

COVER SHEET

1 4 8 2 9

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)

I 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

1 2

Month

3 1

Day

Fiscal Year

Definitive Information Statement

2 0 - I S

FORM TYPE

0 4

Month

1 6

Day

Annual General Meeting
as per By-Laws

Secondary License Type, If Applicable

C F D

Dept. Requiring this Doc.

Amended Articles Number/Section

362

Total No. of Stockholders

Total Amount of Borrowings

Domestic

Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I. D.

Cashier

STAMPS

PILIPINAS SHELL PETROLEUM CORPORATION
NOTICE OF ANNUAL STOCKHOLDERS' MEETING

NOTICE IS HEREBY GIVEN that the annual meeting of the stockholders of PILIPINAS SHELL PETROLEUM CORPORATION will be held at Shell House, 156 Valero Street, Salcedo Village, Makati City at 9:00 A.M. on 12 May 2016, for the following purposes:

A G E N D A

- (1) Approval of Minutes of the Annual Stockholders' Meeting held on 12 May 2015
- (2) President's Report and Business Direction
- (3) Audited Accounts
- (4) Approval/Ratification of the Acts of the Board, Board Committees and Management
- (5) Election of Directors
- (6) Appointment of Auditors
- (7) Any Other Business.

Makati City, 11 April 2016.

FOR THE BOARD OF DIRECTORS

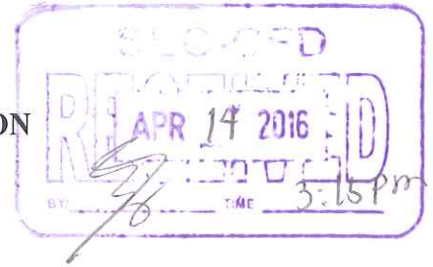

ERWIN R. OROCIO
Corporate Secretary

**WE ARE NOT SOLICITING YOUR PROXY.
YOU NEED NOT SEND US A PROXY.**

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 20-IS

Information Statement Pursuant to the
Securities Regulation Code (SRC) Section 20



1. Check the appropriate box

_____ Preliminary Information Sheet

 X Definitive Information Sheet

2. Name of Registrant as specified in its Charter:

Pilipinas Shell Petroleum Corporation

3. Province, country and other jurisdiction of incorporation or organization:

Makati City, Philippines

4. SEC Identification Number:

14829

5. BIR Tax Identification Code:

000-164-757

6. Address of principal office:

Shell House, No. 156 Valero Street, Salcedo Village, Brgy. Bel-Air, Makati City 1227

7. Registrant's telephone number, including area code:

(632) 816-6501 / 1227

8. The Annual Stockholders' Meeting is scheduled on **12 May 2016 at 9:00a.m., Shell House, 156 Valero Street, Salcedo Village, Makati City**

9. Approximate date on which the Information Statement is to be first sent or given to security holders:

12 April 2016

11. Securities registered pursuant to Sections 8 and 12 of the SRC

Not Applicable.

12. Are any or all *Corporation's* securities listed on the Philippine Stock Exchange?

_____ Yes X No

PART I.

INFORMATION REQUIRED IN INFORMATION STATEMENT

A. GENERAL INFORMATION

Item 1. Date, Time and Place of Meeting of Security Holders

- (a) The Annual Stockholders' Meeting (ASM) of Pilipinas Shell Petroleum Corporation ("Corporation") has been set on the date, time and place indicated below:

Date: 12 May 2016

Time: 9:00 a.m.

Place: Boardroom, 14th Floor, Shell House, 156 Valero Street, Salcedo Village, Makati City

The mailing address of the principal office of the Corporation is:

Pilipinas Shell Petroleum Corporation
Shell House, 156 Valero Street, Salcedo Village
Makati City 1227

The approximate date on which the information statement forms are to be sent or given to the security holders is 12 April 2016. The distribution of the information statement shall be made in CD format. All required permits from the Optical Media Board (OMB) for the distribution of the information statement in CD format have been secured.

Proxy Solicitation: We are not soliciting for proxy.

Item 2. Dissenter's Right of Appraisal

There are no matters or proposed corporate actions which may give rise to a possible exercise by security holders of their appraisal rights under Title X of the Corporation Code of the Philippines.

Item 3. Interest of Certain Persons in or Opposition to Matters to be Acted Upon

- (a) No current director or officer of the Corporation, or nominee for election as director of the Corporation or any of their associate, has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon other than election to office.
- (b) No director has informed the Corporation in writing that he intends to oppose any action to be taken by the Corporation at the meeting.

B. CONTROL AND COMPENSATION INFORMATION

Item 4. Voting Securities and Principal Holders Thereof

- (a) No. of Common Shares Outstanding as of 23 March 2016: 1,585,944,202

Number of Votes Entitled: One (1) vote per share

- (b) All stockholders of record as of 23 March 2016 are entitled to vote at the Annual Stockholders' Meeting.
- (c) Manner of Voting

Article II, Sections 6 and 7 of the Amended By-Laws of the Corporation provide as follows:

“Section 6. **Voting:** At every meeting of the stockholders of the Company, every stockholder entitled to vote shall be entitled to one vote for each share of stock standing in his name on the books of the Company and may vote either in person or by proxy duly given in writing in favor of another person who need not be a stockholder and presented to the Secretary for inspection and record at or prior to the opening of the meeting provided, however, that at all meetings for the election of Directors the shares of stock shall be voted as provided in the Corporation Law. No proxy bearing a signature which is not legally acknowledged, if unrecognized by the Secretary, shall be recognized at any meeting.

Section 7. **Election of Directors:** The election of Directors shall be held at the Annual Meeting of the stockholders in each year and shall be conducted in the manner provided by the Corporation Law, and with such formalities and machinery as the Officer presiding at the meeting shall then and there determine.”

(d) Security Ownership of Certain Record and Beneficial Owners and Management as of 23 March 2016 (information required by Part IV paragraph (C) of “Annex C” to the extent known by the persons on whose behalf the solicitation is made).

1) Security Ownership of Certain Record and Beneficial Owners (of more than 5%) of Common Shares as of 23 March 2016:

Title of Class	Name, Address of Record Owner and Relationship with Issuer	Name of Beneficial Owner and Relationship with Record Owner	Citizenship	No. of Shares	Percent
Common	Shell Overseas Investments B.V. Carel van Bylandtlaan 30, 2598 HR the Hague The Netherlands - Parent Company	Beneficial and Record Owner	Dutch	1,081,364,501	68.18%
Common	The Insular Life Assurance Company, Ltd. The Insular Life Bldg., Ayala Avenue cor. Paseo de Roxas, Makati City - Shareholder	Beneficial and Record Owner	Filipino	310,078,999	19.55%
Common	Spathodea Campanulata Inc. General Aviation Center Domestic Airport Compound Pasay City - Shareholder	Beneficial and Record Owner	Filipino	81,551,154	5.14%

The stockholders who hold more than 5% ownership are:

(i) Shell Overseas Investments B.V.

Shell Overseas Investments B.V. operates as a holding company and is based in The Hague, the Netherlands. It is owned 100% by Shell Petroleum N.V. (SPNV).

Mr. Anthony Lawrence D. Yam, and in his absence, Mr. Shaiful B. Zainuddin, and in his absence, Mr. Eduard Geus are the proxy holders who shall vote the shares of this stockholder.

(ii) The Insular Life Assurance Company Limited

The Insular Life Assurance Company Limited is engaged in carrying out the business of life assurance in all its branches and in particular, the grant or effect of assurances of all kinds for payment of money by way of single payment or by several payments or by way of immediate or deferred annuities upon the death of or upon the attaining a given age by any person or persons or upon the birth or failure of issue or subject to or upon a fixed or certain date irrespective of any such event or contingency

The Chief Executive Officer, Ms. Nina D. Aguas, or Assistant Manager to the Executive Vice President, Ms. Mona Lisa B. Dela Cruz, is the proxy holder who shall vote the shares of this stockholder.

(iii) Spathodea Campanulata Inc.

Spathodea Campanulata Inc. is a domestic corporation whose primary purpose is to acquire by purchase, exchange, assignment, gift or otherwise, and hold, own and use for investment or otherwise, and to sell, assign, transfer, exchange, mortgage, pledge, traffic and deal in and with and otherwise to enjoy and dispose of, any bonds, debentures, promissory notes, shares of capital stocks, or other securities or obligation's, created, negotiated or issued by any corporation, association or other entity, foreign or domestic and in real and personal property of all kinds in the same manner and to the extent as a juridical person might, could or would do, and while the owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to receive, collect, and dispose of, any and, all dividends, interest and income, derived therefrom and the right to vote on any shares of the capital stock, and upon any bonds, debentures, or other securities, having voting power as owned, and to issue proxies for said purposes, but only to extent permitted by law, provided it shall not act as brokers or dealers in securities.

Mr. Carlos R. Araneta is the proxy holder who shall vote the shares of this stockholder.

