

COVER SHEET

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S.E.C. Registration Number

[illegible]

(Company's Full Name)

[illegible]

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

MARIA LOURDES O. DINO

Contact Person

816-65-01816-65-01
Company Telephone Number

Certificate of Independent Directors

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Month

Day

Fiscal Year

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FORM TYPE

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Month

Day

3rd Tuesday of April
Annual Meeting

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Secondary License Type, If Applicable

C	F	D
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Dept. Requiring this Doc.

Amended Articles Number/Section

359

Total No. of Stockholders

Total Amount of Borrowings

	Total

Domestic

Amount of Borrowing

Foreign

To be accomplished by SEC Personnel concerned

[illegible]

File Number

LCU

LCU

[illegible]

Document I. D.

Cashier

Cashier

STAMPS

STAMPS



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 an Independent Director of Pilipinas Shell Petroleum Corporation.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Please see attached Annex A		

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 and its Implementing Rules and Regulations.
4. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code.
5. I shall inform the corporate secretary of Pilipinas Shell Petroleum Corporation of any changes in the above-mentioned information within five days from its occurrence.

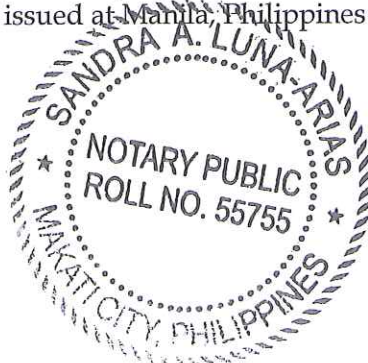
Done, this ____ day of MAY 11 2015, at MAKATI CITY.



Fernando Zobel de Ayala

SUBSCRIBED AND SWORN to before me this MAY 11 2015 day of _____ at MAKATI CITY, affiant personally appeared before me and exhibited to me his/her Passport No. EC1462107 issued at Manila, Philippines on June 23, 2014.

Doc. No. 427 ;
Page No. 87 ;
Book No. IV ;
Series of 2015.

Notarial DST pursuant to
Sec. 138 of the Tax Code
affixed on Notary Public's copy.




SANDRA A. LUNA-ARIAS
Notary Public - Makati City
Appt. No. 286 until December 31, 2016
Attorney's Roll No. 55755
PTR No. 4748077MC; 01-05-2015; Makati City
IBP Lifetime Roll No. 010328
MCLE Compliance No. V-0004781; 12/03/2014
3rd Floor, Tower One & Exchange Plaza
Ayala Triangle, Ayala Avenue
Makati City, Philippines

-ANNEX A-

Directorships of FERNANDO ZOBEL DE AYALA

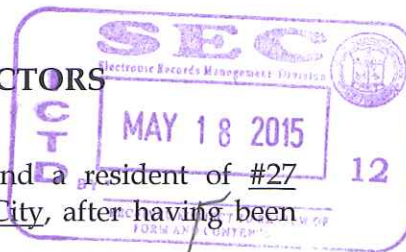
Company/Organization	Position/Relationship	Period of Service
Ayala Corporation	Director, President and COO; Member, Executive Committee and Nomination Committee	1994 to Present
AC Energy Holdings, Inc.	Director, Chairman of the Board of Directors	May 2011 to Present
Accendo Commercial Corporation	Director, Chairman of the Board of Directors	July 2009 to Present
Alabang Commercial Corporation	Director, Chairman of the Board and ExCom	April 1999 to Present
Asiacom Philippines, Inc.	Director	April 2002 to Present
Aurora Properties, Inc.	Director, Vice-Chairman of the Board	April 1996 to Present
Liontide Holdings, Inc. (formerly Ayala DBS Holdings, Inc.)	Director, Chairman of the Board	December 2000 to Present
Ayala Foundation, Inc.	Trustee, Co Chairman of the Board of Trustees; Chairman of the Executive Committee	1990 to Present
AC International Finance Limited	Director, Chairman of the Board	May 1995 to Present
Ayala International Holdings Limited	Director	October 1999 to Present
Ayala Land, Inc.	Director, Chairman of the Board & Executive Committee, Member, Nomination Committee and Personnel and Compensation Committee	1999 to present
Bank of the Philippine Islands	Director, Vice Chairman of the Board and Executive Committee; Chairman, Personnel and Compensation Committee; Member of Trust Committee and Nomination Committee	1994 to present
BPI Foundation	Chairman, Board of Trustees	May 1999 to Present

