



Royal Dutch Shell plc

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Carel van Bylandtlaan 30
2596 HR The Hague
The Netherlands

April 2016

Dear Shareholder

ROYAL DUTCH SHELL PLC SCRIP DIVIDEND PROGRAMME

I am writing to tell you about the Royal Dutch Shell plc (the "Company") Scrip Dividend Programme ("SCRIP"). Under the SCRIP, you will be able to increase your shareholding in the Company by choosing to receive new shares instead of cash dividends if declared by your Board.

Although there are both A and B shares in the Company, no new B shares will be issued under the SCRIP due to tax-related constraints. Therefore only A shares will be issued, including to shareholders who currently hold B shares.

HOW DO I JOIN THE SCRIP?

If you wish to join the SCRIP, please complete the enclosed election form or update your dividend elections at shareview.co.uk (please see the FAQs overleaf for further information).

To join the SCRIP in time for the first quarter 2016 interim dividend, payable on June 27, 2016, your election must be received by Monday June 6, 2016. Please refer to page 4 for more information.

WHERE CAN I FIND MORE INFORMATION?

Please refer to the full Terms and Conditions of the SCRIP for more information. Alternatively, if you wish to speak to someone about the SCRIP, please call the Company's Registrar, Equiniti, on **0800 169 1679** (from within the UK) or **+44 (0)121 415 7073** (from outside the UK).

I hope that this letter and accompanying leaflet provides you with a helpful overview of the SCRIP and I invite you to join it. By doing so, you will participate in the future growth of the Company, although you should be aware that the value of shares in the Company may go down as well as up. I encourage you to read the Terms and Conditions of the SCRIP in full.

I would like to take this opportunity to thank you for your continued support of the Company.

Yours sincerely

Chad Holliday
Chairman

THIS DOCUMENT AND THE ENCLOSED DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION.

Joining the SCRIP is optional and this invitation does not constitute advice to join the SCRIP. If you are unsure about what action to take, you should seek your own personal advice from a financial adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if you are not, from another appropriately authorised financial adviser. If you have sold or transferred all of your securities in the Company, this letter and the enclosed documents should be passed to the person through whom the sale or transfer was effected for transmission to the purchaser or transferee.

FAQs

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 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.

WHO CAN JOIN THE SCRIP?

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.

If you do not join the SCRIP now, you may do so at any point in the future whilst the SCRIP continues to be offered.

WHAT ARE THE TAX CONSEQUENCES OF JOINING THE SCRIP?

If in the future you receive cash dividends on your A shares (for instance because you do not make an election on A shares issued to you under the SCRIP or because the SCRIP is cancelled or suspended), they will be subject to any applicable Dutch dividend withholding tax (currently 15 per cent).

In some countries, joining the SCRIP may currently offer a tax advantage compared with receiving cash dividends. In particular, dividends paid out as shares by the Company will not be subject to Dutch dividend withholding tax, unlike cash dividends paid on A shares, and they will not generally be taxed on receipt by a UK shareholder or a Dutch shareholder.

WILL I BE ABLE TO LEAVE THE SCRIP?

For details of how you can leave the SCRIP, please refer to the Terms and Conditions of the SCRIP.

WHAT IS THE DEADLINE FOR JOINING THE SCRIP?

Please refer to the timetable on page 4 or 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 advise 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.

WHERE CAN I FIND FURTHER INFORMATION ABOUT THE SCRIP?

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

ELECTION FORM

WHY AM I ASKED IF I WANT TO JOIN THE DIVIDEND REINVESTMENT PLAN (“DRIP”)?

Although the DRIP is not currently available, the Company expects it to be introduced if the SCRIP is withdrawn. You are able to indicate on the Election Form whether you wish to participate in the DRIP should it be introduced in the future. A copy of the DRIP Terms and Conditions offered by Equiniti Financial Services Limited is enclosed with this mailing.

HOW DOES A DRIP DIFFER FROM A SCRIP?

Under a DRIP your cash dividend is used to purchase more shares in the Company which are already in issue, whereas under a SCRIP you receive your cash dividend in the form of newly issued shares in the Company.

WHY AM I ASKED ON THE ELECTION FORM ABOUT CURRENCY ELECTION?

Although the SCRIP (and DRIP when available) allows you to receive your dividend in the form of shares instead of cash, you may in certain circumstances become entitled to a dividend cash payment (e.g. a residual cash payment resulting from a SCRIP or DRIP). Unless instructed otherwise, any dividend cash payment in respect of A shares will be in Euros, and any dividend cash payment in respect of B shares will be in pounds sterling.

IF I DON'T WISH TO JOIN THE SCRIP (OR DRIP), CAN I STILL USE THIS ELECTION FORM TO MAKE A CURRENCY ELECTION ON MY SHARES?

Yes. If you don't wish to join the SCRIP (or DRIP), you can still use the Election Form to make a currency election on the shares represented by the form. Unless instructed otherwise, any dividend cash payment in respect of A shares will be paid in Euros, and any dividend cash payment in respect of B shares will be paid in pounds sterling.

HOW DO I UPDATE MY ELECTIONS USING SHAREVIEW?

You can view and update your current dividend elections by registering for a Shareview Portfolio at www.shareview.co.uk/info/register. Once activated, you can follow the link from “My Investments” to view your holdings summary, and then access the Dividend Election page for each holding.

TIMETABLE

FIRST QUARTER 2016 INTERIM DIVIDEND ANNOUNCEMENT DATE	MAY 4, 2016
EX-DIVIDEND DATE	MAY 19, 2016
RECORD DATE	MAY 20, 2016
SCRIP REFERENCE SHARE PRICE ANNOUNCEMENT DATE	MAY 26, 2016
CLOSING DATE FOR SCRIP ELECTIONS AND CURRENCY ELECTIONS	JUNE 6, 2016
POUNDS STERLING AND EURO EQUIVALENTS ANNOUNCEMENT DATE	JUNE 13, 2016
PAYMENT DATE	JUNE 27, 2016

Full details of the Dividend Timetable can be found at www.shell.com/dividend

CONTACT EQUINITI BY:



WEB

www.shareview.co.uk



TELEPHONE

0800 169 1679 (in the UK)
+44 (0) 121 415 7073 (outside
the UK)

Lines open 8.30am to 5.30pm UK
time, Monday to Friday, excluding
UK public holidays



POST

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