

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt about what action to take, you should seek your own personal advice immediately from a financial advisor authorised under the Financial Services and Markets Act 2000 if you are in the UK or, if you are not, from another appropriately authorised financial advisor. If you have sold or transferred all your ordinary shares in Royal Dutch Shell plc (the "Company"), please give this letter and the accompanying documents to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser.



Royal Dutch Shell plc

**NOTICE OF MEETING**

ANNUAL GENERAL MEETING

THE HAGUE AND LONDON, TUESDAY MAY 17, 2011

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**KEY TO SYMBOLS**

-  related information online, such as on [www.shell.com](http://www.shell.com), or e-mail address
-  related information within this Notice of Meeting
-  telephone number
-  postal address

**SPECIFICATIONS**

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**AVAILABILITY OF DOCUMENTS**

The Company's Annual Report and Form 20-F for the year ended December 31, 2010 and the Annual Review and Summary Financial Statements 2010 are available on

 [www.shell.com/annualreport](http://www.shell.com/annualreport)  
and the 2011 Notice of Meeting is available on  
 [www.shell.com/agm](http://www.shell.com/agm)

If you would like, free of charge, a paper copy of any of these documents [A], please contact one of the following:

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[A] The Annual Review and Summary Financial Statements 2010 and the 2011 Notice of Meeting are available in English and in Dutch.

**E-COMMUNICATION**

If you are a registered shareholder and hold your shares in your own name, or you hold your shares in the Royal Dutch Shell Corporate Nominee, you can choose to view shareholder communications (for example, the Company's Annual Report and Annual Review and Summary Financial Statements) by means of our website instead of receiving paper communications. If you opt for website communications and provide us with your e-mail address by registering online at [www.shareview.co.uk/clients/shell](http://www.shareview.co.uk/clients/shell), you will be sent a notification by e-mail whenever such shareholder communications are added to our website, or in the absence of an e-mail address you will be sent a notification by post. If you choose to view shareholder communications by means of our website, you may change your mind at any time or request, free of charge, a copy of the communication in paper form, by contacting our Registrar at the address below.

**EQUINITI**

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Registered with the Dutch Trade Register under number 34179503

## CHAIRMAN'S LETTER



March 22, 2011

Dear Shareholder,

I am pleased to invite you to the Company's Annual General Meeting, which will be held on Tuesday May 17, 2011.

The principal meeting place for the AGM will be in The Hague, with an audio-visual link to a satellite meeting place in London. As last year, while the Directors will be located in The Hague, shareholders located in London will be able to participate fully in the meeting via an audio-visual link. Shareholders in each location will be able to see and hear the other location by way of large screens located on stage, and ask questions at designated question points. Shareholders in both The Hague and London will also be able to vote simultaneously on each of the resolutions, and on any other matter which may properly come before the meeting, using electronic handsets. Details of the arrangements for the meeting locations in The Hague and London are given on pages 14 and 15 [\[14\]](#).

The meeting will be conducted in English although there will be Dutch translation facilities available at each venue.

### **BUSINESS OF THE MEETING**

The business to be conducted at the meeting is set out in this Notice with explanatory notes concerning each of the resolutions. The business is mainly of a routine nature for a listed company and your Board recommends that you vote in favour of Resolutions 1 to 21.

### **DIRECTORS**

I would like in particular to bring to your attention Resolutions 3 to 15, which relate to the appointment and re-appointment of Directors.

In line with the 2010 UK Corporate Governance Code, all Directors will retire at the AGM and, subject to the Articles of Association and their wish to continue as a Director of the Company, seek re-appointment by shareholders.

You may recall we chose to introduce this practice at last year's meeting ahead of the Code change.

Wim Kok will not be seeking re-appointment having served eight years as a Non-executive Director and I would like to take this opportunity to thank him for his long and distinguished service to the Company.

Shareholders will also be asked to vote on the appointment of Linda G. Stuntz as a Director of the Company with effect from June 1, 2011.

I believe that the appointment and each of the re-appointments proposed in Resolutions 3 to 15 are in the best interests of the Company. The biographical details of each Director are given on pages 8 and 9 [\[8\]](#) and I hope you will vote in support of these resolutions.

### **QUESTION AND ANSWER SESSION**

The AGM provides an opportunity for you to ask questions about the business set out in this Notice and to raise other matters about the business of the Company. As Chairman of the meeting, I will endeavour to ensure that discussions are kept relevant and that as many shareholders as possible have the opportunity to speak.

### **VOTING**

All resolutions for consideration at the meeting will be decided on a poll rather than a show of hands. This means that a shareholder has one vote for every share held. Even if you are not able to come to the meeting, I would urge you to vote by following the guidance notes on pages 10 to 13 [\[10\]](#).

Yours faithfully,

**Jorma Ollila**  
 Chairman

# NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting (the "AGM") of Royal Dutch Shell plc (the "Company") will be held at Circustheater, Circusstraat 4, The Hague, the Netherlands at 11 am (Dutch time) on Tuesday May 17, 2011, with an audio-visual link to a satellite meeting place at The Barbican Centre, Silk Street, London, EC2Y 8DS, United Kingdom at 10 am (UK time), for the purposes of considering the following business:

To consider and, if thought fit, to pass the following resolutions, with those numbered 1 to 18, and 21 being proposed as ordinary resolutions and those numbered 19 and 20 being proposed as special resolutions.

For ordinary resolutions to be passed, more than half of the votes cast must be in favour of the resolution, whilst in the case of special resolutions at least three quarters of the votes cast must be in favour.

## **RESOLUTION 1**

That the Company's annual accounts for the financial year ended December 31, 2010, together with the Directors' report and the Auditor's report on those accounts, be received.

## **RESOLUTION 2**

That the Remuneration Report for the year ended December 31, 2010, set out in the Annual Report and Accounts 2010 and summarised in the Annual Review and Summary Financial Statements 2010, be approved.