Ceci Realty, Inc.	Director, Vice Chairman of the Board	2006 to Present
Globe Telecom, Inc.	Director; Member of Compensation and Remuneration Committee and Finance Committee	1995 to Present
Hero Foundation, Inc.	Director, Chairman of the Board of Directors	2009 to Present
Honda Cars Philippines, Inc.	Director	
Integrated Micro-Electronics, Inc.	Director, Chairman of Nomination Committee	1995 to Present
Isuzu Philippines Corp.	Director	
LiveIt Investments, Ltd.	Director	2013 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
Vesta Property Holdings, Inc.	Director, Vice Chairman of the Board	2005 to Present
Columbus Holdings, Inc.	Vice Chairman, Board of Directors	2006 to Present
Emerging City Holdings, Inc.	Vice Chairman, Board of Directors	2006 to Present
Fort Bonifacio Development Corporation	Vice Chairman, Board of Directors	2006 to Present
Bonifacio Land Corporation	Vice Chairman, Board of Directors	2005 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	
Kapit Bisig para sa Ilog Pasig	Director of the Advisory Board	
Pilipinas Shell Foundation	Director	
National Museum	Member, Board of Trustees	

Asia Society	Board of Trustee	
Harvard Club of the Philippines	Member	
Makati Business Club	Member	
Management Association of the Philippines	Member	
Philippine-Singapore Business	Member	
INSEAD East Asia Council	Member	
World Presidents' Organization	Member	
Manila Peninsula	Director	

-NOTHING FOLLOWS-

CERTIFICATE OF INDEPENDENT DIRECTORS



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 an Independent Director of Pilipinas Shell Petroleum Corporation.

2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Buenaventura Echauz and Partners, Inc.	Chairman	2001-present
DMCI Holdings, Inc.	Vice Chairman	1995-present
iPeople Inc	Director	2002-present
Concepcion Industrial Corp.	Director	2014-present
Pilipinas Shell Foundation Inc	Founding chairman	1982-present
Semirara Mining and Power Corp.	Director	1997-present
Petroenergy Resources Corp.	Director	1995-present
Manila International Airport Authority	Director	2010-present
Mitsubishi Hitachi Power Systems (Philippines) Inc	Director	1997-present
DM Construction Inc	Director	1995-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 and its Implementing Rules and Regulations.

4. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code.

5. I shall inform the corporate secretary of Pilipinas Shell Petroleum Corporation of any changes in the above-mentioned information within five days from its occurrence.

Done, this MAY 15 2015, at MAKATI CITY.

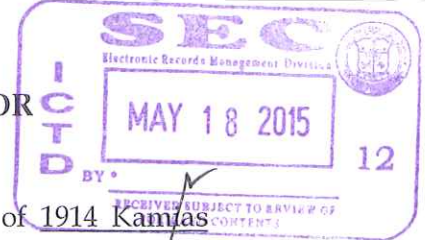
Affiant

SUBSCRIBED AND SWORN to before me this MAY 15 2015 day of MAKATI CITY, affiant personally appeared before me and exhibited to me his/her Passport No. EC1421010 issued at DFA Manila on 17 June 2014.

Doc. No. 426;
Page No. 87;
Book No. V;
Series of 2015

CHARLES EDWARD MACK CHENG
NOTARY PUBLIC FOR & IN MAKATI CITY
156 VALERO ST., SALCEDO VILLAGE, MAKATI CITY
ROLL NO. 55255
IBP NO. 011511-MAKATI CHAPTER-LIFETIME
UNTIL DEC. 31, 2015/APPOINTMENT NO. M-144
PTF. NO. MKT4753943 MAKATI CITY 08 JANUARY 2015
MCLE COMPLIANCE IV-0022121/07 OCTOBER 2013

CERTIFICATION OF INDEPENDENT DIRECTOR



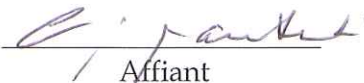
I, **Cesar B. Bautista**, Filipino, of legal age and a resident of 1914 Kamias Street, Dasmarinas Village, Makati City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am an Independent Director of Pilipinas Shell Petroleum Corporation.
2. I am affiliated with the following companies or organizations:

Company/Organization	Position/Relationship	Period of Service
Steelasia Manufacturing Corp	Director	Since 2014
Philratings Services Inc	Director	Since 2006
Institute of Corp Directors	Trustee	Since 2004
First Phil Holdings Corp	Director	Since 2007
Phinma Inc.	Director	Since 2007
International Chamber of Commerce(Phil)	Chairman	Since 2014
Maxicare Healthcare Inc.	Director	Since 2008
CIBI Information Inc.	Chairman	Since 2008
St. James Ventures, Inc.	Chairman	Since 2005
D&L Industries, Inc.	Director	Since 2012


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 and its Implementing Rules and Regulations.
4. I shall faithfully and diligently comply with my duties and responsibilities as Independent Director under the Securities Regulation Code.
5. I shall inform the corporate secretary of Pilipinas Shell Petroleum Corporation of any changes in the above-mentioned information within five days from its occurrence.

Done, this MAY 15 2015 day of MAKATI CITY.


Affiant

SUBSCRIBED AND SWORN to before me this MAY 15 2015 day of MAKATI CITY, affiant personally appeared before me and exhibited to me his/her Passport No. EB5886320 issued at DFA Manila on 10 July 2012.

Doc. No. 427 ;
Page No. 87 ;
Book No. V ;
Series of 2015


CHARLES EDWARD MACK CHENG
NOTARY PUBLIC FOR & IN MAKATI CITY
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