2) Security Ownership of Directors and Management as of 23 March 2016:

TYPE OF CLASS	NAME OF BENEFICIAL OWNER	POSITION	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP	NATIONALITY	PERCENTAGE
Common	Edgar O. Chua	Director/Chairman & President	53 (direct)	Filipino	0.0000032%
Common	Shaiful B. Zainuddin	Director /Treasurer/ VP- Finance	1 (direct)	Malaysian	0.00000014%
Common	Fernando Zobel de Ayala	Director	1 (direct)	Filipino	0.00000014%
Common	Nina D. Aguas	Director	39 (direct)	Filipino	0.0000025%
Common	Anabil Dutta	Director	1 (direct)	Indian	0.00000014%
Common	Mona Lisa Bautista Dela Cruz	Director	7 (direct)	Filipino	0.00000043%
Common	Cesar A. Buenaventura	Director	1 (direct)	Filipino	0.00000014%
Common	Eduard R. Geus	Director/VP – Manufacturing	1 (direct)	Dutch	0.00000014%
Common	Anthony Lawrence D. Yam	Director/VP- Retail	1 (direct)	Filipino	0.00000014%

Common	Sebastian Cortez Quiniones, Jr.	Director	1 (direct)	Filipino	0.00000014%
	Ramon Del Rosario	VP - Communications	None	Filipino	Not Applicable
	Homer Gerrard L. Ortega	VP-Human Resources	None	Filipino	Not Applicable
	Dennis G. Gamab	VP – Trading and Supply	None	Filipino	Not Applicable
	Atty. Jannet C. Regalado	VP-Legal	None	Filipino	Not Applicable
	Atty. Erwin R. Orocio	Corporate Secretary	None	Filipino	Not Applicable
	Atty. Charles Edward M. Cheng	Asst. Corporate Secretary	None	Filipino	Not Applicable
Security Ownership of all Directors and Officers			106		0.0000067%

None of the members of the Corporation's directors and management owns 2.0% or more of the outstanding capital stock of the Corporation.

3) Voting Trust Holders of 5% or More

The Corporation knows of no person holding more than 5% of common shares under a voting trust or similar agreement.

4) Changes in Control

There are no arrangements which may result in a change in control of the registrant.

(c) No change in control of the registrant has occurred since the beginning of its last fiscal year.

Item 5. Directors and Executive Directors

(a)(1) Annex "C" Part IV, Paragraph A

(i) Directors and Executive Officers

There are ten (10) members of the Board, two (2)¹ of whom are independent directors. The members of the Board of Directors are elected at the general meeting of stockholders, and shall hold office for a term of one (1) year or until their successors shall have been elected and qualified. A director who was elected to fill any vacancy holds office only for the unexpired term of his predecessor.

The Officers of the Corporation, unless removed by the Board of Directors, shall serve as such until their successors are elected or appointed.

¹ Cesar B. Bautista, an Independent Director, passed away on 09 December 2015 and his replacement has yet to be elected/appointed.

The following are the incumbent directors and officers of the Corporation:

Name	Age	Citizenship	Position
Edgar O. Chua	59	Filipino	Director/Chairman & President
Fernando Zobel de Ayala	55	Filipino	Independent Director
Cesar A. Buenaventura	86	Filipino	Independent Director
Nina D. Aguas	63	Filipino	Director
Mona Lisa B. Dela Cruz	58	Filipino	Director
Anabil Dutta	48	Indian	Director
Shaiful B. Zainuddin	50	Malaysian	Director/Treasurer
Anthony Lawrence D. Yam	51	Filipino	Director/VP-Retail
Eduard Geus	50	Dutch	Director/VP-Manufacturing
Sebastian C. Quiniones, Jr.	56	Filipino	Director
Ramon Del Rosario	56	Filipino	VP-Communications
Homer Gerrard L. Ortega	49	Filipino	VP-Human Resources
Dennis G. Gamab	51	Filipino	VP-Trading and Supply
Atty. Jannet C. Regalado	53	Filipino	VP-Legal
Atty. Erwin R. Orocio	45	Filipino	Corporate Secretary
Atty. Charles Edward M. Cheng	34	Filipino	Asst. Corporate Secretary

Nominees for Election as Members of the Board of Directors

The names of persons listed below are expected to be nominated as Members of the Board of Directors for the ensuing calendar year.

Messrs. Fernando Zobel de Ayala, and Cesar A. Buenaventura, who are all incumbent independent directors, will be nominated anew by stockholder Mr. Edgar O. Chua, who is also the Chairman and President of the Corporation. They have continuously possessed the qualifications and none of the disqualifications of an independent director from the time they were first elected as such. The nominees for independent directors are not related to Mr. Edgar O. Chua.

In compliance with the Securities & Exchange Commission (SEC) Notice dated October 20, 2006, the Corporation will submit updated Certifications of Qualification for the Independent Directors within thirty (30) days from their election.

Nominations of all directors of the Corporation follow the process and procedures of the Board Nomination Committee approved by the Corporation's Board and submitted to the SEC. The members of the Board Nomination Committee are Messrs. Cesar A. Buenaventura (Independent Director and Chairman of the Nominations Committee), Edgar O. Chua, Homer Gerrard L. Ortega (VP-Human Resources and Non-Voting Member) and Jannet C. Regalado.

Final list of nominees for the Board of Directors for 2016 to 2017 is as follows:

The final list of nominees, including the independent directors, as endorsed by the Nomination Committee, to the Board of Directors of the Corporation for the ensuing year are:

Edgar O. Chua (Filipino)	Mona Lisa Bautista Dela Cruz (Filipino)
Cesar A. Buenaventura (Filipino)	Shaiful B. Zainuddin (Malaysian)
Fernando Zobel de Ayala (Filipino)	Anthony Lawrence D. Yam (Filipino)
Anabil Dutta (Indian)	Sebastian Cortez Quiniones, Jr. (Filipino)
Nina D. Aguas (Filipino)	Eduard Rudolf Geus (Dutch)

Below are the profiles of current members of the Board of Directors and the new nominees to the Board seats:

Edgar O. Chua (59 years old, Filipino) – has been a Director of the Corporation since 1998. He is the current Chairman and President of the Corporation. He is also a director and the President of the various Shell companies in the Philippines. He served the Corporation as: GM – Consumer Markets (Commercial OP

East) from 2001 to 2003; GM – Commercial Marketing (ASEAN+) from 1999 to 2000; VP – Marketing from 1998 to 1999; GM – Marketing in 1998; GM of the Shell Company of Cambodia from 1995 to 1997; Energy Demand Analyst, Group Planning for SIPC from 1993 to 1995; Supply Planning & Trading Manager from 1991 to 1993; Lubricants Manager from 1989 to 1991; Consumer Development & Services Manager in 1988; Economics Assistant in the Supply Trading Department from 1986 to 1988; Inventory Management & Manila Movements Assistant from 1985 to 1986; General Auditor in 1985; Internal Auditor from 1983 to 1985. He is a director of joint venture companies wherein the Corporation has investment. He is currently an Independent Director at Energy Development Corporation (EDC) and Integrated Micro Electronics Inc. at IMI (IMI). He also serves in the Advisory Board of Coca-Cola FEMSA Philippines, Globe Telecom, Inc. and Mitsubishi Motors Philippines, Inc. He received a Bachelor of Science in Chemical Engineering degree from the De La Salle University in 1978. He was born on the 9th of October 1956.

Fernando Zobel de Ayala (55 years old, Filipino) – has been an Independent Director of the Corporation for more than five years. He is the Vice Chairman, President, and COO of Ayala Corporation. He is also: Chairman of Ayala Land, Inc., Manila Water Company, Inc., AC International Finance Ltd., Ayala International Pte Ltd., Ayala DBS Holdings, Inc., Alabang Commercial Corporation, AC Energy Holdings, Inc., and Hero Foundation, Inc.; Co-Chairman of Ayala Foundation, Inc.; Co-Vice Chairman of Mermac, Inc.; Director of Bank of The Philippine Islands, Globe Telecom, Inc., Integrated Micro-Electronics, Inc., LiveIt Investments, Ltd., Asiacom Philippines, Inc., AG Holdings Limited, Ayala International Holdings Limited, AI North America, Inc., Vesta Property Holdings Inc., Honda Cars Philippines, Inc., Isuzu Philippines Corporation and Manila Peninsula; Member of The Asia Society, World Economic Forum, INSEAD East Asia Council, and World Presidents' Organization; Chairman of Habitat for Humanity's Asia-Pacific Capital Campaign Steering Committee; Vice Chairman of Habitat for Humanity International; and Member of the Board of Trustees of Caritas Manila, Pilipinas Shell Foundation, Kapit Bisig para sa Ilog Pasig Advisory Board and National Museum. He received a Bachelor of Arts in Liberal Arts degree from Harvard College in 1982. In 1993, he received a Certificate in International Management (CIM) Programme from INSEAD. He was born on the 14th of March 1960.

Cesar A. Buenaventura (86 years old, Filipino) – has been an Independent Director of the Corporation since 2012, and a Director before then commencing in 1970. He is the Chairman of Mitsubishi Hitachi Power Systems (formerly Babcock Hitachi Phils. Inc.). He is the Chairman of Buenaventura, Echauz and Partners, Inc. He is the Vice Chairman of DMCI Holdings, Inc. He is a Director of PetroEnergy Resources Corporation, Semirara Coal Company, and Manila International Airport Authority. He was founding Chairman of the Pilipinas Shell Foundation Inc. and founding member of the Board of Trustees of the Makati Business Club. He was a recipient of many awards, among which are Management Man of the Year in 1985, Outstanding Fulbright scholar in the field of business by the Fulbright Association in 2008. He was also awarded as one of the Top Alumni Engineering Graduates of the University of the Philippines. In 1991, he was personally granted the award of Honorary Officer of the Order of the British Empire by her Royal Majesty Queen Elizabeth II. He received a Bachelor of Science in Civil Engineering from the University of the Philippines in 1950. In 1954, he received a Master of Science in Civil Engineering from the Lehigh University in Pennsylvania as a Fulbright Scholar. He was born on the 18th of December 1929.

