

**SEE INSIDE FOR NEWS
OF SHAREHOLDER
PRESENTATION IN LONDON**

NOTICE OF ANNUAL GENERAL MEETING ROYAL DUTCH SHELL PLC

Circustheater, Circusstraat 4, 2586 CW The Hague, The Netherlands
Tuesday May 19, 2015 at 10:00 (Dutch time)

**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 adviser 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 adviser. If you have sold or transferred all your 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



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AVAILABILITY OF DOCUMENTS

The Company's Annual Report and Form 20-F for the year ended December 31, 2014, and the Strategic Report 2014 can be found at www.shell.com/annualreport. The 2015 Notice of Annual General Meeting can be found at www.shell.com/agm.

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

United Kingdom
+44 (0)121 415 7073

USA
+1 888 301 0504

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 or Strategic Report) by means of our website instead of receiving paper communications. If you opt for website communications and provide us with your email address by registering online at www.shareview.co.uk/clients/shell, you will be sent a notification by email whenever such shareholder communications are added to our website, or in the absence of an email 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 obtain, free of charge, a copy of the communication in paper form, by contacting our Registrar at the address below.

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ROYAL DUTCH SHELL PLC

Registered in England and Wales,
Company number 4366849

Headquarters: Carel van Bylandtlaan 30,
2596 HR The Hague, The Netherlands

Registered office: Shell Centre, London,
SE1 7NA, United Kingdom

Registered with the Dutch Trade Register
under number 34179503

SPECIFICATIONS

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CHAIRMAN'S LETTER



Jorma Ollila
Chairman

SHAREHOLDER PRESENTATION, LONDON

A presentation has been arranged for shareholders at 11:00 (UK time) on Thursday May 21, 2015 – two days after the AGM – at Central Hall Westminster, Storey's Gate, Westminster, London, SW1H 9NH, United Kingdom. The presentation is not part of the AGM; it is a separate meeting and, while all shareholders are invited to attend, it may be of particular interest to UK resident shareholders who wish to hear about the Company's progress and ask questions in person. The Chairman will be present, along with Ben van Beurden, Chief Executive Officer and Simon Henry, Chief Financial Officer.

Further details can be found on [page 15](#).

Dear Shareholder,

I am pleased to invite you to the Company's Annual General Meeting (AGM) which will be held at the Circustheater, Circusstraat 4, 2586 CW The Hague, The Netherlands on Tuesday May 19, 2015.

I will be standing down as a Director of the Company at the close of business of this AGM and I am delighted that Charles O. Holliday, currently a Non-executive Director, has agreed to succeed me as Chairman. Chad has a distinguished track record as an international businessman and his appointment has the unanimous support of the Board.

BUSINESS OF THE AGM

The business to be conducted at the AGM 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 all the resolutions. This includes a shareholder resolution requesting additional disclosures to be made by the Company in relation to risks associated with climate change, received pursuant to the UK Companies Act 2006 (Resolution 21).

The AGM will be conducted in English although there will be Dutch translation facilities available.

DIRECTORS

In line with the 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 reappointment by shareholders. As mentioned above, I will be standing down from the Board having served for nine years and will not be seeking reappointment.

I believe that each of the reappointments proposed in Resolutions 3 to 13 are in the best interests of the Company. The biographical details of each Director are given on [pages 6 and 7](#) 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 AGM, 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 AGM will be decided on a poll rather than a show of hands. This means that a shareholder has one vote for every share held. If you are not able to come to the AGM in person, I would urge you to vote by following the guidance notes on [pages 11 to 13](#).

Yours faithfully,

Jorma Ollila
Chairman
March 17, 2015

AGM WEBCAST

Shareholders unable to attend the AGM in person can watch via our webcast which will be broadcast live at 10:00 (Dutch time), 09:00 (UK time) on the day of the AGM. Shareholders who wish to follow the webcast should log on to www.shell.com/agm/webcast and follow the online instructions.

Further details can be found on [page 12](#).

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the "AGM") of Royal Dutch Shell plc (the "Company") will be held at the Circustheater, Circusstraat 4, 2586 CW The Hague, The Netherlands at 10:00 (Dutch time) on Tuesday May 19, 2015, for the purposes of considering the following business:

To consider and, if thought fit, to pass the following resolutions, with those numbered 1 to 16 and 19 and 20 being proposed as ordinary resolutions and those numbered 17, 18 and 21 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, while 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, 2014, together with the Directors' report and the Auditor's report on those accounts, be received.

RESOLUTION 2

That the Directors' Remuneration Report, excluding the Directors' Remuneration Policy set out on pages 91 to 98 of the Directors' Remuneration Report, for the year ended December 31, 2014, be approved.

RESOLUTION 3

That Ben van Beurden be reappointed as a Director of the Company.

RESOLUTION 4

That Guy Elliott be reappointed as a Director of the Company.

RESOLUTION 5

That Euleen Goh be reappointed as a Director of the Company.

RESOLUTION 6

That Simon Henry be reappointed as a Director of the Company.

RESOLUTION 7

That Charles O. Holliday be reappointed as a Director of the Company.

RESOLUTION 8

That Gerard Kleisterlee be reappointed as a Director of the Company.

