

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 and have been its independent director since 2012.¹
2. I am affiliated with the following companies or organizations (including Government-Owned and Controlled Corporations):

COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
Ayala Corporation	Director and Member, Executive Committee	1994 to Present
	President & Chief Operating Officer	2006 to Present
	Member, Finance Committee	2016
AC Energy Inc.	Director, Chairman of the Board of Directors	May 2011 to Present
AC Infrastructure Holdings Corporation	Director	01 October 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 of Directors and Executive Committee	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 of Directors	31 January 2013 to Present
AC Industrial Technology Holdings Inc.	Director, Chairman of the Board of Directors	04 December 2014 to August 2016
	Director, Vice-Chairman	August 2016 to present
Liontide Holdings, Inc. (formerly Ayala DBS Holdings, Inc.)	Director, Chairman of the Board of Directors	December 2000 to Present
Ayala Foundation, Inc.	Trustee, Co-Chairman of the Board of Trustees; Chairman, Executive Committee	1990 to Present
Ayala Group Club, Inc.	Director, Co-Chairman of the Board	04 March 2015 to Present
Ayala Retirement Fund Holdings, Inc.	Director	August 2010 to Present

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.

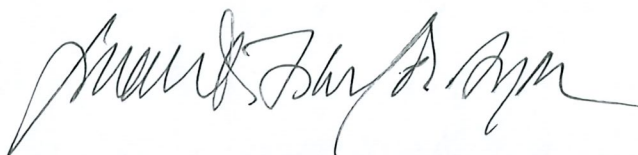
COMPANY/ORGANIZATION	POSITION/RELATIONSHIP	PERIOD OF SERVICE
AC Education, Inc.	Director	September 2014 to Present
AC International Finance Limited	Director, Chairman of the Board	May 1995 to Present
AC Ventures Holdings Corp. (formerly Water Capital Works)	Director	2017 to Present
AG Holdings Limited	Director	October 1999 to Present
Ayala Healthcare Holdings, Inc.	Director, Chairman of the Board	November 2015 to present
Ayala International Holdings Limited	Director	October 1999 to present
Ayala International Pte Ltd	Director	
Ayala Land, Inc.	Director, Chairman of the Board and Executive Committee; Member, Nomination Committee and Personnel and Compensation Committee	1999 to Present
ALI ETON Property Development Corp	Vice Chairman, Board of Directors Chairman of the Board	June 2016 to July 2018 July 2018 to Present
Bank of the Philippine Islands	Director, Vice Chairman of the Board and Executive Committee; Chairman, Personnel and Compensation Committee; Member, Nomination Committee	1994 to Present
BPI Asset Management and Trust Corporation	Member	2016
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	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

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 In its <i>Resolution</i> dated 22 February 2017, the Office of the City Prosecutor of Manila dismissed the Complaint for lack of probable cause.
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 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 3rd day of April 2019, at Makati City.



FERNANDO ZOBEL DE AYALA
Affiant

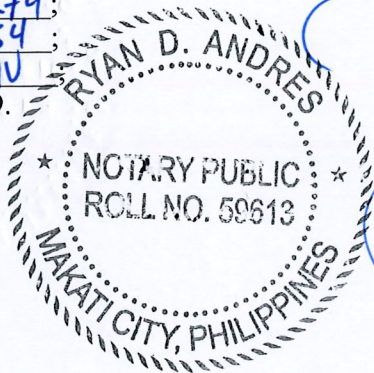
SUBSCRIBED AND SWORN to before me this 3rd day of March 2019 at Makati City, affiant personally appeared before me and exhibited to me his Phil. Passport #EC 6148225 issued at DFA Manila on 8 Dec. 2015

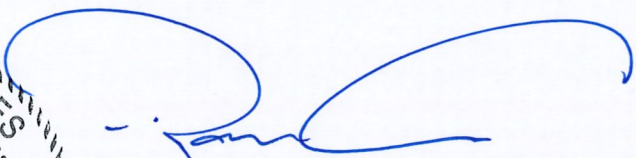
Doc. No. 274;

Page No. 54;

Book No. IV

Series of 2019.




RYAN D. ANDRES
NOTARY PUBLIC FOR & IN MAKATI CITY
156 VALERO ST., SALCEDO VILLAGE, MAKATI CITY
ROLL NO. 59613 | IBP NO. 019905 - PPLM CHAPTER - LIFETIME
UNTIL DEC. 31, 2019 / APPOINTMENT NO. M-230
PTR NO. MKT-7395214 MAKATI CITY 31 JANUARY 2019
MCLE COMPLIANCE V-0020299 / 11 APRIL 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 Echauz and Partners Inc	Chairman	2001 to Present
Concepcion Industrial Corporation	Independent Director	2014 to Present
International Container Terminal Services, Inc.	Independent Director	2019 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	Independent Director	1995 to Present
Semirara Mining and Power Corporation	Director	1997 to Present
iPeople Inc	Independent Director	2002 to Present
Pilipinas Shell Foundation, Inc.	Chairman	1982 to Present

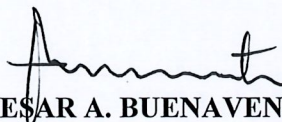
3. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of PILIPINAS SHELL PETROLEUM CORPORATION, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
4. I am not related to any 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):

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
Complaint for violation of Article 365 of the Revised Penal Code	Department of Justice	Counter-Affidavit Filed on 19 December 2011 In the <i>Resolution</i> dated 22 February 2017, the Office of the City Prosecutor of Manila dismissed the Complaint for lack of probable cause.
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.