Shaiful B. Zainuddin (50 years old, Malaysian) - joined Shell in 1988 in Retail Development and Network Planning and then undertook various assignments in Shell companies in Malaysia in Finance and LNG business. He spent 4 years in Melbourne as Planning & Appraisal lead for the Oceania Cluster Downstream businesses. Thereafter he returned to Malaysia and took on the role as the Finance Manager of Shell Refining Company in Port Dickson as well as the Manufacturing, Supply & Distribution Finance Manager for Malaysia & Thailand. Shaiful was next appointed as the Controller/Finance Director for Shell Oman Marketing Company, a position he held until 2008. He then assumed role as the Downstream Finance Implementation Manager for Asia Pacific and Canada, responsible for implementation of the Streamline Finance processes and delivery of the Finance Functional Plan for multiple countries in Asia Pacific region and Canada. In 2011 December he took the assignment here in Manila Philippines as Downstream Controller for Philippines, South Korea and North Pacific Island cluster and representing PSPC as Treasurer and Vice President for Finance. Shaiful graduated from the University of Kent at Canterbury, B.A. with Honours in Accounting with Computing and also took the Executive Business Leadership Programme in INSEAD Singapore. He was born on 21st of January 1966.

Anthony Lawrence D. Yam (51 years old, Filipino) - is the Vice-President for Retail Business in Pilipinas Shell. He joined Shell in August 1986 and has served the company as Operational Excellence Manager for the Customer Service Center from mid-2010 to mid-2011. He has been the Retail Pricing Manager from late 2009 to mid-2010, Interim General Manager for LPG Business from May-October 2009 and Retail District Manager for Metro Manila from 2005 to 2009. He was assigned in Vietnam for a cross-posting assignment as

General Manager for LPG from 2001-2005. Prior to his cross-posting assignment, he was the Southern Regional Sales Manager for LPG (Phil). from 1997-2001 and has served Shell in various support roles from 1993-1997, that included stints in Corporate Brand, Customer Service Center, Lubricants and Internal Audits. He started his career as a sales representative for Retail from 1986-1993. He received his Bachelor of Science in Industrial Management Engineering minor in Mechanical Engineering degree from the De La Salle University in 1985. He was born on the 20th of December 1964.

Sebastian Cortez Quiniones, Jr. (56 years old, Filipino) - is currently the General Manager/Managing Director of Shell Philippines Exploration B.V., appointed into the position in 2009. He served as: General Manager Distribution of Philippines and North Pacific Islands from 2001 to 2009-during that period he was also a Director and Chairman of the Board of Pandacan Depot Services, Inc.; Vice President Supply of Pilipinas Shell Petroleum Corporation from 2000 to 2001-during that period he was also a Director of the Batangas Bay Carriers, Inc. and First Philippines Holding Corporation; Refinery Superintendent of the Pililla Refinery from 1995 to 2000; Operations Shift Manager, Start-up Team member and Process A Manager from 1991 to 1995; Site Focal for STAR BDEP in Shell Internationale Maatschappij BV in the Hague Netherlands from 1989 to 1991; Process Manager of the Shell Tabangao Refinery 1986 to 1989; Refinery Technologist of the Shell Tabangao Refinery from 1981 to 1986. He was a Philippine Science High School scholar, and an NSDB Scholar at the University of the Philippines where he studied Chemical Engineering. He was born on the 10th of January 1960.

Eduard Rudolf Geus (50 years old, Dutch) - is the General Manager and Vice-President for Manufacturing of the Corporation since 5 May 2014. He served as: Senior Advisor Refining – Seconded to Statoil Refinery Mongstad, Norway from 2011 to 2013; General Manager Global Operations – Shell WindEnergy Inc., Houston, USA from 2007 to 2011; Business Improvement Leader – Couronnaise de Raffinage, Shell Refinery Petit Couronne, France from 2006 to 2007; Process Unit Manager – Couronnaise de Raffinage, Shell Refinery Petit Couronne, France from 2003 to 2006; Senior Technologist – Couronnaise de Raffinage, Shell Refinery Petit Couronne, France from 2000 to 2003; Distillation and Membrane Technology Technologist – Shell Global Solutions, Amsterdam, The Netherlands from 1996 to 2000; Technologist – Sola Refinery, Norske Shell, Norway from 1993 to 1996; Base Oil Technologist – Shell Internationale Petroleum Maatschappij, The Hague, The Netherlands in 1993. He received a Master's Degree in Chemical Technology from the Technical University Delft, the Netherlands in 1988, and a PhD Degree in Technical Sciences also from the Technical University Delft in 1993. He was born on the 9th of July 1965.

Mona Lisa Bautista de la Cruz (58 years old, Filipino) – was first elected as a Director of the Corporation on 12 May 2015. She is the President and Chief Operating Officer of Insular Life Assurance Company Ltd. She is a director of Insular Life Health Care, Inc., ILAC General Agency, Inc., Insular Investment and Trust Corporation, Home Credit Mutual building and Loan Association, Insular Life Development and Management Corporation, Insular Life Property Holdings, Mapfre Insular Insurance Corporation and Union Bank of the Philippines. She is a Trustee of the Insular Life Assurance Company Ltd. and the Insular Life Foundation, Inc. She received her Bachelor of Science degree in Statistics from the University of the Philippines and graduated Cum Laude in 1978. She likewise completed her Master of Science in Mathematics, major in Actuarial Science, at the University of Michigan in 1979. She is a Fellow of the Actuarial Society of the Philippines, an Associate of the Society of Actuaries, USA, and a member of the Management Association of the Philippines, and the Makati Business Club. She was born on the 5th of June 1957.

Anabil Dutta (48 years old, Indian) – was first appointed as a Director of the Corporation on 22 March 2016. He is the Regional Finance Manager, East Manufacturing of Shell Group of Companies since January 2014. He was previously the Regional Finance Manager, East, Trading Supply and Distribution from November 2011 to December 2013; Finance Manager of Projects and Technology and Business Opportunity Manager east Technology Centre from June 2006 to October 2011. Prior to joining Shell, Anabil was with: Colgate Palmolive and held several senior positions in Finance including Country Head for Nepal. Prior to Colgate Palmolive he has been employed with ITC Limited and BATCO, ESS AAR projects and American Express Bank. Anabil has professional experience of 29 years internationally in Finance, Supply Chain, Manufacturing and General Management. Driving a strong performance ethic in business and broad experience in commercial finance has been his key achievements. He has held several Board, Trustee and Pension Fund positions and served on senior business leadership teams. Anabil is a Chartered Accountant and has a Master of Business Administration (Finance). He also has an Advanced Diploma in Computer applications and Database Management. Anabil is a silver medalist of the Duke of Edinburgh Awards and received the Colgate Chairman's Global Award for Outstanding performance. He was born on the 12th of April 1967

Nina D. Aguas (63 years old, Filipino) – was first appointed as a Director of the Corporation on 22 March 2016. She is the Chief Executive Officer of Insular Life Assurance Company Ltd. Prior to joining Insular Life Assurance Company, Nina was previously the President and Chief Executive Officer of the Philippine Bank of Communications from August 29, 2012 to March 1, 2015. From August 2009 to April 2012, Nina was the Managing Director for Private Banking, Asia-Pacific for the Australia & New Zealand Group Ltd. with the geographic responsibility for North and North East Asia (Hong Kong, Taiwan, China) and South & South East Asia (Singapore, Indonesia, India, Malaysia, Philippines and Thailand). She also served for 25 years with Citigroup, Inc. and held various senior management positions including as Country Business manager, Global Consumer Group for the Philippines and Regional Audit Director for the Asia Pacific Region. Nina also served as Regional head for Quality and Re-engineering at Citigroup, Inc. where she had overall management responsibility in 13 countries in Asia. In addition, Nina has also held other professional roles across risk management, credit and audit, namely: Senior Advisor for Quattro Risk Management; Board Member of the Market Integrity Board of the Philippine Stock Exchange, Inc. and Regional credit officer of Bank of Nova Scotia, Asia Pacific.. Board Nina is a Certified Public Accountant and has practiced extensively in the Philippines. She secured her Bachelor of Science in Commerce, Accounting from the University of Santo Tomas.

Final List of Nominees for Appointment as Corporate and By-Laws Executive Officers for 2016 to 2017:

The final list of nominees for appointment as Corporate/By-Laws Executive Officers for the ensuing year are:

Edgar O. Chua*	Chairman & President	Filipino
Shaiful B. Zainuddin*	Vice President – Finance/Treasurer	Malaysian
Homer Gerrard L. Ortega	Vice President – Human Resources	Filipino
Eduard Geus*	Vice President – Manufacturing	Dutch
Dennis G. Gamab	Vice President – Trading and Supply	Filipino
Anthony Lawrence D. Yam*	Vice President – Retail	Filipino
Ramon Del Rosario	Vice President – Communications	Filipino
Jannet C. Regalado	Vice President – Legal	Filipino
Erwin R. Orocio	Corporate Secretary	Filipino
Charles Edward M. Cheng	Asst. Corporate Secretary	Filipino

*Member of the Board of Directors

Below are the profiles of incumbent and new nominee/s for appointment as Corporate/By-Laws Executive Officers:

Other By-Laws Executive Officers (who are not directors/nominees to the Board):

Homer Gerrard L. Ortega (49 years old, Filipino) - has been the Vice President for Human Resources since April 2007. He has served the Corporation in several assignments: as HR Change Manager supporting Shell's Retail businesses in Asia/Pacific/Middle East countries (2005-2007); HR Capability Manager also for Shell's Retail businesses in Asia/Pacific/Middle East (2002-2004); Retail Operations Manager (1999-2001); HR Transition Management Team Member (1997-1998); HR Recruitment & Training Adviser (1996-1997); and, Retail Territory Manager (1990-1995). He studied at the University of the Philippines in Diliman, Bachelor of Science in Business Administration and Accountancy (1984-1989); and, became a Certified Public Accountant in 1990. He was born in Quezon City on the 13th of January 1967.

