

Example form - please do not complete

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to seek your own personal financial advice immediately from a properly authorised financial adviser. This document should be read in conjunction with the scheme document dated 22 December 2015 (the “**Scheme Document**”). Unless the context otherwise requires, the definitions used in the Scheme Document also apply to this Form of Election. Please read carefully the terms of the Scheme, as set out in the Scheme Document, which are incorporated into, and form part of, this Form of Election.

BG Group

Form of Election

IMPORTANT INFORMATION

This Form of Election relates to the recommended cash and share offer made by Royal Dutch Shell plc for BG Group plc (the “**Combination**”). Under the terms of the Combination, BG Shareholders will be entitled to receive:

For each BG Share you hold

383 pence in cash

+

0.4454 Shell B Shares

This is called the default Consideration. You do **NOT** need to complete, sign or return this **Form of Election** if you wish to receive the **default Consideration**.

You need **ONLY** complete this **Form of Election** if you wish to make an election under the **Mix and Match Facility** and/or the **Shell A Share Alternative**.

BG GROUP



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FORM OF ELECTION

The completed Form of Election must be received by 4.30 p.m. (UK time) on 12 February 2016. Please use the reply paid envelope provided (if in the UK) or send to Equiniti, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA United Kingdom.

1 Shareholder(s) Name and Address

2 Number of BG Shares held as at 6.00 p.m. (UK time) on 14 December 2015

Reference Number:

IMPORTANT: If you wish to make an election in relation to **ALL** of your BG Shares, you should complete Part 3 and/or Part 4 below. **If you wish to split your holding of BG Shares across more than one option (a "Split Election"), do NOT complete Part 3 or Part 4. You should instead complete Part 5 on the next page.**

3 Mix and Match Facility

You should only complete Part 3 if you wish to receive either **ALL CASH** or **ALL SHARES** instead of the default Consideration in relation to **ALL** of your BG Shares.

To the extent that elections under the Mix and Match Facility cannot be satisfied in full, they will be **scaled down** on a pro rata basis.

Box 3.1

Tick

ALL CASH
subject to scaling

Exchange **ALL** your share consideration of 0.4454 New Shell Shares per BG Share for **Cash**

OR

Box 3.2

Tick

ALL SHARES
subject to scaling

Exchange **ALL** your cash consideration of 383 pence per BG Share for **New Shell Shares**

4 Shell A Share Alternative

If you wish to receive **ALL** your New Shell Shares in the form of Shell B Shares, you should **NOT** complete this section.

If you choose to receive Shell A Shares, this may have certain tax and other implications for you. Please read carefully page 19 of the Shareholder Guide before completing this section and, if in doubt, refer to your financial adviser.

Box 4

Tick

If you wish to receive **ALL** your New Shell Shares as **Shell A Shares**, please tick Box 4.

If you have made an election in Part 3 above, the number of New Shell Shares you receive as Shell A Shares may be subject to scaling.

Please ensure that you sign Part 6 on the next page if you have completed ANY part of this page

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You should only complete Part 5 if you wish to split your holding of BG Shares across more than one option.

5 Split Election		Number of BG Shares
SHELL B SHARES	DEFAULT CONSIDERATION Enter the number of BG Shares in Box 5.1 for which you wish to receive 383 pence and 0.4454 Shell B Shares for each BG Share held at the Scheme Record Time.	<input type="text"/> Box 5.1
	ALL CASH Enter the number of BG Shares in Box 5.2 for which you wish to exchange the share consideration of 0.4454 New Shell Shares for CASH. If your election under this option is scaled down, you will receive the default Consideration in respect of each BG Share on which your election is not satisfied.	<input type="text"/> Box 5.2
	ALL SHARES Enter the number of BG Shares in Box 5.3 for which you wish to exchange the cash consideration of 383 pence for SHELL B SHARES. If your election under this option is scaled down, you will receive the default Consideration in respect of each BG Share on which your election is not satisfied.	<input type="text"/> Box 5.3
SHELL A SHARE ALTERNATIVE	If you choose to receive Shell A Shares, this may have certain tax and other implications for you. Please read carefully page 19 of the Shareholder Guide before completing this section and, if in doubt, refer to your financial adviser.	
	SHELL A SHARE ALTERNATIVE Enter the number of BG Shares in Box 5.4 for which you wish to receive 0.4454 Shell A Shares (instead of 0.4454 Shell B Shares) in addition to 383 pence in cash per BG Share held.	<input type="text"/> Box 5.4
	ALL CASH Enter the number of BG Shares in Box 5.5 for which you wish to exchange the share consideration of 0.4454 New Shell Shares for CASH. If your election under this option is scaled down, you will receive 383 pence and 0.4454 Shell A Shares in respect of each BG Share on which your election is not satisfied.	<input type="text"/> Box 5.5
	ALL SHARES Enter the number of BG Shares in Box 5.6 for which you wish to exchange the cash consideration of 383 pence for SHELL A SHARES. If your election under this option is scaled down, you will receive 383 pence and 0.4454 Shell A Shares in respect of each BG Share on which your election is not satisfied.	<input type="text"/> Box 5.6
TOTAL	Enter the sum of Boxes 5.1 to 5.6. This total should not exceed your holding of BG Shares. The default Consideration will apply to any BG Share in respect of which an election has not been made.	<input type="text"/> Box 5.7