## **RESOLUTION 3**

That Linda G. Stuntz be appointed as a Director of the Company with effect from June 1, 2011.

## **RESOLUTION 4**

That Josef Ackermann be re-appointed as a Director of the Company.

## **RESOLUTION 5**

That Malcolm Brinded be re-appointed as a Director of the Company.

## **RESOLUTION 6**

That Guy Elliott be re-appointed as a Director of the Company.

## **RESOLUTION 7**

That Simon Henry be re-appointed as a Director of the Company.

## **RESOLUTION 8**

That Charles O. Holliday be re-appointed as a Director of the Company.

## **RESOLUTION 9**

That Lord Kerr of Kinlochard be re-appointed as a Director of the Company.

## **RESOLUTION 10**

That Gerard Kleisterlee be re-appointed as a Director of the Company.

## **RESOLUTION 11**

That Christine Morin-Postel be re-appointed as a Director of the Company.

## **RESOLUTION 12**

That Jorma Ollila be re-appointed as a Director of the Company.

## **RESOLUTION 13**

That Jeroen van der Veer be re-appointed as a Director of the Company.

## **RESOLUTION 14**

That Peter Voser be re-appointed as a Director of the Company.

## **RESOLUTION 15**

That Hans Wijers be re-appointed as a Director of the Company.

## **RESOLUTION 16**

That PricewaterhouseCoopers LLP be re-appointed as Auditors of the Company.

## **RESOLUTION 17**

That the Board be authorised to settle the remuneration of the Auditors for 2011.

## **RESOLUTION 18**

That the Board be generally and unconditionally authorised, in substitution for all subsisting authorities, to allot shares in the Company, to grant rights to subscribe for or convert any security into shares in the

Company, in either case up to a nominal amount of €146 million, and to list such shares or rights on any stock exchange, such authorities to apply until the end of next year's AGM (or, if earlier, until the close of business on August 17, 2012) (unless previously revoked or varied by the Company in general meeting) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

## **RESOLUTION 19**

That if Resolution 18 is passed, the Board be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

### **(A)**

to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities:

(i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

(ii) to holders of other equity securities, as required by the rights of those securities or, as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, or legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and

**(B)**  
 in the case of the authority granted under Resolution 18 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities or sale of treasury shares up to a nominal amount of €21 million,

such power to apply until the end of next year's AGM (or, if earlier, until the close of business on August 17, 2012) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends, and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

**RESOLUTION 20**

That the Company be authorised for the purposes of Section 701 of the Companies Act 2006 to make one or more market purchases (as defined in Section 693(4) of the Companies Act 2006) of its ordinary shares of €0.07 each ("Ordinary Shares"), such power to be limited:

**(A)**  
 to a maximum number of 625 million Ordinary Shares;

**(B)**  
 by the condition that the minimum price which may be paid for an Ordinary Share is €0.07 and the maximum price which may be paid for an Ordinary Share is the higher of:

(i) an amount equal to 5% above the average market value of an Ordinary Share for the five business days immediately preceding the day on which that Ordinary Share is contracted to be purchased; and

(ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out,

in each case, exclusive of expenses;

such power to apply until the end of next year's Annual General Meeting (or, if earlier, August 17, 2012) but in each case so that the Company may enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after the power

ends and the Company may purchase Ordinary Shares pursuant to any such contract as if the power had not ended.

**RESOLUTION 21**

That, in accordance with Section 366 of the Companies Act 2006 and in substitution for any previous authorities given to the Company (and its subsidiaries), the Company (and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect) be authorised to:

**(A)**  
 make political donations to political organisations other than political parties not exceeding £200,000 in total per annum; and

**(B)**  
 incur political expenditure not exceeding £200,000 in total per annum,

during the period beginning with the date of the passing of this resolution and ending on June 30, 2012 or, if earlier, at the conclusion of the next Annual General Meeting of the Company. In this resolution, the terms "political donation", "political parties", "political organisation" and "political expenditure" have the meanings given to them by Sections 363 to 365 of the Companies Act 2006.

By order of the Board

**Michiel Brandjes**  
 Company Secretary  
 March 22, 2011

# EXPLANATORY NOTES ON RESOLUTIONS

## **NOTE TO RESOLUTION 1**

### **Annual Report and Accounts**

The Board of Directors will present the Company's annual accounts for the financial year ended December 31, 2010 together with the Directors' report and the Auditor's report on those accounts.

## **NOTE TO RESOLUTION 2**

### **Consideration and approval of the Remuneration Report**

Resolution 2 is a resolution seeking approval of the Directors' Remuneration Report for the year ended December 31, 2010. The Report has been prepared and is laid before the meeting in accordance with the Companies Act 2006. The Board considers that the policy and practice outlined in the Report are appropriate to the Company's circumstances and that the Report should receive shareholder support.

## **NOTE TO RESOLUTION 3**

### **Appointment of a Director**

As announced on March 10, 2011, the Board has proposed the appointment of Linda G. Stuntz as a Director of the Company with effect from June 1, 2011. Her biographical details are given on page 8 [\[8\]](#).

## **NOTES TO RESOLUTIONS 4 TO 15**

### **Retirement and re-appointment of Directors**

In line with the 2010 UK Corporate Governance Code, all Directors will retire at the AGM and, subject to the Articles of Association and their wish to continue as a Director of the Company, seek re-appointment by shareholders. The Directors retiring and seeking re-appointment at this AGM are Josef Ackermann, Malcolm Brinded, Guy Elliott, Simon Henry, Charles O. Holliday, Lord Kerr of Kinlochard, Gerard Kleisterlee, Christine Morin-Postel, Jorma Ollila, Jeroen van der Veer, Peter Voser and Hans Wijers. Their biographical details are given on pages 8 and 9 [\[8\]](#). Pursuant to the UK Corporate Governance Code, all Non-executive Directors have received formal performance evaluations and were considered to be effective in their roles and

to be committed to making available the appropriate time for Board meetings and other duties.