Dennis G. Gamab – (51 years old, Filipino) - has been Vice President for Trading and Supply since 2010. He joined the Corporation in 1987 and has served the Corporation as: Vice President for Supply from 2005-2009, Road Transport Manager for the Philippines from 2000 - 2005, Secondary Logistics Economist from 1998 - 2000, Logistics Project Implementor in 1997 - 1998, Poro Installation Manager in 1995 - 1997, crossposting assignment in Dubai 1992 - 1995 as Marine and Lubricants Distribution Head, Bataan Depot Manager 1990 - 1992 and Plant and Transport Assistant and various other Distribution jobs from 1987 - 1990. He received a Bachelor of Science in Mathematics from the University of the Philippines in 1987. He was born on the 12th of February 1965.

Ramon Del Rosario (56 years old, Filipino) – has been the Vice President for External Relations since 19 August 2014. He graduated with a Bachelor of Science degree in Mechanical Engineering from the University of the Philippines in 1981. Following his Bachelor's degree, he took a Masters degree in Business Administration from the Ateneo de Manila Graduate School of Business in 1982. He also took up several trainings in Program Management, Sales Effectiveness, Cultural Awareness, Marketing, Lubricants Business, and other Management and technical courses. He started his career in 1981 as a Commercial Fuels Account

Manager in the Corporation before moving progressively to broader and more senior roles. He held various positions in Lubricants, Marketing and Sales, Brand and Market Research, Commercial Fuels, and GSAP. He gained extensive international exposure in his overseas assignments with the Shell Company of Cambodia Ltd., where he held the position of a Marketing and Sales Manager. Prior to his current assignment, he was assigned to Shell's Regional Offices with responsibility over Commercial Transport Marketing Development, Consumer Lubricants, and Sales 1st. In 2007 to 2008, he became the Country Implementation Manager and organized the gap analysis of local processes relative to global Streamline design and policies. He then became the Country Programme Manager in the successful Streamline, Global SAP, Organizational Design, and Connected Applications deployment in the Philippines. Mon became the Shell Gas (LPG) Philippines Inc. General Manager in 2009 and succeeded in transitioning the LPG business from PSPC to Isla Gas Corporation. Two years after, he became the Chief Executive Officer of Isla LPG Corporation. He was born on the 19th of July 1959.

Jannet C. Regalado (53 years old, Filipino) – has been the General Counsel since 2001. She is the Vice President for Legal of Pilipinas Shell Petroleum Corporation and is concurrently Royal Dutch Shell's Managing Counsel for Global Litigation Asia Pacific covering the Philippines, China, New Zealand, Korea, Japan, Indonesia, Brunei and the Pacific Islands, Malaysia, Singapore, Thailand, India, Pakistan, Vietnam, Laos, Cambodia, and Australia. She is responsible for managing and supervising a sizeable portfolio of litigation and arbitration in these jurisdictions involving commercial, civil, criminal, tort, environmental & employment matters and deals with a big network of Shell - accredited global law firms. She has served the Company as: Corporate Secretary from 2001 to 2015; Employment and Industrial Relations Manager from 1997 to 2001; Assistant Legal Counsel from 1994 to 1997; Legal Assistant from 1992 to 1994. Prior to joining the Shell Companies in the Philippines (SCiP), she was corporate secretary of First Lepanto Corporation and was a legal counsel at the Carpio, Villaraza and Cruz Law Firm. She graduated with high honors with degrees in Bachelor of Arts in Political Science and Bachelor of Laws from the University of the Philippines (U.P.). During her stint at the University, she was a student leader and very active in intra-university debates and moot court competitions. She is also a faculty member of both the University of the Philippines and the Lyceum College of Law and is active in several legal and professional organizations. She is married to Atty. Reynaldo Regalado of the Regalado, Atienza and Mendoza Law Offices, with whom she has three children. She was born on the 26th of November 1962.

Erwin R. Orocio (47 years old, Filipino) – is the Managing Counsel for Downstream and Corporate Secretary since 2015. He was also the Assistant Corporate Secretary of the Corporation, first elected as such on 17 April 2012. He also serves as the Corporate Secretary for various Shell companies in the Philippines. He is also a Fellow of the Institute of Corporate Directors. He joined the Legal department as a Legal Counsel in November 1997 and has since advised all businesses and functions. Prior to that, he served as managing partner of the Garcia Ines Villacarlos Garcia Recifia & Orocio Law Office. He first joined the Corporation as an accountant in 1991 and left in January 1996 to complete his Juris Doctor degree from the Ateneo De Manila School of Law. He graduated from the De La Salle University in 1989 with a Bachelor of Arts (Major in Economics) and Bachelor of Science (Major in Accountancy). He placed 13th in the Accounting Board exams of May 1990. He was born on the 9th of March 1969.

Charles Edward M. Cheng (34 years old, Filipino) – serves as Legal Counsel for Downstream. He is also the Assistant Corporate Secretary for various Shell Companies in the Philippines. He joined the Corporation's Legal Department in September 2012 and advised several business and functions, including, Retail, Real Estate, Contracts and Procurement, Trading and Supply (as alternate), Global Commercial (as alternate). From June 2015 to February 2016, Charles was assigned on a Short Term Domestic Assignment with Shell Global Solutions, advising clients in the Asia Pacific. Prior to joining the Corporation, he was a Senior Associate in the Corporate and Special Projects Department of Villaraza Cruz Marcelo and Angangco (Carpio Villaraza Cruz). His practice involved Mergers and Acquisitions, Capital Markets, Securities Regulation, Real Estate, Infrastructure and Public Utilities and Taxation. He finished his Bachelor of Science Degree in Management minor in Finance, Honorable Mention, from the Ateneo de Manila University in 2003. He then went on to complete his L.L.B from the University of the Philippines College of Law in 2007, graduating with honors.

(ii) Significant Employees

The Corporation values its human resources. It expects each employee to do his share in achieving the Corporation's set goals.

(iii) Family Relationship

None of the Directors and Executive Officers of the Corporation are related up to the fourth civil degree either by consanguinity or affinity.

(iv) Involvement in Certain Legal Proceedings

For the past five years, none of the enumerated Directors or By-Laws' Executive Officers or any of their property is involved in any material pending legal proceedings in any court or administrative agency of the Government, except that, in connection with the leak of petroleum products from the First Philippine Industrial Corporation's white oil pipeline, the West Tower Condominium Corporation filed on 15 October 2011 a complaint for violation of Article 365 of the Revised Penal Code against several directors (Messrs. Chua, Buenaventura and Zobel) and an officer (Mr. Gamab) of the Corporation. The Corporation used said pipeline to transport its products from the Tabangao refinery to its Pandacan terminal. Preliminary investigation is ongoing before the Department of Justice with the directors having filed their respective counter-affidavits on the 19th of December 2011.

To the knowledge and/or information of the Corporation, none of the current and nominated directors and officers were involved during the past five (5) years in any bankruptcy proceedings. Neither have they been convicted by final judgment in any criminal proceeding, or subject to any order, judgment or decree of competent jurisdiction, permanently or temporarily enjoining, barring, suspending, or otherwise limiting their involvement in any type of business, securities, commodities or banking activities, or found in an action by any court or administrative bodies to have violated a securities and commodities law.

(a)(2) Annex "C" Part IV, Paragraph D(1) - Certain Relationships and Related Transactions

The Corporation, in its regular course of trade or business, enters into transactions with affiliated companies. For details on these transactions, please refer to the notes of the 2015 Audited Financial Statements that will be attached to the Definitive Information Statement.

No other transaction was undertaken by the Corporation in which any Director or Executive Officer was involved or had a direct or indirect material interest. During the last two (2) years, there were no transactions to which the Corporation was a party concerning transactions with

- (a) Any director/executive director
- (b) Any nominee for election as director
- (c) Any security holder of certain record, beneficial owner or Management
- (d) Any member of the immediate family of subpar (1)(a), (b) or (c) of this paragraph (d).

(a)(3) Annex "C" Part IV, Paragraph D(3) - Parent Company

Shell Overseas Investments B.V. owns 68.18% of the total issued and outstanding capital stock of the Corporation as of 23 March 2016.

- (b) No director has resigned or declined to stand for re-election for the Board of Directors since the date of the annual meeting of stockholders due to any disagreement with the Corporation relative to the Corporation's operations, policies and practices.

Item 6. Compensation of Directors & Executive Officers

(a) Governing By-Laws Provision:

Directors. Article III Section 6 of the Corporation's Amended By-Laws provides:

"Section 6 - Compensation: The Directors as such shall not receive any salary or compensation for their services, but for their attendance for each regular or special meeting of the Board of Directors, they shall receive an honorarium not exceeding such amounts as may be laid down from time to time by the stockholders of the Corporation. Nothing herein contained shall preclude any Director from serving the Company in any other capacity and receiving compensation therefor."

Officers. Article IV, Section 4 of the Corporation's Amended By-Laws provides that:

“Section 6 - Compensation: The Board of Directors shall from time to time fix the compensation of the Officers and agents of the Company.”

