	15,000,000	-	-	-	15,000,000
Dividend payable	17,541	(3)	-	-	17,538
Accrued interest payable	190,486	3,674,952)	3,709,568	-	225,102
Lease liabilities (Note 8)	20,966,106	(2,939,977)	-	999,682	19,025,811
Total liabilities from financing activities	60,464,133	(4,023,932)	3,709,568	999,682	61,149,451

Others include the effect of reclassification of non-current portion of interest-bearing loans to current due to the passage of time, additions to lease liabilities in which portion of it is not yet paid, dividends declared during the year, and interest accrued but not paid during the year.

30. Subsequent Events

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 March 25, 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 stakeholders as appropriate.

SHELL PILIPINAS CORPORATION
NOTES TO THE FINANCIAL STATEMENTS

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31. Supplementary Information Required Under Revenue Regulations No. 15-2010

The following information required by Revenue Regulations No. 15-2010 is presented for purposes of filing with the BIR and is not a required part of the basic financial statements.

a) Output value-added tax (VAT)

Output VAT declared and the revenues upon which the same was based as at 31 December 2025 consist of:

	Gross amount of revenues	Output VAT
Subject to 12% VAT		
Sale of goods	218,403,530	26,208,423
Sale to government	71,275	8,553
Sale of services	770,893	92,507
Others	1,733,017	207,962
	220,978,715	26,517,445
Zero rated		
Sale of goods	15,578,643	-
Exempt		
Sale of goods	840,606	-
Total	237,397,964	26,517,445

Zero-rated sale of goods pertains to direct export sales transactions with PEZA-registered activities and international vessels pursuant to Section 106 (A) (2) of National Internal Revenue Code.

b) Input VAT

Movements in input VAT for the year ended 31 December 2025 follow:

Add: Current year's domestic purchases/payments for:

Importation of goods for resale	15,748,383
Domestic goods for resale	7,882,458
Services lodged under other accounts	1,307,274
Services rendered by non-residents	93,618
Capital goods subject to amortization	21,471
Total input VAT	25,053,204

c) Importations

The total landed cost of imports and the amount of custom duties and tariff fees accrued and paid for the year ended 31 December 2025 follow:

Landed cost of imports	108,183,172
Customs duties and tariff fees paid	23,053,347

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31. Supplementary Information Required Under Revenue Regulations No. 15-2010 (continued)

d) Documentary Stamp tax

Documentary stamp taxes in relation to the Company's borrowing transactions were expensed and settled by the local bank. The related balances amounting to P238.6 million were reimbursed by the Company as part of bank service fee.

e) Excise taxes

Excise taxes relate to purchase of petroleum and mineral products by the Company. These taxes are normally paid in advance by the Company and charged to cost of sales upon sale of goods. Total amount paid and charged to operations for the year ended 31 December 2025 are as follow:

	Paid	Accrual	Balance
Imported Petroleum products	22,342,205	-	22,342,205

f) All other local and national taxes

All other local and national taxes accrued and paid for the year ended 31 December 2025 consist of:

Real property tax	190,570
Municipal taxes / Mayor's permit	20,016
Community tax	11
	210,597

The above local and national taxes are lodged under miscellaneous account in selling, general and administrative expense.

g) Withholding taxes

Withholding taxes paid and accrued and/or withheld for the year ended 31 December 2025 consist of:

	Paid	Accrued	Total
Expanded withholding tax	1,000,802	122,244	1,123,046
Withholding tax on compensation	513,507	-	513,507
Fringe benefit tax	59,448	-	59,448
Final withholding tax	83,933	25,344	109,277
	1,657,690	147,588	1,805,278

Other than tax cases mentioned in Note 27, there has been no tax assessments for the year 2025.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

32. Summary of significant accounting policies

32.1 Basis of preparation

The financial statements have been prepared in accordance with Philippine Financial Reporting Standards (PFRSs) Accounting Standards.

The accompanying financial statements have been prepared on a historical cost basis, except for equity instruments designated at fair value through OCI, derivative assets and pension assets that are measured at fair value. The financial statements are presented in Philippine peso, the functional and presentation currency of the Company. All amounts are rounded off to the nearest thousand peso unit unless otherwise indicated.

New Standards, Interpretations and Amendments:

The accounting policies adopted are consistent with those of the previous financial year except for the adoption of new standards effective in 2025. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Unless otherwise indicated, adoption of these new standards did not have an impact on the financial statements of the Company.

- Amendments to PAS 21, *Lack of exchangeability*

The amendments specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking.

The amendments are effective for annual reporting periods beginning on or after January 1, 2025. Earlier adoption is permitted and that fact must be disclosed. When applying the amendments, an entity cannot restate comparative information.

Pronouncements issued but not yet effective are listed below. Unless otherwise indicated, the Company does not expect that the future adoption of the said pronouncements will have a significant impact on its financial statements. The Company intends to adopt the following pronouncements when they become effective.

SHELL PILIPINAS CORPORATION NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

32. Summary of significant accounting policies (continued)

32.1 Basis of preparation (continued)

Standards Issued But Not Yet Effective

Effective beginning on or after January 1, 2026

- *Amendments to Illustrative Examples on PFRS 7, PFRS 18, PAS 1, PAS 8, PAS 26 and PAS 37, Disclosures about Uncertainties in the Financial Statements*
- *Amendments to PFRS 9 and PFRS 7, Classification and Measurement of Financial Instruments*
- *Amendments to PFRS 9 and PFRS 7, Contracts Referencing Nature-dependent Electricity*
- *Annual Improvements to PFRS Accounting Standards—Volume 11*
 - *Amendments to PFRS 1, Hedge Accounting by a First-time Adopter*
 - *Amendments to PFRS 7, Gain or Loss on Derecognition*
 - *Amendments to PFRS 9, Lessee Derecognition of Lease Liabilities and Transaction Price*
 - *Amendments to PFRS 10, Determination of a ‘De Facto Agent’*
 - *Amendments to PAS 7, Cost Method*

Effective beginning on or after January 1, 2027

- *PFRS 17, Insurance Contracts*
- *PFRS 18, Presentation and Disclosure in Financial Statements*

Based on the Company’s initial assessment, the impact is expected to be limited to presentation and disclosure changes, including the reclassification of income and expenses into operating, investing, and financing categories and the reclassification of dividends received from joint ventures and associates to cash flows from investing activities. PFRS 18 does not affect recognition and measurement.

