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# FORM 6-K

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549

## REPORT OF FOREIGN PRIVATE ISSUER

Pursuant to Rule 13a-16 or 15d-16 of

The Securities Exchange Act of 1934  
For April 2009

Commission File Number: 1-32575

## Royal Dutch Shell plc

(Exact name of registrant as specified in its charter)

England and Wales

(Jurisdiction of incorporation or organization)

30, Carel van Bylandtlaan, 2596 HR The Hague

The Netherlands

Tel No: (011 31 70) 377 9111

(Address of principal executive officers)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐

No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):82-\_\_\_\_\_

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### **Royal Dutch Shell plc**

This Report on Form 6-K contains the Notice of Annual General Meeting of Shareholders of Royal Dutch Shell plc (the “Registrant”) and the associated proxy card. The Annual General Meeting has been convened for May 19, 2009.

The Registrant is filing the following exhibits on this Report on Form 6-K, which are hereby incorporated by reference:

| <b>Exhibit<br/>No.</b> | <b>Description</b>   |
|------------------------|--|
| 99.1                   | Notice of Annual General Meeting of Shareholders of Royal Dutch Shell plc. |
| 99.2                   | Notice of Availability of Shareholder documents.                           |
| 99.3                   | Proxy Form   |
| 99.4                   | Voting Instruction Form  |
| 99.5                   | Royal Dutch Shell A Voting Instruction Card (ADS)                          |
| 99.6                   | Royal Dutch Shell B Voting Instruction Card (ADS)                          |

### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorised.

### **ROYAL DUTCH SHELL PLC**

(Registrant)

By: /s/ Mark Edwards

Name: Mark Edwards

Title: Assistant Company Secretary

Date: April 17, 2009



ANNUAL GENERAL MEETING

# NOTICE OF MEETING

THE HAGUE AND LONDON, TUESDAY MAY 19, 2009

**This document is important and requires your immediate attention.**

If you are in any doubt about what action to take, you should seek your own personal advice immediately from a financial advisor authorised under the Financial Services and Markets Act 2000 if you are in the UK or, if you are not, from another appropriately authorised financial advisor. If you have sold or transferred all your ordinary shares in Royal Dutch Shell plc (the "Company"), please give this letter and the accompanying documents to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser.



Royal Dutch Shell plc



The Company's Annual Report and Form 20-F for the year ended December 31, 2008, the Annual Review and Summary Financial Statements 2008 are available on [www.shell.com/annualreport](http://www.shell.com/annualreport) and the 2009 Notice of Meeting is available on [www.shell.com/agm](http://www.shell.com/agm).

If you would like, free of charge, a paper copy of any of these documents [A], please contact one of the following:

**The Netherlands**

Royal Dutch Shell plc  
c/o Euro Mail B.V.  
Tel +31 (0)182 645669

**United Kingdom**

Royal Dutch Shell plc  
c/o Bankside  
Tel +44 (0)1635 232700

**United States**

Tel 888 400 7789

[A] The Annual Review and Summary Financial Statements 2008 and the 2009 Notice of Meeting are also available in Dutch.

**E-COMMUNICATION**

If you are a registered shareholder and hold your shares in your own name, or you hold your shares in the Royal Dutch Shell Corporate Nominee, you can choose to view shareholder communications (for example, the Company's Annual Report and Annual Review and Summary Financial Statements) by means of our website instead of receiving paper communications. If you opt for website communications and provide us with your email address by registering online at [www.shareview.co.uk/clients/shell](http://www.shareview.co.uk/clients/shell), you will be sent a notification by email whenever such shareholder communications are added to our website, or in the absence of an email address you will be sent a notification by post. If you choose to view shareholder communications by means of our website, you can still ask for a paper copy at any time.

In October 2007 we sent a letter to registered shareholders who held shares in their own name, and those who held their shares in the Royal Dutch Shell Corporate Nominee, asking whether in the future they wished to receive shareholder communications in electronic form or paper form. If at that time you elected to receive communications in paper form and now wish to change your mind and receive communications in electronic form, or you did not respond to the letter but wish in future to receive communications in paper form, please contact our Registrar at the address below.

If you were not a registered shareholder at the time of the consultation exercise in October 2007 and now hold shares either in your own name, or in the Royal Dutch Shell Corporate Nominee, and wish in future to receive communications in electronic form, please contact our Registrar at the address below.