(b) Summary Compensation Table

Name and Principal Position	Year	Salary	Other Variable Pay
1. Edgar O. Chua Chairman and President			
2. Shaiful B. Zainuddin Treasurer/VP - Finance			
3. Ramon Del Rosario VP - Communications			
4. Dennis G. Gamab VP - Trading and Supply			
5. Homer Gerrard Ortega VP - Human Resources			
6. Anthony Lawrence D. Yam VP - Retail			
7. Eduard Geus VP - Manufacturing			
8. Jannet C. Regalado VP - Legal/ Corporate Secretary (until 12 May 2015)			
9. Erwin R. Orocio Assistant Corporate Secretary (until 12 May 2015) Corporate Secretary (12 May 2015 to present)			
10. Maria Lourdes O. Dino Asst. Corporate Secretary (12 May 2015 to 22 March 2016)			
11. Charles Edward M. Cheng Assistant Corporate Secretary (22 March 2016 to present)			
President and By-Laws Officers	Actual 2014	P 71.0 Million	P=28.5 Million
	Actual 2015	P 75.71 Million	P 51.23 Million
	Projected 2016	P 82.47 Million	P 63.16 Million
All Directors as a Group (Honorariums & Retainers)	Actual 2014	P 8.085 Million	
	Actual 2015	P 8.915 Million	
	Projected 2015	*P 8.690 Million	

*Projected total annual compensation

- (c) The total annual compensation were all paid in cash. The total annual compensation of officers includes the basic salary, the mid-year bonus and the 13th month pay.
- (d) The following amounts were paid to Board Members:

 Director's Honorarium for attendance in Board Meetings is Php 75,000.00 per director.
 Total Director's Annual Retainer's Fee (Non-Shell Directors only) is Php1,000,000.00 per director.
 Honorarium for attendance at Board Committee Meetings (Non-Executive Directors only) is Php40,000.00 per director.
- (e) The company has a registered, non-contributory retirement plan. All regular employees are covered by the said retirement plan. The Executive Officers are regular employees of the Corporation.
- (f) The Corporation has no standard arrangement with regard to the remuneration of its existing directors and officers aside from the compensation received as herein stated.
- (g) There are no other actions to be taken with regard to any bonus, profit sharing, pension/retirement plan granting of extension of any option, warrant or right to purchase any securities.

Item 7. Independent Public Accountants

- (a) The principal accountants/external auditors of the Corporation is the accounting firm of Isla Lipana & Co. (PriceWaterhouseCoopers – Philippines) [formerly known as Joaquin Cunanan & Co.]. For 2016, the accounting firm SyCip Gorres Velayo & Co. (Ernst & Young Co. – Philippines) will be recommended for appointment as the principal accountants/ external auditors at the scheduled annual meeting. The remuneration for SGV would be at most that of the incumbent external auditors.
- (b) Isla Lipana & Co. (PriceWaterhouseCoopers - Philippines) rendered the same services for the Corporation during previous fiscal years. Mr.Roderick M.Danao, Assurance Partner, is in-charge of auditing the Corporation for 2015.

 The Corporation is in full compliance with the five (5) year rotation requirement for External Auditors under Section 68 of the Securities & Regulations Code (SRC).
- (c) Representatives of Isla Lipana & Co. (PriceWaterhouseCoopers - Philippines) for the current year and for the most recently completed fiscal year are expected to be present at the Annual Stockholders' Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions. Representatives of SyCip Gorres Velayo & Co. (Ernst & Young Co. – Philippines) would be present at the Annual Stockholder's Meeting, as well.
- (d) The Board Audit Committee, which recommended the appointment of the accounting firm SyCip Gorres Velayo & Co. (Ernst & Young Co. – Philippines) is composed of Cesar A. Buenaventura (Chairman) and Sebastian Quiniones (Member).
- (e) During the registrant's two most recent fiscal years or any subsequent interim period,
 - (1) No independent accountant who was previously engaged as the principal accountant to audit the registrant's financial statements, or an independent accountant on whom the principal accountant expressed reliance in its report regarding a significant subsidiary, has resigned (or indicated it has declined to stand for re-election after the completion of the current audit) or was dismissed; and
 - (2) No new independent accountant has been engaged as either the principal accountant to audit the registrant's financial statements or as an independent accountant on whom the principal accountant has expressed or is expected to express reliance in its report regarding a significant subsidiary.
- (f) Changes in and Disagreements with Accountants on Accounting and Financial Disclosures

The accounting firm of Isla Lipana & Co. (PriceWaterhouseCoopers - Philippines) has been the principal accountants/external auditors of the Corporation for the current and previous fiscal years. There are no changes in and disagreements with mentioned accountants on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

(g) External Audit Fees

a) Audit and Audit-Related Fees

1. Audit of the annual financial statements or services that are normally provided in connection with statutory and regulatory filings or engagements:

2014: P 7.0 million pesos

2015: P 7.3 million pesos

2. Other assurance and related services reasonably related to the performance of the audit or review of the financial statements:

2014: none

2015: none

b) Tax Fees – Nil

c) All Other Fees – Nil

d) The Corporation's Board Audit Committee's (BAC) policies and procedures on "External Audit" are as follows:

1. Review the external auditor's proposed audit scope, approach and audit fee. Ensure that no unjustified restrictions or limitations have been placed on the scope.
2. Review the performance of the external auditors.
3. Consider the independence of the external auditor, including reviewing the range of services provided in the context of all non-audit and consulting services bought by the Corporation from the external audit firm.
4. Make recommendations to the Board regarding the appointment/re-appointment of the external auditors.

The above are included in the Board Audit Committee and Internal Audit Charters duly approved by the Board and submitted to the SEC.

Item 8. Compensation Plans

There is no action that will be taken with respect to any plan pursuant to which cash or non-cash compensation may be paid or distributed.

C. ISSUANCE AND EXCHANGE OF SECURITIES

Item 9. Authorization or Issuance of Securities Other than for Exchange

As previously disclosed, the Corporation submitted to its stockholders for approval an Eighteen Billion Peso (Php18,000,000,000.00) increase in the Corporation's capital stock approved by the Corporation's Board of Directors on March 24, 2015 (the "Capital Increase"), which resulted in the increase of the authorized capital stock of the Corporation from One Billion Pesos (Php 1,000,000,000.00) to Two Billion Five Hundred Million Pesos (Php2,500,000,000.00) divided into Two Billion Five Hundred Million (2,500,000,000) shares each with a par value of One Peso (Php1.00) per share. The stockholder approved the said increase during the Annual General Meeting held on May 12, 2015. The Capital Increase was intended to reset the Corporation's gearing to an appropriate level, which reached 92% as of 31 December 2014.

Out of the One Billion Five Hundred Million (1,500,000,000) shares of the increase in the Corporation's authorized capital stock, Nine Hundred Million (900,000,000) shares were be offered for subscription to the existing shareholders of the Corporation in proportion to their shareholdings as of 12 May 2015 (the "Record Date"), rounded-off to the nearest whole share, at an Offer Price of Twenty Pesos (Php20.00) per share. The shareholders who failed to manifest timely their intention to subscribe and/or pay for their subscriptions were deemed to have waived their pre-emptive rights and the untaken shares were offered to shareholders who opted to subscribe to additional shares, in proportion to their shareholdings

as of the Record Date, rounded-off to the nearest whole share. As a result, a total of 894,672,777 shares were subscribed to, fully paid for and issued.

All shares enjoy equal rank, preference and priority and are entitled to any and all the rights attached to them under the Corporation Code and the Corporation's Articles of Incorporation and By-Laws.

Under the Corporation Code and the Corporation's Articles of Incorporation, shareholders shall enjoy preemptive rights to subscribe to all issues or dispositions of shares by the Corporation in proportion to their respective shareholdings.

Subscription for shares of capital stock of a corporation pursuant to an increase in its authorized capital stock, when no expense is incurred, no commission, compensation or remuneration is paid or given in connection with the sale or disposition of such securities, and only when the purpose for soliciting, giving or taking of such subscriptions is to comply with the required minimum 25% subscribed capital stock, is exempt from registration under the SRC. No notice or confirmation of exemption is required to be filed for the issuance of shares pursuant to an increase in authorized capital stock

There are no provisions in the Corporation's Articles of Incorporation or By-Laws that would cause a delay or deferment or in any manner prevent a change in control of the Corporation.

Item 10. Modification or Exchange of Securities

No action is to be taken with respect to the modification of any class of securities of the registrant, or the issuance of authorization for issuance of one class of securities of the registrant in exchange for outstanding securities of another class.

Item 11. Financial and Other Information

- (a) The Audited Financial Statements as of 31 December 2015 approved by the Board of Directors on 22 March 2016 will be attached to the Definitive Information Statement for distribution to the stockholders on 12 April 2016 and presented during the Annual Stockholders Meeting on 12 May 2016.

The said financial statements as of 31 December 2015 and other data related to the Company's financial information are attached hereto as Annex "A"

- (b) **Management's Discussion and Analysis**

The financial statements (Statements of Income & Balance Sheets) for the years 2015 and 2014 are shown in Million Philippine Pesos.

2015 vs. 2014 Financial Condition

Cash and Cash equivalents decreased by 24% from PhP4.7 billion in 2014 to PhP3.6 billion in 2015. PhP14.2 billion cash was generated from operational activities, PhP6.2 billion cash used for investing (purchase of assets) activities, and PhP9.1 billion used to pay interest and loan.

Receivables decreased by 26% from PhP14 billion in 2014 to PhP10.4 billion in 2015 mainly due to lower sales value as a result of lower product prices.

Inventories decreased by 31% from PhP16.3 billion in 2014 to PhP11.3 billion in 2015 due to reduction in oil prices and improvements in inventory management.

