

COVER SHEET

1	4	8	2	9					
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S.E.C. Registration Number

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

(Company's Full Name)

1	5	6		V	A	L	E	R	O		S	T		S	A	L	C	E	D	O		V	I	L	L	A	G	E
M	A	K	A	T	I		C	I	T	Y																		

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

ATTY. CHARLES EDWARD M. CHENG

Contact Person

+632 4994870 / +639199994582

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.

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Amended Articles Number/Section

3	6	6
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Total No. of Stockholders

Total Amount of Borrowings

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Domestic

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Foreign

To be accomplished by SEC Personnel concerned

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File Number

LCU

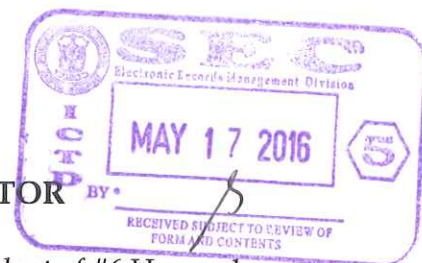
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Document I. D.

Cashier

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 16 2016, at MAKATI CITY.

Fernando Zobel de Ayala

SUBSCRIBED AND SWORN to before me this ____ day of MAY 16 2016 at MAKATI CITY, affiant personally appeared before me and exhibited to me his/her PASSPORT issued at DFA, Manila on 8 December 2015

#ECG148225

Doc. No. 409;
Page No. 83;
Book No. XV;
Series of 2016.

RUBEN 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, 2016/APPOINTMENT NO. M-445
PTR NO. MKT5330396 MAKATI CITY 08 JANUARY 2016
MCLE COMPLIANCE V-0016411 22 MARCH 2016

Directorships of FERNANDO ZOBEL DE AYALA

Company/Organization	Position/Relationship	Period of Service
Ayala Corporation	Director and Member, Executive Committee President and COO Member, Nomination Committee	1994 to Present 2006 to Present 2002 to Present
AC Energy Holdings, Inc.	Director, Chairman of the Board of Directors	May 2011 to Present
AC Infrastructure Holdings Corporation	Director	October 1, 2014 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
Automobile Central Enterprises, Inc.	Director, Chairman of the Board	January 31, 2013 to Present
Ayala Automotive Holdings Corporation	Director, Chairman of the Board	December 4, 2014 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
Ayala Group Club, Inc.	Director, Co-Chairman of the Board	March 4, 2015 to Present
Ayala Retirement Fund Holdings, Inc.	Director	August 2010 to Present
Ayala Education, Inc.	Director	September 2014 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 Inc.	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	
Livelt 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
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 Trustees	
Asia Philanthropy Circle	Member, Board of Trustees	
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:

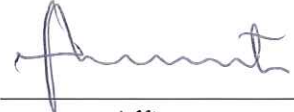
Company/Organization	Position/Relationship	Period of Service
Buenaventura Echauz and Partners, Inc.	Chairman	2001-present
DMCI Holdings, Inc.	Vice Chairman	1995-present
iPeople Inc	Director	2002-present
Concepcion Industrial Corp.	Director	2014-present
Pilipinas Shell Foundation Inc	Founding chairman	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	Chairman	1997-present
DM Consunji 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 ____ day of MAY 13 2016, at MAKATI CITY.



Affiant

SUBSCRIBED AND SWORN to before me this _____ day of MAY 13 2016
at MAKATI CITY, affiant personally appeared before me and exhibited to me
his/her Passport # EC1421010 issued at DFA MQ. on 17 JUNE 2014.

Doc. No. 403 ;
Page No. 82 ;
Book No. XV ;
Series of 2016


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