



SHELL PLC

The following resolutions submitted to the Annual General Meeting (AGM) held on May 23, 2023 were passed.¹

ORDINARY RESOLUTIONS

RESOLUTION 1

That the Company's annual accounts for the financial year ended December 31, 2022, together with the Directors' reports and the Auditor's report on those accounts, be received.

RESOLUTION 2

That the Directors' Remuneration Policy, set out on pages 203 to 210 of the Directors' Remuneration Report, be approved.

RESOLUTION 3

That the Directors' Remuneration Report, excluding the Directors' Remuneration Policy, set out on pages 178 to 202 of the Directors' Remuneration Report, for the year ended December 31, 2022, be approved.

RESOLUTION 4

That Wael Sawan be appointed as a Director of the Company.

RESOLUTION 5

That Cyrus Taraporevala be appointed as a Director of the Company.

RESOLUTION 6

That Sir Charles Roxburgh be appointed as a Director of the Company.

RESOLUTION 7

That Leena Srivastava be appointed as a Director of the Company.

RESOLUTION 8

That Sinead Gorman be reappointed as a Director of the Company.

RESOLUTION 9

That Dick Boer be reappointed as a Director of the Company.

RESOLUTION 10

That Neil Carson be reappointed as a Director of the Company.

RESOLUTION 11

That Ann Godbehere be reappointed as a Director of the Company.

RESOLUTION 12

That Jane Holl Lute be reappointed as a Director of the Company.

¹ Resolution 26, as stated in the Notice of AGM as a Special Resolution, which was requisitioned by a shareholder group did not receive enough votes in favour of it and it was not passed at the AGM.

RESOLUTION 13

That Catherine Hughes be reappointed as a Director of the Company.

RESOLUTION 14

That Sir Andrew Mackenzie be reappointed as a Director of the Company.

RESOLUTION 15

That Abraham (Bram) Schot be reappointed as a Director of the Company.

RESOLUTION 16

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

RESOLUTION 17

That the Audit Committee be authorised to determine the remuneration of the Auditor for 2023 on behalf of the Board.

RESOLUTION 18

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 €161.49 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 22, 2024, and the end of the AGM to be held in 2024 (unless previously renewed, revoked or varied by the Company in a 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 22

That, in accordance with Part 14 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 parties or independent election candidates not exceeding £100,000 in total for all such companies taken together;

(B)

make political donations to political organisations other than political parties not exceeding £100,000 in total for all such companies taken together; and

(C)

incur political expenditure not exceeding £100,000 in total for all such companies taken together;

in each case, as such terms are defined in the Companies Act 2006. This authority shall continue for the period ending on the conclusion of the Company's AGM in 2024 or, if earlier, close of business on August 22, 2024. For the purposes of this Resolution, the authorised sum may comprise sums in different currencies that shall be converted at such rate as the Directors of the Company may in their absolute discretion determine to be appropriate.

RESOLUTION 24

That the rules of the Shell Share Plan 2023 (the “Plan”) the principal terms of which are summarised in Appendix C be and are hereby approved and that:

(A)

the Directors be and are generally authorised to adopt the Plan and to do all acts and things that they consider necessary or expedient to give effect to the Plan; and

(B)

the Directors be and are hereby authorised to adopt schedules to the Plan modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any cash or shares made available under such schedules are treated as counting against any limits on overall participation in the Plan.

RESOLUTION 25

That Shell's Energy Transition Progress for the year 2022, as disclosed in Shell's Annual Report for the year-ended December 31, 2022 and the Shell Energy Transition Progress Report 2022, which are published on the Shell website (www.shell.com/agm), be approved. See page 6 for additional information.

SPECIAL RESOLUTIONS

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) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (A) above) up to a nominal amount of €24.2 million,

such power to apply until the earlier of the close of business on August 22, 2024 and the end of the AGM to be held in 2024 but, in each case, prior to its expiry, 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 expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

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 authority to be limited:

(A)

to a maximum number of 692 million ordinary shares less the number of ordinary shares purchased or committed to be purchased pursuant to the authority under Resolution 21;

(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 in respect of ordinary shares on the trading venues where the purchase is carried out, in each case, exclusive of expenses;

such authority to apply until the earlier of the close of business on August 22, 2024, and the end of the AGM to be held in 2024 but in each case so that the Company may enter into a contract during this period to purchase ordinary shares which will or may be completed or executed wholly or partly after the authority ends and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not ended.

RESOLUTION 21

That, for the purposes of Section 694 of the Companies Act 2006, the terms of the buyback contracts proposed to be entered into (in the form produced to the meeting) ("buyback contracts") for off-market purchases (as defined in Section 693(2) of the Companies Act 2006) by the Company of its ordinary shares of €0.07 each ("ordinary shares") be and are approved, and the Company be and is authorised to purchase ordinary shares pursuant to any such buyback contract, provided that such authority be limited:

(A)

to a maximum number of 692 million ordinary shares less the number of ordinary shares purchased or committed to be purchased pursuant to the authority granted at Resolution 20;

(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 in respect of ordinary shares on the trading venues where the purchase is carried out, in each case, exclusive of expenses;

such authority to apply until the earlier of the close of business on August 22, 2024, and the end of the AGM to be held in 2024 but in each case so that the Company may enter into a buyback contract to purchase ordinary shares which will or may be completed or executed wholly or partly after the

authority ends and the Company may purchase ordinary shares pursuant to any such buyback contract as if the authority had not ended.

RESOLUTION 23

That, with effect from the conclusion of the meeting, the Articles of Association produced to the meeting, and initialled by the Chair of the meeting for the purpose of identification, be adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Anthony Clarke
Deputy Company Secretary
May 25, 2023