Prepayments and other current assets decreased by 7% from PhP12.2 billion in 2014 to PhP11.3 billion in 2015 mainly due to decrease in input VAT.

Long term receivables, rentals and investments decreased by 36% from PhP1.4 billion in 2014 to PhP0.9 billion in 2015 mainly due to the receipt of loan payments.

Property, plant and equipment increased by 20% from PhP18.6 billion in 2014 to PhP22.3 billion in 2015 due to investments in refinery upgrade and the construction of the import facility in North Mindanao.

Deferred income tax assets decreased by 30% from PhP5.3 billion in 2014 to PhP3.7 billion in 2015 due to the utilization of some of the deferred tax assets because of the profits in the year.

Other Assets increased by 177% from PhP1.0 billion in 2014 to PhP2.7 billion in 2015 mainly due to the increase in pension asset.

Account Payable and accrued expenses decreased by 19% from PhP19.9 billion in 2014 to PhP16.2 billion in 2015 mainly due to reduction in purchase value as a result of lower crude prices.

Short term Borrowings decreased by 87% from PhP21.6 billion in 2014 to PhP2.7 billion in 2015 due to the repayment of the short term loans and the conversion of some short-term loans to long-term loans.

Current portion of loans payable decreased by 100% from PhP11 billion in 2014 to Nil balance in 2015 due to repayment of the current portion of loans of last year.

Loans payable increased by 33% from PhP12 billion in 2014 to PhP16 billion in 2015 due to the conversion of short-term loan to long-term loan.

Stockholder's Equity increased by 581% from PhP3.8 billion in 2014 to PhP26 billion in 2015 mainly due to PhP17.9 billion rights issue and also due to profits made during the year.

2014 vs. 2013 Financial Condition

Cash and Cash equivalents decreased by 23% from PhP6.1 billion in 2013 to PhP4.7 billion in 2014. PhP7.8 billion cash was generated from operational activities, PhP6 billion cash used for investing (purchase of assets) activities, and PhP3.2 billion used to pay interest and Loan.

Receivables decreased by 11% from PhP15.7 billion in 2013 to PhP14 billion in 2014 due to decrease in the sales to transport, construction and Marine sector customers due to increase in the primary transport tariff for Pandacan Depot .

Inventories decreased by 43% from PhP28.5 billion in 2013 to PhP16.3 billion in 2014 due to reduction in production from falling crude prices.

Prepayments and other current assets increased by 28% from PhP9.5 billion in 2013 to PhP12.2 billion in 2014 mainly due to increase in input VAT and creditable withholding tax.

Property, plant and equipment increased by 26% from PhP14.8 billion in 2013 to PhP18.6 billion in 2014 due to investments in refinery upgrade and the construction of the import facility in North Mindanao.

Deferred income tax assets increased by 256% from PhP1.5 billion in 2013 to PhP5.3 billion in 2014 due to the loss suffered during the year.

Other Assets decreased by 19% from PhP1.2 billion in 2013 to PhP1.0 billion in 2014 mainly due to pension payment, and increase in depreciation for software asset.

Account Payable and accrued expenses increased by 39% from PhP14.3 billion in 2013 to PhP19.9 billion in 2014 that is attributable to the increase on importation from SIETCO and also attributable to working capital management.

Short term Borrowings decreased by 39% from PhP35.5 billion in 2013 to PhP21.6 billion in 2014 due to reclass to current portion by PhP11 billion which is payable by 2015 and partly due to repayment.

Current portion of loans payable increased by 100% from Nil balance in 2013 to PhP11 billion in 2014 due to reclass from short term borrowings which becomes payable in 2015.

Loans payable increased by 9% from PhP11 billion in 2013 to PhP12 billion in 2014 to meet the working capital requirements.

Stockholder's Equity decreased by 69% from PhP12.6 billion in 2013 to PhP3.8 billion in 2014 mainly due to the recorded net loss.

2015 vs. 2014 Results of Operation

Net profit after tax for the year 2015 was registered at PhP3.6 billion profit as compared to PhP8.5 billion loss in 2014 mainly due to stronger refinery margins.

Net sales decreased by 30%, from PhP224.1 billion in 2014 to PhP157 billion in 2015. This decrease is mainly due to significantly lower product prices in 2015 vs 2014 driven by the drop in global oil prices. Sales Volume, on the other hand, increased by 3% from 5,627M Liters in 2014 to 5,812M Liters in 2015 driven mainly by Retail and Wholesale Commercial fuels.

Retail volumes increased due to successful marketing initiatives, differentiated fuels offerings, contributions of new-to-industry retail sites acquired last year.

Commercial fuels volumes increased due to higher liftings from power and manufacturing customers and additional volumes from the previously exported naphtha which is now locally sold to local petrochemical plant.

Cost of Sales decreased by 38% from PhP225.4 billion in 2014 to PhP140 billion in 2015 is mainly due the drop in global oil prices resulting in lower cost of purchases and lower primary transport cost.

Gross profit margin increased from PhP1.3 billion gross loss in 2014 (1% of net sales) to gross profit of PhP17.3 billion in 2015 (11% of net sales) mainly due to stronger refinery margins and lower primary transport cost.

Operating expenses, net increased by 7% from PhP9.6 billion in 2014 to PhP10.4 billion in 2015, due to the higher level of operations increasing general and administrative and selling expenses and increase in realized mark to market losses.

Other non-Operating Income increased from PhP0.02 billion loss in 2014 to PhP0.02 billion gain in 2015. This is mainly due to the gain on revaluation of available for sale securities.

Finance income (expenses), net has increased by 21% from PhP(1.4) billion in 2014 to PhP(1.7) billion in 2015, mainly due to realized foreign exchange losses.

2014 vs. 2013 Results of Operation

Net loss after tax for the year 2014 was registered at PhP(8.5) billion down from the results of 2013 amounting to PhP(0.9) billion. Higher cost of sales over Net sales translated to a negative gross profit margin. Operating expenses also increased in 2014.

Net sales increased by 13%, from PhP198.8 billion in 2013 to PhP224.1 billion in 2014. Increased Sales revenues are due to the increased sales volume from 5,309M Liters in YTD Dec 2013 to 5,627M Liters in YTD Dec 2014. These were aided by the success of various national promotions i.e., Coca Cola, Project Bell (SM Advantage Card loyalty program), raffle prize of a trip to the Ferrari Factory, Project Elite – for every PhP1,500 purchase of Shell V-Power Nitro and fuels you get free Magnum Ice Cream, and also the increased demand from Power sector.

Cost of Sales increase by 20% from PhP187.2 billion in 2013 to PhP225.4 billion in 2014 is mainly due to the increase in the volumes coupled by the higher cost of production compared to the market crude rate.

Gross profit margin decreased from PhP11.6 billion in 2013 (6% of net sales) to a gross loss of PhP1.3 billion in 2014 (1% of net sales). The decrease was due to a reduction in Supply and Manufacturing business margins brought about by higher operational costs and unplanned refinery shut downs.

Operating expenses, net increased to PhP9.6 billion in 2014, from PhP8.8 billion in 2013 due to the higher level of operations increasing general and administrative and selling expenses.

Other non-Operating Income/ (Expense) decreased to PhP0.02 billion in 2014 from PhP1.2 billion in 2013. This is mainly due to the gain on sale of Shell Gas (LPG) Philippines Inc. in 2012 to settlement of claim made to local company in 2013.

Finance income (expenses), net has decreased from PhP(2.4) billion in 2013 to PhP(1.4) billion in 2014, mainly due to realized foreign exchange gain as compared to realized foreign exchange losses as a result of peso appreciation.

2015 vs. 2014 Capital Employed

Return on capital employed is at 8% for 2015 compared to -16% in 2014. Capital employed decreased by 9% to PhP44.8 billion in 2015 from PhP48.4 billion in 2014. The decrease is mainly from the reduction in current assets partly offset by increase in fixed asset investment from refinery upgrade and Northern Mindanao expansion projects.

Net working capital decreased from PhP22.6 billion in 2014 to PhP20.5 billion in 2015. The working capital improved by 2.1 billion in end Dec 2015 vs end Dec 2014 mainly due to operational efficiencies implemented in 2015. Excess input VAT reduced by 1.8 billion. Inventory, Accounts Receivable and Accounts Payable also decreased mainly due to reduction in oil prices and working capital improvement tactics.

Long term assets increased by PhP3.3 billion in 2015, due to increase in Property, Plant and Equipment and Pension asset.

Net cash flow generated/(used) from operating activities but before working capital changes amounted to PhP6.8 billion in 2015, which reflects the net operating profit for the year. Decrease in current assets, decrease in liabilities other than provisions, dividends payable, short-term borrowings and loans payable resulted in net cash generated from operating activities to PhP7.5 billion.

2014 vs. 2013 Capital Employed

Return on capital employed is at -16% for 2014 compared to -2% in 2013. Capital employed decreased by 12% to PhP48.4 billion in 2014 from PhP55.1 billion in 2013. The decrease is mainly from reduction in inventories and increase in Trade and other payables offset by increase in fixed asset investment from Star Trec and NMIF projects and increase in deferred tax asset due to incurred losses as well as increase in input VAT.

Net working capital decreased from PhP45.6 billion in 2013 to PhP22.6 billion in 2014, with major decrease in Inventory due to reduced activity in the refinery.

Long term assets increased by PhP7.4 billion in 2014, owing to an increase in Property, Plant and Equipment and Deferred tax assets.

Net cash flow generated/(used) from operating activities but before working capital changes amounted to PhP(5.1) billion in 2014, which reflects the net operating loss for the year. Decrease in current assets, increase in liabilities other than provisions, dividends payable, short-term borrowings and loans payable resulted in net cash generated from operating activities to PhP12.9 billion.

