**ROYAL DUTCH SHELL PLC SCRIP DIVIDEND PROGRAMME**

**SUMMARY OF HOW TO JOIN THE SCRIP AND WHO TO CONTACT**

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<td>Holders of share certificates and CREST shareholders (i.e. shares registered in your name)</td>
<td>This leaflet and Part A of the Terms and Conditions</td>
<td>The Company’s registrar, Equiniti</td>
<td>Phone 0800 169 1679 (from within the UK)</td>
<td>Holders of share certificates return the brown form (in respect of A shares) and/or the blue form (in respect of B shares)</td>
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<td>Shares held through the RDS Corporate Nominee Service</td>
<td>This leaflet and Part A of the Terms and Conditions</td>
<td>The Company’s registrar, Equiniti</td>
<td>Phone +44 (0) 121 415 7073 (from outside the UK)</td>
<td>CREST shareholders: join using the CREST system</td>
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<td>Shares held through a securities account with a bank or another financial institution holding ultimately through Euroclear Nederland</td>
<td>This leaflet and Part B of the Terms and Conditions</td>
<td>Your bank or financial institution where your relevant securities account is held or ABN AMRO Bank N.V. on +800 2226 2676 (from within the EU) or +31 20 344 2000 (from outside the EU)</td>
<td>Contact your bank or financial institution using their usual contact details or ABN AMRO Bank N.V. on +800 2226 2676 (from within the EU) or on +31 20 344 2000 (from outside the EU)</td>
<td>Return the green form (in respect of A Shares) and/or the purple form (in respect of B Shares)</td>
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<td>Registered ADS Holders i.e. ADSs registered in your name and held directly through The Bank of New York Mellon</td>
<td>This leaflet and Part C of the Terms and Conditions</td>
<td>The Bank of New York Mellon</td>
<td>Phone +1 888 737 2377 (from within the US)</td>
<td>Return the Scrip dividend instruction form</td>
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<td>Beneficial ADS Holders i.e. ADSs registered in a name other than your own such as the name of a broker, bank or other financial intermediary</td>
<td>Part C of the Terms and Conditions</td>
<td>Your bank, broker or financial intermediary through which you hold your ADSs</td>
<td>Contact your bank, broker or financial intermediary using their usual contact details</td>
<td>Contact your bank, broker or financial intermediary using their usual contact details</td>
</tr>
<tr>
<td>Shares held by any other method</td>
<td>Contact your bank, broker or financial intermediary and refer to <a href="http://www.shell.com/scrip">www.shell.com/scrip</a></td>
<td>Your bank, broker or financial intermediary</td>
<td>Contact your bank, broker or financial intermediary using their usual contact details</td>
<td>Contact your bank, broker or financial intermediary using their usual contact details</td>
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**NOTE 1**
A different closing date may apply to shareholders holding shares in a securities account with a bank or financial institution holding ultimately through Euroclear Nederland. To obtain the closing date that applies, contact your broker, financial intermediary, bank or financial institution where you hold your securities account.

**NOTE 2**
To obtain the closing date that applies, contact your bank, broker or financial intermediary through which you hold your ADSs.

**NOTE 3**
To obtain the closing date that applies, contact your bank, broker or financial institution.

Full details of the Dividend Timetable can be found at www.shell.com/dividend
WHAT IS THE SCRIP DIVIDEND PROGRAMME (“SCRIP”)?

The SCRIP allows you to receive your dividend in the form of new fully paid A shares in the Company (or A ADSs in the case of ADS holders) instead of in cash.

The Company has both A and B shares, but due to tax-related constraints, no new B shares will be issued under the SCRIP. Therefore only A shares will be issued, including to our shareholders who currently hold B shares.

If you hold both A and B shares, you must in most cases make separate elections on each type of share.

WHAT HAPPENS IF I JOIN THE SCRIP?

You will increase the number of shares you hold in the Company without having to buy existing shares in the market, which would involve you paying dealing costs.

Your percentage ownership of the Company will be maintained and is likely to increase, depending on shareholders’ choices. If you choose not to join the SCRIP and others do, your percentage ownership of the Company will fall.

HOW DO I JOIN THE SCRIP?

For details of how you can join, please refer to page 1 of this leaflet.

If you live outside the UK, the Netherlands or the US, you may join the SCRIP only if you are satisfied that, by doing so, you will comply with all laws that apply to you and you will not impose additional legal burdens on the Company. Please refer to paragraph 4.5 of the introduction to the Terms and Conditions of the SCRIP for more details.

WHAT IF I DON’T JOIN THE SCRIP?

We will continue to pay any dividends declared in cash to our shareholders who choose not to join the SCRIP (or who cancel their participation) in accordance with our cash dividend procedure. You can find full details of our cash dividend procedure and the dividend timetable on our website at www.shell.com/dividend.

WHAT WILL HAPPEN TO RESIDUAL CASH AMOUNTS?

No fraction of a new A share will be issued under the SCRIP. Instead, the number of new A shares issued will always be rounded down to the nearest whole A share. Any residual cash amount will be retained by the Company and carried forward in US dollars and will be included in the next SCRIP dividend calculation. If you are an RDS Corporate Nominee Participant your residues will be held by Equiniti Financial Services Limited as client money.

In the case of registered shareholders, following cancellation of the SCRIP or cancellation of an election to participate in it, residual cash amounts will be paid to ShareGift (a UK charity), unless you elect otherwise at the time of joining the SCRIP. If you are an RDS Corporate Nominee Participant, ShareGift is not available and any residual cash amount will be paid to you.

Following cancellation, residual cash amounts will normally be paid on the payment date of the Company’s next cash dividend. However, if the election or SCRIP is cancelled after the deadline for election to join the SCRIP for that dividend, the payment will be made on the following dividend payment date.

If you are a registered ADS holder on the books of the depository, then residual cash amounts will be paid out on an ongoing basis on the relevant dividend payment date. If you are an ADS holder and you are not the registered holder on the books of the depository, or if you hold shares in a securities account with a bank or financial institution holding through Euroclear Nederland, then residual cash amounts may be treated differently. You should contact the relevant financial institution for details.

HOW DOES A SCRIP DIFFER FROM A DIVIDEND REINVESTMENT PLAN (“DRIP”)?

Under a SCRIP you receive your dividend in the form of new fully paid A shares in the Company.

Under a DRIP your cash dividend is used to purchase more shares (which are already in issue) in the Company.

WHAT WILL HAPPEN TO THE DRIP?

When the SCRIP is introduced, the DRIPs currently provided by Equiniti and ABN AMRO Bank will be suspended, the dividend reinvestment feature of the plan currently provided by The Bank of New York Mellon will likewise be suspended. If you participate in one of these plans, you will in most cases not automatically be enrolled in the SCRIP. If you wish to join the SCRIP, you will in most cases need to elect to do so.

Residual cash amounts attributable to these DRIPs may be retained by the plan provider until such time that the DRIP is reactivated, in which case the residual cash amounts will be handled in accordance with the applicable Terms and Conditions of the DRIP.

Depending on how you hold your shares in the Company, you may be able to specify on the enclosed Election Form whether you wish to participate in the DRIP should it be reintroduced.

WHERE CAN I FIND FURTHER INFORMATION?

You will find further information about the SCRIP on our website at www.shell.com/scrip.

WHO SHOULD I CONTACT FOR HELP?

If you wish to speak to someone about the SCRIP please refer to page 1 of this leaflet. This sets out the different ways of holding shares in the Company and who you should contact in each case.