As announced on March 10, 2011 Wim Kok will step down as a Non-executive Director at the close of business of the AGM. The Board recommends that you support the re-appointment of each of the retiring Directors standing for re-appointment at the AGM.

## **NOTES TO RESOLUTIONS 16 AND 17**

### **Re-appointment of Auditors and determination of Auditors' remuneration**

The Company is required to appoint Auditors for each financial year of the Company, to hold office until the conclusion of the next general meeting at which accounts are presented.

Resolution 16 proposes the re-appointment of PricewaterhouseCoopers LLP as the Company's auditors and Resolution 17 seeks authority for the Board to determine their remuneration. Both resolutions are being proposed as ordinary resolutions.

## **NOTE TO RESOLUTION 18**

### **Authority to allot shares**

This resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount equal to €146 million (representing 2,086 million ordinary shares of €0.07 each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at March 22, 2011, the latest practicable date prior to publication of this Notice. The Company does not hold any shares in treasury as at the date of this Notice.

This authority complies with the guidelines issued by institutional investors.

The Directors' authority under this resolution will expire at the earlier of August 17, 2012 and the conclusion of the AGM of the Company held in 2012. The Directors have

no present intention to exercise the authority sought under this resolution.

## **NOTE TO RESOLUTION 19**

### **Disapplication of pre-emption rights**

This resolution will be proposed as a special resolution, which requires a 75% majority of the votes to be cast in favour. It would give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be, similar to previous years, limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of €21 million (representing 312 million ordinary shares). This aggregate nominal amount represents, in accordance with institutional investor guidelines, approximately 5% of the issued ordinary share capital of the Company as at March 22, 2011, the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling 3-year period without prior consultation with shareholders.

The authority will expire at the earlier of August 17, 2012 and the conclusion of the AGM of the Company held in 2012. The Directors have no immediate plans to make use of these authorities.

## **NOTE TO RESOLUTION 20**

### **Renewal of authority to make market purchases of ordinary shares**

Authority is sought for the Company to purchase up to 10% of its issued ordinary shares (excluding any treasury shares), renewing the authority granted by the

shareholders at previous Annual General Meetings. The Board regards the ability to repurchase issued shares in suitable circumstances as an important part of the financial management of the Company.

The Directors confirm that they will exercise the on-going buy-back authority only when, in the light of prevailing market conditions, they consider that such purchases would result in an increase in earnings per share and would be in the best interests of the shareholders generally. The Board is making no recommendation as to whether shareholders should sell their ordinary shares in the Company. The Company did not purchase any ordinary shares in the period from the last Annual General Meeting to March 22, 2011 under the existing authority.

Ordinary shares purchased by the Company pursuant to this authority will either be cancelled or held in treasury. Treasury shares are shares in the Company which are owned by the Company itself. It is the intention of the Company to hold some or all of the shares which are repurchased under this authority as treasury shares within the limits allowed by law. Once shares are held in treasury, the Directors may dispose of them in accordance with applicable law, but their current intention is to use such treasury shares for the purposes of, or pursuant to, an employee share scheme. The Company currently has no ordinary shares in treasury.

The minimum price, exclusive of expenses, which may be paid for an ordinary share is €0.07. The maximum price, exclusive of expenses, which may be paid for an ordinary share is the higher of (i) an amount equal to 5% above the average market value for an ordinary share for the five business days immediately preceding the date of the purchase and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

The Company has no warrants in issue in relation to its shares and no options to subscribe for its shares outstanding.

The authority will expire at the earlier of August 17, 2012 and the conclusion of the AGM of the Company held in 2012.

#### **NOTE TO RESOLUTION 21**

##### **Authority for certain donations and expenditure**

This ordinary resolution seeks authority from shareholders to enable the Company (and its subsidiaries) to:

- make political donations to political organisations other than political parties up to an aggregate of £200,000 per annum; and
- incur political expenditure up to an aggregate of £200,000 per annum,

in the European Union ("EU") which it would otherwise be prohibited from making or incurring because of the Companies Act 2006 in the UK. The Directors are seeking such authority for the period up to June 30, 2012, or, if earlier, at the conclusion of the next AGM.

The Company has no intention of changing its current practice of not making political donations or incurring political expenditure and will not do so without the specific endorsement of shareholders. However, the Companies Act defines "political organisations" widely to include, amongst other things, organisations which carry on or propose to carry on activities that are capable of being reasonably regarded as intended to affect public support for a political party or an independent election candidate in any EU member state or to influence voters in relation to any referendum in any EU member state. As a result, it is possible that political organisations may include, for example, bodies concerned with policy review and law reform, with the representation of the business community or sections of it or with the representation of other communities or special interest groups which it may be in the Company's interest to support.

**YOUR DIRECTORS CONSIDER THAT RESOLUTIONS 1 TO 21 ARE IN THE BEST INTERESTS OF THE COMPANY AND ITS SHAREHOLDERS AS A WHOLE AND UNANIMOUSLY RECOMMEND THAT YOU VOTE IN FAVOUR OF RESOLUTIONS 1 TO 21.**

# BIOGRAPHIES

## Linda G. Stuntz

Born September 11, 1954. A US national, Linda Stuntz is a founding partner of the law firm of Stuntz, Davis & Staffier, P.C. based in Washington, D.C. Her law practice includes energy and environmental regulation, as well as matters relating to government support of technology development and transfer. She served as Deputy Secretary of the United States Department of Energy and in that position, and in other senior policy positions at the Department between 1989 and 1993, she played a principal role in the development and enactment of the Energy Policy Act of 1992. Between 1981 and 1987, she was an Associate Minority Counsel and Minority Counsel to the Energy and Commerce Committee of the United States House of Representatives. She served as Chair of the Electricity Advisory Committee to the United States Department of Energy from 2008–2009 and on the Board of Directors of Schlumberger Limited from 1993–2010. She currently serves on the Board of Directors of Raytheon Company and Wittenberg College in Ohio. Subject to her appointment as a Director of the Company, she will serve as a Member of the Audit Committee.