STATEMENTS OF INCOME:

	2015	2014	2013
Net Sales	156,978	224,085	198,849
Cost of Sales	(139,710)	(225,394)	(187,219)
Gross profit	17,268	(1,309)	11,630
Operating Expenses, net	(10,350)	(9,638)	(8,791)
Income/(Loss) from Operations	6,918	(10,947)	2,839
Other non-operating income/ (Expense)	17	(18)	(1,170)
Finance Income (costs), net	(1,712)	(1,420)	(2,400)
Income/(Loss) Before Provision for Income Tax	5,223	(12,385)	(731)

Provision for Income Tax	(1,669)	3,897	(181)
Net Income/(Loss) for the Year	3,553	(8,488)	(912)
Earnings Per Share	3.48	(12.28)	(1.32)

Mark to Market losses pertaining to price risk management activities for physical cargoes are grouped under other operating income/(expense). During 2014 and 2013 the same was grouped under finance cost and hence even the prior period numbers are regrouped accordingly. The regrouping does not have any impact as such on the prior years' profit/loss.

BALANCE SHEETS:

	2015	2014	2013
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	3,576	4,722	6,161
Receivables, net	10,387	14,004	15,664
Inventories, net	11,349	16,336	28,514
Prepayments and other current assets	11,328	12,161	9,532
Total current assets	36,641	47,223	59,871
NON-CURRENT ASSETS			
Long-term receivables, advance rentals and investments	885	1,390	1,409
Property, plant and equipment, net	22,309	18,630	14,777
Deferred income tax assets	3,712	5,293	1,489
Other assets	2,672	965	1,187
Total non-current assets	29,578	26,280	18,862
TOTAL ASSETS	66,219	73,503	78,733
LIABILITIES & STOCKHOLDERS' EQUITY			
CURRENT LIABILITIES			
Accounts payable & accrued expenses	16,159	19,893	14,292
Dividends payable	10	10	10
Short-term borrowings	2,717	21,550	35,537
Current portion of Loans payable	0	11,000	0
Total current liabilities	18,886	52,453	49,839
NON-CURRENT LIABILITIES			
Long-term loans payable	16,000	12,000	11,000
Provisions and other liabilities	5,238	5,219	5,334
Total non-current liabilities	21,238	17,219	16,334
Total Liabilities	40,124	69,672	66,173
STOCKHOLDERS' EQUITY	26,095	3,830	12,561
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	66,219	73,503	78,733

Key Performance Indicators

	2015	2014	2013
Current Ratio	1.94	0.90	1.20
Earnings per Share	3.48	(12.28)	(1.32)
Debt-to-Equity Ratio	0.59	11.34	3.31
Return on Assets (%)	5.37	(11.54)	(1.19)
Return on Equity (%)	24	(103)	(5)

Figures are based on Audited Financial Statements.

Current ratios are computed by dividing current assets over current liabilities.

Earnings per share is computed based on the net income for the year divided by the weighted average number of shares outstanding during the period.

Debt-to-equity ratio resulted by dividing net debt (short-term and long-term borrowings less cash) over stockholder's equity (exclusive of Other Reserves).

Return on assets is computed as net income after taxes divided by total assets.

Return on equity is computed as net income after taxes by average of equity during the year and prior year.

Capital Expenditures Commitments

For the year 2016, a budget of PhP3.4 billion has been approved for capital expenditures. Bulk of the capital expenditures will be allocated mainly for asset integrity/maintenance, turnaround and growth projects.

Any events that will trigger direct or contingent financial obligation that is material to the company, including any default or acceleration of an obligation.

There are no material or significant events during the reporting period that will trigger direct or contingent financial obligation that is material to the corporation except for the cases enumerated under the section 'Legal Proceedings'. The Corporation, however, is confident that the liability, if any that may result from the outcome of these cases and investigations will not materially affect the financial position or results of the operations of the Corporation.

All material off-balance-sheet transactions, arrangements, obligations and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

There are no material off-balance-sheet transactions, arrangements, obligations and other relationships of the company with unconsolidated entities or other persons created during the reporting period.

Known trends, events, or uncertainties that have had or that are reasonably expected to have a material favourable or unfavourable impact on Net Sales/Income from continuing operations

Global developments, particularly volatility in oil prices and foreign exchange, will continue to impact the company's financial performance.

On September 7, 2010, the Department of Environment and Natural Resources (DENR) issued a Department Order (DAO 2010-23) on Revised Emission Standards for Motor Vehicles Equipped with Compression Ignition and Spark Ignition Engines, mandating compliance of all new passenger and light duty motor vehicles with Euro IV (P) emission limits subject to fuel availability, starting January 1, 2016. In relation to this, the Department of Trade and Industry promulgated and released the Philippine National Standards (PNS) for gasoline and diesel which mandated the introduction of Euro IV-PH fuels not later than January 1, 2016. Modifications to the refinery have been made in order for the asset to produce Euro IV (P)-compliant fuels. The Corporation has approved the investment for the upgrading of its Tabangao refinery and has achieved the timely completion of the project to meet the required Euro IV implementation deadline.

The Department of Energy (DOE) issued Department Circular DC2013-09-0021, mandating standard specifications for gasoline, in line with Republic Act 8749 or the Philippine Clean Air Act of 1999. All oil companies must distribute and sell gasoline blended with 10% ethanol with the following specifications: regular grade with at least a 91 research octane number (green); premium, 95 RON minimum (red); and premium plus, 97 RON minimum (blue). The circular

was signed by DOE Secretary Carlos Jericho Petilla on September 19, 2013; retailers were given until January 1, 2014 to comply with the new standards.

Any significant elements of income or loss that did not arise from the registrant's continuing operations

There are no material elements of income or loss that did not arise from the registrant's continuing operations during the period.

Any seasonal aspects that had material effect on the results of operations

No seasonal aspect that has a material effect on the financial condition or results of operations during the period.

Seasonal aspects that has a material effect on the financial statements

No seasonal aspects that have a material effect on the financial statements.

(c) Description of the General Nature and Scope of Business

The Corporation is involved in the manufacture and distribution of fuels, lubricating oils, base oils and bitumen and specialties through its refinery and distribution sites and marketing of the same through nation-wide commercial and retail networks.

The principal products include motor fuels (gasolines), diesel, aviation fuel, fuel oil and a number of industrial and specialty lubricants.

Twenty-one (21) terminals throughout the country ensure the fast and efficient distribution of petroleum products from the Corporation's refinery in Tabangao, Batangas to its various installations and depots and finally to its customers.

Main fuel products and hydrocarbon solvents are transported via lorries and barges. The First Philippine Industrial Corporation's 110-km Batangas-Manila white oil pipeline (WOPL) that was used as the principal utility in transporting fuel products was shut down in late 2010 due to a major leak which affected a residential and commercial community in Bangkal, Makati. It remains closed and the subject of a Writ of Kalikasan (Environment Writ) filed before the Supreme Court. Low sulphur fuel oil is transported by barges from the Tabangao refinery. Supply to the rest of the country is transported by coastal tankers, barges and road tankers.

The Shell General Business Principles (SGBP), Code of Conduct and our Commitment and Policy on Health, Safety, Security and Environment (HSSE) & Social Performance (SP) apply to all joint ventures that the Corporation controls.

Pursuant to the SGBP, the Corporation contributes to sustainable development by helping to meet the world's growing energy needs in economically, environmentally and socially responsible ways. The Corporation aims to deliver benefits and reduce its impact through the choices it makes about which projects to invest in, by making more energy efficient products, and by reducing the impact of its operations. Global environmental standards define requirements for the Corporation. These cover areas like responding to oil spills, energy efficiency, continuous venting or flaring of natural gas, air and water emissions from its facilities and handling of waste. The Corporation develops products and services to help meet the need for clean, convenient and affordable energy – for example by producing more cleaner-burning natural gas.

Safety is a top priority in the Corporation. As part of Shell's policies, operations must take a systematic approach to managing environmental impacts, using its Health, Safety, Security and Environment (HSSE) management system. The Corporation aims to have zero fatalities and to prevent incidents like spills, fires, and accidents that put its people, neighbors and facilities at risk. In 2010, the Corporation continued to strengthen its safety culture. It introduced new, simpler safety policies to make it easier to understand and follow the rules and check if these are being implemented.

The energy the Corporation supplies helps to support economic growth and development. In its operations, the Corporation aims to address social concerns and work to benefit local communities, protecting its reputation as it does business. It aims to encourage economic and social development while reducing any negative impact of its operations. The benefits the Corporation brings to local people include jobs, tax revenue, contracting and business opportunities and social investment. The Corporation implements various social investment programs throughout the country, primarily through the Pilipinas Shell Foundation, Inc. (PSFI), which was established in August 1982 as an independent non-profit organization.

Amount Spent on Research and Development:

R & D Costs	2015	2014	2013
Amount (in Million PhP)	68.25	81.30	23.19

Cost and Effects of Complying with Environmental Laws:*The Clean Air Act*

In keeping with the worldwide trend for cleaner fuels, the Philippines has been progressively moving towards adopting more stringent fuel quality standards, largely patterned after those enforced in the EU ("Euro Standards"). In 1999, Republic Act 8749, otherwise known as the Philippine Clean Air Act of 1999, was signed into law, providing a legal framework by which air quality in the country could be improved via a combination of fuel specifications and motor vehicle standards. The Implementing Rules and Regulations (IRR) were finalized in 2000.

