

Company Number: 04366849

THE COMPANIES ACT 2006

PUBLIC LIMITED COMPANY

RESOLUTIONS OF

## **ROYAL DUTCH SHELL PLC**

The following RESOLUTIONS were duly passed by the Members of the Company at the Annual General Meeting held on May 22, 2018.

### **ORDINARY RESOLUTION**

#### **16 AUTHORITY TO ALLOT SHARES**

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 €194 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, 2019, and the end of the AGM to be held in 2019 (unless previously renewed, revoked or varied by the Company in 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.

### **SPECIAL RESOLUTIONS**

#### **17 DISAPPLICATION OF PRE-EMPTION RIGHTS**

That if Resolution 16 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 €29 million,

such power to apply until the earlier of the close of business on August 22, 2019, and the end of the AGM to be held in 2019 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.

## **18 AUTHORITY TO PURCHASE OWN SHARES**

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 834 million ordinary shares;

(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 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, 2019, and the end of the next AGM of the Company but in each case so that the Company may enter into a 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 contract as if the authority had not ended.

**Linda M. Szymanski**  
**Company Secretary**