The companies in which Royal Dutch Shell plc directly and indirectly owns investments are separate entities. In this presentation “Shell”, “Shell group” and “Royal Dutch Shell” are sometimes used for convenience where references are made to Royal Dutch Shell plc and its subsidiaries in general. Likewise, the words “we”, “us” and “our” are also used to refer to subsidiaries in general or to those who work for them. These expressions are also used where no useful purpose is served by identifying the particular company or companies. “Subsidiaries”, “Shell subsidiaries” and “Shell companies” as used in this presentation refer to companies in which Royal Dutch Shell either directly or indirectly has control, by having either a majority of the voting rights or the right to exercise a controlling influence. The companies in which Shell has significant influence but not control are referred to as “associated companies” or “associates” and companies in which Shell has joint control are referred to as “jointly controlled entities”. In this presentation, associates and jointly controlled entities are also referred to as “equity-accounted investments”. The term “Shell interest” is used for convenience to indicate the direct and/or indirect (for example, through our 23% shareholding in Woodside Petroleum Ltd.) ownership interest held by Shell in a venture, partnership or company, after exclusion of all third-party interest.

This presentation contains forward-looking statements concerning the financial condition, results of operations and businesses of Royal Dutch Shell. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. Forward-looking statements are statements of future expectations that are based on management’s current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. Forward-looking statements include, among other things, statements concerning the potential exposure of Royal Dutch Shell to market risks and statements expressing management’s expectations, beliefs, estimates, forecasts, projections and assumptions. These forward-looking statements are identified by their use of terms and phrases such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “intend”, “may”, “plan”, “objectives”, “outlook”, “probably”, “project”, “will”, “seek”, “target”, “risks”, “goals”, “should” and similar terms and phrases. There are a number of factors that could affect the future operations of Royal Dutch Shell and could cause those results to differ materially from those expressed in the forward-looking statements included in this presentation, including (without limitation): (a) price fluctuations in crude oil and natural gas; (b) changes in demand for the Group’s products; (c) currency fluctuations; (d) drilling and production results; (e) reserve estimates; (f) loss of market share and industry competition; (g) environmental and physical risks; (h) risks associated with the identification of suitable potential acquisition properties and targets, and successful negotiation and completion of such transactions; (i) the risk of doing business in developing countries and countries subject to international sanctions; (j) legislative, fiscal and regulatory developments including potential litigation and regulatory effects arising from re-categorisation of reserves; (k) economic and financial market conditions in various countries and regions; (l) political risks, including the risks of expropriation and renegotiation of the terms of contracts with governmental entities, delays or advancements in the approval of projects and delays in the reimbursement for shared costs; and (m) changes in trading conditions. All forward-looking statements contained in this presentation are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Readers should not place undue reliance on forward-looking statements. Additional factors that may affect future results are contained in Royal Dutch Shell’s 20-F for the year ended December 31, 2013 (available at www.shell.com/investor and www.sec.gov). These factors also should be considered by the reader. Each forward-looking statement speaks only as of the date of this presentation, 2 May 2014. Neither Royal Dutch Shell nor any of its subsidiaries undertake any obligation to publicly update or revise any forward-looking statement as a result of new information, future events or other information. In light of these risks, results could differ materially from those stated, implied or inferred from the forward-looking statements contained in this presentation.

Shell may have used certain terms, such as resources, in this announcement that the SEC strictly prohibits Shell from including in its filings with the SEC. U.S. investors are urged to consider closely the disclosure in Shell’s Form 20-F, File No 1-32575, available on the SEC website www.sec.gov. You can also obtain this form from the SEC by calling 1-800-SEC-0330.
DIRECTORS’ REMUNERATION POLICY

PRINCIPLES

Fixed remuneration

Annual bonus

Long term incentive plans

2013 actual outcome CEO

Principles that underpin remuneration policy:

- Strong alignment with Shell’s strategy
- Pay for performance
- Competitiveness
- Long-term alignment with shareholder interests
- Consistency
- Compliance
- Risk assessment
DIRECTORS’ REMUNERATION POLICY

STRUCTURE

**Fixed remuneration**
- Benchmarked against 4 oil majors and 20 European companies
- Drives final salary pension

**Annual bonus**
- Short-term strategic targets
- Individual achievement
- 50% deferred in shares 3 years

**Long term incentive plans**
- Long-term performance
- Relative to other oil majors
- Delivery of strategy
- 3 year performance and 2 year retention