RESOLUTION 9

That Sir Nigel Sheinwald be reappointed as a Director of the Company.

RESOLUTION 10

That Linda G. Stuntz be reappointed as a Director of the Company.

RESOLUTION 11

That Hans Wijers be reappointed as a Director of the Company.

RESOLUTION 12

That Patricia A. Woertz be reappointed as a Director of the Company.

RESOLUTION 13

That Gerrit Zalm be reappointed as a Director of the Company.

RESOLUTION 14

That PricewaterhouseCoopers LLP be reappointed as Auditor of the Company to hold office until the conclusion of the next AGM of the Company.

RESOLUTION 15

That the Board be authorised to determine the remuneration of the Auditor for 2015.

RESOLUTION 16

That the Board be generally and unconditionally authorised, in substitution for all subsisting authorities, to allot shares in the Company, and to grant rights to subscribe for or to convert any security into shares in the Company, up to an aggregate nominal amount of €147 million, and to list such shares or rights on any stock exchange, such authorities to apply until the earlier of the close of business on August 19, 2016, and the end of the next AGM of the Company (unless previously renewed, 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 to convert securities into shares to be granted after the authority ends and the Board may allot shares or grant rights to subscribe for or to convert securities into shares under any such offer or agreement as if the authority had not ended.

RESOLUTION 17

That if Resolution 16 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 17 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 €22 million,

such power to apply until the earlier of the close of business on August 19, 2016, and the end of the next AGM of the Company 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 18

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 633 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 earlier of the close of business on August 19, 2016, and the end of the next AGM of the Company 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 19

That the Directors be authorised, pursuant to Article 125 of the Company's Articles of Association, to offer ordinary shareholders (excluding any shareholder holding shares as treasury shares) the right to choose to receive extra shares, credited as fully paid-up, instead of some or all of any cash dividend or dividends which may be declared or paid at any time after the date of the passing of this resolution and up to the date of the Company's AGM in 2018.

RESOLUTION 20

That, in accordance with Sections 366 and 367 of the UK 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.

In the period for which this authority has effect, it shall permit donations and expenditure by the Company and its subsidiaries to a maximum amount of £1,600,000, but use of the authority shall always be limited as above. This authority shall continue for the period ending on May 18, 2019 or the date of the Company's AGM in 2019, whichever is the earlier.

RESOLUTION 21

On December 22, 2014, the Company received notice pursuant to the UK Companies Act 2006 of the intention to move the following resolution at the Company's 2015 AGM. The resolution has been requisitioned by a group of shareholders and their statement in support of their proposed resolution is given on page 10.

Special resolution – strategic resilience for 2035 and beyond

That in order to address our interest in the longer term success of the Company, given the recognised risks and opportunities associated with climate change, we as shareholders of the Company direct that routine annual reporting from 2016 includes further information about: ongoing operational emissions management; asset portfolio resilience to the International Energy Agency's (IEA's) scenarios; low-carbon energy research and development (R&D) and investment strategies; relevant strategic key performance indicators (KPIs) and executive incentives; and public policy positions relating to climate change. This additional ongoing annual reporting could build on the disclosures already made to CDP (formerly the Carbon Disclosure Project) and/or those already made within the Company's Scenarios, Sustainability Report and Annual Report.

By order of the Board

Michiel Brandjes
Company Secretary

March 17, 2015

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.

DIRECTORS' BIOGRAPHIES



Ben van Beurden
Chief Executive Officer
Resolution 3

Born April 23, 1958. A Dutch national, appointed Chief Executive Officer with effect from January 1, 2014.

He was Downstream Director from January to September 2013. Previously he was Executive Vice President Chemicals from December 2006, when he served on the boards of a number of leading industry associations, including the International Council of Chemicals Associations and the European Chemical Industry Council. Prior to this, he held a number of operational and commercial roles in both Upstream and Downstream, including Vice President Manufacturing Excellence. He joined Shell in 1983, after graduating with a Master's Degree in Chemical Engineering from Delft University of Technology, the Netherlands.



Guy Elliott C M
Non-executive Director
Resolution 4

Born December 26, 1955. A British national, appointed a Non-executive Director of the Company with effect from September 2010.

He was Chief Financial Officer of Rio Tinto plc and Rio Tinto Limited from 2002 to April 2013, and remained Senior Executive Director of these companies until the end of 2013. Prior to joining the Rio Tinto Group, he worked in investment banking and gained an MBA at INSEAD. From 2007 to 2010, he was a Non-executive Director of Cadbury plc, serving as Chairman of its Audit Committee from 2008 to 2009 and as Senior Independent Director from 2008 to 2010.

He is a member of the UK Takeover Panel, which he joined in 2012, and was appointed Chairman of the Code Committee of the Panel with effect from February 2014. He was appointed a Non-executive Director of SABMiller plc in July 2013 and later that year was appointed Deputy Chairman and Senior Independent Director.



Euleen Goh M
Non-executive Director
Resolution 5

Born April 20, 1955. A Singaporean national, appointed a Non-executive Director of the Company with effect from September 1, 2014.

