

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **FERNANDO ZOBEL DE AYALA**, Filipino, of legal age, and a resident of #6 Harvard Road, North Forbes Park, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of PILIPINAS SHELL PETROLEUM CORPORATION, where I have served as independent director from 2012 to this date.
2. I am affiliated with the following companies or organizations (including corporations that are wholly-owned or controlled by the Philippine Government):

Company/Organization	Position/Relationship	Period of Service
Ayala Corporation	Director and Member, Executive Committee	1994 to Present
	President and COO	2006 to Present
	Member, Finance Committee	April 2016 to Present
AC Energy Holdings, Inc.	Chairman, Non-Executive Director	May 2011 to Present
AC Infrastructure Holdings Corporation	Non-Executive Director	October 1, 2014 to Present
Accendo Commercial Corporation	Chairman, Non-Executive Director	July 2009 to Present
Alabang Commercial Corporation	Chairman, Non-Executive Director	April 1999 to Present
Asiacom Philippines, Inc.	Non-Executive Director	April 2002 to Present
Aurora Properties, Inc.	Vice Chairman, Non-Executive Director	April 1996 to Present
Automobile Central Enterprises, Inc.	Chairman, Non-Executive Director	January 31, 2013 to Present
AC Industrial Technology Holdings, Inc.	Chairman, Non-Executive Director	December 4, 2013 to August 2016
	Vice Chairman	August 2016 to present
Liontide Holdings, Inc.	Chairman, Non-Executive Director	December 2000 to Present
Ayala Group Club, Inc.	Co-Chairman, Non-Executive Director	March 4, 2015 to Present
Ayala Retirement Fund Holdings, Inc.	Non-Executive Director	August 2010 to Present
AC International Finance Limited	Chairman, Non-Executive Director	May 1995 to Present
Ayala International Holdings Limited	Non-Executive Director	October 1999 to Present
AI North America, Inc.	Non-Executive Director	
Ayala Land, Inc.	Chairman, Non-Executive Director	1999 to present
Bank of the Philippine Islands	Vice Chairman, Non-Executive Director	1994 to present
AG Holdings Limited	Non-Executive Director	
Ceci Realty, Inc.	Vice Chairman, Non-Executive Director	2006 to Present

Globe Telecom, Inc.	Non-Executive Director	1995 to Present
Integrated Micro-Electronics, Inc.	Non-Executive Director	1995 to Present
LiveIt Investments, Ltd.	Vice Chairman, Non-Executive Director	2013 to Present
Vesta Property Holdings, Inc.	Vice Chairman, Non-Executive Director	2005 to Present
Columbus Holdings, Inc.	Vice Chairman, Non-Executive Director	2006 to Present
Emerging City Holdings, Inc.	Vice Chairman, Non-Executive Director	2006 to Present
Fort Bonifacio Development Corporation	Vice Chairman, Non-Executive Director	2006 to Present
Bonifacio Land Corporation	Vice Chairman, Non-Executive Director	2005 to Present
Ayala Healthcare Holdings, Inc.	Chairman, Non-Executive Directors	November 15, 2016 to present
Manila Water Company, Inc.	Chairman – Board of Directors and Executive Committee; Member, Remuneration Committee	May 1997 to Present
Mermac, Inc.	Director, Co-Vice Chairman of the Board and ExCom	1988 to Present 2008 to Present
Sonoma Services, Inc.	Director, President, ExCom Member	2002 to Present
Honda Cars Philippines, Inc.	Director	
Ayala Foundation, Inc.	Trustee, Co Chairman of the Board of Trustees; Chairman of the Executive Committee	1990 to Present
BPI Foundation Inc.	Chairman, Board of Trustees	May 1999 to Present
Bonifacio Art Foundation, Inc.	Vice Chairman, Board of Trustees	2003 to Present
Berkshires Holdings, Inc.	Vice Chairman, Board of Directors	2006 to Present
Caritas Manila	Director, Chairman of the Board	
Habitat for Humanity International	Director, Vice Chairman of the Board of Directors	
Habitat for Humanity Asia Pacific Capital Campaign	Chairman of the Steering Committee	
Pilipinas Shell Foundation	Director	
National Museum	Member, Board of Trustees	
Asia Society	Member, Board of Trustee	
Asia Philanthropy Circle	Member, Board of Trustees	2015
Tate	Member, Asia Pacific Acquisition Committee	2017
The Met New York	Member, Internal Council	2017
The Peninsula Manila	Director	

3. I possess all the qualifications and none of the disqualifications to serve as an independent director of PILIPINAS SHELL PETROLEUM CORPORATION as provided for in Section 38 of the Securities Regulation Code (SRC), and other relevant provisions of the Implementing

Rules and Regulations (IRR) of the SRC and other issuances of the Securities and Exchange Commission (SEC).