**CEO:** 7x base salary in shares requirement
### 2013 OUTCOME

#### SINGLE TOTAL FIGURE OF REMUNERATION FOR EXECUTIVE DIRECTORS

<table>
<thead>
<tr>
<th></th>
<th>Peter Voser</th>
<th>Simon Henry</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>2013</td>
<td>2012</td>
</tr>
<tr>
<td>Salaries</td>
<td>1,640</td>
<td>1,600</td>
</tr>
<tr>
<td>Taxable benefits</td>
<td>229</td>
<td>186</td>
</tr>
<tr>
<td>Pension</td>
<td>683</td>
<td>-</td>
</tr>
<tr>
<td><strong>Total fixed remuneration</strong></td>
<td><strong>2,552</strong></td>
<td><strong>1,786</strong></td>
</tr>
<tr>
<td>Annual bonus</td>
<td>1,800</td>
<td>3,300</td>
</tr>
<tr>
<td>LTIP and DBP</td>
<td>4,104</td>
<td>13,160</td>
</tr>
<tr>
<td><strong>Total variable remuneration</strong></td>
<td><strong>5,904</strong></td>
<td><strong>16,460</strong></td>
</tr>
<tr>
<td><strong>Total remuneration</strong></td>
<td><strong>11,456</strong></td>
<td><strong>18,246</strong></td>
</tr>
<tr>
<td></td>
<td><strong>8,456</strong></td>
<td><strong>18,246</strong></td>
</tr>
<tr>
<td></td>
<td><strong>-54%</strong></td>
<td></td>
</tr>
<tr>
<td></td>
<td>11,235</td>
<td>23,462</td>
</tr>
<tr>
<td></td>
<td>7,183</td>
<td>14,804</td>
</tr>
</tbody>
</table>

- Reduced quantum
- Downward discretion on bonus
- Lower LTIP vesting
2013 ANNUAL BONUS

- Scorecard outcome 1.04

- REMCO applied downward discretion to 0.85 (-18%)
  - Disappointing CFFO + production performance

- Individual performance adjustment
  - CEO: annual bonus further reduced by -14%
  - CFO: no adjustment applied

- ~30% total reduction by REMCO of CEO bonus
## 2013 Annual Bonus Outcome

<table>
<thead>
<tr>
<th>Measures</th>
<th>Weight (% of scorecard)</th>
<th>Target set</th>
<th>Result achieved</th>
<th>Peter Voser Score (0-2)</th>
<th>Simon Henry Target [A]</th>
<th>Simon Henry Target [A] Achieved</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Operational Cashflow</strong></td>
<td>30%</td>
<td>43</td>
<td>41</td>
<td>0.68</td>
<td>45%</td>
<td>31%</td>
</tr>
<tr>
<td><strong>Operational Excellence</strong></td>
<td>50%</td>
<td>1.02</td>
<td>75%</td>
<td>77%</td>
<td>55%</td>
<td>56%</td>
</tr>
<tr>
<td>Project delivery - identified projects on time and budget (%)</td>
<td>20%</td>
<td>75%</td>
<td>88%</td>
<td>1.65</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Production (kboe/d)</td>
<td>12%</td>
<td>3,367</td>
<td>3,199</td>
<td>0.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>LNG sales (mtpa)</td>
<td>6%</td>
<td>20.2</td>
<td>19.6</td>
<td>0.30</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Refinery and chemical plant availability (%)</td>
<td>12%</td>
<td>91.8</td>
<td>92.5</td>
<td>1.37</td>
<td></td>
<td></td>
</tr>
<tr>
<td>SUSTAINABLE DEVELOPMENT</td>
<td>20%</td>
<td>1.59</td>
<td>30%</td>
<td>48%</td>
<td>22%</td>
<td>35%</td>
</tr>
<tr>
<td>Total Recordable Case Frequency (incidents / million hours)</td>
<td>10%</td>
<td>1.24</td>
<td>1.15</td>
<td>1.30</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Targeted internal measures (score 0 - 2)</td>
<td>10%</td>
<td>1.0</td>
<td>1.88</td>
<td>1.88</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Mathematical scorecard outcome</strong></td>
<td></td>
<td></td>
<td></td>
<td>1.04</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Scorecard outcome after REMCO adjustment</strong></td>
<td></td>
<td></td>
<td></td>
<td>0.85</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Final 2013 bonus based on scorecard and Individual Performance Adjustment (B)</strong></td>
<td>'000 Euro (% of salary)</td>
<td>1,800 (110%)</td>
<td></td>
<td>900 (91%)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

[A] Target bonus for the CEO is 150% of base salary, and target bonus for the CFO is 110% of base salary.