PFRS 18 will apply retrospectively. The Company will be conducting an impact assessment of PFRS 18 and is set to apply any changes to the accounting system to be able to comply with IFRS 18 once the standard takes effect.

- *PFRS 19, Subsidiaries without Public Accountability*
- *Amendments to PAS 21, Translation to a Hyperinflationary Presentation Currency*

SHELL PILIPINAS CORPORATION
NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

32. Summary of significant accounting policies (continued)

32.1 Basis of preparation (continued)

Standards Issued But Not Yet Effective (continued)

Deferred effectivity

- Amendments to PFRS 10, Consolidated Financial Statements, and PAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture"

32.2 Cash

Cash consists of deposits held at call with banks. It is carried in the statement of financial position at face amount or nominal amount. Cash in banks earns interest at the respective bank deposit rates.

32.3 Financial Instruments – initial recognition and subsequent measurement

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. The Company recognizes a financial instrument in the statement of financial position when, and only when, the Company becomes a party to the contractual provisions of the instrument.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

32. Summary of significant accounting policies (continued)

32.3 Financial Instruments - initial recognition and subsequent measurement (continued)

Financial assets (continued)

Initial recognition and measurement (continued)

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. With the exception of trade receivables that do not contain a significant financing component, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component are measured at the transaction price determined under PFRS 15.

In order for a financial asset to be classified and measured at amortized cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Financial assets classified and measured at amortized cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

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32. Summary of significant accounting policies (continued)

32.3 Financial Instruments - initial recognition and subsequent measurement (continued)

Financial assets (continued)

Subsequent measurement (continued)

i. Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under PAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in the statement of profit or loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Company elected to classify irrevocably its equity investments under this category as the Company does not consider these investments for trading.

ii. Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognized in the statement of profit or loss.

The Company uses derivatives in the management of foreign exchange risk and commodity price risk arising from operational activities. A derivative financial instrument is initially recognized at its fair value on the date the contract is entered into and is subsequently carried at its fair value. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, that are not already required to be recognized at fair value, and that are not closely related to the host contract in terms of economic characteristics and risks, are separated from their host contract and recognized at fair value; associated gains and losses are recognized in the statement of income.

SHELL PILIPINAS CORPORATION
NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

32. Summary of significant accounting policies (continued)

32.3 Financial Instruments - initial recognition and subsequent measurement (continued)

Financial assets (continued)

Subsequent measurement (continued)

iii. Financial assets at fair value through profit or loss

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Fair value changes on derivatives that are not designated or do not qualify for hedge accounting are recognized in the statement of income in the period when changes arise.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, dividends payable and derivative financial instruments.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of income.

This category generally applies to interest-bearing loans and borrowings, accounts payable and accrued expenses.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

32. Summary of significant accounting policies (continued)

32.4 Receivables

Trade receivables arising from regular sales with average credit term of 30 to 60 days and other current receivables are initially recorded at fair value and subsequently measured at amortized cost, less provision for impairment. Fair value approximates invoice amount due to short-term nature of the financial assets. Other long-term receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

The Company uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e., customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Company's historical observed default rates. The Company will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs on the Company's trade receivables and contract assets is disclosed in Note 28.

Claims from the Government

Duty drawback and other claims pertain to claims from the government arising mainly from excise duties paid relating to sales to exempt entities which are issued with or approved for issuance of TCC which will be utilized by the Company within the next 12 months. The Company calculates the claimable amount based on the delivered goods in liters to exempt entities multiplied by excise deposit rate, then recognizes the amount in other receivables with a current (Note 6) and non-current portion (Note 9). These claims might be subjected to various legal proceedings based on its compliance to the regulatory requirements in filing for claim refund.

Claims from the government accounted under long-term receivable (Note 9) mainly arises from excise duties and VAT paid under protest for certain Alkylate shipments. The payments under protest was made pursuant to Section 1106 of the Customs Modernization and Tariff Act (CMTA). The provision states that the Company has to pay the amount being demanded prior to its right to appeal. The payments made gives the entity a right to receive future economic benefits, either in the form of a cash refund or by using the payment to settle the tax liability.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

32. Summary of significant accounting policies (continued)

32.4 Receivables (continued)

Claims from the Government (continued)

The Company maintains a provision for unrecoverable claims from the government at a level deemed adequate to cover the potential uncollectible portion. On an ongoing basis, the Company reviews the status of these claims to identify any that may require a provision for impairment losses. A provision for impairment of unrecoverable claims is established when there is objective evidence indicating that the Company will not be able to recover the claims. The carrying amount of the asset is reduced through an allowance account, and the amount of loss is recognized in the statement of income. As of 31 December 2025 and 2024, the Company has provision for impairment of claims from the government amounting to P62.2 million and P5.2 million, respectively (see Note 9).

32.5 Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is the purchase cost determined using the first-in first-out (FIFO) method for petroleum products, materials and supplies. Crude and product costs under cost of sales includes invoice cost, duties, excise taxes, refinery production overhead, freight and pipeline costs and excludes the borrowing costs.

Net realizable value is the estimated selling price in the ordinary course of business and estimated cost necessary to make the sale. Provision for inventory losses is provided, when necessary, based on management's review of inventory movement and condition of inventory item. Inventory losses, if any, is charged as part of cost of sales in the Company's statement of income.

The amount of any reversal of inventory write-down, arising from an increase in net realizable value, is presented under crude and products costs in the period in which the reversal occurred.

Petroleum products are derecognized when sold, and materials and supplies are derecognized when consumed. The carrying amount of these inventories is charged to cost of sales in the statement of income, in the period in which the related revenue is recognized.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

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32. Summary of significant accounting policies (continued)

32.6 Prepayments and other current assets

Prepaid expenses are expenses paid in cash and recorded as assets before they are used or consumed, as the service or benefit will be received in the future. Prepaid expenses expire and are recognized as expense either with the passage of time or through use or consumption.

Advance excise tax payments related to inventories are recognized initially as prepayment and charged to operations when products are sold.