Equiniti  
Aspect House  
Spencer Road  
Lancing  
West Sussex BN99 6BA  
United Kingdom  
Tel 0800 169 1679 (UK) or +44 (0)121 415 7073

Registered in England and Wales, Company number 4366849  
Registered office: Shell Centre, London SE1 7NA  
Headquarters: Carel van Bylandtlaan 30, 2596 HR The Hague, the Netherlands  
Registered with the Dutch Trade Register under number 34179503

Designed by Visual Media Services, The Hague  
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Aerial view of LUN-A platform, Sakhalin, Russia.

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## CHAIRMAN'S LETTER

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Dear Shareholder,

I am pleased to invite you to the Company's Annual General Meeting, which will be held on Tuesday May 19, 2009.

The principal meeting place for the AGM will be in The Hague, with an audio-visual link to a satellite meeting place in London. As last year, while the Directors will be located in The Hague, shareholders located in London will be able to participate fully in the meeting via an audio-visual link. Shareholders in each location will be able to see and hear the other location by way of large screens located on stage, and ask questions at designated question points. Shareholders in both The Hague and London will also be able to vote simultaneously on each of the resolutions, and on any other matter which may properly come before the meeting, using electronic handsets. Details of the arrangements for the meeting locations in The Hague and London are given on pages 14 and 15.

The meeting will be conducted in English although there will be Dutch translation facilities available at each venue.

March 24, 2009

### **BUSINESS OF THE MEETING**

The business to be conducted at the meeting is set out in this Notice with explanatory notes concerning each of the resolutions. The business is of a routine nature for a listed company and your Board recommends that you vote in favour of each of the resolutions.

### **DIRECTORS**

I would like in particular to bring to your attention Resolutions 3 to 9, which relate to the appointment and re-appointment of Directors.

On March 12, 2009 we were pleased to announce the appointment of Simon Henry as Chief Financial Officer in succession to Peter Voser and Resolution 3 relates to the proposal to appoint him as a Director of the Company with effect from May 20, 2009. We had previously announced in October 2008 that Peter Voser would succeed Jeroen van der Veer as Chief Executive with effect from July 1, 2009. Subject to his re-appointment at the AGM, Jeroen van der Veer will serve as a Non-executive Director of the Company following his retirement as Chief Executive on June 30, 2009.

.....

We were also pleased to announce in December of last year the appointment of Hans Wijers as a Non-executive Director with effect from January 1, 2009 and Resolution 9 deals with his re-appointment by shareholders in accordance with the Company's Articles of Association.

I believe that each of the appointments and re-appointments proposed in Resolutions 3 to 9 is in the best interests of the Company. The biographical details of each Director are given on pages 8 and 9 and I hope you will vote in support of these resolutions.

Finally, I would like to take this opportunity to thank Nina Henderson and Rob Routs, both of whom stood down as Directors with effect from December 31, 2008, and Maarten van den Bergh who will stand down at the close of business of the AGM, for their long and distinguished service to the Company.

#### **QUESTION AND ANSWER SESSION**

The Annual General Meeting provides an opportunity for you to ask questions about the business set out in this

Notice and to raise other matters about the business of the Company. As Chairman of the Meeting, I will endeavour to ensure that discussions are kept relevant and that as many shareholders as possible have the opportunity to speak.

#### **VOTING**

All resolutions for consideration at the meeting will be decided on a poll rather than a show of hands. This means that a shareholder has one vote for every share held. Even if you are not able to come to the meeting, I would urge you to vote by following the guidance notes on pages 11 to 13.

Yours faithfully,

**Jorma Ollila** CHAIRMAN

# NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of Royal Dutch Shell plc (the "Company") will be held at Circustheater, Circusstraat 4, The Hague, the Netherlands at 11.00 am (Dutch time) on Tuesday May 19, 2009, with an audio-visual link to a satellite meeting place at The Barbican Centre, Silk Street, London, EC2Y 8DS, United Kingdom at 10.00 am (UK time), for the purposes of considering the following business:

To consider and, if thought fit, to pass the following resolutions, with those numbered 1 to 12 and 15 being proposed as ordinary resolutions and those numbered 13 and 14 being proposed as special resolutions.

