Company No: 03690065

The Companies Act 2006

Resolution of BG Group plc

Passed on 28 January 2016

At a general meeting of BG Group plc (the ***Company***) duly convened and held on 28 January 2016 at 12.10 at ExCeL London, One Western Gateway, Royal Victoria Dock, London, E16 1XL the following resolution was duly passed as a special resolution:

SPECIAL RESOLUTION

"**THAT:**

(a) for the purpose of giving effect to the scheme of arrangement dated 22 December 2015 between the Company and the holders of the Scheme Shares (as defined in the said scheme), a print of which has been produced to this meeting and for the purpose of identification signed by the Chairman hereof, in its original form or subject to any modification, addition or condition agreed between the Company and Shell and approved or imposed by the Court (the ***Scheme***) the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; and

(b) with effect from the passing of this resolution, the articles of association of the Company be amended by the adoption and inclusion of the following new articles 149 to 151:

"SCHEME OF ARRANGEMENT

149 Dividend Access Share

149.1 For the purposes of these Articles 149 to 151:

(A) "**BG Scheme**" means the scheme of arrangement dated 22 December 2015 under part 26 of the 2006 Act between the Company and the Scheme Shareholders (as defined in the BG Scheme), in its original form or with or subject to any modification, addition or condition approved or imposed by the High Court of Justice of England and Wales;

(B) the "**Dividend Access Share**" shall be the redeemable dividend access share of 10 pence to be allotted and issued pursuant to the BG Scheme;

(C) "**Royal Dutch Shell**" means Royal Dutch Shell plc, a company incorporated in England and Wales (company number 04366849) whose registered office is at Shell Centre, London SE1 7NA, UK and whose headquarters are at Carel van Bylandtlaan 30, 2596 HR The Hague, The Netherlands; and

(D) **"Royal Dutch Shell "B" Shares"** means the class B shares with a nominal value of €0.07 each in the capital of Royal Dutch Shell, which have the rights set out in the articles of association of Royal Dutch Shell.

149.2 The Dividend Access Share shall have the following rights and restrictions:

(A) On a distribution of assets of the Company among its shareholders on a winding up, the holder of the Dividend Access Share will be entitled to receive an amount equal to the aggregate of the capital paid up or credited as paid up on the Dividend Access Share. As regards such right, the Dividend Access Share shall rank in priority to the Ordinary Shares.

(B) Subject to the Articles, the holder of the Dividend Access Share will be entitled to receive, by way of dividend, such profits of the Company as the Directors may, in their absolute discretion, resolve under the Articles to be distributed by way of dividend on the Dividend Access Share.

(C) The holder of the Dividend Access Share will not be entitled to receive notice of or attend or speak or vote (whether on a show of hands or on a poll) at general meetings of the Company or at any meeting of any class of shareholders of the Company.

(D) Subject to the 2006 Act, the Company will have the right at any time to redeem the Dividend Access Share (provided that it is credited as fully paid) at a price equal to its nominal value (to be paid on such date as the Directors shall select as the date of redemption) without the requirement to give notice to the holder of the Dividend Access Share. If the holder of the Dividend Access Share fails or refuses to surrender the share certificate or indemnity for such Dividend Access Share (or fails or refuses to accept the redemption money payable in respect of it), the Company will pay the redemption money to a nominee for the holder of the Dividend Access Share appointed by Royal Dutch Shell but, nevertheless, the Dividend Access Share will be redeemed and cancelled by the Company and the Company will have no further obligation whatsoever to the holder of the Dividend Access Share.

(E) The Dividend Access Share will not be redeemed otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purposes of the redemption or out of capital to the extent permitted by the 2006 Act.

(F) The Dividend Access Share will not be transferable except with the prior written approval of Royal Dutch Shell.

149.3 Notwithstanding Article 23, the rights attached to the Dividend Access Share can be varied if this is approved either in writing by shareholders holding at least three-quarters of the issued Ordinary Shares of the Company by amount (excluding any Ordinary Shares held as treasury shares) or by a special resolution passed at a separate general meeting of the holders of Ordinary Shares and, for the avoidance of doubt, any variation to the rights attached to the Dividend Access Share so approved shall not require the approval of the holder of the Dividend Access Share.