[B] Annual bonus = (base salary x target bonus % x scorecard result), adjusted for individual performance.
2013 LTIP AND DBP OUTCOME
2011 AWARD VESTED AT 60%

LTIP growth measures 2009-2013

- Total Shareholder Return
- Earnings per share growth
- Net cash from operations growth
- Production growth*

Vesting based on relative ranking against peer group (BP, Chevron, ExxonMobil, Total)

- 1st: 200% initial award
- 2nd: 150% initial award
- 3rd: 80% initial award
- 4th or 5th: Nil

Vesting of initial LTIP / DBP awards

- LTIP/DBP vesting of 2011 award was 60%
- Ranking positions for 2011 award:
  - TSR 4th
  - EPS 5th
  - Production 2nd
  - CFFO 2nd

1 In line with UK single figure reporting requirements LTIP/DBP needs to be included for the performance period that is concluded in the relevant financial year; previously Shell reported the LTIP/DBP that was paid in the year

* Replaced by ROACE growth from 2014 onwards
CHANGES IN 2014
ALIGNING WITH 2013 SHAREHOLDER CONSULTATION

- LTIP to include relative ROACE growth measure (replacing production)
  - TSR 30%; EPS 30%; ROACE 20%; CFFO 20%

- Cap of 20% on upwards adjustment for individual performance
  - Previously no cap for individual performance adjustment (only cap on overall bonus)

- CFO target bonus increased to 120% (from 110%) subject to a cap of 240%

- Update comparator group of European companies (will impact 2015 salary review)
  - 4 added, 4 removed
2015 REMUNERATION POLICY
SHARE PLAN RENEWAL

- Shell discretionary share plans (LTIP, DBP and RSP) expire in 2015

- Summary of share plan simplification and modernisation:
  - DBP: removal of matching shares in DBP replacing value of this in LTIP
  - DBP: fixed mandatory deferral 50% of bonus
  - Claw-back and malus now part of plan rules
  - Directors are no longer eligible for a restricted share plan (RSP)
2015 POLICY CHANGES
TAKE EFFECT FROM 1.1.2015

- Increased shareholding requirement: CEO 700% from 300%; CFO 400% from 200%

- Share plan simplification:
  - fixed mandatory deferral 50% of bonus
  - removal of matching shares in DBP replacing value of this in LTIP

- Pro-rating of outstanding LTIP awards for leavers from annual to monthly service calculation

- Changes implemented from 1.1.2015:
  - align with first awards under new share plans
The pay scenarios illustrate the estimated pay out under three scenarios resulting from the application of the 2015 remuneration policy.
CEO TRANSITION

- Ben van Beurden took over on 1 January 2014:
  - Base salary Euro 1,400,000 (Peter Voser’s base salary was Euro 1,640,000)
  - No major changes to structure of package
  - Previously on expatriate terms in the UK, now on local terms in NL
  - Remuneration will be reported in detail in the 2014 DRR
  - The 2014 Single Total Figure of remuneration will be impacted by two pension related values:
    - Reporting regulations require inclusion of 20x annual increase in pension. As a result of the promotion to the CEO role, his pension rights increased in value
    - a UK tax charge on pensions over the Life Time Allowance and Annual Allowance limit which the company pays under its tax equalisation policy for expatriate staff

- Peter Voser returned to Switzerland 1 January 2014 and left Shell 31 March 2014:
  - No end of employment payment
  - No 2014 LTIP award nor 2014 salary increase
  - Pro rating of 2014 remuneration and outstanding LTIP
  - No early vesting of outstanding 2012 and 2013 LTIP/DBP awards
  - Pension benefits transfer after end of employment in line with Swiss regulations
AGM: 20 May 2014

- Advisory vote on 2013 Annual Report on Remuneration

- Binding vote for Directors’ Remuneration Policy

- Binding vote for 3 resolutions related to renewal of share plan
  - Approval of Long Term Incentive Plan
  - Approval of Deferred Bonus Plan
  - Approval of Restricted Share Plan (awards under the RSP will not be made to EDs)
SUMMARY
MAY 2014 ENGAGEMENT

2013 outcomes
- 2013 total single figure pay quantum reduced versus 2012
- 2013 annual bonus scorecard outcome adjusted downward by REMCO from 1.04 to 0.85
- LTIP awarded in 2011 vested at 60% of target (no REMCO discretion applied)

2014-15 changes
- LTIP now includes relative ROACE measure (replacing production)
- Cap of 20% on upwards adjustment for individual performance
- CFO target bonus increased to 120% (from 110%) subject to a cap of 240%
- Update comparator group of European companies (will impact 2015 salary review)
- Increased shareholding requirements 2015
- Renewal of share plans for awards in 2015
QUESTIONS

REMUNERATION Q1 2014