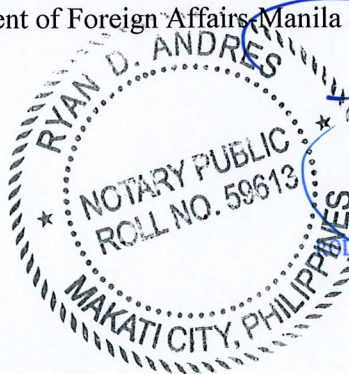
6. I shall faithfully and diligently comply with my duties and responsibilities as independent director under the Securities Regulation Code and its implementing Rules and Regulations, Code of Corporate Governance and other SEC Issuances.
7. I shall inform the Corporate Secretary of PILIPINAS SHELL PETROLEUM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

Done, this 29th day of March 2019, at Makati City.


CESAR A. BUENAVENTURA
 Affiant

SUBSCRIBED AND SWORN to before me this 29th day of March 2019 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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 Page No. 53;
 Book No. IV;
 Series of 2019.



RYAN D. ANDRES
 NOTARY PUBLIC FOR & IN MAKATI CITY
 56 VALERO ST., SALCEDO VILLAGE, MAKATI CITY
 NO. 59613 | OBP NO. 019905-PPLM CHAPTER-LIFETIME
 UNTIL DEC. 31, 2019 / APPOINTMENT NO. M-230
 PTR NO. MKT: 7395217 MAKATI CITY 31 JANUARY 2019
 MCLE COMPLIANCE V-0020299 / 11 APRIL 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 an independent director of PILIPINAS SHELL PETROLEUM CORPORATION and have been its independent director since 2017;
2. I am affiliated with the following companies or organizations:

COMPANY ORGANIZATION	POSITION	PERIOD OF SERVICE
SM Foundation, Inc.	Trustee	Since 1996
FERN Realty Corporation	Director	Since 2002
Metro Pacific Investments Corp. (a publicly listed company)	Independent Director	Since 2009
PLDT Beneficial Trust Fund	Trustee	Since 2010
Philstar Group	Director	Since 2013
Global Business Power Corporation	Director	Since 2013
Felicidad Sy Foundation, Inc.	Director	Since 2014
Henry Sy Foundation, Inc.	Trustee	Since 2014
Riverside College, Inc.	Director	Since 2015
Museo del Galeon, Inc.	Trustee	Since 2015
Akademyang Filipino Association, Inc.	Trustee	Since 2015
NBS College	Director	Since 2017
D&L Industries, Inc. (a publicly listed company)	Independent Director	Since 2017
Superior Parañaque Homes, Inc	Director	Since 2018
Bancholders, Inc.	Director	Since 2018

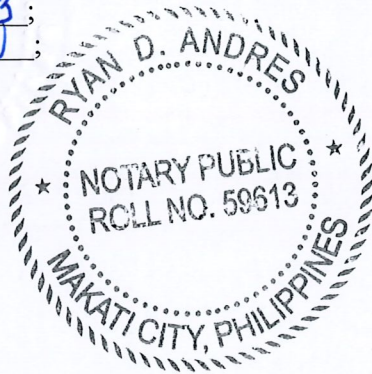
3. I am not affiliated with a government agency or Government-Owned and Controlled Corporation.
4. I possess all the qualifications and none of the disqualifications to serve as an Independent Director of PILIPINAS SHELL PETROLEUM CORPORATION, as provided for in Section 38 of the Securities Regulation Code, its Implementing Rules and Regulations and other SEC issuances.
5. 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.
6. I am not subject of pending criminal / administrative investigation or proceeding.
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 29th day of March 2019, at Makati City.

Lydia B. Echaуз
LYDIA B. ECHAUZ
Affiant

SUBSCRIBED AND SWORN to before me this 29th day of March 2019 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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Page No. 53 ;
Book No. W ;
Series of 2019.



RYAN D. ANDRES
NOTARY PUBLIC FOR & IN MAKATI CITY
156 VALERO ST., SALCEDO VILLAGE, MAKATI CITY
ROLL NO. 59613 | IBP NO. 019905-PPLM CHAPTER-LIFETIME
UNTIL DEC. 31, 2019/APPOINTMENT NO. M-230
PTR NO. MKT 7206249 MAKATI CITY 9 JANUARY 2017
MCLE COMPLIANCE V-0020299/11 APRIL 2016

CERTIFICATION OF INDEPENDENT DIRECTOR

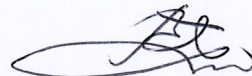
I, **ROY EDUARDO T. LUCERO**, Filipino, of legal age, and a resident of 12 Gen. Lukban Street, Antonio Village, Barangay San Antonio, Pasig City, after having been duly sworn to in accordance with law do hereby declare that:

1. I am a nominee for independent director of PILIPINAS SHELL PETROLEUM CORPORATION.
2. I am affiliated with the following companies or organizations:

COMPANY/ ORGANIZATION	POSITION	PERIOD OF SERVICE
Marvel Trucking Solutions, Inc.	President/Director	2018 to present
Fidel Logistics, Inc.	Vice Chairman	2018 to present
Institute of Corporate Directors	Fellow	2010 to present
Integral Chemicals Corp.	Director	2009 to present
Vacphil Rubber Corporation	Director	2005 to present
L.C. Realty Corporation	President/Director	1985 to present

3. I am not affiliated with a government agency or Government-Owned and Controlled Corporation.
4. 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.
5. 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.
6. To the best of my knowledge, I am not the subject of any pending criminal or administrative investigation or proceeding.
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 4th day of April 2019, at Makati City.



ROY EDUARDO T. LUCERO
Affiant

SUBSCRIBED AND SWORN to before me this 4th day of April 2019 at Makati City, affiant personally appeared before me and exhibited to me his PR. Receipt # P85204307 issued at DFA VER EAST on 29, Aug, 2018

Doc. No. 563 ;
Page No. 95 ;
Book No. XXVI ;
Series of 2019.


ERWIN R. OROCIO
NOTARY PUBLIC FOR & IN MAKATI CITY
156 VALERO ST., SALCEDO VILLAGE, MAKATI CITY
ROLL NO. 41990 | IBP NO. 05608 - RIZAL CHAPTER - LIFETIME
UNTIL DEC. 31, 2019 / APPOINTMENT NO. M-229
PTR NO. MKT 7895216 MAKATI CITY 31 JANUARY 2019
MCLE COMPLIANCE V-0024457 / 06 DECEMBER 2016



CERTIFICATION


This is to certify that as of date, based on the corporate records in our custody, none of the following directors and officers of **PILIPINAS SHELL PETROLEUM CORPORATION** is employed with the government of the Republic of the Philippines:

1. Asada Harinsuit	Non-Executive Director/ Chairman of the Board
2. Cesar G. Romero	Director/ President and Chief Executive Officer
3. Cesar A. Buenaventura	Independent Director
4. Fernando Zobel de Ayala	Independent Director
5. Lydia B. Echauz	Independent Director
6. Nina D. Aguas	Non-Executive Director
7. Mona Lisa Bautista Dela Cruz	Non-Executive Director
8. Anabil Dutta	Non-Executive Director
9. Rolando J. Paulino, Jr.	Non-Executive Director
10. Jose Jerome R. Pascual, III	Director/ Treasurer/ Vice President - Finance/Chief Risk Officer
11. Anthony Lawrence D. Yam	Director/ Vice President - Retail
12. Jan-Peter Groot Wassink	Vice President -Manufacturing
13. Ramon D. Del Rosario	Vice President - External Relations/ Government Relations
14. Carlo D. Zandueta	Vice President -Human Resources
15. Jannet C. Regalado	Vice President -Legal/Chief Compliance Officer
16. Dennis Evaristo C. Javier	Vice President -Wholesale Commercial Fuels
17. Reynaldo P. Abilo	Corporate Assurance Manager
18. Erwin R. Orocio	Corporate Secretary
19. Ellie Chris C. Navarra	Assistant Corporate Secretary

This certification is being issued to attest to the truth of the foregoing statement and for whatever other legal purpose it may serve.

Makati City, Metro Manila, 4th day of April 2019.

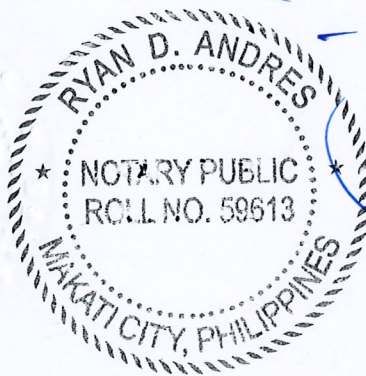
CERTIFIED CORRECT:


ERWIN R. OROCIO
Corporate Secretary

SUBSCRIBED AND SWORN TO BEFORE ME, this 4th day of April 2019 at Makati City, affiant exhibiting to me competent evidence of his identification:

Name	Community Tax Certificate		Competent Evidence of Identification	
	Number	Date/Place Issued	Type/Number	Date/Place Issued
ERWIN R. OROCIO	08731998	07 February 2019 / Tanauan City	SSS398767385	

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NOTARY PUBLIC

RYAN D. ANDRES
NOTARY PUBLIC FOR & IN MAKATI CITY
156 VALERO ST., SALCEDO VILLAGE, MAKATI CITY
ROLL NO. 59613 | IBP NO. 019905-PPLM CHAPTER-LIFETIME
UNTIL DEC. 31, 2019/APPOINTMENT NO. M-230
PTR NO. MKT 739847 MAKATI CITY 21 JANUARY 2019
MCLE COMPLIANCE V-0020299/11 APRIL 2016