### RESOLUTION 3



## Josef Ackermann M | M

### NON-EXECUTIVE DIRECTOR

Born February 7, 1948. A Swiss national, appointed a Non-executive Director of the Company in May 2008. He is Chairman of the Management Board and the Group Executive Committee of Deutsche Bank AG. He was appointed to these positions in 2006 and 2002 respectively. He joined Deutsche Bank's Management Board in 1996, with responsibility for the investment banking division. He started his professional career in 1977 at Schweizerische Kreditanstalt (SKA), where he held a variety of positions in corporate banking, foreign exchange/money markets, treasury and investment banking. In 1990, he was appointed to SKA's Executive Board, on which he served as President between 1993 and 1996. He is currently also a member of the Supervisory Board of Siemens AG and a member of the Board of Directors of Zurich Financial Services Limited.

### RESOLUTION 4



## Malcolm Brinded CBE

### EXECUTIVE DIRECTOR, UPSTREAM INTERNATIONAL

Born March 18, 1953. A British national, appointed an Executive Director of the Company in October 2004 responsible for global Exploration & Production, and from July 2009 for Upstream International. He was previously a Managing Director of Shell Transport from March 2004 and, prior to that, a Managing Director of Royal Dutch from 2002. He joined Shell in 1974 and has held various positions around the world including in Brunei, the Netherlands and Oman. He was also Country Chair for Shell in the UK. He is a member of the Nigerian Presidential Honorary International Investor Council, Chairman of the Shell Foundation and a Trustee of the Emirates Foundation and the International Business Leaders Forum. In October 2010, he was appointed a Non-executive Director of Network Rail.

### RESOLUTION 5



## Guy Elliott M | C

### NON-EXECUTIVE DIRECTOR

Born December 26, 1955. A British national, appointed a Non-executive Director of the Company with effect from September 2010. He is Chief Financial Officer of Rio Tinto plc and Rio Tinto Limited, positions he has held since 2002. Following a period in investment banking, he joined the Rio Tinto Group in 1980 after gaining an MBA at INSEAD. He has held a variety of marketing, strategy and general management positions, including Head of Business Evaluation and President of Rio Tinto Brasil. He was Non-executive Director and Senior Independent Director of Cadbury plc from 2007 and 2008 respectively until March 2010, and served as Chairman of the Audit Committee until April 2009.

### RESOLUTION 6



## Simon Henry

### CHIEF FINANCIAL OFFICER

Born July 13, 1961. A British national, appointed Chief Financial Officer of the Company with effect from May 2009. He joined Shell in 1982 as an engineer at the Stanlow refinery in the UK. After qualifying as a member of the Chartered

Institute of Management Accountants in 1989, he held various finance posts, including Finance Manager of Marketing in Egypt, Controller for the Upstream business in Egypt, Oil Products Finance Adviser for Asia Pacific, Finance Director for the Mekong Cluster and General Manager Finance for the South East Asian Retail business. He was appointed Head of Group Investor Relations in 2001 and Chief Financial Officer for Exploration & Production in 2004.

### RESOLUTION 7



## Charles O. Holliday M M | C M

### NON-EXECUTIVE DIRECTOR

Born March 9, 1948. A US national, appointed a Non-executive Director of the Company with effect from September 2010. He served as Chief Executive Officer of DuPont from 1998 to January 2009 and Chairman from 1999 to December 2009. He joined DuPont in 1970 after receiving a B.S. in industrial engineering from the University of Tennessee and held various manufacturing and business assignments including President of DuPont Asia/Pacific, living in Tokyo for six years, before becoming Chairman and Chief Executive Officer. He previously served as Chairman of the World Business Council for Sustainable Development, Chairman of The Business Council, Chairman of Catalyst and Chairman of the Society of Chemical Industry – American Section and is a founding member of the International Business Council. He is a Director of Bank of America Corporation and Deere & Company.

### RESOLUTION 8



## Lord Kerr of Kinlochard GCMG

### M M M | M M

### DEPUTY CHAIRMAN AND SENIOR

### INDEPENDENT NON-EXECUTIVE DIRECTOR

Born February 22, 1942. A British national, appointed a Non-executive Director of the Company in October 2004. He was a Non-executive Director of Shell Transport from 2002 to 2005. A member of the UK Diplomatic Service from 1966 to 2002, he was UK Permanent Representative to the EU, British Ambassador to the USA and Foreign Office Permanent Under Secretary of State. In 2004, he became an independent Member of the House of Lords. He is a Non-executive Director of Rio Tinto plc, Scottish American Investment Company plc and Scottish Power, a BAE Systems Advisory Board member

and Chairman of Imperial College and the Centre for European Reform.

**RESOLUTION 9**



**Gerard Kleisterlee** M | M

**NON-EXECUTIVE DIRECTOR**

Born September 28, 1946. A Dutch national, appointed a Non-executive Director of the Company with effect from November 2010. He is President/Chief Executive Officer and Chairman of the Board of Management of Koninklijke Philips Electronics N.V. since April 2001. After holding several positions within Philips since he joined it in 1974, he was appointed as Chief Executive Officer of Philips' Components division in 1999 and Executive Vice-President of Philips in 2000. He is a member of the European Round Table of Industrialists, Chairman of both IMD's Foundation Board and Executive Committee, member of the Supervisory Board of De Nederlandsche Bank N.V., Daimler AG and a Director of Dell Inc. He is also the Chairman of the Foundation of the Cancer Centre Amsterdam. [A]

[A] It was announced in February 2011 that Gerard Kleisterlee will be appointed as a Non-executive Director of Vodafone Group plc on April 1, 2011. He will succeed the Chairman of Vodafone following the retirement of the present incumbent at its 2011 AGM. Gerard Kleisterlee will retire from his current position at Koninklijke Philips Electronics N.V. on March 31, 2011.