She is a chartered accountant and also has professional qualifications in banking and taxation. She held various senior management positions with Standard Chartered Bank and was Chief Executive Officer of Standard Chartered Bank, Singapore from 2001 until 2006.

She has also held non-executive appointments on various boards including Aviva plc, MediaCorp Pte Limited, Singapore Airlines Limited, Singapore Exchange Limited, Standard Chartered Bank Malaysia Berhad and Standard Chartered Bank Thai plc. She was previously Chairman of International Enterprise Singapore and the Accounting Standards Council, Singapore.

She is a Non-executive Director of CapitaLand Limited, DBS Bank Limited, DBS Group Holdings Limited and SATS Limited, and a Trustee of the Singapore Institute of International Affairs Endowment Fund. She is also Non-executive Chairman of the Singapore International Foundation and a Non-executive Director of Singapore Health Services Pte Limited, both not-for-profit organisations.



Simon Henry
Chief Financial Officer
Resolution 6

Born July 13, 1961. A British national, appointed Chief Financial Officer of the Company with effect from May 2009.

He was Chief Financial Officer for Exploration & Production from 2004 to 2009, and was Head of Group Investor Relations from 2001 to 2004. Prior to these roles, 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 joined Shell in 1982 as an engineer at the Stanlow refinery in the UK and in 1989 qualified as a member of the Chartered Institute of Management Accountants.

He was appointed a Non-executive Director of Lloyds Banking Group plc with effect from June 2014.



Charles O. Holliday C M
Non-executive Director
Resolution 7

Born March 9, 1948. A US national, appointed a Non-executive Director of the Company with effect from September 2010.

He was Chief Executive Officer of DuPont from 1998 to 2009, and Chairman from 1999 to 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 a six-year, Tokyo-based posting as President of DuPont Asia/Pacific. He is Chairman of the National Academy of Engineering and is a founding member of the International Business Council. He has previously served as Chairman of The Business Council, Catalyst, the Society of Chemical Industry – American Section and the World Business Council for Sustainable Development.

He is a member of the board of Directors of Bank of America Corporation, having previously served as Chairman from 2010 until September 2014, and is a member of the board of Directors of Deere & Company.



Gerard Kleisterlee C M
Non-executive Director
Resolution 8

Born September 28, 1946. A Dutch national, appointed a Non-executive Director of the Company with effect from November 2010.

He was President/Chief Executive Officer and Chairman of the Board of Management of Koninklijke Philips N.V. from 2001 to 2011. Having joined Philips in 1974, he held several positions before being appointed as Chief Executive Officer of Philips' Components division in 1999 and Executive Vice-President of Philips in 2000. From 2010 to 2013, he was a member of the board of Directors of Dell Inc. and, from 2009 to April 2014, he was a member of the Supervisory Board of Daimler AG.

He is Chairman of Vodafone Group plc and a Non-executive Director of IBEX Global Solutions plc.



Sir Nigel Sheinwald **GCMG** **M**
Non-executive Director
Resolution 9

Born June 26, 1953. A British national, appointed a Non-executive Director of the Company with effect from July 2012.

He was a senior British diplomat who served as British Ambassador to the USA from 2007 to 2012, before retiring from the Diplomatic Service. Prior to this, he served as Foreign Policy and Defence Adviser to the Prime Minister, and Head of the Cabinet Office Defence and Overseas Secretariat. He served as British Ambassador and Permanent Representative to the European Union in Brussels from 2000 to 2003. He joined the Diplomatic Service in 1976 and served in Brussels, Washington, Moscow, and in a wide range of policy roles in London.

He is a Senior Adviser to the Universal Music Group and a Visiting Professor and Council Member of King's College, London. In January 2015, he was appointed a Non-executive Director of the Innovia Group.



Linda G. Stuntz **M**
Non-executive Director
Resolution 10

Born September 11, 1954. A US national, appointed a Non-executive Director of the Company with effect from June 2011.

She is a founding partner of the law firm of Stuntz, Davis & Staffier, P.C., based in Washington, DC. Her law practice includes energy and environmental regulation, as well as matters relating to government support of technology development and transfer. She chaired the Electricity Advisory Committee to the US Department of Energy from 2008 to 2009, and was a member of the Board of Directors of Schlumberger Limited from 1993 to 2010. From 1989 to 1993, she held senior policy positions at the US Department of Energy, including Deputy Secretary. She played a principal role in the development and enactment of the Energy Policy Act of 1992. From 1981 to 1987, she was an Associate Minority Counsel and Minority Counsel to the Energy and Commerce Committee of the US House of Representatives.

She is a member of the boards of Directors of Raytheon Company and Edison International.



Hans Wijers **M**
Deputy Chairman and Senior Independent Director
Resolution 11

Born January 11, 1951. A Dutch national, appointed a Non-executive Director of the Company with effect from January 2009.

He was Chief Executive Officer and Chairman of the Board of Management of Akzo Nobel N.V. from 2003 to 2012, having become a Board member in 2002. From 1999 to 2002, he was a Senior Partner at The Boston Consulting Group. He was Dutch Minister for Economic Affairs from 1994 to 1998, and was previously Managing Partner of The Boston Consulting Group. He obtained a PhD in economics from Erasmus University Rotterdam while teaching there.

