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**For immediate release
2 September 2015**

Shell-BG recommended combination receives EU antitrust clearance

The Hague, 2 September 2015 – Royal Dutch Shell plc ("Shell") today announced that its recommended combination with BG Group plc ("BG") has received unconditional merger clearance from the European Commission. Together with the previously announced pre-conditional clearance in Brazil, two of the five pre-conditions to the combination have now been satisfied.

Commenting on the clearance Shell CEO, Ben van Beurden, said: "Receiving clearance from the European Commission underlines the good progress we are making on the deal. The transaction is on track for completion in early 2016. The recommended combination with BG is a springboard to change Shell into a simpler and more profitable company, making Shell more resilient in a world where oil prices could remain low for some time."

The pre-conditions and conditions to the combination are set out in the 8 April deal announcement.

Ends

Enquiries:

Shell

Shell Media Relations

International: +44 207 934 5550

Americas: +1 713 241 4544

Shell Investor Relations

Europe: + 31 70 377 4540

North America: +1 832 337 2034

Additional Information

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of Shell or BG pursuant to the Shell-BG combination in any jurisdiction in contravention of applicable laws.

This announcement does not constitute a prospectus or prospectus equivalent document.

Overseas jurisdictions

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Forward looking statements

This announcement contains certain forward looking statements with respect to the financial condition, results of operations and businesses of Shell and BG and their respective groups, and certain plans and objectives of Shell with respect to the combined group. 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 Shell, BG and the combined group to market risks and statements expressing management's expectations, beliefs, estimates, forecasts, projections and assumptions, including as to future potential cost savings, synergies, earnings, cash flow, return on average capital employed, production and prospects. These forward looking statements are identified by their use of terms and phrases such as "anticipate", "believe", "could", "estimate", "expect", "goals", "intend", "may", "objectives", "outlook", "plan", "probably", "project", "risks", "seek", "should", "target", "will" and similar terms and phrases.

There are a number of factors that could affect the future operations of Shell, BG and the combined group and that could cause results to differ materially from those expressed in the forward looking statements included in this announcement, including (without limitation): (a) price fluctuations in crude oil and natural gas; (b) changes in demand for Shell, BG and the combined group's products; (c) currency fluctuations; (d) drilling and production results; (e) reserves 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 regulatory measures addressing climate change; (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 announcement 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 risk factors that may affect future results are contained in Shell's Form 20-F for the year ended 31 December 2014 (available at www.shell.com/investor and www.sec.gov). These risk factors expressly qualify all forward looking statements contained in this Announcement and should also be considered by the reader.

For a discussion of important factors which could cause actual results to differ from forward looking statements relating to BG and the BG group, refer to BG's Annual Report and Accounts for the year ended 31 December 2014.

Each forward looking statement speaks only as of the date of this Announcement. None of Shell, the Shell group, BG or the BG group undertakes any obligation to publicly update or revise any forward looking statement as a result of new information, future events or otherwise, except to the extent legally required. In light of these risks, results could differ materially from those stated, implied or inferred from the forward looking statements contained in this announcement.

In accordance with Rule 26.1 of the Code, a copy of this announcement is also available on the website of Shell at: www.shell.com.

For the avoidance of doubt, the contents of the website referred to in this announcement are not incorporated into and do not form part of this announcement.