149.4 No dividend shall be declared or resolved to be paid on the Dividend Access Share other than in respect of any period where a dividend has been declared or resolved to be paid by Royal Dutch Shell on the Royal Dutch Shell "B" Shares.

In respect of such a period, no dividend shall be declared or resolved to be paid on the Dividend Access Share which would exceed G, where G is calculated as follows:

$$G = \frac{A}{A + B} * D$$

A = the number of Royal Dutch Shell "B" Shares issued under the BG Scheme

B = the number of issued and outstanding Royal Dutch Shell "B" Shares immediately prior to the effective date of the BG Scheme

D = the total amount of the dividend declared or resolved to be paid by Royal Dutch Shell on the Royal Dutch Shell "B" Shares in respect of that period.

150 Authority to allot and disapplication of pre-emption rights

150.1 The Directors are generally authorised for the purposes of section 551 of the 2006 Act to allot one Dividend Access Share, provided that: (1) this authority shall expire on 31 December 2016; and (2) this authority shall be in addition and without prejudice to any other authority granted under section 551 of the 2006 Act as at 28 January 2016 or, if later, the date of any adjournment of the general meeting of the Company proposed to be held on 28 January 2016.

150.2 The Directors are authorised for the purposes of section 570 of the 2006 Act to allot one Dividend Access Share pursuant to the general authority set out in article 150.1 as if section 561 of the 2006 Act did not apply to the allotment.

151 Post-Scheme Shares

151.1 Notwithstanding any other provision of these Articles, if the Company issues any shares (other than to Royal Dutch Shell, any subsidiary of Royal Dutch Shell or any nominee(s) of Royal Dutch Shell) after the adoption of this Article and at or prior to the Scheme Record Time (as defined in the BG Scheme), such shares shall be issued subject to the terms of the BG Scheme and the holders of such shares shall be bound by the BG Scheme accordingly.

151.2 Notwithstanding any other provision of these Articles, subject to the BG Scheme becoming effective, any shares issued, or transferred pursuant to Article 151.3 below, to any person (other than the Dividend Access Share and other than to Royal Dutch Shell, any subsidiary of Royal Dutch Shell or any nominee(s) of Royal Dutch Shell) after the Scheme Record Time (a "New Member") (each a "Post-Scheme Share") shall be issued on terms that they shall (on the Effective Date (as defined in the BG Scheme)) or, if later, on issue (but subject to the terms of articles 151.3 and 151.4 below), be immediately transferred to Royal Dutch Shell (or as it may direct) (the "Purchaser"), who shall be obliged to acquire each Post-Scheme Share in consideration for 383 pence in cash and 0.4454 Royal Dutch Shell "B" Shares.

151.3 Any person who is beneficially entitled to shares issued to a New Member (other than, for the avoidance of doubt, a person who becomes beneficially entitled to such shares by virtue of a transfer pursuant to this Article 151.3) may, prior to the issue of Post-Scheme Shares to the New Member pursuant to the exercise of an option or satisfaction of an award under one of the BG Share Plans (as defined in the BG Scheme), give not less than two business days' written notice to the Company in such manner as the board shall prescribe of his or her intention to transfer the beneficial ownership of some or all of such Post-Scheme Shares to such beneficial owner's spouse or civil partner and may, if such notice has been validly given, on such Post-Scheme Shares being issued to the New Member, immediately transfer to his or her spouse or civil partner beneficial ownership of any such Post-Scheme Shares, provided that such Post-Scheme Shares (including such beneficial ownership) will then be immediately transferred to the Purchaser pursuant to Article 151.2 above. If notice has been validly given pursuant to this Article 151.3 but the beneficial owner does not immediately transfer to his or her spouse or civil partner beneficial ownership of the Post-Scheme Shares in respect of which notice was given, such beneficial ownership will be transferred to the Purchaser and/or its nominee(s) pursuant to Article 151.2 above.