4. I am not related to any director/officer/substantial shareholder of PILIPINAS SHELL PETROLEUM CORPORATION and its subsidiaries and affiliates

5. I disclose that I am the subject of the following criminal / administrative investigation or proceeding (as the case may be):

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
Complaint for violation of Article 365 of the Revised Penal Code	Department of Justice	Counter-Affidavit Filed on 19 December 2011
Civil Case for Violation of RA 6969, RA 8749, RA 9275 and Damages Pursuant to SC A.M. No. 09-6-8-SC	Makati Regional Trial Court/Court of Appeals/Supreme Court	The Regional Trial Court and Court of Appeals ruled that this was an ordinary civil case for damages, directing the same to be re-raffled to a regular court and that each of the individual complainants file a separate action for damages, as the damage suffered by one is not necessarily the same for all, and accordingly, pay the appropriate filing fees. This is now pending with the Supreme Court.

6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the SRC and its IRR, Code of Corporate Governance and other relevant SEC issuances.
7. I shall inform the Corporate Secretary of PILIPINAS SHELL PETROLEUM CORPORATION of any changes in the abovementioned information within five days from its occurrence.
8. I am executing this Certification in connection with, or in relation to, my nomination as independent director of PILIPINAS SHELL PETROLEUM CORPORATION. Thus, terms used herein shall be understood pursuant to or in the context of SEC rules governing the qualifications or disqualifications of independent director for public companies in accordance with the SRC.

Done, this 28th day of March 2017, at Makati City.





FERNANDO ZOBEL DE AYALA

Affiant

SUBSCRIBED AND SWORN to before me this 28th day of March 2017 at Makati City, affiant personally appeared before me and exhibited to me his passport EC 6148225 issued at DFA Manila on 8 December 2015.

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Page No. 22 ;
Book No. XVII ;
Series of 2017.



RUBIN G. CURA

NOTARY PUBLIC FOR & IN MAKATI CITY
156 VALERO ST., SALCEDO VILLAGE, MAKATI CITY
ROLL NO. 53981

IBP NO. 05934-PPLM CHAPTER-LIFETIME
UNTIL DEC. 31, 2018/APPOINTMENT NO. M-169
PTR NO. MKT5912649 MAKATI CITY 05 JANUARY 2017
MGLC COMPLIANCE V-0016411/28 MARCH 2016

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **CESAR A. BUENAVENTURA**, Filipino, of legal age and a resident of #27 Kasiyahan Homes, 58 McKinley Road, Forbes Park, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of PILIPINAS SHELL PETROLEUM CORPORATION and have been its independent director since 2012.¹
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporation):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Buenaventura Echaz and Partners Inc	Chairman	2001 to Present
Concepcion Industrial Corporation	Director	2014 to Present
DMCI Holdings, Inc.	Vice Chairman	1995 to Present
DM Consunji Inc.	Director	1995 to Present
Mitsubishi Hitachi Power Systems (Philippines) Inc	Chairman	1997 to Present
Petroenergy Resources Corporation	Directors	1995 to Present
Semirara Mining and Power Corporation	Director	1997 to Present
iPeople Inc	Director	2002 to Present
Pilipinas Shell Foundation, Inc.	Chairman	1982 to Present

3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of PILIPINAS SHELL PETROLEUM CORPORATION, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any director/officer/substantial shareholder of PILIPINAS SHELL PETROLEUM CORPORATION and its subsidiaries and affiliates.
5. I disclose that I am the subject of the following criminal / administrative investigation or proceeding (as the case may be):

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
Complaint for violation of Article 365 of the Revised Penal Code	Department of Justice	Counter-Affidavit Filed on 19 December 2011
Civil Case for Violation of RA 6969, RA 8749, RA 9275 and Damages Pursuant to SC A.M. No. 09-6-8-SC	Makati Regional Trial Court/Court of Appeals/Supreme Court	The Regional Trial Court and Court of Appeals ruled that this was an ordinary civil case for damages, directing the same to be re-raffled to a regular court

¹ Further to SEC Memorandum Circular No. 9, Series of 2011, the reckoning of the cumulative nine-year period tenure of independent directors is 2012.

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
		and that each of the individual complainants file a separate action for damages, as the damage suffered by one is not necessarily the same for all, and accordingly, pay the appropriate filing fees. This is now pending with the Supreme Court.


6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC Issuances.
7. I shall inform the Corporate Secretary of PILIPINAS SHELL PETROLEUM CORPORATION of any changes in the abovementioned information within five days from its occurrence.

Done, this 28th day of March 2017, at Makati City.


CESAR A. BUENAVENTURA
 Affiant

SUBSCRIBED AND SWORN to before me this 28th day of March 2017 at Makati City, affiant personally appeared before me and exhibited to me his Passport with Passport No. EC1421010 issued at the Department of Foreign Affairs-Manila on 17 June 2014.