Input VAT claims is stated at face value less provision for impairment, if any. Provision for unrecoverable input VAT, if any, is maintained by the Company at a level considered adequate to provide for potential uncollectible portion of the claim. The Company, on a continuing basis, reviews the status of the claim designed to identify those that may require provision for impairment losses. A provision for impairment of unrecoverable input VAT is established when there is objective evidence that the Company will not be able to recover the claims. The carrying amount of the asset is reduced through the use of an allowance account and the amount of loss is recognized in the statement of income.

The Company pays excise duties in advance and files for a refund with the local tax bureau as the Company claims exemption on imported petroleum products that were subsequently sold to international carriers or exempt entities or agencies. The refund of claim requires judgement based on the Company's assessment of collection or recoverability through creditable tax certificates from the government.

32.7 Current and deferred income taxes

The tax expense for the period comprises current and deferred tax. Tax is recognized in the statement of income, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case the tax is also recognized in other comprehensive income or directly in equity, respectively.

Net realizable value is the estimated selling price in the ordinary course of business and estimated cost necessary to make the sale. Provision for inventory losses is provided, when necessary, based on management's review of inventory movement and condition of inventory item. Inventory losses, if any, is charged as part of cost of sales in the Company's statement of income.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. The deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction, other than a business combination, that at the time of the transaction affects either accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted at the statement of financial position date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

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32. Summary of significant accounting policies (continued)

32.7 Current and deferred income taxes (continued)

Deferred income tax on Asset Retirement Obligation considers any temporary differences on a net basis. In this approach, the net carrying value of the asset and liability is zero on initial recognition and the non-deductible asset and the tax-deductible liability are regarded as being economically the same as a tax-deductible asset that is acquired on deferred terms. Deferred tax is recognized on subsequent temporary differences that arise when the net asset or liability changes from zero.

Deferred income tax assets are recognized for all deductible temporary differences, carry-forward of unused tax losses (NOLCO) and unused tax credits (MCIT over RCIT), to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. Deferred income tax liabilities are recognized in full for all taxable temporary differences, except to the extent that the deferred tax liability arises from the initial recognition of goodwill.

Deferred tax assets and liabilities are derecognized when relevant temporary differences have been realized and settled, respectively. The Company reassesses at each statement of financial position date the need to recognize a previously unrecognized deferred income tax asset.

Deferred income tax on Asset Retirement Obligation considers any temporary differences on a net basis. In this approach, the net carrying value of the asset and liability is zero on initial recognition and the non-deductible asset and the tax-deductible liability are regarded as being economically the same as a tax-deductible asset that is acquired on deferred terms. Deferred tax is recognized on subsequent temporary differences that arise when the net asset or liability changes from zero.

Deferred income tax assets are recognized for all deductible temporary differences, carry-forward of unused tax losses (NOLCO) and unused tax credits (MCIT over RCIT), to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized. Deferred income tax liabilities are recognized in full for all taxable temporary differences, except to the extent that the deferred tax liability arises from the initial recognition of goodwill.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

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32. Summary of significant accounting policies (continued)

32.7 Current and deferred income taxes (continued)

Deferred tax assets and liabilities are derecognized when relevant temporary differences have been realized and settled, respectively. The Company reassesses at each statement of financial position date the need to recognize a previously unrecognized deferred income tax asset.

32.8 Property, plant and equipment

Property, plant and equipment are carried at historical cost less accumulated depreciation and amortization and accumulated impairment losses. Historical cost includes its acquisition cost or purchase price and expenditure that is directly attributable to the acquisition of the items necessary to bring the asset to its working condition and location for its intended use. Costs of assets under construction are accumulated in the accounts until these projects are completed upon which they are charged to appropriate property accounts. Assets under construction is stated at cost, net of accumulated impairment losses, if any.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the statement of income during the financial period in which they are incurred.

Asset retirement obligation (ARO) represents the net present value of obligations associated with the retirement of property and equipment that resulted from acquisition, construction or development and the normal operation of property and equipment. ARO is recognized as part of the cost of the related property and equipment in the period when a legal or constructive obligation is established provided that best estimate can be made. ARO is derecognized when the related asset has been retired or disposed of.

Property, plant and equipment are carried at historical cost less accumulated depreciation and amortization and accumulated impairment losses. Historical cost includes its acquisition cost or purchase price and expenditure that is directly attributable to the acquisition of the items necessary to bring the asset to its working condition and location for its intended use. Costs of assets under construction are accumulated in the accounts until these projects are completed upon which they are charged to appropriate property accounts. Assets under construction is stated at cost, net of accumulated impairment losses, if any.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

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32. Summary of significant accounting policies (continued)

32.8 Property, plant and equipment (continued)

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the statement of income during the financial period in which they are incurred.

Asset retirement obligation (ARO) represents the net present value of obligations associated with the retirement of property and equipment that resulted from acquisition, construction or development and the normal operation of property and equipment. ARO is recognized as part of the cost of the related property and equipment in the period when a legal or constructive obligation is established provided that best estimate can be made. ARO is derecognized when the related asset has been retired or disposed of.

Depreciation on property and equipment is calculated using the straight-line method to allocate the cost of each asset to its residual value over its estimated useful lives (in years), as follows:

Leasehold improvements	5 to 40 or term of lease, whichever is shorter
Furniture and fixtures	5 to 20
Machinery, plant and equipment	3 to 30
Transportation	5 to 25

Depreciation of property and equipment begins when it is available for use and ceases at the earlier of the date that the asset is classified as held for sale and the date that the asset is derecognized.

Assets under construction are not subject to depreciation until these are put into operation.

Major renovations are depreciated over the remaining useful life of the related asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each statement of financial position date.

Property and equipment are derecognized upon disposal or when no future economic benefits are expected from its use or disposal and related gains and losses on disposals are determined by comparing proceeds with the carrying amount of assets. The cost and related accumulated depreciation of assets sold are removed from the accounts and any resulting gain or loss is credited or charged to other operating income (expense) in the statement of income.

Fully depreciated property and equipment are maintained in the accounts until these are no longer in use.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

32. Summary of significant accounting policies (continued)

32.9 Intangible assets - computer software

Acquired computer software licenses are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized over their estimated useful lives of five years from the time the software has been ready for its intended use in operations.

Costs associated with maintaining computer software programs are recognized as an expense as incurred in the statement of income.

