

## ROYAL DUTCH SHELL PLC

### RESULT OF ANNUAL GENERAL MEETING

Royal Dutch Shell plc announces the poll results on the resolutions at its Annual General Meeting held on Tuesday May 22, 2018 at the Circustheater, Circusstraat 4, 2586 CW The Hague, The Netherlands. Resolutions 1-18 were carried and resolution 19 (Shareholder resolution) was not carried.

In accordance with the Listing Rules, a copy of all resolutions other than resolutions concerning ordinary business at the Annual General Meeting, will be submitted to the National Storage Mechanism and will be available for inspection at: [www.morningstar.co.uk/uk/nsm](http://www.morningstar.co.uk/uk/nsm)

	RESOLUTION	VOTES FOR	%	VOTES AGAINST	%	VOTES TOTAL	% of ISC VOTED	VOTES WITHHELD
1	Receipt of Annual Report & Accounts	5,153,738,840	98.55	75,760,000	1.45	5,229,498,840	62.68%	10,345,425
2	Approval of Directors' Remuneration Report	3,886,764,832	74.78	1,311,138,457	25.22	5,197,903,289	62.31%	41,918,978
3	Appointment of Ann Godbehere	5,187,992,901	99.10	47,004,936	0.90	5,234,997,837	62.75%	4,822,696
4	Reappointment of Ben van Beurden	5,205,090,607	99.90	5,413,774	0.10	5,210,504,381	62.46%	29,329,055
5	Reappointment of Euleen Goh	5,048,629,738	96.49	183,429,396	3.51	5,232,059,134	62.71%	7,756,826
6	Reappointment of Charles O. Holliday	5,124,783,253	98.36	85,444,647	1.64	5,210,227,900	62.45%	29,601,922
7	Reappointment of Catherine Hughes	5,199,501,814	99.79	10,810,760	0.21	5,210,312,574	62.45%	29,515,871
8	Reappointment of Gerard Kleisterlee	5,044,343,136	96.87	162,791,041	3.13	5,207,134,177	62.42%	32,682,493
9	Reappointment of Roberto Setubal	5,167,672,381	99.30	36,595,480	0.70	5,204,267,861	62.38%	35,535,041
10	Reappointment of Sir Nigel Sheinwald	5,111,836,667	99.60	20,747,249	0.40	5,132,583,916	61.52%	107,228,335
11	Reappointment of Linda G. Stuntz	5,203,101,939	99.86	7,213,243	0.14	5,210,315,182	62.45%	29,485,907
12	Reappointment of Jessica Uhl	5,210,791,215	99.53	24,590,912	0.47	5,235,382,127	62.75%	4,418,709
13	Reappointment of Gerrit Zalm	5,202,358,226	99.85	7,609,969	0.15	5,209,968,195	62.45%	29,812,421
14	Reappointment of Auditors	5,217,719,675	99.81	9,742,622	0.19	5,227,462,297	62.66%	12,375,457
15	Remuneration of Auditors	5,230,632,876	99.92	4,329,783	0.08	5,234,962,659	62.75%	4,849,317
16	Authority to allot shares	5,137,141,227	98.16	96,540,608	1.84	5,233,681,835	62.73%	6,147,614

17	Disapplication of pre-emption rights*	5,187,202,025	99.15	44,252,487	0.85	5,231,454,512	62.71%	8,312,170
18	Authority to purchase own shares*	5,137,518,867	98.19	94,959,983	1.81	5,232,478,850	62.72%	7,312,193
19	Shareholder resolution*	268,063,768	5.54	4,567,121,334	94.46	4,835,185,102	57.96%	404,376,930

\* Special resolution

Please note that a 'vote withheld' is not a vote under English Law and is not counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.

## STATEMENTS

### RESOLUTION 2 – APPROVAL OF DIRECTORS' REMUNERATION REPORT

We welcome the broad shareholder support for our 2017 remuneration report. Shareholder discussions and voting outcomes in recent years, including the 92% of shareholders who voted in favour of our remuneration policy at last year's AGM, suggest that our policy and approach to executive remuneration are appropriate.

We work hard to actively solicit and react to all feedback from our shareholders, and hold an extensive engagement programme between a range of shareholders and senior management, including the Board. In these meetings we received a positive response to our decisions in respect of the execution of our policy for 2017 and its alignment with company performance. We also held constructive dialogue on, amongst other subjects, our strategy to thrive through the energy transition and its link to policy design.

Notwithstanding this, we also note that a number of shareholders voted against this year's report. We respect the range of opinions that shareholders have and acknowledge the resources they can access to exercise their stewardship. We will continue to engage constructively with our shareholders to reflect carefully on any feedback we receive from them and would particularly welcome the opportunity to work with proxy advisors more closely in the future, to better serve shareholder needs.

### RESOLUTION 19 – SHAREHOLDER RESOLUTION

We believe the vote is a clear and strong display of confidence in Shell's wide-ranging and progressive approach to leading through the energy transition. It demonstrates not only support for our industry-leading strategy, but also clear trust in the ability of Shell's management to implement it.

The transition towards a net-zero emissions energy system and a world where temperature increases are limited to less than 2C will unfold over several decades and will require concerted action by many, including Shell. We recognise there are many voices in the energy transition debate and we will continue to engage constructively as we implement our approach. But we must also recognise that the time for action is now ... Shell is committed to playing its part and, with the clear and ongoing support of our shareholders, we will continue to take sensible steps to help tackle climate change and ensure we thrive through the energy transition.

May 22, 2018

Linda M. Szymanski  
Company Secretary  
Royal Dutch Shell plc

## **ENQUIRIES**

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LEI number of Royal Dutch Shell plc: 21380068P1DRHMJ8KU70

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