



ROYAL DUTCH SHELL PLC

GENERAL MEETING – WEDNESDAY JANUARY 27, 2016

The following ordinary resolution submitted to the General Meeting held on January 27, 2016 was passed.

RESOLUTION 1 (Ordinary Resolution)

THAT:

(A) the proposed acquisition by the Company of the entire issued ordinary share capital of BG Group plc (“**BG**”), to be effected pursuant to a scheme of arrangement of BG under Part 26 of the Companies Act 2006 (the “**Scheme**”) (or by way of a takeover offer as defined in Chapter 3 of Part 28 of the Companies Act 2006 in the circumstances set out in the co-operation agreement entered into between the Company and BG dated 8 April 2015 (an “**Offer**”)) (the “**Recommended Combination**”) substantially on the terms and subject to the conditions set out in:

- (i) the circular to shareholders of the Company dated 22 December 2015 (the “**Circular**”) outlining the Recommended Combination, of which this notice convening this General Meeting (the “**Notice**”) forms part; and
- (ii) the prospectus prepared by the Company in connection with Admission (defined below) dated 22 December 2015,

be and is hereby approved and the directors of the Company (the “**Directors**”) (or a duly authorised committee thereof) be and are hereby authorised to do or procure to be done all such acts and things as they consider necessary, expedient or appropriate in connection with the Recommended Combination and this resolution and to agree such modifications, variations, revisions, waivers or amendments to the terms and conditions of the Recommended Combination (provided that such modifications, variations, revisions, waivers or amendments do not materially change the terms of the Recommended Combination for the purposes of the UK Listing Authority’s Listing Rule 10.5.2) and to any documents and arrangements relating thereto, as the Directors (or a duly authorised committee thereof) may in their absolute discretion think fit; and

(B) subject to and conditional upon:

- (i) the Scheme becoming effective, except for the conditions relating to:
 - (a) the delivery of the order of the High Court of Justice in England and Wales sanctioning the Scheme to the Registrar of Companies in England and Wales;
 - (b) the UK Listing Authority having acknowledged to the Company or its agent (and such acknowledgment not having been withdrawn) that the application for the admission of the New Shell Shares to the Official List maintained by the UK Listing Authority with a premium listing has been approved and (after satisfaction of any conditions to which such approval is expressed to be subject (the “**listing conditions**”)) will become effective as soon as a dealing

notice has been issued by the Financial Conduct Authority and any listing conditions having been satisfied and the London Stock Exchange plc having acknowledged to the Company or its agent (and such acknowledgment not having been withdrawn) that the New Shell Shares will be admitted to trading on the main market of the London Stock Exchange plc; and

- (c) the Company or its agent having received confirmation (and such confirmation not having been withdrawn) that the application for listing and trading of the New Shell Shares on Euronext Amsterdam, a regulated market of Euronext Amsterdam N.V., has been approved and (after satisfaction of any conditions to which such approval is expressed to be subject) will become effective shortly after the Scheme becomes effective

(the admission of the New Shell Shares to listing and trading in relation to (b) and (c) together being "**Admission**"); or, as the case may be,

- (ii) the Offer becoming or being declared wholly unconditional (except for Admission),

the Directors be and hereby are generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (in addition, to the extent unutilised, to the authority granted to the Directors at the Company's annual general meeting held on 19 May 2015, which remains in full force and effect) to exercise all the powers of the Company to allot new Shell A ordinary shares and Shell B ordinary shares of €0.07 each in the capital of the Company to be issued pursuant to the Recommended Combination (the "**New Shell Shares**") and grant rights to subscribe for or to convert any security into shares in the Company, up to an aggregate nominal amount of €106,854,604, in each case, credited as fully paid, with authority to deal with fractional entitlements arising out of such allotment as they think fit and to take all such other steps as they may in their absolute discretion deem necessary, expedient or appropriate to implement such allotments in connection with the Recommended Combination, and which authority shall expire at the close of business on 31 December 2016 (unless previously revoked, renewed or varied by the Company in general meeting), save that the Company may before such expiry make an offer or enter into an agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after such expiry and the Directors may allot shares or grant such rights in pursuance of such an offer or agreement as if the authority conferred by this resolution had not expired.

Mark Edwards
Deputy Company Secretary
January 27, 2016