Intangible assets are derecognized upon disposal or when no future economic benefits are expected from its use or disposal and related gains and losses on disposals are determined by comparing proceeds with the carrying amount of assets. The cost and related accumulated amortization of intangible assets disposed are removed from the accounts and any resulting gain or loss is credited or charged to other operating income (expense) in the statement of income. The Company's intangible asset is classified under other assets account in the statement of financial position (see Note 13).

32.10 Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company uses the definition of a lease as in PFRS 16.

Classification and measurement

At commencement or on modification of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices.

The Company recognizes a right to use asset and a lease liability at the lease commencement date. The right to use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The Company recognizes asset retirement obligation relating to lease land and buildings which would need to be restored to previous state and condition.

SHELL PILIPINAS CORPORATION
NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

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32. Summary of significant accounting policies (continued)

32.10 Lease (continued)

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company's uses its incremental borrowing rate as the discount rate.

The Company determines the incremental borrowing rate representing the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right to use asset in a similar economic environment. The incremental borrowing rate applied to each lease was determined taking into account the risk-free rate, adjusted for factors such as the credit rating of the Company and the terms and conditions of the lease.

Lease payments included in the measurement of the lease liability comprise the following:

1. Fixed payments, including in-substance fixed payments;
2. Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
3. Amounts expected to be payable under a residual value guarantee; and
4. The exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

Right to use assets and lease liabilities are presented separately in the statement of financial position. Expenses related to leases are presented under selling and administrative expense or finance income/expenses. Payments related to leases are presented under Cash flow from financing activities.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

32. Summary of significant accounting policies (continued)

32.10 Leases (continued)

a) Lessee (continued)

Classification and measurement (continued)

Subsequent measurement

The right to use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right to use asset reflects that the Company will exercise a purchase option. In that case the right to use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right to use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The right to use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right to use asset reflects that the Company will exercise a purchase option. In that case the right to use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right to use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment. For remeasurements to lease liabilities, a corresponding adjustment is made to the carrying amount of the right to use asset or is recorded in profit or loss if the carrying amount of the right to use asset has been reduced to zero.

Lease modification is defined as a change in the scope of a lease, or the consideration for a lease, that was not part of the original terms and conditions of the lease (for example, adding or terminating the right to use one or more underlying assets, or extending or shortening the contractual lease term).

The Company shall account for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

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32. Summary of significant accounting policies (continued)

32.10 Leases (continued)

a) Lessee (continued)

Short-term leases and leases of low-value assets

The Company has elected not to recognize right to use assets and lease liabilities for leases of low-value assets and where the lease term is less than or equal to 12 months (short-term leases). The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

32.11 Impairment of non-financial assets

Property and equipment and other non-current assets (investments in other entities, intangibles, and claims from government agencies lodged under receivables and long-term receivables) that have definite useful life are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount, which is the higher of an asset's fair value less cost of disposal and value in use. Value in use requires entities to make estimates of future cash flows to be derived from the particular asset, and discount them using a pretax market rate that reflects current assessments of the time value of money and the risks specific to the asset. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

The Company recognizes provision for impairment of input VAT and prepaid corporate income tax based on the Company's assessment of collection or recoverability through creditable tax certificates from the government. This assessment requires judgment regarding the ability of the government to settle or approve the application for claims/creditable tax certificates of the Company.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but the increased carrying amount should not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognized as income immediately in other operating income (expense) in the statement of income.

32.12 Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation, and the amount of the obligation can be reliably estimated. Provisions are not recognized for future operating losses.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

32. Summary of significant accounting policies (continued)

32.12 Provisions (continued)

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognized as part of other operating expense in the statement of income.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision shall be reversed and derecognized from the statement of financial position.

32.13 Contingencies

Contingent assets and liabilities are not recognized in the financial statements. Contingent liabilities are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent asset are disclosed when an inflow of economic benefits is probable. When the realization of income is virtually certain, then the related asset is not a contingent asset and its recognition is appropriate.

32.14 Foreign currency transactions and translations

i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The financial statements are presented in Philippine peso, which is the functional and presentation currency of the Company.

ii) Transactions and balances

Foreign currency transactions are translated into Philippine peso using the exchange rate prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of income (see Note 24).

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

32. Summary of significant accounting policies (continued)

32.15 Revenue and expense recognition

I) Revenue from contracts with customers:

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

Revenue from contracts with customers is recognized when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

i) Sale of goods

Revenue from sales of petroleum products is recognized at the price which the Company is expected to be entitled to, after deducting sales taxes, excise duties and similar levies.

Sales of oil and gas products are recognized when the control of the products have been transferred, which is when the customer has the ability to direct the use of the products and obtain substantially all of the remaining benefits from the products, which generally coincides with the actual delivery of goods. Delivery does not occur unless the products have been shipped out of the Company's premises or received by the customer depending on shipping arrangements.

Sales comprise the fair value of the consideration received or receivable from the sale of oil and gas products in the ordinary course of the Company's operations. Sales is shown net of value-added tax. Discounts and rebates are recognized and measured based on approved contracts and agreements with customers.

The Company identifies the promised products and services within contracts in scope of PFRS 15 and determines which of those goods and services are separate performance obligations. The Company will allocate the transaction price to the performance obligations in the contract by reference to their relative standalone selling prices. PFRS 15 has been applied for recognizing the net sales.

The Company is required exercising considerable judgement taking into account all the relevant facts and circumstances when applying the criteria to its contracts with customers.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

32. Summary of significant accounting policies (continued)

32.15 Revenue and expense recognition (continued)

I) Revenue from contracts with customers (continued):

i) Sale of goods (continued)

a. Variable consideration

Some contracts for the sale of goods provide customers with volume rebates that give rise to variable consideration. The Company estimates the variable consideration at contract inception and constrained until it is highly probable that significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

The Company provides retrospective volume rebates to certain customers once the quantity of products purchased during the period exceeds a threshold specified in the contract. Under PFRS 15, retrospective volume rebates give rise to variable consideration. To estimate the variable consideration to which it will be entitled, the Company applies the most likely method for contracts with a single-volume threshold and the expected value method for contracts with more than one volume threshold and recognizes a refund liability for the expected future rebates.

b. Loyalty programme

The Company has loyalty points programme, which allows customers to accumulate points that can be redeemed for free products. The loyalty points give rise to separate performance obligation as they provide a material right to the customer. A portion of the transaction price is allocated to the loyalty points awarded to customers based on relative stand-alone selling price and recognized as a contract liability until the points are redeemed. Revenue is recognized upon redemption of products by the customer. When estimating the stand-alone selling price of the loyalty points, the Company considers the likelihood that the customer will redeem the points. The Company updates its estimates at every balance sheet date and any adjustments to the contract liability balance are charged against revenue.

c. Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

SHELL PILIPINAS CORPORATION
NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

32. Summary of significant accounting policies (continued)

32.15 Revenue and expense recognition (continued)

I) Revenue from contracts with customers (continued):

i) Sale of goods (continued)

d. Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognized as revenue when the Company performs under the contract. Contract liability is recognized under trade and other payables and under provisions and other liabilities.