He is Chairman of the Supervisory Board of AFC Ajax N.V. and the Supervisory Board of Heineken N.V., a member of the Supervisory Board of HAL Holding N.V., a Non-executive Director of GlaxoSmithKline plc and a trustee of various charities.



Patricia A. Woertz **M**
Non-executive Director
Resolution 12

Born March 17, 1953. A US national, appointed a Non-executive Director of the Company with effect from June 1, 2014.

She is Chairman and former Chief Executive Officer of Archer Daniels Midland Company in the USA, which she joined in 2006. She began her career as a certified public accountant with Ernst & Ernst in Pittsburgh, USA before joining Gulf Oil Corporation in 1977 where she held various positions in refining, marketing, strategic planning and finance. Following the merger of Gulf and Chevron in 1987, she led international operations as President of Chevron Canada and, later, Chevron International Oil Company. With the merger of Chevron and Texaco in 2001, she was Executive Vice President responsible for global refining, marketing, lubricant, and supply and trading operations until 2006.

She is a member of the boards of Directors of The Procter & Gamble Company, UI LABS and World Business Chicago. She also leads the US section of the US – Brazil CEO Forum and is a member of The Business Council. In 2010, the US President appointed her to The President's Export Council.



Gerrit Zalm **M** **M**
Non-executive Director
Resolution 13

Born May 6, 1952. A Dutch national, appointed a Non-executive Director of the Company with effect from January 1, 2013.

He was an adviser to PricewaterhouseCoopers during 2007, Chairman of the trustees of the International Accounting Standards Board from 2007 to 2010, an adviser to Permira from 2007 to 2008, and Chief Financial Officer of DSB Bank from 2007 to 2008. He was the Minister of Finance of the Netherlands twice, from 1994 to 2002 and from 2003 to 2007. In between, he was Chairman of the parliamentary party of the VVD. Prior to 1994, he was head of the Netherlands Bureau for Economic Policy Analysis, a professor at Vrije Universiteit Amsterdam and held various positions at the Ministry of Finance and at the Ministry of Economic Affairs. He studied General Economics at Vrije Universiteit Amsterdam and received an Honorary Doctorate in Economics from this university.

He is Chairman of the Managing Board of ABN AMRO Bank N.V., a position he has held since 2010.

BOARD COMMITTEE MEMBERSHIP

Audit Committee	
Corporate and Social Responsibility Committee	
Nomination and Succession Committee	
Remuneration Committee	
Chairman	
Member	

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, 2014, together with the Directors' report and the Auditor's report on those accounts.

NOTE TO RESOLUTION 2

Consideration and approval of the Directors' Remuneration Report

Resolution 2 is an advisory vote and seeks approval for the Directors' Remuneration Report for the year ended December 31, 2014. The Report has been prepared and is laid before the meeting in accordance with the Companies Act 2006.

Shareholders approved a resolution at the 2014 AGM in relation to the Directors' Remuneration Policy. The Company must seek approval for a similar resolution each year unless the policy is left unchanged, in which case shareholder approval need only be sought every three years. The approved policy is shown for information purposes in the Directors' Remuneration Report on [pages 91 to 98](#).

NOTES TO RESOLUTIONS 3 TO 13

Retirement and reappointment of Directors

In line with the 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 reappointment by shareholders. The Directors retiring and seeking reappointment at this AGM are Ben van Beurden, Guy Elliott, Euleen Goh, Simon Henry, Charles O. Holliday, Gerard Kleisterlee, Sir Nigel Sheinwald, Linda G. Stuntz, Hans Wijers, Patricia A. Woertz and Gerrit Zalm. Their biographical details are given on [pages 6 to 7](#). As previously announced, Jorma Ollila will be standing down as a Director at the close of business of the AGM.

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.

The Board recommends that you support the reappointment of each of the retiring Directors standing for reappointment at the AGM.

NOTES TO RESOLUTIONS 14 AND 15

Reappointment of Auditor and determination of Auditor's remuneration

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

Resolution 14 proposes the reappointment of PricewaterhouseCoopers LLP as the Company's Auditor and Resolution 15 seeks authority for the Board to determine their remuneration.

NOTE TO RESOLUTION 16

Authority to allot shares

This resolution would give the Directors the authority to allot ordinary shares or grant rights to subscribe for or to convert any securities into ordinary shares up to an aggregate nominal amount equal to €147 million (representing 2,100 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 17, 2015, 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 the close of business on August 19, 2016, and the end of the AGM of the Company to be held in 2016. The Directors have no present intention to exercise the authority sought under this resolution.

NOTE TO RESOLUTION 17

Disapplication of pre-emption rights

This resolution will be proposed as a special resolution, which requires at least three-quarters of the votes cast to be 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 to ordinary shareholders and offers to holders of other equity securities, if required by the rights of those securities or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of €22 million (representing 314,285,714 ordinary shares of €0.07 each). 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 17, 2015, 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 three-year period without prior consultation with shareholders.

The authority will expire at the earlier of the close of business on August 19, 2016, and the end of the AGM of the Company to be held in 2016. The Directors have no immediate plans to make use of this authority.

