

Deferral of the Annual General Meeting of the Stockholders from the third Tuesday of April (the date scheduled in the Company By-Laws) to 13 May 2016, Friday

The Board during the Board of Directors Meeting held on 22 March 2016, deferred the Company's Annual General Meeting of the Stockholders from the third Tuesday of April (the date scheduled in the Company By-Laws) to 13 May 2016.

Item 3 (b). Appointment of New Independent Accountant

Appointment of Sycip Gorres Velayo and Co., member of Ernst and Young International, as External Auditors for 2016

The Board during the Board of Directors Meeting held on 22 March 2016, appointed Sycip Gorres Velayo and Co., member of Ernst and Young International as the External Auditors for 2016.

Item 4 (a). Resignation, Removal or Election of Registrant's Directors or Officers

Appointment of two (2) new directors

The Board appointed the following during its Board of Directors Meeting held on 22 March 2016, to fill the vacancies in the Board:

1. Ms. Nina Aguas to replace Mr. Vicente R. Ayllon; and
2. Mr. Anabil Dutta to replace Mr. Carlos Araneta

Appointment of Assistant Corporate Secretary

The Board appointed Atty. Charles Edward M. Cheng as the new Assistant Corporate Secretary, replacing Atty. Ma. Lourdes O. Dino.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: 15 April 2016



CHARLES EDWARD M. CHENG
Assistant Corporate Secretary

REPUBLIC OF THE PHILIPPINES)
 MAKATI CITY)S.S.
 QUEZON CITY

SUBSCRIBED AND SWORN TO BEFORE ME, this 15th day of April 2016 at Makati City
 affiant exhibiting to me his Community Tax Certificate and/or Competent Evidence of
 Identification:

	Community Tax Certificate		Competent Evidence of Identification	
	Number	Date/Place Issued	Number	Date/Place Issued
CHARLES EDWARD M. CHENG			DL N25-03-095917	23 July 2014 / Quezon City

NOTARY PUBLIC

Doc No. 138;
 Page No. 28;
 Book No. XVII;
 Series of 2016.

ATTY. RUBEN M. AZANES JR.
 Notary Public
 VALID UNTIL DECEMBER 31, 2016
 PTR NO. 0713862 C. 01-23-2016
 Roll of Attorney's No. 46427
 IBP NO. 0998567 - Q.C. Chapter
 Admin Matter No. NP-291
 MCLE No. 0022246
 TIN No. 140-394-836
 PABS (DPRM ANNEX/ in front of
 (PNP Gas Station)
 Camp Crane, Quezon City
 BIR CERT. REG. 3AC000695975L



REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

SECRETARY'S CERTIFICATE

I, **CHARLES EDWARD M. CHENG**, Assistant Corporate Secretary of **PILIPINAS SHELL PETROLEUM CORPORATION**, a corporation duly organized and existing under Philippine laws, with office address at Shell House, 156 Valero Street, Salcedo Village, Makati City, Metro Manila, hereby certify that:

1. I have the custody of the corporate records of this Company;

2. The Company decided to defer the holding of its Annual General Meeting from the third Tuesday of April (the date scheduled in the Company By-Laws) to **13 May 2016, Friday**, in accordance with SRC Rule 20 on Disclosure to Stockholders Prior to Meeting, to wit:

“XXX XXX XXX

20.11. Other Procedural Requirements

20.11.1. Annual Meeting

20.11.1.1 Regular meeting of stockholders for the election of Directors and Officers of the corporation shall be held annually on the date fixed in the by-laws, or if not so fixed, on any date in April as determined by the Board of Directors. If the date of the annual meeting falls on a legal holiday, the annual meeting shall be held in the next succeeding business day which is not a legal holiday.

XXX XXX XXX

20.11.1.3. Written notice, stating the date, time and place of the annual meeting shall be sent to all stockholders of record at least two (2) weeks prior to the scheduled annual stockholders' meeting, unless a different period is required by the bylaws. The distribution to stockholders of information statement (SEC Form 20-IS) within the prescribed period under this Rule shall be sufficient compliance with the notice requirement.

20.11.1.5. No postponement of annual stockholders' meeting shall be allowed except for justifiable reasons to be stated in writing signed under oath by the President or Secretary of the corporation.

XXX XXX XXX”

3. Given that the date of the Annual General Meeting provided in the Corporation's By-Laws falls after Holy Week and Araw Ng Kagitingan, it will be difficult to encourage participation of all or a majority of the individual shareholders on said date. Moreover, management needs more time to better prepare for the Annual General Meeting, considering

the statutory reportorial deadlines that fall on 15 April. Thus, the Corporation deems it best to postpone its Annual General Meeting to 13 May 2016, Friday;

4. This Certification is being issued pursuant to SRC Rule 20 quoted above and for any and all legal intents and purposes it may serve.

Makati City, 15 April 2016.

CERTIFIED CORRECT:


CHARLES EDWARD M. CHENG
 Assistant Corporate Secretary

15 APR 2016
 10:00 AM

SUBSCRIBED AND SWORN TO BEFORE ME this 15 April 2016 at Makati City, affiant exhibiting to me his Community Tax Certificate and/or competent evidence of identification:

Name	Community Tax Certificate		Competent Evidence of Identification	
	Number	Date/Place Issued	Type/Number	Date/Place Issued
CHARLES EDWARD M. CHENG			DL25-03-095917	23 July 2014 / Quezon City

Doc. No. 129
 Page No. 34
 Book No. 161
 Series of 2016.

ATTY. RUBEN M. AZANES JR.
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 PABS (DPRM ANNEX/ in front of:
 (PNP Gas Station)
 Camp Crame, Quezon City
 BIR CERT. REG. 3RC000695275