	2025	2024
Performance obligations satisfied	569,651	569,773

	31 December 2025	31 December 2024
Contract liabilities included in trade and other payables and in provisions and other liabilities	438,851	413,642

Performance obligations satisfied in 2025 and 2024 amounting to P569.7 million and P569.8 million, respectively, came from the prior year contract liabilities amounting to P438.9 million in 2025 and P413.6 million in 2024, respectively. There are no significant changes in contract liability arising from change in measure of progress, change in estimate of transaction price or contract modification.

ii) Other operating income

Other operating income, such as retailer and franchise commission, is recognized on an accrual basis in accordance with the substance of the relevant agreements.

iii) Finance income

Finance income, such as foreign exchange gains and interest income, is recognized as earned and presented at gross after operating profit. Interest income is recognized on a time proportion basis, taking account of the principal outstanding and the effective rate over the period to maturity, when it determined that such income will accrue to the Company.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

32. Summary of significant accounting policies (continued)

32.15 Revenue and expense recognition (continued)

i) Revenue from contracts with customers (continued):

iv) Other non-operating income

Other non-operating income, also referred to as incidental or peripheral income (one time), are recognized for earnings that do not occur on a regular basis or is derived from activities not related to the Company's core operations.

v) Dividend income

Dividend income is recognized when the Company's right to receive the payment is established. The Company's dividend income is presented as part of other non-operating income in the statement of income. The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow into the entity and specific criteria have been met for each of the Company's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

32.16 Employee benefits

i) Pension obligation

The Company maintains a pension scheme, which is funded through payments to trustee-administered fund. The Company maintains a defined benefit pension plan and defined contribution plan.

Defined benefit plan is defined as an amount of pension benefit that an employee will receive upon retirement, dependent on certain factors such as age, years of credited service, and compensation. The Company makes contributions to the retirement benefit fund to maintain the plan in an actuarially sound condition. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the return on plan assets, excluding amounts included in net interest on the net defined benefit liability (asset), and any change in the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (asset) are recognized immediately in the statement of financial position with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

32. Summary of significant accounting policies (continued)

32.16 Employee benefits (continued)

i) Pension obligation (continued)

Past service costs are recognized in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and

The date that the Company recognizes related restructuring costs

Net interest is calculated by applying the discount rate to the net defined benefit obligation or asset. The Company recognizes the following changes in the net defined benefit obligation under cost of sales, administration expenses and selling and distribution expenses in statement of income (by function):

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements
- Net interest expense or income

The liability recognized in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds, and that have terms to maturity approximating to the terms of the related pension obligation.

The Company has a defined contribution plan that covers all regular employees under which it pays fixed contributions based on the employees' monthly salaries. The Company, however, is covered under R.A. 7641, otherwise known as "The Philippine Retirement Law", which provides for qualified employees to receive a defined benefit minimum guarantee. The defined benefit minimum guarantee is equivalent to a certain percentage of the monthly salary payable to an employee at normal retirement age with the required credited years of service based on the provisions of R.A. 7641.

Accordingly, the Company accounts for their retirement obligation under the higher of the defined benefit obligation related to the minimum guarantee and the obligation arising from the defined contribution plan.

For the defined benefit minimum guarantee plan, the liability is determined based on the present value of the excess of the projected defined benefit obligation over the projected defined contribution obligation at the end of the reporting period. The defined benefit obligation is calculated annually by a qualified independent actuary using the projected unit credit method. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

32. Summary of significant accounting policies (continued)

32.16 Employee benefits (continued)

i) Pension obligation (continued)

the period as a result of contributions and benefit payments. Net interest expense (income) and other expenses (income) related to the defined benefit plan are recognized in our profit or loss. The defined contribution liability, on the other hand, is measured at the fair value of the defined contribution assets upon which the defined contribution benefits depend, with an adjustment for margin on asset returns, if any, where this is reflected in the defined contribution benefits. Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in other comprehensive income.

ii) Termination benefits

Termination benefits are payable when employment is terminated before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognizes termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the entity recognizes costs for a restructuring that is within the scope of PAS 37 *Provisions, Contingent Liabilities and Contingent Assets* and involves the payment of termination benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after statement of financial position date are discounted to present value.

iii) Bonus plans

The Company recognizes a liability and an expense for performance-related bonuses, based on a formula that takes into consideration the Company and employee's performance. The Company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

iv) Performance-share plans

Shell plc operates a Performance Share Plan (PSP) covering all of its subsidiaries' employees. PSP for conditional shares are awarded to eligible employees based on their sustained performance and value. The extent to which shares are finally delivered at the end of a three-year performance period, or not, depends upon the performance of the Shell group.

The fair value of shares, determined using a Monte Carlo pricing model, is credited as 'other reserve' in equity and is charged to profit or loss over the vesting period. The fair value of share-based compensation for equity-settled plans granted to employees under the Shell plc schemes is recognized as an intra-group payable to parent company when charged-out. The charge-out is based on the entitled personnel that were employed by the Company at the time of awarding.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

32. Summary of significant accounting policies (continued)

32.17 Operating segments

An operating segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from those of other operating segments (see Note 2).

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the general manager who makes strategic decisions.

