

# COVER SHEET

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S.E.C. Registration Number				
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[illegible]

(Company's Full Name)

[illegible]

(Business Address, No. Street City/Town/Province)

ATTY. MARK HADRIAN P. GAMO

Contact Person

1	2
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Month

3	1
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Day

17-C

FORM TYPE

+ (632) 3 499 4001

+ (632) 3 499 4001
Company Telephone Number

0	5
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Month

0	9
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Day

2<sup>nd</sup> Tuesday of May  
Annual Meeting per By-laws

CERTIFICATE OF  
PERMIT TO OFFER  
SECURITIES FOR  
SALE DATED 14  
OCTOBER 2016

Secondary License Type, If Applicable

M	S	R	D
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Dept. Requiring this Doc.				
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Amended Articles Number/Section

318

Total No. of Stockholders  
(As of 28 February 2023)

	Total

Domestic

Amount of Borrowings	

Foreign

### Total Amount of Borrowings

**To be accomplished by SEC Personnel concerned**

[illegible]

File Number		

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LCU

[illegible]

Document I. D.

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Cashier

## STAMPS

## STAMPS

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 17-C**

**CURRENT REPORT UNDER SECTION 17  
OF THE SECURITIES REGULATION CODE  
AND SRC RULE 17.2(c) THEREUNDER**

1. 23 March 2023  
Date of Report (Date of earliest event reported)
2. SEC Identification Number 14829    3. BIR Tax Identification No. 000-164-757
4. Shell Pilipinas Corporation  
Exact name of issuer as specified in its charter
5. Taguig City, Metro Manila, Philippines    6.  (SEC Use Only)  
  
Province, country or other jurisdiction    Industry Classification Code:  
of incorporation
7. 41st Floor, The Finance Center, 26th Street corner 9th Avenue  
Bonifacio Global City, Brgy. Fort Bonifacio Taguig City, Metro Manila    1635  
Address of principal office    Postal Code
8. (632) 3 499 4001  
Issuer's telephone number, including area code
9. N/A Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
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Common	1,613,444,202
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11. Indicate the item number reported herein: **Item 9 - Other Events**

## **Item 9 - Other Events**

At the Regular Meeting of the Board of Directors of Shell Pilipinas Corporation (the "Corporation") held on 23 March 2023 in person and via teleconferencing, at which meeting a quorum was present and acting throughout, the following matters were discussed and approved:

1. Appointment of Ms. Jacqueline B. Famorca as Vice President for Lubricants
2. 2022 Audited Financial Statements ("AFS")
3. The Matter of Dividends based on 2022 AFS
4. Bank Mandates
5. Sycip Gorres Velayo and Co. as External Auditors for 2023
6. 2023 Virtual Annual Stockholders' Meeting ("Meeting")
7. Amendment of By-Laws: Change of Corporate Seal to "Shell Pilipinas Corporation"

Regarding item (1), the appointment of Ms. Jacqueline B. Famorca as Vice President for Lubricants was approved by the Board upon the endorsement of the Nomination Committee.

Regarding items (2) and (5), the 2022 AFS and re-appointment of external auditors were approved by the Board upon the endorsement of the Board Audit and Risk Oversight Committee.

On item (3), the Corporation is constrained from declaring dividends on the basis of its unrestricted retained earnings as of 31 December 2022.

On item (6), based on Section 1, Article II of the By-Laws of the Corporation, its annual shareholders' meeting shall be held "*on the second Tuesday in May of each year.*" For 2023, said date falls on 09 May. Moreover, the Meeting will be conducted virtually. Closing of Stock and Transfer Book is set on 12 April 2023 to determine the list of stockholders entitled to the Notice of Annual Stockholders' Meeting. Further details will be disclosed promptly.

On item (7), the Board resolved to amend Article VII, Section 1 of the By-Laws as follows:

### **"ARTICLE VII CORPORATE SEAL**

Section 1. Seal: The corporate seal of the Company, unless otherwise ordered by the Board of Directors, shall be circular in form and shall bear the words:

**SHELL PILIPINAS CORPORATION**  
Est. 1959  
Philippines

When affixed to any instrument the corporate seal of the Company shall be attested by the Secretary or Assistant Secretary."

The same will be submitted for approval by shareholders owning at least two-thirds (2/3) of the outstanding capital stock during the next shareholders' meeting.

### **SIGNATURES**

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

Date: 23 March 2023



**RYAN D. ANDRES**  
Assistant Corporate Secretary