For ordinary resolutions to be passed, more than half of the votes cast must be in favour of the resolution, whilst in the case of special resolutions at least three quarters of the votes cast must be in favour.

## RESOLUTION 1

That the Company's annual accounts for the financial year ended December 31, 2008, together with the Directors' report and the Auditors' report on those accounts, be received.

## RESOLUTION 2

That the Remuneration Report for the year ended December 31, 2008, set out in the Annual Report and Accounts 2008 and summarised in the Annual Review and Summary Financial Statements 2008, be approved.

## RESOLUTION 3

That Simon Henry be appointed as a Director of the Company with effect from May 20, 2009.

## RESOLUTION 4

That Lord Kerr of Kinlochard be re-appointed as a Director of the Company.

## RESOLUTION 5

That Wim Kok be re-appointed as a Director of the Company.

## RESOLUTION 6

That Nick Land be re-appointed as a Director of the Company.

## RESOLUTION 7

That Jorma Ollila be re-appointed as a Director of the Company.

## RESOLUTION 8

That Jeroen van der Veer be re-appointed as a Director of the Company.

## RESOLUTION 9

That Hans Wijers be re-appointed as a Director of the Company.

## RESOLUTION 10

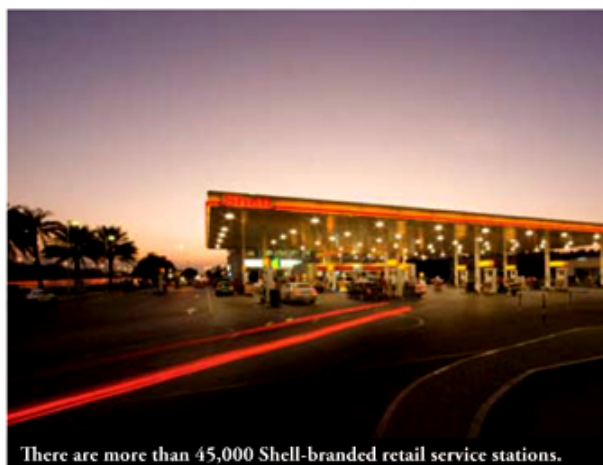
That PricewaterhouseCoopers LLP be re-appointed as Auditors of the Company.

## RESOLUTION 11

That the Board be authorised to settle the remuneration of the Auditors for 2009.

## RESOLUTION 12

That the Board be and hereby is generally and unconditionally authorised in substitution for all other subsisting authorities, to the extent unused, to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of €145 million, such authority to expire on June 30, 2010 or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (unless previously revoked or varied by the Company in general meeting), save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.



There are more than 45,000 Shell-branded retail service stations.



Painting one of our fleet of ships that carry LNG around the world.

### RESOLUTION 13

That subject to the previous resolution being passed the Board be and hereby is empowered, pursuant to Section 95 of the Companies Act 1985, to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by the previous resolution and/or where such allotment is treated as an allotment of equity securities under Section 94(3A) of the said Act as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment, provided that this power shall be limited:

(A)

to the allotment of equity securities in connection with a rights issue, open offer or any other pre-emptive offer in favour of holders of ordinary shares (excluding treasury shares) where the equity securities respectively attributable to the interests of such ordinary shareholders on a fixed record date are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them (as the case may be) (subject to such exclusions or other arrangements as the Board may deem necessary or expedient to deal with fractional entitlements 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)

in the case of the authority granted under Resolution 12 and/or in the case of any transfer of treasury shares which is treated as an allotment of equity securities under Section 94 (3A) of the Companies Act 1985, to the allotment (otherwise than pursuant to sub-paragraph (A) above) of equity securities up to an aggregate nominal value of €21 million,

and shall expire on June 30, 2010 or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

### RESOLUTION 14

That the Company be authorised to make market purchases (as defined in Section 163 of the Companies Act 1985) of up to 624 million ordinary shares of €0.07 each in the capital of the Company at prices of not less than €0.07 per share and not more than the higher of:

(A)

5% above the average market value of those shares for the five business days before the purchase is made; and

(B)

that stipulated by Article 5(1) of Commission Regulation (EC) No. 2273/2003,

such authority to expire on June 30, 2010 or, if earlier, at the conclusion of the next Annual General Meeting of the Company, but so that the Company may before such expiry, pursuant to the authority granted by this resolution, enter into a contract to purchase such shares which would or might be executed wholly or partly after such expiry. In executing this authority, the Company may purchase shares using any currency, including pounds sterling, US dollars and euros.