32.18 Earnings Per Share (EPS)

Basic EPS is calculated by dividing the profit for the year attributable to ordinary equity holders of the parent by the weight average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit attributable to ordinary equity holders of the Company (after adjusting for interest on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares

33. Critical accounting estimates, assumptions and judgements

Estimates, assumptions and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

33.1 Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial years are discussed below.

i) Provision for impairment of receivables

The provision for impairment of receivables is based on the Company's assessment of the collectability of payments from its debtors. This assessment requires judgment regarding the ability of the debtors to pay the amounts owed to the Company and the outcome of any disputes. The amounts and timing of recorded provision for impairment of receivables for any period would differ if the Company made different assumptions or utilized different estimates. Hence, management considers it impracticable to disclose with sufficient reliability the possible effects of sensitivities surrounding impairment of receivables. The Company's policy in estimating provision for impairment of receivables is presented in Note 32.4. The carrying amount of receivables and other information are disclosed in Note 4.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

33. Critical accounting estimates, assumptions and judgments (continued)

33.1 Critical accounting estimates and assumptions (continued)

i) Provision for impairment of receivables (continued)

The Company's assessment on the recoverability of the claims from the government (Note 9) arising from the payments under protest is based on the strength of the legal standing related to the case, the basis of laws which support the subject of litigation, the evidence presented in court and the strength of such evidence. The Management believes that the Company's position in eventually recovering the amount paid under protest is supported by the facts and the applicable law and jurisprudence that should justify a favorable decision as well as the recovery of amounts paid.

The Company computes probability of default rates for third party trade receivable, based on historical loss experience adjusted for current and forward-looking information. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed. For inter-group trade receivables and lease receivables, the Company uses internal credit rating to determine the probability of default. Internal credit ratings are based on methodologies adopted by independent credit rating agencies, therefore the internal ratings already consider forward looking information.

The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Company's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

ii) Provision for impairment of claims from the government

The Company's assessment on whether there are impairment indicators for claims from the government (Note 9) arising from the payments under protest is based on the strength of the legal standing related to the case, the basis of laws which support the subject of litigation, the evidence presented in court and the strength of such evidence. The Management believes that the Company's position in eventually recovering the amount paid under protest is supported by the facts and the applicable law and jurisprudence that should justify a favorable decision.

iii) Provision for inventory net realizable value

The Company provides allowance for inventories whenever the net realizable value of inventories become lower than cost due to damage, physical deterioration, obsolescence, market driven price changes in price levels or other causes (i.e., pre-termination of contracts).

Assessment of inventory losses on a regular basis is also performed based on historical information and past experience. The provision account is reviewed on a quarter basis to reflect the estimated net recoverable value in the financial statements. The carrying amount of inventories and other information are disclosed in Note 5.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

33. Critical accounting estimates, assumptions and judgments (continued)

33.1 Critical accounting estimates and assumptions (continued)

iv) Provision for asset retirement obligation and environmental liabilities and remediation

Estimates of the ARO recognized are based on current legal and constructive requirements, technology and price levels. Since actual outflows can differ from estimates due to changes in laws, regulations, public expectations, technology, prices and conditions, and can take place many years in the future, the carrying amount of the obligation is regularly reviewed and adjusted to take account of such changes. The implicit rate (based on management's market assessment of the time value of money and risks specific to the obligation) used in discounting the cash flows is reviewed at least annually

The discount rate used to determine the present value of the obligation as at 31 December 2024 is 5.00% to 6.16% and 5.16% to 6.52% as at 31 December 2025. The amount is recognized as accretion cost or income in the statement of income.

The Company has set total outstanding unprovision of P63.1 million (2024 - P63.1 million) to cover the required environmental remediation covering specific assets, based on external evaluation and study, and total outstanding provision of P2.1 billion (2024 – P2.2 billion) for ARO (see note 17).

Further, it is reasonably possible based on existing knowledge that outcome within the next financial year that are different from assumptions could require an adjustment to the carrying amount of the provision for ARO and environmental liabilities and remediation. However, management does not foresee any changes in terms of business operations and its circumstances that would cause a significant change in the initial estimates used. Additional information is presented in Note 17.

v) Pension benefit obligation and employee benefits

The determination of the Company's pension benefit obligation and employee benefits is dependent on the selection of certain assumptions used by actuaries in calculating such amounts. Those assumptions, as described in Note 26, include among others, discount rates, and salary increase rates.

vi) Incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The Company estimates the IBR using observable inputs like the risk-free rate and adjust it for factors such as the credit rating of the Company and the terms and conditions of the lease.

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

33. Critical accounting estimates, assumptions and judgments (continued)

33.1 Critical judgements in applying the Company's accounting policies (continued)

vii) Fair value measurement of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the statement of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation, and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments. See Note 28 for further disclosures.

i) Impairment of assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. On a regular basis, management determines if there are triggering events or impairment indicators based on current circumstances. An impairment loss is recognized whenever evidence exists that the carrying value is not recoverable. A previously recognized impairment loss is reversed when there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The assessments require the use of estimates and assumptions such as operating costs, future capital requirements, and operating performance.

The recognized impairment loss and/or reversal thereof are disclosed in Note 7.

ii) Taxes

A certain degree of judgment is required in determining the provision for income taxes, as there are certain transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business.

The Company recognizes liabilities for tax audit issues when it is probable. The liabilities are based on estimates whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

Further, recognition of deferred income tax assets depends on management's assessment of the probability of available future taxable income against which the temporary differences can be applied. The Company reviews its deferred tax assets at each statement of financial position date and reduces the carrying amount to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax assets to be utilized. Management believes that deferred tax assets are fully recoverable at the statement of financial position date (see Note 10).

SHELL PILIPINAS CORPORATION

NOTES TO THE FINANCIAL STATEMENTS

For the years ended December 31

(Amounts in thousand Philippine pesos, Except Number of Shares and Unless Otherwise Specified)

33. Critical accounting estimates, assumptions and judgments (continued)

33.1 Critical judgements in applying the Company's accounting policies (continued)

ii) Taxes (continued)

The Company pays excise duties in advance and files for a refund with the local tax bureau as the Company claims exemption on own produced and imported petroleum products that were subsequently sold to international carriers or exempt entities or agencies. The refund of claim requires judgement based on the Company's assessment of collection or recoverability through creditable tax certificates from the government (see Note 6 and 9).