151.4 On any reorganisation of, or material alteration to, the share capital of the Company (including, without limitation, any subdivision and/or consolidation) carried out after the Effective Date, the value of the consideration per Post-Scheme Share to be paid under Article 151.2 shall be adjusted by the Company in such manner as the auditors of the Company may determine to be appropriate to reflect such reorganisation or alteration. References in this article to such shares shall, following such adjustment, be construed accordingly.

151.5 Royal Dutch Shell "B" Shares transferred to any New Member pursuant to Article 151.2 shall not be transferred as fractions of shares but any fraction of a share to which the New Member would otherwise have been entitled shall be rounded down to the nearest whole number of shares (which may be zero).

151.6 To give effect to any transfer of Post-Scheme Shares required pursuant to Article 151.2, the Company may appoint any person as attorney and/or agent and/or otherwise for the New Member to transfer the Post-Scheme Shares to the Purchaser and/or its nominees and do all such other things and execute and deliver all such documents or deeds as may in the opinion of the attorney or agent or otherwise be necessary or desirable to vest the Post-Scheme Shares in the Purchaser and pending such vesting to exercise all such rights attaching to the Post-Scheme Shares as the Purchaser may direct. If an attorney and/or agent and/or otherwise is so appointed, the New Member shall not thereafter (except to the extent that the attorney or agent or otherwise fails to act in accordance with the directions of the Purchaser) be entitled to exercise any rights attaching to the Post-Scheme Shares unless so agreed in writing by the Purchaser. The attorney or agent or otherwise shall be empowered to execute and deliver as transferor a form of transfer or instructions of transfer on behalf of the New Member (or any subsequent holder) in favour of the Purchaser and the Company may give a good receipt for the consideration for the Post-Scheme Shares and may register the Purchaser as holder thereof and issue to it certificate(s) for the same. The Company shall not be obliged to issue a certificate to the New Member for the Post-Scheme Shares. The Purchaser shall settle the consideration due to the New Member pursuant to Article 151.2 above by sending a cheque drawn on a UK clearing bank in favour of the New Member (or any subsequent holder) for the purchase price of such Post-Scheme Shares and entering the New Member in the Purchaser's register of shareholders within 14 days of the date on which the Post-Scheme Shares are issued to the New Member.

151.7 Notwithstanding any other provision of this Article 151, if, in respect of any holder of Scheme Shares, Royal Dutch Shell is advised that the allotment and issue and/or transfer of Royal Dutch Shell "B" Shares pursuant to this Article 151 would or may infringe the laws of any jurisdiction, or would or may require Royal Dutch Shell to comply with any governmental or other consent or any registration or filing or other formality with which Royal Dutch Shell is unable to comply or compliance with which Royal Dutch Shell regards as unduly onerous, Royal Dutch Shell may in its sole discretion determine that such Royal Dutch Shell "B" Shares shall not be allotted and issued and/or transferred to such New Member but instead Royal Dutch Shell shall pay to such New Member the cash value of such New Member's entitlement to Royal Dutch Shell "B" Shares. The cash value of such Royal Dutch Shell "B" Shares will be calculated based on the opening price of a Royal Dutch Shell "B" Share on the London Stock Exchange on the day of admission of the relevant Royal Dutch Shell "B" Shares to listing on the premium segment of the Official List maintained by the UK Listing Authority and to trading on the London Stock Exchange plc's main market for listed securities (or, where such Royal Dutch Shell "B" Shares would otherwise have been transferred to the relevant New Member, such opening price on the date the transfer would have otherwise taken place), and such amount will be paid in cash by Royal Dutch Shell to the relevant New Member in satisfaction of his entitlement to Royal Dutch Shell "B" Shares.

151.8 If the BG Scheme shall not have become effective by the applicable date referred to in (or otherwise set in accordance with) clause 12(B) of the BG Scheme, this Article 151 shall cease to be of any effect.

151.9 Notwithstanding any other provision of these articles, both the Company and the board shall refuse to register the transfer of any Scheme Shares effected between the Scheme Record Time and the Effective Date.""

Steve Allen
Company Secretary