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Royal Dutch Shell plc

INTERIM ACCOUNTS

These interim accounts are prepared only for the purposes of Section 160 of the Companies Act 1985. They are abridged and unaudited.

	Period from 1 January 2006 to 23 May 2006 $ million
INCOME STATEMENT	
Administrative expenses	(7)
Dividend income	2,182
Finance income, net	220
Profit before taxation	2,395
Taxation	12
Profit for the period	2,407

STATEMENT OF RETAINED EARNINGS	
Retained profit at 1 January 2006	4,323
Profit for the period	2,407
Dividends paid	(1,839)
Repurchase of issued capital	(2,713)
Transfer from other reserve (note 4)	1,888
Retained profit at end of period	4,066

Royal Dutch Shell plc

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BALANCE SHEET	23 May 2006 $ million
Non-current assets	
Investments in subsidiaries (Note 2)	198,724
Deferred tax asset	2
Current assets	
Amounts due from subsidiary companies	4,073
Other debtors	8
Cash and cash equivalents	835
	4,916
Total assets	203,642
Current liabilities	
Payables to group companies	61
Other creditors	211
Total liabilities	272
Equity	
Issued capital (Note 3)	559
Share premium	154
Capital redemption reserve (Note 4)	25
Other reserve (Note 4)	198,566
Retained earnings	4,066
	203,370
Total equity and liabilities	203,642

Director

5 June 2006

Notes to Financial Statements

1. Accounting policies and convention

The accounting policies of Royal Dutch Shell plc (the "Company") are explained in the relevant notes.

The interim accounts and notes on pages 1 to 4 herein have been prepared to support the Company's 2006 share buyback programme, in accordance with and for the purposes of section 160 of the Companies Act 1985 and in accordance with International Financial Reporting Standards ("IFRS") for determining whether the proposed distribution would contravene the said Act.

The accounts have been prepared on the historical cost basis.

These interim accounts do not constitute statutory accounts within the meaning of section 240 of the Companies Act 1985. Statutory accounts for the years ending 31 December 2005 and 2006 will be delivered to the Registrar of Companies in England and Wales.

2. Investments

Investments in subsidiaries are stated at cost, net of pre-acquisition dividends (refer to note 4).

3. Issued capital

At 23 May 2006 the share capital of the Company was:

Authorised	**Nominal value original currency**
4,077,359,886 (31 December 2005: 4,077,359,886) Class A shares of €0.07 each	€285,415,192
2,759,360,000 (31 December 2005: 2,759,360,000) Class B shares of €0.07 each	€193,155,200
3,101,000,000 (31 December 2005: 3,101,000,000) unclassified shares of €0.07 each	€217,070,000
62,280,114 (31 December 2005: 62,280,114) Euro deferred shares of €0.07 each	€4,359,608
50,000 (31 December 2005: 50,000) Sterling deferred shares of £1 each	£50,000

Issued	**Nominal value original currency**	**Nominal value $ million**
3,863,375,000 (31 December 2005: 3,935,625,000) Class A shares of €0.07 each	€270,436,250	326
2,759,360,000 (31 December 2005: 2,759,360,000) Class B shares of €0.07 each	€193,155,200	233
Nil (31 December 2005: 62,280,114) Euro deferred shares of €0.07 each	-	-
50,000 (31 December 2005: 50,000) Sterling deferred shares of £1 each	£50,000	-
Total		**559**

On 6 January 2006 the Company issued 4,827,974 Class A shares in exchange for the loan notes issued to the remaining public shareholders of Royal Dutch Petroleum Company on 21 December 2005.

On 8 March 2006, the directors resolved to redeem, with immediate effect, 62,280,114 Euro deferred shares for €0.01 in total, in accordance with the rights attaching to those shares.

In the period from 3 January to 18 May 2006 77,077,974 Class A Shares were repurchased under the Company's share buyback programme and cancelled. In the period from 19 May to 23 May 2006 6,000,000 Class A Shares were repurchased under the Company's share buyback programme which were cancelled after 23 May 2006.

4. Reserves

Capital redemption reserve

As required by the Companies Act 1985, the equivalent of the nominal value of shares cancelled is transferred to a capital redemption reserve.

Other reserve

The other reserve represents the difference between the cost of the investment in the Royal Dutch Shell Group and the nominal value of shares issued in exchange for that investment.

An amount of $1,888 million was transferred from other reserves to retained earnings in respect of dividends receivable from subsidiaries. IFRS requires dividends received from subsidiaries which were paid out of their profits earned prior to it becoming a subsidiary of an entity to be treated as a reduction of the cost of the investment as opposed to income. However, the receipt of the dividend results in the realisation of the unrealised profit recorded in other reserves from the acquisition of the investment in the Royal Dutch Shell Group and therefore, the amount of the dividend has been transferred from other reserve to retained earnings.

In addition the other reserve includes the fair value of share-based compensation granted to employees under the Company's schemes, which is to be charged to the relevant employing Royal Dutch Shell Group Company with a corresponding increase to equity.