The Prelude liquefied natural gas production facility, under construction in Geogje, South Korea. Prelude will produce LNG from a gas field off the coast of Australia.



NOTE TO RESOLUTION 18

Renewal of authority to make market purchases of ordinary shares

This resolution will be proposed as a special resolution, which requires at least three-quarters of the votes cast to be in favour. 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 AGMs. 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 ongoing 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 purchased 68.0 million ordinary shares in the period from the last AGM to March 17, 2015, 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. 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 the close of business on August 19, 2016, and the end of the AGM of the Company to be held in 2016.

NOTE TO RESOLUTION 19

Scrip Dividend Scheme

Article 125 of the Company's Articles of Association provides that, subject to shareholders giving them authority by ordinary resolution, the Directors can offer shareholders the choice of receiving some or all of their future cash dividends as fully paid-up ordinary shares by way of a scrip dividend. Such authority was granted by shareholders at the 2010 AGM, and a scrip dividend scheme operated from the third quarter 2010 interim dividend until its cancellation in 2014.

The authority granted at the 2010 AGM was for a five-year period and the purpose of this resolution is to renew it and permit the Board to reintroduce and operate a scrip dividend scheme in relation to future dividends. The authority, if given, will be for a reduced period of three years from the date of the AGM in order to comply with revised institutional investor guidelines.

NOTE TO RESOLUTION 20

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. The Directors are seeking such authority for a four-year period ending on May 18, 2019, or the date of the Company's AGM in 2019, whichever is the earlier.

The Company has no intention of changing its current practice of not making political donations or incurring political expenditure within the ordinary meaning of those words and will not do so without the specific endorsement of shareholders. However, the Companies Act 2006 defines "political organisations" widely to include, among 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.

Section 367 of the UK Companies Act 2006 requires that the authority should specify the maximum amount that the Company and its subsidiaries can spend on each category of political donations or expenditure during the four-year period. To ensure sufficient flexibility, the resolution provides that this maximum amount is £1,600,000 for the Company and its subsidiaries, in respect of each category, over the whole period of the authority until its expiration in 2019. As stated in the resolution, the amount of expenditure by both the Company and its subsidiaries under the authority shall not exceed £400,000 in total in any year.

NOTE TO RESOLUTION 21

Shareholder resolution

This resolution will be proposed as a special resolution, which requires at least three-quarters of the votes cast to be in favour and has been requisitioned by a group of shareholders, who have also requested that the Company circulates the statement set out on page 10. The resolution requests additional disclosures to be made by the Company in relation to risks associated with climate change. The Company has a commitment to transparency and provided further disclosures around a number of themes mentioned in a letter dated May 16, 2014 [A], made available to shareholders via the Company's website. The Company will provide additional reporting in relation to risks associated with climate change in 2015, in advance of full reporting in response to this resolution in 2016, in the most appropriately annually updated report or website location. As such, the Board considers that the resolution is in the best interests of the Company and its shareholders as a whole and unanimously recommends that you vote in favour of the resolution.

[A] www.shell.com/global/aboutshell/investor/environmental-social-and-governance/environmental-and-social/sri-presentations.html.

SHAREHOLDER RESOLUTION – SUPPORTING STATEMENT

Resolution 21 is a special resolution and has been requisitioned by a group of shareholders, who have also requested that the Company circulates the statement set out below. The Company is legally

required to circulate that statement to you, however neither your Board nor the Company is responsible for its contents or for any inaccurate or misleading statements contained in it.

Supporting statement

It is our intention that this is a supportive but stretching shareholder resolution. It has been prepared by the "Aiming for A" coalition of UK asset owners and mutual fund managers for a larger co-filing group.

The "Aiming for A" coalition includes the £150bn Local Authority Pension Fund Forum and the largest members of the £15bn Church Investors Group. The coalition was convened by CCLA Investment Management in 2011/12. The group is undertaking in depth engagement with the ten largest UK-listed extractives and utilities companies, with a particular focus on the companies' CDP performance bands¹.

There are several reasons why UK asset owners and mutuals have come together under the "Aiming for A" initiative to support extractives and utilities companies in their preparations for the low-carbon transition. These range from systemic risk management and our collective fiduciary duty to engage in economic transformation, through to amplifying longer-term investor voices and involving ultimate beneficiaries.

We believe that supportive but stretching shareholder resolutions can play a positive stewardship role in the UK. They could amplify the need to balance the short- and longer-term aspects of shareholder value creation.

The wider co-filing group includes asset owners and some of their fund managers, from both the UK and overseas. The asset owners span charitable foundations, Church investors pension funds and individuals (including clients of Rathbone Greenbank Investments). All the co-filers have been ably assisted by Client Earth and Share Action as part of their ongoing programme work.