**RESOLUTION 10**



**Christine Morin-Postel** C | M

**NON-EXECUTIVE DIRECTOR**

Born October 6, 1946. A French national, appointed a Non-executive Director of the Company in October 2004. She was a member of the Royal Dutch Supervisory Board from July 2004 and was a Board member of Royal Dutch until December 2005. Formerly she was Chief Executive of Société Générale de Belgique, Executive Vice-President and member of the Executive Committee of Suez S.A., Chairman and Chief Executive Officer of Crédit Suisse S.A. and a Non-executive Director of Pilkington plc and Alcan Inc. She is a Non-executive Director of 3i Group plc, British American Tobacco plc and EXOR S.p.A.

**RESOLUTION 11**



**Jorma Ollila** C | C

**CHAIRMAN**

Born August 15, 1950. A Finnish national, appointed Chairman of the Company with effect

from June 2006. He started his career at Citibank in London and Helsinki, before moving in 1985 to Nokia, where he became Vice President of International Operations. In 1986, he was appointed Senior Vice President Finance and between 1990 and 1992 he served as President of Nokia Mobile Phones. Between 1992 and 1999 he was President and Chief Executive Officer of Nokia, and from 1999 to June 2006 he was Chairman and Chief Executive Officer. He is currently Chairman of the Board of Nokia.

**RESOLUTION 12**



**Jeroen van der Veer** M | M

**NON-EXECUTIVE DIRECTOR**

Born October 27, 1947. A Dutch national, appointed a Non-executive Director of the Company with effect from July 2009. Previously, Chief Executive since October 2004. He was appointed President of Royal Dutch in 2000, having been a Managing Director since 1997, and was a Board member until December 2005. He was a Director of Shell Canada Limited from April 2003 until April 2005. He joined Shell in 1971 in refinery process design and held a number of senior management positions around the world. He is Vice-Chairman and Senior Independent Director of Unilever (which includes Unilever N.V. and Unilever plc), Vice-Chairman of ING Group, a member of the Supervisory Board of Koninklijke Philips Electronics N.V. and has various roles in several foundations and charities. [A]

[A] It was announced in February 2011 that Jeroen van der Veer will be appointed as Chairman of the Supervisory Board of Koninklijke Philips Electronics N.V. with effect from the close of business of its 2011 AGM and in March 2011 it was announced that he would be retiring as a Director of Unilever N.V. and Unilever plc with effect from the close of business of the Unilever N.V. 2011 AGM. It was also announced in March 2011 that he would be appointed Chairman of the Supervisory Board of ING Group with effect from the close of business of its 2011 AGM.

**RESOLUTION 13**



**Peter Voser**

**CHIEF EXECUTIVE OFFICER**

Born August 29, 1958. A Swiss national, appointed Chief Executive Officer of the Company with effect from July 2009. Previously, Chief Financial Officer since October 2004. He first joined Shell in 1982 and held a variety of finance and business roles in Switzerland, the UK, Argentina and Chile, including Chief Financial Officer of Oil Products. In 2002, he joined the

Asea Brown Boveri (ABB) Group of Companies, based in Switzerland as Chief Financial Officer and member of the ABB Group Executive Committee. He returned to Shell in October 2004, when he became a Managing Director of Shell Transport and Chief Financial Officer of the Royal Dutch/Shell Group. He was a member of the Supervisory Board of Aegon N.V. from 2004 until 2006, a member of the Supervisory Board of UBS AG from 2005 until April 2010 and a member of the Swiss Federal Auditor Oversight Authority from 2006 until December 2010. He is currently a Director of Catalyst, a non-profit organisation which works to build inclusive environments and expand opportunities for women and business, and was appointed to the Board of Directors of Roche Holding Limited at its 2011 AGM. Peter is also active in a number of international and bilateral organisations, including the European Round Table of Industrialists and The Business Council.

**RESOLUTION 14**



**Hans Wijers** C | M | C

**NON-EXECUTIVE DIRECTOR**

Born January 11, 1951. A Dutch national, appointed a Non-executive Director of the Company with effect from January 2009. He is Chief Executive Officer and Chairman of the Board of Management of Akzo Nobel N.V. He joined Akzo Nobel N.V. in 2002 as a Board member, and was appointed Chairman in 2003. He obtained a PhD in economics in 1982 while teaching at the Erasmus University Rotterdam. Later he became Managing Partner of The Boston Consulting Group. He served as Dutch Minister for Economic Affairs from 1994 to 1998, after which he returned to The Boston Consulting Group as Senior Partner until his appointment as a Board member of Akzo Nobel N.V. He is a trustee of various charities and a member of the European Round Table of Industrialists.

**RESOLUTION 15**

On March 9, 2011, the Board approved certain changes to Board Committee membership. Subject to Directors' reappointment at the 2011 AGM, the new arrangements are with effect from May 18, 2011.