Emissions from Stationary Sources

Following the implementation of the Clean Air Act, limits were imposed on sulphur dioxide, nitrogen dioxide and particulate emissions from manufacturing facilities. Continuous emissions monitoring systems (CEMS) were installed in Tabangao in 2001. The Corporation conducts a Relative Accuracy Test Audit of its CEMS as part of the regular self-monitoring reports to the EMB, which is the prescribed method.

Biofuels

The Biofuels Act of 2006 (Republic Act 9367) was implemented with the aim of reducing dependence on imported fuels. It also aimed to develop and utilize indigenous renewable and sustainable clean energy sources to reduce dependence on imported oil; to mitigate toxic and greenhouse gas (GSG) emissions; to increase rural employment and income; and to ensure the availability of alternative and renewable clean energy without any detriment to the natural ecosystem, biodiversity and food reserves of the country.

The Corporation currently blends diesel with 2% coco methyl ester (CME) and gasoline with 10% ethanol.

Fuel Quality

In order to meet the significant reduction in aromatics (from 45% to 35%) and benzene (from 4% to 2%) content in gasoline, the Corporation imports gasoline and gasoline components (purchased chiefly from other Shell companies in the region).

Euro IV-Equivalent Specifications

On September 7, 2010, the Department of Environment and Natural Resources (DENR) issued a Department Order (DAO 2010-23) on Revised Emission Standards for Motor Vehicles Equipped with Compression Ignition and Spark Ignition Engines, mandating compliance of all new passenger and light duty motor vehicles with Euro IV (P) emission limits subject to fuel availability, starting January 1, 2016.

Euro IV vehicle emission technology requires a more stringent fuel quality i.e. 50 ppm sulfur content for both diesel and gasoline. In 2012, the Department of Energy spearheaded discussions on the development of a Euro IV-PH fuel specification to support DENR DAO 2010-23. The Corporation, as a regular permanent member of the Technical Committee on Petroleum Products and Additives (TCPPA), was actively involved and supportive of the development of Euro IV (P) fuel specifications.

The Department of Trade and Industry promulgated and released the Philippine National Standards (PNS) for gasoline and diesel which mandates the introduction of Euro IV-PH fuels not later than January 1, 2016. Modifications to the refinery have been made in order for the asset to produce Euro IV (P)-compliant fuels. The Corporation approved the investment for the upgrading of its Tabangao refinery and has achieved the timely completion of the project to meet the required Euro IV implementation deadline.

(d) **Securities of the Registrant**

1) **Market Price**

The Corporation is not listed in the Stock Exchange.

2) **Holders**

The top twenty (20) stockholders of the Corporation as of 23 March 2016 are as follows:

	Stockholder Name	No. of Shares	Percentage
1	Shell Overseas Investments B.V.	1,081,364,501	68.18%
2	The Insular Life Assurance Company, Ltd.	310,078,999	19.55%
3	Spathodea Campanulata Inc.	81,551,154	5.14%
4	Rizal Commercial Banking Corporation	28,863,475	1.82%
5	Sagitro, Inc.	11,476,978	0.72%
6	Lourdes T. Arroyo, Inc.	7,484,352	0.47%
7	Carosal Development Corporation	5,107,991	0.32%
8	Severo A. Tuason & Co., Inc.	3,373,948	0.21%
9	Aboitiz & Co. Inc.	3,057,540	0.19%
10	Sahara Management and Development Corporation	2,312,245	0.15%
11	BPI/MS Insurance Corporation	1,972,022	0.12%
12	Zarcon Development Corporation	1,726,462	0.11%
13	Jose Antonio M. Ortoll	1,532,213	0.10%
14	Ayala Life Assurance, Inc.	1,342,198	0.08%
15	Pan Malayan Management & Investment Corporation	1,268,536	0.08%
16	Narciso L. Erana	1,191,150	0.08%
17	Gregorio Araneta III	1,177,720	0.07%
18	Ma. Beatriz M. Ortoll	1,140,923	0.07%
19	Carlos M. Ortoll, Jr.	1,021,220	0.06%
	Ma. Elena M. Ortoll	1,021,220	0.06%
	Ma. Marta M. Ortoll	1,021,220	0.06%
	Ma. Teresa M. Ortoll	1,021,220	0.06%
	Martin M. Ortoll	1,021,220	0.06%
20	Maria Lourdes Gonzalez La'o	985,228	0.06%

3) **Dividends**

Cash Dividend (per share)		
Percent/Amount	Record Date	Payment Date
₱0.689 per share	16 April 2013	16 May 2013

Dividend Policy

To the extent feasible, it is the policy of the Corporation to declare its unrestricted retained earnings as dividends to shareholders. The payment of dividends in the future will depend on the Corporation's earnings, cash flow, investment program and other factors. There were no dividends declared during the year 2014 and 2015.

4) Recent Sales of Unregistered or Exempt Securities, Including Recent Issuance of Securities Constituting an Exempt Transaction

Aside from the 894,672,777 shares issued during the 2015 Rights Issue (as described in Item 9 above), there are no recent sales of unregistered or exempt securities.

(e) Compliance with leading practice on Corporate Governance

The Corporation has joined the Institute of Corporate Directors and has since been in close coordination with the Institute for the establishment of a rating measure to determine the level of compliance by the Board and Management with the Corporation's Manual of Corporate Governance. The Board of Directors has approved the establishment of an evaluation and monitoring system for compliance with its Manual.

The Corporation has required the Executive Directors as well as the Independent Directors to attend seminars on Corporate Governance. Non-Executive Directors have also attended seminars on Corporate Governance and are much aware of the same.

The Manual of Corporate Governance of the Corporation, which was revised pursuant to SEC Memorandum Circular No. 9, Series of 2014, requires the yearly review of the Manual so as to be able to continually improve the same.

There have been so far no sanctions imposed as a result of violation of the Manual of Corporate Governance. The Corporation is committed to strictly adhere to the requirements of the said Manual.

Item 12. Mergers, Consolidations, Acquisitions and Similar Matters

No action will be taken with respect to any transaction involving the following:

- (a) the merger or consolidation of the registrant into or with any other person or of any other person into or with the registrant;
- (b) the acquisition by the registrant or any of its security holders of securities of another person;
- (c) the acquisition by the registrant of any other going business or of the assets thereof;
- (d) the sale or other transfer of all or any substantial part of the assets of the registrant; or
- (e) the liquidation or dissolution of the registrant.

Item 13. Acquisition or Disposition of Property

There are no matters or actions to be taken up with respect to acquisition or disposition of any property by the Corporation.

Item 14. Restatement of Accounts

There are no matters or actions to be taken up with respect to the restatement of any asset, capital, or surplus account of the registrant.

D. OTHER MATTERS

Item 15. Action with Respect to Reports

The approval of the stockholders on the following actions will be taken up:

(a) Approval of the Minutes of the Annual Meeting of the Stockholders held on 12 May 2015, with the following points:

- 1) Annual Report of the President;
- 2) Appointment of Auditors;
- 3) Election of Directors; and
- 4) Ratification and approval of the acts of the Board, Board Committees, and Management.

(b) Ratification of all acts of the Board of Directors, Board Committees and Management for the period covering 12 May 2015 through 12 May 2016.

These acts are covered by Resolutions of the Board of Directors duly adopted in the normal course of trade or business including the following:

- i) Approval of significant contracts in the course of business;
- ii) Approval of investment decisions;
- iii) Treasury matters related to opening of accounts and bank transactions;
- iv) Appointment of Executive Officers;
- v) Appointments to the Nomination, Remuneration, and Audit Committees of the Corporation;
- vi) Endorsement of the nominees in the Board; and
- vii) Appointment of signatories and corresponding amendments;

(c) Election of the Members of the Board of Directors, including Independent Directors, for the ensuing calendar year; and

(d) Appointment of External Auditors.

Item 16. Matters Not Required to be Submitted

No action is to be taken with respect to any matter which is not required to be submitted to a vote of security holders.

Item 17. Amendment of Charter, Bylaws or Other Documents

No action is to be taken up with respect to the subject item.

Item 18. Other Proposed Action

There are no other actions to be taken up other than those mentioned above.

Item 19. Voting Procedures

The vote of stockholders representing a majority of the issued and outstanding capital stock entitled to vote ("simple majority") shall be required for the approval of the minutes of the previous stockholders' meeting, the Annual Report of the President, the ratification of all acts of the Board of Directors and Management in 2015, the appointment of the independent external auditor for 2016, and the election of directors for 2016.

The shares shall be voted/cast by "viva voce". Traditionally, the shares are voted by verbal motion and duly seconded during the meeting. A matter is carried and approved when there is no objection from the floor.

The Corporate Secretary and Assistant Corporate Secretary have been authorized to count the votes cast in corporate actions requiring the vote of the shareholders.

UNDERTAKING

The Audited Financial Statements as of 31 December 2015 as approved by the Board of Directors on 22 March 2016 are attached to this Definitive Information Statement for distribution to the stockholders on 12 April 2016.

Upon written request of the stockholders, the Corporation undertakes to furnish said stockholder with a copy of SEC Form 17-A free of charge except for exhibit attached thereto which shall be charged at cost. Any written request for a copy of SEC Form 17-A shall be addressed to the following:

PILIPINAS SHELL PETROLEUM CORPORATION
Shell House, 156 Valero Street
Salcedo Village, Makati City

Attention: The Corporate Secretary

PART II.

SIGNATURE PAGE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this report is true, complete and correct.

This report is signed in the City of Makati on 11 April 2016

By:



ERWIN R. OROCIO
Corporate Secretary
Pilipinas Shell Petroleum Corporation