Thanks to Mercer² and Carbon Tracker's³ research, horizon-scanning investors are aware of the portfolio risks of public policy uncertainty and potential asset stranding. Major technology transitions are rarely smooth, and draconian policy action that has to be introduced quickly after prolonged delay increases risks to investors. The resolution covers five related areas:

1. Ongoing operational emissions management

In 2014 Royal Dutch Shell (Shell) achieved a "B" carbon performance band (on an A-E scale) through CDP. Within the performance banding methodology considerable weight is given to operational emissions management, alongside strategic and governance issues like those below. The "Aiming for A" coalition and other investors are interested in how the company is maintaining progress towards reaching an "A". For further details see <https://www.cdp.net/en-US/Programmes/Pages/CDP-Investors.aspx>

2. Asset portfolio resilience to post-2035 scenarios

Shell has a diverse portfolio of assets (operational and in reserve). The role of gas as a transitional fuel is increasingly well reflected in this portfolio. We ask that an assessment of the portfolio's resilience against the range of IEA⁴ and any other relevant post-2035 scenarios be outlined to investors in routine reporting from 2016. Investors are also interested in the role exploration, disposals and cash distributions to investors will play in the nearer term.

3. Low carbon energy R&D and investment strategies

Shell is building its biofuel capacity through a joint venture with Brazilian firm Cosan⁵ and has a flagship carbon capture and storage (CCS) project in Canada⁶. Investors are interested in Shell's post 2015 plans for low carbon energy, from R&D through to investments that could achieve commercial scale.

4. Strategic KPIs and executive incentives

Shell's new CEO has emphasised the importance of capital discipline⁷. Transitions that span decades are complex to manage and often require lead indicators and incentives. Bearing in mind existing arrangements regarding the inclusion of sustainability factors in the annual bonus, investors are interested in Shell's evolving approach to KPIs and executive incentives, in the context of the transition to a low carbon economy, including the role played by the reserves replacement ratio (RRR).

5. Public policy interventions

Shell is a member of the Prince of Wales Corporate Leaders Group and has signed their Climate Change statements, including the recent Trillion Tonne Communiqué⁸. Investors are interested in Shell's public policy programme, including positions on key policy measures, especially for the critical 2015 to 2020 policy making period.

Finally, we'd also like to highlight the global investor coalition on climate change's document outlining their expectations for oil & gas majors, which is available from: <http://globalinvestorcoalition.org/>. This builds on their carbon asset risk (CAR) initiative⁹.

¹ <https://www.cdp.net/en-US/Pages/disclosure-analytics.aspx>

² http://www.uk.mercer.com/newsroom/climate_change_scenarios.html

³ <http://www.carbontracker.org/our-work>

⁴ <http://www.worldenergyoutlook.org/weo2014/> (the WEO-2014 uses a scenario approach to examine future energy trends and has been extended to 2040 for the first time. It presents three scenarios: the New Policies Scenario, the Current Policies Scenario, and the 450 Scenario)

⁵ <http://www.shell.com/global/environment-society/environment/climate-change/biofuels-alternative-energies-transport/biofuels.html>

⁶ <http://www.shell.ca/en/aboutshell/our-business/pkg/upstream/oil-sands/quest.html>

⁷ <http://www.shell.com/global/aboutshell/investor/news-and-library/2014/2014-results-announcement-media-release1.html>

⁸ <http://www.cisl.cam.ac.uk/BusinessPlatforms/The-Prince-of-Wales-Corporate-Leaders-Group/Communiques.aspx>

⁹ <http://www.ceres.org/press/press-releases/investors-ask-fossil-fuel-companies-to-assess-how-business-plans-fare-in-low-carbon-future>

SHAREHOLDER NOTES

THIS SECTION CONTAINS INFORMATION RELATING TO THE FOLLOWING:

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

1. ATTENDANCE AND APPOINTMENT OF A PROXY

If you wish to attend the AGM 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 Depositary (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 19:00 (Dutch time), 18:00 (UK time) on Friday May 15, 2015. A shareholder's voting entitlement will depend on the number of shares held at that time. If the AGM is adjourned, such entitlement is determined by reference to the Register of Members or the register of the Royal Dutch Shell Corporate Nominee at 19:00 (Dutch time), 18:00 (UK time), two working days before the date of the adjourned AGM.
- 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 18:00 (Dutch time), 17:00 (UK time) on Friday May 15, 2015. 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 AGM.

■ 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 AGM, 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. Alternatively, shareholders can choose such options electronically by accessing the website www.abnamro.com/evoting and following the online instructions. In all cases the validity of the instruction will be conditional upon ownership of the shares at no later than 18:00 (Dutch time),

SHAREHOLDER NOTES CONTINUED

17:00 (UK time) on Friday May 15, 2015. Any instruction, whether by hard copy or by electronic means, must be received by this time.

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 will 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.

A technician at a Shell laboratory in Sarawak, Malaysia, which specialises in testing samples from offshore fields.



3. AGM WEBCAST

If you are unable to come to the AGM you can watch via the webcast which will be broadcast live at 10:00 (Dutch time), 09:00 (UK time) on the day of the AGM. Shareholders who wish to follow the AGM via the webcast should log on to www.shell.com/aggm/webcast and follow the online instructions. The webcast is not interactive and it is not possible to vote or ask questions remotely.

The webcast may include the question and answer sessions with shareholders present at the AGM, as well as background shots of those present in the auditorium. We have also arranged for photographs to be taken throughout the premises for the duration of the event to be kept in the Company's photo library. These photographs may be used in future publications online or in print. If you attend the AGM in person, you may be included in photographs or in the webcast. Please note that the photographs and broadcast footage may be transferred outside the European Economic Area.