**BOARD COMMITTEE MEMBERSHIP**

	Current	New
Audit Committee	<span style="color: red;">■</span>	<span style="color: red;">●</span>
Corporate and Social Responsibility Committee	<span style="color: yellow;">■</span>	<span style="color: yellow;">●</span>
Nomination and Succession Committee	<span style="color: orange;">■</span>	<span style="color: orange;">●</span>
Remuneration Committee	<span style="color: blue;">■</span>	<span style="color: blue;">●</span>
Chairman	<span style="border: 1px solid gray; padding: 2px;">C</span>	<span style="border: 1px solid gray; padding: 2px;">C</span>
Member	<span style="border: 1px solid gray; padding: 2px;">M</span>	<span style="border: 1px solid gray; padding: 2px;">M</span>

# SHAREHOLDER NOTES

## THIS SECTION CONTAINS INFORMATION RELATING TO THE FOLLOWING:

1. Attendance and appointment of a proxy
2. Corporate representatives
3. Electronic proxy appointment
4. CREST electronic proxy appointment
5. Audit concerns
6. Shareholders' right to ask questions
7. Shareholders' rights under Sections 338 and 338A of the Companies Act 2006
8. Electronic publication
9. Electronic addresses
10. Shares and voting rights
11. Documents available for inspection

### 1. ATTENDANCE AND APPOINTMENT OF A PROXY

If you wish to attend the Annual General Meeting or appoint a proxy to attend, speak and vote on your behalf, please see the relevant section below depending on the way you hold your shares.

There are several ways in which Royal Dutch Shell plc ordinary shares or an interest in those shares can be held. These include:

- directly as registered shares in certificated or uncertificated form in a shareholder's own name;
- through the Royal Dutch Shell Corporate Nominee;
- indirectly through Euroclear Nederland (via banks or brokers); or
- as a direct or indirect holder of either A or B American Depositary Shares (ADSs) with the Depository (The Bank of New York Mellon).

Any person to whom this Notice is sent who is a person that has been nominated under Section 146 of the Companies Act 2006 to enjoy information rights ("nominated persons") does not have a right to appoint a

proxy. However, a nominated person may, under an agreement with the registered shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. Alternatively, if a nominated person does not have such a right, or does not wish to exercise it, he or she may have a right under any such agreement to give instructions to the registered shareholder as to the exercise of voting rights.

### Shareholders with registered shares in their own name or holding their shares through the Royal Dutch Shell Corporate Nominee

- Registered holders of shares or shareholders who hold their shares in the Royal Dutch Shell Corporate Nominee, or their duly appointed representatives, are entitled to attend, speak and vote at the AGM.
- Entitlement to attend and vote at the AGM will be determined by reference to the Company's Register of Members. In order to attend and vote at the AGM, a person must be entered on the Register of Members or the register of the Royal Dutch Shell Corporate Nominee no later than 7.00 pm (Dutch time), 6.00 pm (UK time) on Friday May 13, 2011. A shareholder's voting entitlement will depend on the number of shares held at that time. If the meeting is adjourned, such entitlement is determined by reference to the Register of Members or the register of the Royal Dutch Shell Corporate Nominee at 7.00 pm (Dutch time), 6.00 pm (UK time) on the day two working days preceding the date fixed for the adjourned meeting.
- A shareholder is entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM, provided each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not also be a shareholder.

Proxy Forms and Voting Instruction Forms must reach the Company's Registrar no later than 6.00 pm (Dutch time), 5.00 pm (UK time) on Friday May 13, 2011. It is also possible to vote or register a proxy appointment electronically as explained below. Shareholders who have completed a Proxy Form or Voting Instruction Form may still attend the AGM and vote in person should they wish to do so, but they are requested to bring the Admittance Card with them to the meeting.

If a shareholder wishes to appoint multiple proxies, he or she should contact the Registrar on 0800 169 1679 (UK) or +44 (0) 121 415 7073 to obtain an additional Proxy Form or, in the case of a participant in the Royal Dutch Shell Corporate Nominee, a Voting Instruction Form. Alternatively the shareholder may photocopy his or her Proxy Form or Voting Instruction Form. It will be necessary for the shareholder to indicate on each separate Proxy Form, or Voting Instruction Form, the number of shares in relation to which each proxy is authorised to act. If a shareholder appoints more than one proxy, he or she must ensure that no more than one proxy is appointed in relation to any share.

If a shareholder does not specify how he or she wants the proxy to vote on the particular resolutions, the proxy may vote or abstain as he or she sees fit. A proxy may also vote or abstain as he or she sees fit on any other business which properly comes before the AGM.

If shares are held through the Royal Dutch Shell Corporate Nominee and no voting instructions are received or specified, the Corporate Nominee will not cast the votes attached to such shares.

If two or more shareholders jointly hold shares in the Company, each shareholder may attend, speak and vote at the AGM, appoint a proxy or give voting instructions. However, if more than one joint holder votes, appoints a proxy or gives voting instructions, the only vote, appointment or voting instruction which will count is the vote, appointment or voting instruction of

the joint holder whose name is listed first on the register.

**Shareholders holding their shares through Euroclear Nederland (via banks or brokers)**

Shareholders holding their shares through Euroclear Nederland B.V. ("Euroclear") via banks and brokers are not included in the Company's Register of Members – such shares are included in the Register of Members under the name of Euroclear. If shareholders who hold their shares through Euroclear wish to (i) attend the AGM or (ii) appoint a proxy to attend, speak and vote on their behalf or (iii) give voting instructions without attending the meeting, they must instruct Euroclear accordingly. To do this, shareholders are advised to contact their bank or broker as soon as possible and advise them which of the three options they prefer. In all cases the validity of the instruction will be conditional upon ownership of the shares at no later than 6.00 pm (Dutch time), 5.00 pm (UK time) on Friday May 13, 2011.

Shareholders holding their shares through Euroclear and who indicate they wish to attend the AGM will not receive an admittance card. They will therefore be

asked to identify themselves at the AGM using a valid passport, identity card or driving licence.