The Company recognizes provision for impairment of input VAT and prepaid corporate income tax based on the Company's assessment of collection or recoverability through creditable tax certificates from the government. This assessment requires judgment regarding the ability of the government to settle or approve the application for claims/creditable tax certificates of the Company. Management believes that its input VAT and prepaid corporate income tax claims are fully recoverable as at statement of financial position date (see Note 6).

iii) Assessing provision and contingencies

The Company is currently involved in various legal proceedings including a number of tax cases (see Note 27). Estimates of the probable costs for the resolution of these claims, if any, have been developed in consultation with internal and external counsels handling the Company's defense in these matters and are based upon the probability of potential results. The internal legal counsel mainly considers the strength of the legal standing related on the case, the basis of laws which support the subject of litigation, the evidences presented in the court, strength of such evidence, and weakness of the opposing team's evidence. The Company engages management specialist to perform deeper assessment and assistance in formulating a more appropriate strategy to proceed with the case. The Company's management currently believes that the ultimate outcome of these proceedings will not have a material adverse effect on the financial statements. It is possible, however, that future results of operations could be materially affected by changes in the estimates, in the effectiveness of its strategies relating to these proceedings or the actual outcome of the proceedings (see Notes 17 and 27).

vii) Determining lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

The lease term is reassessed if an option is actually exercised (or not exercised) or the Company becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.

SCHEDULE I
SHELL PILIPINAS CORPORATION
RECONCILIATION OF RETAINED EARNINGS FOR DIVIDEND DECLARATION
As at 31 December 2025

Unappropriated Retained Earnings, beginning of reporting period	1,391,756
Add: <u>Category A:</u> Items that are directly credited to Unappropriated Retained Earnings	
Reversal of Retained Earnings Appropriation/s	-
Effect of restatements or prior-period adjustments	-
Treasury Shares	-
Deferred tax assets net, beginning	-
Others	-
	-
Less: <u>Category B:</u> Items that are directly debited to Unappropriated Retained Earnings	
Dividend declaration during the reporting period	-
Retained Earnings appropriated during the reporting period	-
Effect of restatements or prior-period adjustments	-
Others	-
	-
Unappropriated Retained Earnings, as adjusted	1,391,756
Add: Net income actually earned/realized during the period	2,109,645
Less: <u>Category C.1:</u> Unrealized income recognized in the profit or loss during the reporting period (net of tax)	
Equity in net income of associate/ joint venture, net of dividends Declared	-
Unrealized foreign exchange gain, except those attributable to cash and cash equivalents	-
Unrealized fair value adjustments (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-
Unrealized fair value gain of Investment Property	-
Other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under PFRS	-
Sub-total	-
Add: <u>Category C.2:</u> Unrealized income recognized in the profit or loss in prior reporting periods but realized in the current reporting period (net of tax)	
Realized foreign exchange gain, except those attributable to Cash and cash equivalents	66,345
Realized fair value adjustments (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	55,434
Realized fair value gain of Investment Property	-

Other realized gains or adjustments to the retained earnings as a result of certain transactions accounted for under PFRS	-
Subtotal	<u>121,779</u>
Add: Category C.3: Unrealized income recognized in the profit or loss in prior periods but reversed in the current reporting period (net of tax)	
Reversal of previously recorded foreign exchange gain, except those attributable to cash and cash equivalents	-
Reversal of previously recorded fair value adjustment (mark-to-market gains) of financial instruments at fair value through profit or loss (FVTPL)	-
Reversal of other unrealized gains or adjustments to the retained earnings as a result of certain transactions accounted for under the PFRS, previously recorded	-
Sub-total	-
Adjusted Net Income/Loss	<u>3,623,180</u>
Add: Category D: Non-actual losses recognized in profit or loss during the reporting period (net of tax)	
Depreciation on revaluation increment (after tax)	-
Sub-total	<u>-</u>
Add/Less: Category E: Adjustments related to relief granted by the SEC and BSP (see Footnote 3)	
Amortization of the effect of reporting relief	-
Total amount of reporting relief granted during the year	-
Others	-
Sub-total	<u>-</u>
Add/Less: Category F: Other items that should be excluded from the determination of the amount of available for dividends distribution	
Net movement of treasury shares (except for reacquisition of redeemable shares)	-
Net movement of deferred tax assets not considered in the Reconciling items under the previous categories	149,312
Net movement in deferred tax asset and deferred tax liabilities related to same transaction, e.g., set up of right of use of asset and lease liabilities, set-up of asset and asset retirement obligations and set-up concession asset and concession payable	(108,484)
Adjustment due to deviation from PFRS/GAAP - gain (loss)	-
Others	-
Sub-total	<u>40,828</u>
Total retained Earnings, end of the reporting period available for dividends	<u>3,664,008</u>

SCHEDULE II
SHELL PILIPINAS CORPORATION
COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS
PURSUANT TO THE REVISED SRC RULE 68, AS AMENDED
As at 31 December 2025

	Formula	2025	2024
Current Ratio	Total Current Assets divided by Total Current Liabilities		
	Current assets	42,711	
	Divide by: Current Liabilities	43,220	
	Current Ratio	0.99	0.88
Acid test ratio	Quick Assets (Total Current Assets less Inventories and Other Current Assets) divided by Current Liabilities		
	Current assets	42,711	
	Less: Inventories	14,848	
	Other Current Assets	8,218	
	Quick Assets	19,645	
	Divide by: Current Liabilities	43,220	
Acid Test Ratio	0.45	0.45	0.41
Solvency ratio	Net Income after Tax (Net Income and Non-Cash Items) Divided by Total Liabilities		
	Net Income	2,110	
	Add: Non-cash Items	9,304	
	Net Income after Tax	11,414	
	Divide by: Total Liabilities	83,249	
	Solvency Ratio	13.71%	13.71%
Debt to Equity	Net Debt (Short-term and Long-Term Borrowings less Cash) divided by Stockholder's Equity (Exclusive of Other Reserves)		
	Short-term loans	19,340	
	Add: Loans Payable	20,000	
	Less: Cash	2,776	
	Net Debt	36,564	
	Divide by: Equity, net of Other Reserves	33,554	
	Debt to Equity	1.09	1.09

SCHEDULE II
SHELL PILIPINAS CORPORATION
COMPONENTS OF FINANCIAL SOUNDNESS INDICATORS
PURSUANT TO THE REVISED SRC RULE 68, AS AMENDED (Continued)
As at 31 December 2025