4. ELECTRONIC PROXY APPOINTMENT

Registered shareholders and those who hold their shares through the Royal Dutch Shell Corporate Nominee who 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. 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 AGM 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 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 2015 AGM and contain special security aspects to prevent fraudulent replication.
- In the interests of security, the reference numbers will not be reissued, 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 submission via www.sharevote.co.uk and will not be accepted if found to contain a virus.
- The final time for receipt of proxies is 18:00 (Dutch time), 17:00 (UK time) on Friday May 15, 2015. 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.

5. 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). 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 RA 19) by the latest time(s) for receipt of proxy appointments specified in this Notice. 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.

6. 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 AGM; 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 no later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.

7. SHAREHOLDERS' RIGHT TO ASK QUESTIONS

Any shareholder attending the AGM 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 AGM but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the AGM 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 AGM that the question be answered. See also "How to ask a question" on page 14.

8. 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, notice of a resolution which may properly be moved and is intended to be moved at the AGM; and/or (ii) to include in the business to be dealt with at the AGM 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 authenticated by the person or persons making it, must be received by the Company no later than Monday April 6, 2015, being the date six clear weeks before the AGM, 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.

9. ELECTRONIC PUBLICATION

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found at www.shell.com/aggm.

10. ELECTRONIC ADDRESSES

Shareholders may not use any electronic address in this Notice or any related documents (including the Chairman's Letter or Proxy Forms) to communicate with the Company about proceedings at the 2015 AGM or the contents of this Notice other than for expressly stated purposes.

11. SHARES AND VOTING RIGHTS

The total number of Royal Dutch Shell plc ordinary shares in issue as at March 17, 2015, is 3,894,584,881 A shares and 2,440,410,614 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.

12. 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 (public holidays excluded), will also be available for inspection at the AGM from 09:45 (Dutch 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 ARRANGEMENTS

LOCATION, DATE AND TIME

The AGM will be held at Circustheater, Circusstraat 4, 2586 CW The Hague, The Netherlands on Tuesday May 19, 2015 at 10:00 (Dutch time). Registration is open from 08:30 (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

All resolutions for consideration at the AGM will be decided by way of a poll rather than a show of hands. This means that a shareholder has one vote for every share held. It reflects the Company's established practice and ensures that shareholders, including shareholders who are not able to come to the AGM in person, have their votes taken into account. Poll cards will be distributed at the AGM for the purposes of voting.

REFRESHMENTS

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

HOW TO GET THERE

The nearest tram stop (called "Circustheater") is opposite the venue. If travelling from either Den Haag Hollands Spoor (HS) or The Hague Centraal (CS) train stations, take tram 9.

AIRPORT CONNECTIONS

Rotterdam The Hague Airport (www.rotterdamthehagueairport.nl) is the nearest international airport to The Hague, however, many travellers prefer to use Amsterdam Schiphol Airport (www.schiphol.nl) as it offers better public transport links.

PARKING

The car park is located at Nieuwe Parklaan.

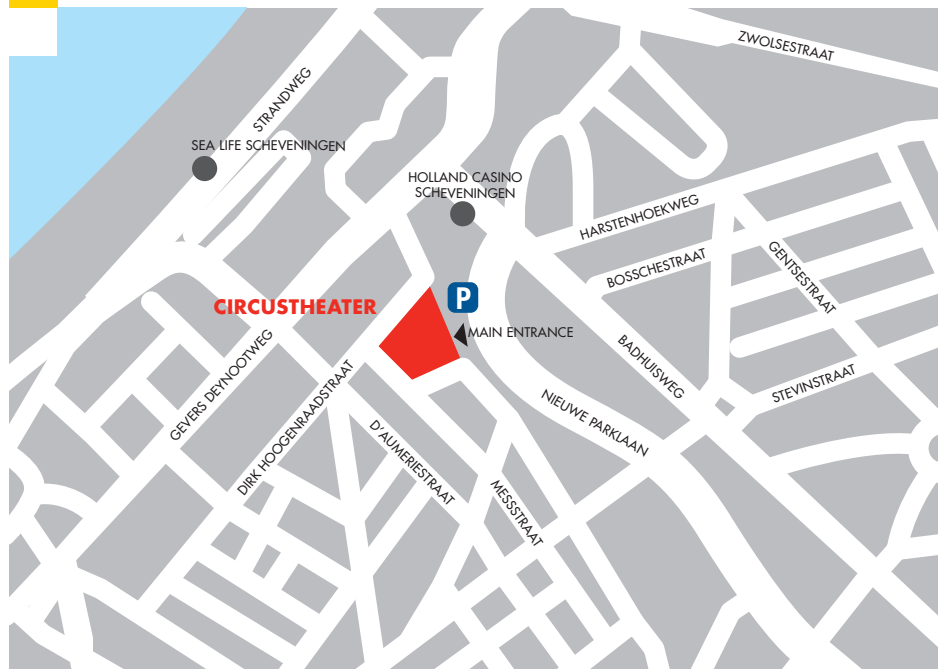
SHAREHOLDERS WITH SPECIAL NEEDS

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

There will be a security check in the reception area at the venue, and a routine bag search will be undertaken for those persons wishing to take bags into the AGM. The use of electrical equipment and cameras will not be permitted during the AGM.