**Holders of American Depositary Shares (ADSs)**

Registered ADS holders who wish to attend the AGM or wish to have their votes cast on their behalf should indicate accordingly on their Voting Instruction Form and return it to the Depository, The Bank of New York Mellon. Those who hold their ADSs beneficially through a bank or broker and wish to attend the AGM or have their votes cast on their behalf should contact their bank or broker as soon as possible. The Depository, The Bank of New York Mellon, can be contacted on telephone number +1 888 737 2377 (from within the USA) or +1 201 680 6825 (from outside the USA). Holders of ADSs wishing to attend the AGM will not receive an admittance card and may therefore be asked to identify themselves at the AGM using a valid passport, identity card or driving licence.

**2. CORPORATE REPRESENTATIVES**

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member

provided that they do not do so in relation to the same shares.

**3. ELECTRONIC PROXY APPOINTMENT**

Registered shareholders who would prefer to register a proxy appointment with the Registrar via the internet instead of by hard copy (sent by post or by hand) may do so by accessing the website [www.sharevote.co.uk](http://www.sharevote.co.uk). Shareholders who hold their shares through the Royal Dutch Shell Corporate Nominee may also register their voting instructions for the AGM via the same corporate website. Details of how to register an electronic proxy appointment and voting instructions are set out on the website, but please note the following:

- This method of registering proxies is an alternative to the traditional hard copy appointment of proxies, which will continue unaltered. The electronic facility is available to all shareholders and those who use it will not be disadvantaged.
- This facility provides for the electronic appointment of a proxy and not direct electronic voting. Accordingly, the person appointed as proxy will have to attend the meeting in person and vote on behalf of the shareholder.



- No special software is required in addition to internet access.
- To register on the website [www.sharevote.co.uk](http://www.sharevote.co.uk) it will be necessary to quote the reference numbers which are set out on the top of your Proxy Form or Voting Instruction Form. These numbers are unique to the particular holding and the 2011 AGM and contain special security aspects to prevent fraudulent replication.
- In the interests of security, the reference numbers will not be re-issued, so if you consider that you might want to register your proxy appointment or your voting instructions electronically after submitting the paper form, please retain a note of the Voting ID, Task ID and Shareholder Reference Number before dispatching the paper form.
- An electronic appointment of a proxy or registration of voting instructions will not be valid if sent to any address other than [www.sharevote.co.uk](http://www.sharevote.co.uk) and will not be accepted if found to contain a virus.
- The final time for receipt of proxies is 6.00 pm (Dutch time), 5.00 pm (UK time) on Friday May 13, 2011. You may change

your appointment or voting instructions by submitting a new form in either hard copy or electronic form; however, the new form must be received by the Registrar by this final time. If two valid Proxy Forms or Voting Instruction Forms are received from the same shareholder before the relevant closing time, the one last received will be counted.

#### 4. CREST ELECTRONIC PROXY APPOINTMENT

CREST members who wish to appoint a proxy through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's

specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Registrar (ID RA19) by the latest time(s) for receipt of proxy appointments specified in this Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply



in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, CREST members and, where applicable, their CREST sponsors or voting service providers, are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### 5. AUDIT CONCERNS

Under Section 527 of the Companies Act 2006 shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the Annual General Meeting includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

#### 6. SHAREHOLDERS' RIGHT TO ASK QUESTIONS

Any shareholder attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt

with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. See also "How to ask a question" on page 14 (The Hague) or page 15 (London) [\[a\]](#).

#### 7. SHAREHOLDERS' RIGHTS UNDER SECTIONS 338 AND 338A OF THE COMPANIES ACT 2006

Under Section 338 and Section 338A of the Companies Act 2006, shareholders meeting the threshold requirements in those sections have the right to require the Company (i) to give to shareholders of the Company entitled to receive Notice of the Meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than Monday April 4, 2011, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

#### 8. ELECTRONIC PUBLICATION

A copy of this Notice of Meeting, and other information required by Section 311A of the Companies Act 2006, can be found at [www.shell.com/agm](http://www.shell.com/agm).

#### 9. ELECTRONIC ADDRESSES

Shareholders may not use any electronic address in this Notice of Meeting or any related documents (including Proxy Forms) to communicate with the Company about proceedings at the 2011 AGM or the

contents of this Notice of Meeting other than for expressly stated purposes.

#### 10. SHARES AND VOTING RIGHTS

The total number of Royal Dutch Shell plc ordinary shares in issue as at March 22, 2011 is 3,563,952,539 A shares and 2,695,808,103 B shares, and 50,000 sterling deferred shares. The A shares and the B shares carry one vote each but the sterling deferred shares have no voting rights. The Company holds no shares in treasury.

#### 11. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, which are available for inspection during normal business hours at the registered office of the Company on any weekday (Saturdays, Sundays and public holidays excluded), will also be available for inspection at each of the AGM venues from 10:45 am (Dutch time), 9:45 am (UK time) on the day of the AGM until the conclusion of the AGM:

- a copy of each Executive Director's contract of service; and
- a copy of each Non-executive Director's letter of appointment.

# ATTENDANCE THE HAGUE, THE NETHERLANDS

## VENUE

Circustheater, Circusstraat 4, 2586 CW  
The Hague, The Netherlands.

## TIME

Meeting starts at 11 am (Dutch time).  
Registration is open from 9:30 am (Dutch  
time).

## HOW TO ASK A QUESTION

There will be dedicated question points  
located in the main auditorium. Ushers will  
be available to direct you to the question  
points and it is suggested that you sit in  
these areas should you wish to raise a  
question.

## VOTING

Shareholders in both The Hague and  
London will be able to vote simultaneously,  
using the electronic handsets provided, on  
each of the resolutions and any other matter  
which may properly come before the  
meeting.

## REFRESHMENTS

Tea and coffee will be served before the  
AGM and a light lunch will be available  
after the AGM.

## HOW TO GET THERE

The Circustheater is opposite the  
"Circustheater" tramstop. Take tram 9 from  
The Hague Hollands Spoor Station and The  
Hague Central Station.