	Formula	2025	2024	
Debt Ratio	Net Debt (Short-term and Long-Term Borrowings less Cash) divided by Total Assets			
	Short-term loans	19,340		
	Add: Loans Payable	20,000		
	Less: Cash	2,776		
	Net Debt	36,564	0.31	0.33
	Divide by: Total Assets	118,023		
	Debt Ratio	0.31		
Return on Equity	Net Income Divided by Stockholder's Equity (Exclusive of Other Reserves)			
	Net Income	2,110	6.29%	4.04%
	Divide by: Equity, net of Other Reserves	33,554		
	Return on Equity	6.29%		
Asset to Equity Ratio	Total Assets divided by Stockholder's Equity (Exclusive of Other Reserves)			
	Total Assets	118,023	3.52	3.79
	Divide by: Equity, net of Other Reserves	33,554		
	Asset to Equity Ratio	3.52		
Interest rate coverage ratio	Earnings before interest expense and taxes divided by Interest Expense			
	Earnings before interest expense and taxes	5,009	2.25	1.77
	Divide by: Total Interest in Borrowings	2,230		
	Interest Rate Coverage Ratio	2.25		
Return on Assets	Net Income divided by Total Assets			
	Net Income	2,110	1.79%	1.07%
	Divide by: Total Assets	118,023		
	Return on Assets	1.79%		

SCHEDULE A
SHELL PILIPINAS CORPORATION
FINANCIAL ASSETS
As at 31 December 2025

(All amounts in thousands Philippine Peso)

Name of issuing entity and association of each issue	Number of shares or principal amount of bonds and notes	Amount shown in the balance sheet	Valued based on market quotation at end of reporting period	Income received and accrued
Equity through OCI				
Alabang Country Club, Inc.	2	30,000	30,000	-
Atlas Consolidated Mining and Development	3,000,000	18,090	18,090	-
Canlubang Golf & Country Club, Inc.	2	17,000	17,000	-
Club Filipino de Cebu, Inc.	24	700	700	-
Manila Golf & Country Club, Inc.	6	930,000	930,000	-
Manila Polo Club, Inc.	2	100,000	100,000	-
Manila Southwoods Golf & Country Club	1	5,000	5,000	-
Negros Occidental Golf & Country Club	1	20	20	-
Pantranco South Express Inc.	5,232,000	3,738	3,738	-
Puerto Azul Beach & Country Club, Inc.	1	350	350	-
Sta. Elena Golf Club	2	44,000	44,000	-
The Royal Northwoods Golf Club & Country	1	1,000	1,000	-
Valley Golf Club, Inc.	1	4,500	4,500	-
Wack Wack Golf & Country Club	1	80,000	80,000	-
Club Filipino	1	550	550	-
Total Equity through OCI financial assets		1,234,948	1,234,948	
Cash			2,776,049	
Receivables			16,163,690	
Derivatives			24,359	
Total financial assets			20,199,046	

SCHEDULE B
SHELL PILIPINAS CORPORATION
AMOUNTS RECEIVABLE FROM DIRECTORS, OFFICERS, EMPLOYEES, RELATED
PARTIES AND PRINCIPAL STOCKHOLDERS (OTHER THAN RELATED PARTIES)
As at 31 December 2025

(All amounts in thousands Philippine Peso)

Name and Designation of Debtor	Balance at beginning of period	Additions	Amounts Collected	Amounts Written-off	Current	Non Current	Balance at end of period
Rizal Commercial Banking Corporation	2,912	40,155	(39,665)	-	3,402	-	3,402
The Insular Life Assurance Co Ltd	92	1,677	(1,605)	-	164	-	164

The Company's receivables from directors, officers, employees, and principal stockholders are limited to receivables subject to usual terms for ordinary expense advances and items arising in the ordinary course of business.

SCHEDULE C

SHELL PILIPINAS CORPORATION

**AMOUNTS RECEIVABLE FROM RELATED PARTIES WHICH ARE ELIMINATED DURING
THE CONSOLIDATION OF FINANCIAL STATEMENTS**

As at 31 December 2025

Name and Designation of Debtor	Balance at beginning of period	Additions	Amounts Collected	Amounts Written-off	Current	Non Current	Balance at end of period
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

SCHEDULE D
SHELL PILIPINAS CORPORATION
LONG TERM DEBT
As at 31 December 2025

(All amounts in thousand Philippine Peso)

Title of issue and type of obligation	Amount authorized by indenture	Amount shown under caption "current portion of long-term debt" in related statement of financial position	Amount shown under caption "Loans payable, net of current portion" in related statement of financial position
Bank loan	20,000,000		20,000,000

SCHEDULE E
SHELL PILIPINAS CORPORATION
INDEBTEDNESS TO RELATED PARTIES
(LONG-TERM LOANS FROM RELATED COMPANIES)
As at 31 December 2025

Name of related party	Balance at beginning of period	Balance at end of period
N/A	N/A	N/A

SCHEDULE F
SHELL PILIPINAS CORPORATION
GUARANTEES OF SECURITIES OF OTHER ISSUERS
As at 31 December 2025

Name of issuing entity of securities guaranteed by the company for which this statement is filed	Title of issue of each class of securities guaranteed	Total amount guaranteed and outstanding	Amount owned by person for which statement is filed	Nature of guarantee
N/A	N/A	N/A	N/A	N/A

SCHEDULE G
SHELL PILIPINAS CORPORATION
CAPITAL STOCK
As at 31 December 2025

Title of Issue	Number of Shares Authorized	Number of Shares Issued and Outstanding as shown under related statement of financial position caption	Number of shares reserved for options, warrants, conversion and other rights	Number of shares held by related parties	Directors, officers and employees	Others
Common stocks	2,500,000,000	1,613,444,202	-	890,860,233	1,070,925	721,513,044

SCHEDULE H
SHELL PILIPINAS CORPORATION
SUPPLEMENT SCHEDULE OF EXTERNAL AUDITOR FEE RELATED INFORMATION
As at 31 December 2025

	2025	2024
Total Audit Fees (Section 2.1)	9,000	9,000

Notes:

1. Section 2.1: Disclose agreed fees (excluding out of pocket expenses and VAT) with the external auditor/audit firm and its network firms (as applicable) for the audit of the covered company's standalone and/or consolidated financial statements and the covered company's consolidated subsidiaries' financial statements on which the external auditor/audit firm expresses an opinion. These do not include fees for special purpose audit or review of financial statements.

SCHEDULE I
SHELL PILIPINAS CORPORATION
RELATIONSHIP MAP
As at 31 December 2025