Circustheater.



SHAREHOLDER PRESENTATION, LONDON

Dear Shareholder,

I would like to invite you to a presentation which will be held in London on Thursday May 21, 2015, (two days after the Company's Annual General Meeting). The presentation will be chaired by my successor, Charles O. Holliday [A], and he will be joined by Ben van Beurden, Chief Executive Officer and Simon Henry, Chief Financial Officer. The Company Secretary of Royal Dutch Shell plc and the Chairman of Shell UK Limited will also be present.

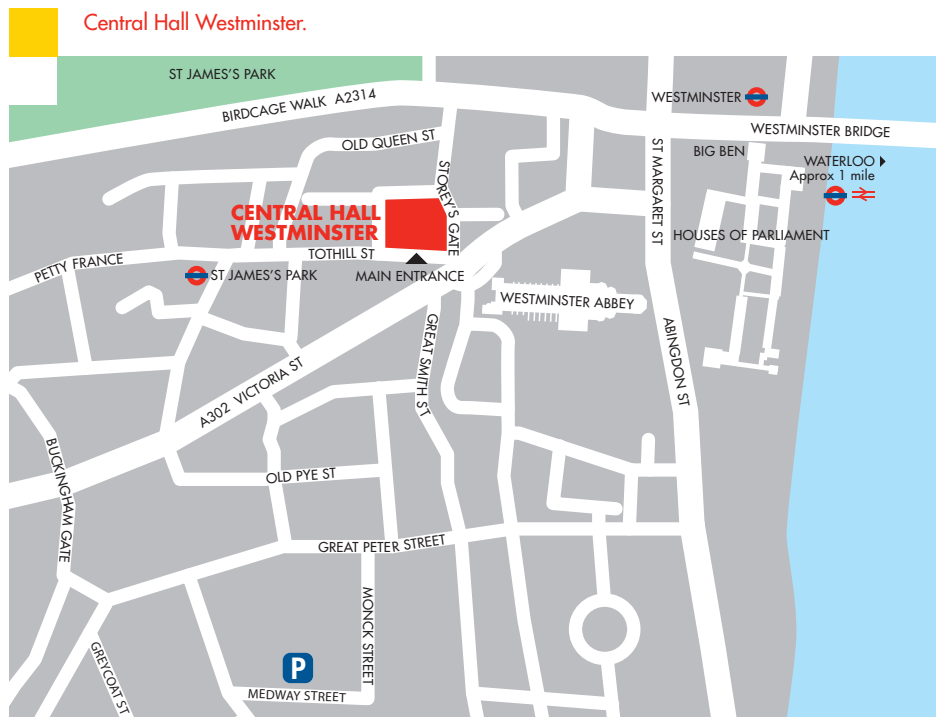
While all shareholders are invited to attend, the presentation may be of particular interest to UK resident shareholders who wish to hear about the Company's progress and have the opportunity to ask questions in person.

Yours faithfully,

Jorma Ollila
Chairman
Royal Dutch Shell plc

This presentation is not part of the 2015 Annual General Meeting (AGM) of Royal Dutch Shell plc.

[A] Subject to his reappointment as a Director of the Company at the 2015 AGM, Charles O. Holliday will succeed Jorma Ollila as Chairman with effect from the conclusion of the AGM.



LOCATION, DATE AND TIME

The presentation will be held at Central Hall Westminster, Storey's Gate, Westminster, London, SW1H 9NH, United Kingdom on Thursday May 21, 2015 at 11:00 (UK time). It is scheduled to last for approximately two hours. Registration is open from 09:30 (UK time).

ADMISSION

If you wish to attend the presentation, please take your Shareholder Presentation Admittance Card with you which is attached to your AGM Proxy Form or Voting Instruction Form. If you do not have an AGM Proxy Form or Voting Instruction Form, please contact the Company's Registrar, Equiniti on 0800 169 1679 (UK) or +44 (0)121 415 7073.

REGISTRAR

The Company's Registrar, Equiniti, will be present to answer any questions or deal with any share registration matters.

REFRESHMENTS

Tea and coffee will be served before the presentation and a light lunch will be available afterwards.

HOW TO GET THERE

Central Hall Westminster is located approximately three minutes walk from Westminster (Jubilee/District and Circle lines) and St James's Park (District and Circle lines) Underground stations.

PARKING

There is a car park located in Medway Street just a few minutes from the venue.

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 presentation. Persons in wheelchairs should contact a member of staff on arrival. Anyone accompanying a person in need of assistance will be admitted to the presentation.

SECURITY

There will be a security check in the reception area at the venue, and a routine bag search will be undertaken for those persons wishing to take bags into the presentation. The use of electrical equipment and cameras will not be permitted during the presentation.

All our reports are available
at <http://reports.shell.com>



- Comprehensive financial information on our activities throughout 2014
- Detailed operational information including maps
- Report on our progress in contributing to sustainable development

Download our apps at
www.shell.com/mobile_and_apps



- Company news
- Interactive stories about innovation
- Service-station locations

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