6 Signatures: You MUST complete Part 6 if you have completed ANY part of this Form of Election

All shareholders who are individuals should sign and complete the individual(s) box below. Shareholders who are companies should complete the company box below.

Signing by individual(s)

Signature 1	Date	Signature 3	Date
Signature 2	Date	Signature 4	Date

Signing on behalf of a company (if appropriate)

Company Name			
Name of authorised person			
Name	Position	Signature	Date

Please provide a contact telephone number in case we have any questions about your elections

Contact telephone number

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Information for completing and returning this Form of Election

Instructions for completing this Form of Election and information about the Combination, the Mix and Match Facility and the Shell A Share Alternative are provided in the Shareholder Guide.

If you have any questions, please read the Shareholder Guide which contains a list of some common questions and answers on the Combination, further instructions on how to complete this Form of Election and a checklist showing the actions you will need to consider and take. Further details can also be found in the Scheme Document.

The sections which you may find helpful are set out below:

	Shareholder Guide	Scheme Document
Information on how to complete the Form of Election	Pages 6 to 7	Paragraph 26 of Part II and Part IX
Mix and Match Facility	Page 18	Paragraph 11 of Part II and Part IX (which includes the full terms and conditions)
Shell A Share Alternative, including information on the differences between Shell A Shares and Shell B Shares	Page 19	Paragraph 10 of Part II and Part IX (which includes the full terms and conditions)

If you cannot find the answer to your question or need any further assistance, please call the Shareholder Helpline on the number(s) set out in the orange box below or, if in doubt, refer to your financial adviser.

What happens if I do not return this Form of Election?

If you do not return this Form of Election to Equiniti by 4.30 p.m. (UK time) on 12 February 2016, you will be entitled to the **default Consideration** in respect of the BG Shares to which this Form of Election applies.

What happens if I complete Parts 3 and/or 4 as well as Part 5, or make another mistake when completing this Form of Election?

If you complete this Form of Election incorrectly and have provided a telephone number in Part 6, Equiniti will, to the extent practicable, seek to contact you to clarify your intentions. If Equiniti is not able to do so, your election will be invalid and you will be entitled to the **default Consideration** in respect of the BG Shares to which this Form of Election applies.

How can I get an additional Form of Election?

If you would like to receive another Form of Election for any reason, you should call the Shareholder Helpline on the number(s) set out in the orange box below.

If you need any help filling in this Form of Election or have additional queries, please telephone the Shareholder Helpline on 0800 917 8611 from within the UK or +44 121 415 0920 if calling from outside the UK between 9.00 a.m. and 5.30 p.m. (UK time) Monday to Friday (except English and Welsh public holidays).*

* Calls to the Shareholder Helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The Shareholder Helpline cannot provide advice on the merits of the Combination or the Scheme or give any financial, legal or tax advice.

If you have sold or otherwise transferred all of your BG Shares, please send the Scheme Document, but not this Form of Election, as soon as possible to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected. If you have sold or otherwise transferred only part of your holding of BG Shares, you should retain these documents and contact the bank, stockbroker or other agent through whom the sale or transfer was effected.

The distribution of this Form of Election (in whole or in part) into jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this Form of Election comes should inform themselves about, and observe, any such restrictions. This Form of Election should not be distributed in, forwarded to or transmitted into any jurisdiction where the offering of New Shell Shares or the making of them available for subscription or purchase would breach local laws. Overseas Shareholders should read paragraph 23 of Part II of the Scheme Document and consult their professional adviser to ascertain whether the Combination will be subject to any restrictions or require compliance with any formalities imposed by the laws or regulations of the jurisdiction in which they are resident.