## PARKING

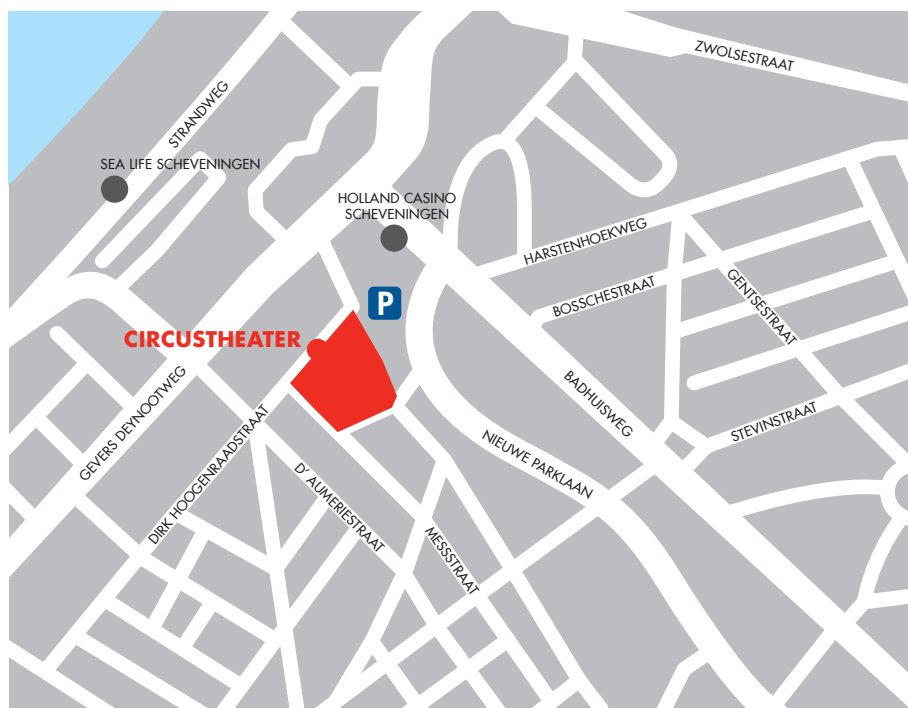
The car park is located at Nieuwe Parklaan.

## SHAREHOLDERS WITH SPECIAL NEEDS

There will be an induction loop system for  
those with hearing difficulties. Persons in  
wheelchairs should contact a member of  
staff on arrival. Anyone accompanying a  
person in need of assistance will be  
admitted to the AGM.

## SECURITY

In the interests of security, electrical  
equipment and cameras will not be  
permitted in the AGM. A routine bag  
search will be undertaken for those persons  
wishing to take bags into the AGM.



# ATTENDANCE LONDON, UNITED KINGDOM

## VENUE

The Barbican Centre, Silk Street, London, EC2Y 8DS, United Kingdom.

## TIME

Meeting starts at 10 am (UK time).  
Registration is open from 8:30 am (UK time).

## HOW TO ASK A QUESTION

There will be dedicated question points located in the main auditorium. Ushers will be available to direct you to the question points and it is suggested that you sit in these areas should you wish to raise a question.

## VOTING

Shareholders in both The Hague and London will be able to vote simultaneously, using the electronic handsets provided, on each of the resolutions and any other matter which may properly come before the meeting.

## REFRESHMENTS

Tea and coffee will be served before the AGM and a light lunch will be available after the AGM.

## HOW TO GET THERE

The Barbican Centre is located approximately five minutes away from the Barbican Underground station which is served by the Circle, Metropolitan and Hammersmith & City Lines.

## PARKING

The Barbican has four car parks. Two are off Beech Street (westbound access only) and two are off Silk Street near the main entrance (as shown on the map below).

## SHAREHOLDERS WITH SPECIAL NEEDS

There will be an induction loop system for those with hearing difficulties and a sign language interpreter will also be available during the meeting. Persons in wheelchairs should contact a member of staff on arrival. Anyone accompanying a person in need of assistance will be admitted to the AGM.

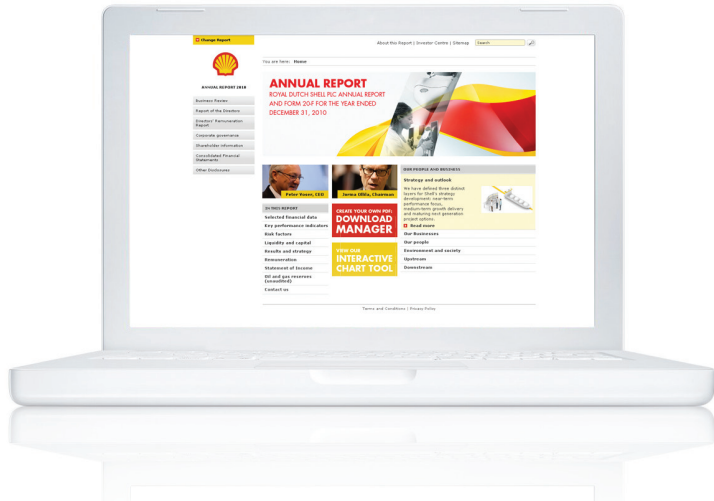
## SECURITY

In the interests of security, electrical equipment and cameras will not be permitted in the AGM. A routine bag search will be undertaken for those persons wishing to take bags into the AGM.



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The webpages contain interactive chart generators, downloadable tables in Excel format, hyperlinks to other webpages and an enhanced search tool. Sections of the reports can also be downloaded separately or combined into a custom-made PDF file.

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### Annual Report and Form 20-F for the year ended December 31, 2010

A comprehensive operational and financial report on our activities throughout 2010.



### Annual Review and Summary Financial Statements 2010

A summarised operational and financial overview of Shell.



### Investors' Handbook 2006-2010

Five years' detailed financial and operational information, including maps.



### Sustainability Report 2010

Report on our progress in contributing to sustainable development.