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 Book No. XVII ;
 Series of 2017.


RUBIN G. CURA
 NOTARY PUBLIC FOR & IN MAKATI CITY
 156 VALERO ST., SALCEDO VILLAGE, MAKATI CITY
 ROLL NO. 53981
 IBP NO. 05934-PPLM CHAPTER-LIFETIME
 UNTIL DEC. 31, 2018/APPOINTMENT NO. M-169
 PTR NO. MKT5912649 MAKATI CITY 05 JANUARY 2017
 MCLE COMPLIANCE V-0016431/28 MARCH 2016

CERTIFICATION OF INDEPENDENT DIRECTOR

I, **LYDIA B. ECHAUZ**, Filipino, of legal age and a resident of 836 Torres Street, Addition Hills, Mandaluyong City, Metro Manila, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of PILIPINAS SHELL PETROLEUM CORPORATION and have not been nominated and elected as its independent director.
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporation):

COMPANY ORGANIZATION	POSITION	PERIOD OF SERVICE
Metro Pacific Investments Corp.	Director	Since 2009
PLDT Beneficial Trust Fund	Director	Since 2013
Philstar Group	Director	Since 2013
BusinessWorld Publishing Corporation	Director	Since 2013
Global Business Power Corp.	Director	Since 2014
Riverside College Inc.	Director	Since 2015
Fern Realty Corp.	Director	Since 2002
DBP Data Center, Inc.	Director	Since July 2015
MCO Foundation, Inc.	Trustee	Since 2009
Immaculate Conception Academy	Trustee	Since 2011
Henry Sy Foundation, Inc.	Trustee	Since 2014
Manila Tytana College	Trustee	Since 2016
Mano Amiga Academy	Trustee	Since 2016
Manila Galleon Museum Foundation, Inc.	Trustee	Since 2016


3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of PILIPINAS SHELL PETROLEUM CORPORATION, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to the director/officer/substantial shareholder of PILIPINAS SHELL PETROLEUM CORPORATION and its subsidiaries and affiliates other than the relationship provided under Rule 38.2.3 of the Securities Regulation Code.
5. I disclose that I am the subject of the following criminal / administrative investigation or proceeding:

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
Criminal and Administrative Violation of Section 3 (a) (e) and (f) of Republic Act 3019 (Anti-Graft and Corrupt Practices Act). Conduct Prejudicial to the Service; Grave Misconduct.	Office of the Ombudsman	Verified Petition Paper filed by the Respondents. Awaiting resolution by the Ombudsman.

OFFENSE CHARGED/INVESTIGATED	TRIBUNAL OR AGENCY INVOLVED	STATUS
Complaint arising from Provident Fund Board's denial to release non-statutory benefits to complainant Pagaragan.		
<p>Administrative</p> <p>Violation of Section 24.1(a)(iii) of the SRC, Rule 28.1(4)(G) Rule 24.1(b)-1(2) of the Securities Regulation Code.</p> <p>Complaint arising from the same day securities trades made by DBP Treasury Group with First Metro Investment Corporation.</p>	Securities and Exchange Commission <i>En Banc</i>	Appeal Memoranda filed by Respondents, awaiting resolution by the Securities and Exchange Commission <i>En Banc</i> .
<p>Criminal and Administrative</p> <p>Violation of Republic Act 3019 (Anti-Graft and Corrupt Practices Act) and Plunder</p> <p>Complaint arising from the approval and implementation by DBP of its Human Resources recommended Business Driven Resource Realignment program.</p>	Office of the Ombudsman	Respective Counter-Affidavits have been filed by Respondents. Awaiting resolution by the Ombudsman.
<p>Administrative Case</p> <p>Violation of Sec. 3 (e) of Republic Act No. 3019 (Anti-Graft and Corrupt Practices Act).</p> <p>Complaint arising from the granting of a loan by DBP to the Province of Marinduque.</p>	Office of the Ombudsman	DBP Board of Directors filed its Position Paper. Awaiting resolution by the Ombudsman.


6. I have the required written or consent from the head of DBP Data Center, Inc. to be an independent director in PILIPINAS SHELL PETROLEUM CORPORATION, pursuant to Office of the President Memorandum Circular No. 17 and Section 12, Rule XVIII of the Revised Civil Service Rules.
7. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC Issuances.
8. I shall inform the Corporate Secretary of PILIPINAS SHELL PETROLEUM CORPORATION of any changes in the abovementioned information within five days from its occurrence.

Done, this 28th day of March 2017, at Makati City.


LYDIA B. ECHAIZ
 Affiant

SUBSCRIBED AND SWORN to before me this 28th day of March 2017 at Makati City, affiant personally appeared before me and exhibited to me her Senior Citizen's Identification Card issued at City of Mandaluyong on 02 October 2007.

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