### RESOLUTION 15

That, in accordance with Section 366 of the Companies Act 2006 and in substitution for any previous authorities given to the Company (and its subsidiaries), the Company (and all companies that are subsidiaries of the Company at any time during the period for which this resolution has effect) be authorised to:

(A)

make political donations to political organisations other than political parties not exceeding £200,000 in total per annum; and

(B)

incur political expenditure not exceeding £200,000 in total per annum,

during the period beginning with the date of the passing of this resolution and ending on June 30, 2010 or, if earlier, at the conclusion of the next Annual General Meeting of the Company. In this resolution, the terms "political donation", "political parties", "political organisation" and "political expenditure" have the meanings given to them by Sections 363 to 365 of the Companies Act 2006.

By order of the board

Michiel Brandjes  
Company Secretary  
Carel van Bylandtlaan 30  
2596 HR The Hague  
The Netherlands  
March 24, 2009

# EXPLANATORY NOTES ON RESOLUTIONS

## NOTE TO RESOLUTION 1

Annual Report and Accounts

The Board of Directors will present the Company's annual accounts for the financial year ended December 31, 2008 together with the Directors' report and the Auditors' report on those accounts.

## NOTE TO RESOLUTION 2

Consideration and approval of the Remuneration Report

Resolution 2 is a resolution seeking approval of the Directors' Remuneration Report for the year ended December 31, 2008. The Report has been prepared and is laid before the meeting in accordance with the Companies Act 1985. The Board considers that the policy and practice outlined in the Report are appropriate to the Company's circumstances and that the Report should receive shareholder support.

## NOTE TO RESOLUTION 3

Appointment of a Director

As announced on March 12, 2009, the Board has appointed Simon Henry as Chief Financial Officer in succession to Peter Voser and this Resolution proposes that he be appointed a Director of the Company with effect from May 20, 2009. His biographical details are given on this page.

## NOTES TO RESOLUTIONS 4 TO 9

Retirement and re-appointment of Directors

The Directors retiring and seeking re-appointment at the AGM are Lord Kerr of Kinlochard, Wim Kok, Nick Land, Jorma Ollila, Jeroen van der Veer and Hans Wijers. Their biographical details are given on page 9.

Each of the Non-executive Directors seeking re-appointment, save for Hans Wijers who was appointed a Director with effect from January 1, 2009, has received a performance evaluation and all were considered to be effective in their roles and to be committed to making available the appropriate time for Board meetings and other duties. As we announced on March 12 of this year, subject to his re-appointment at the AGM, Jeroen van

der Veer will serve as a Non-executive Director of the Company following his retirement as Chief Executive on June 30, 2009. Maarten van den Bergh will step down as a Non-executive Director at the close of business of the AGM.

The Board recommends that you support the re-appointment of each of the retiring Directors standing for re-appointment at the AGM.

## NOTES TO RESOLUTIONS 10 AND 11

Re-appointment of Auditors and determination of Auditors' remuneration

The Company is required to appoint Auditors for each financial year of the Company, to hold office until the conclusion of the next general meeting at which accounts are presented.

Resolution 10 proposes the re-appointment of PricewaterhouseCoopers LLP as the Company's auditors. Resolution 11 seeks authority for the Board to determine their remuneration. Both resolutions are being proposed as ordinary resolutions.

## NOTE TO RESOLUTION 12

Authority to allot shares

Under Section 80 of the Companies Act 1985, the Directors are, subject to certain exceptions, unable to allot relevant securities without the authority of the shareholders in a general meeting.

Relevant securities are defined in that Act to include the Company's ordinary shares or securities convertible into the Company's ordinary shares. Resolution 12 is proposed as an ordinary resolution to authorise the Directors to allot ordinary shares up to an aggregate nominal value of €145 million, representing approximately one third of the share capital of the Company in issue at March 11, 2009. The Company does not hold any shares in treasury as at the date of this Notice of Meeting. The Directors' authority will be valid up to June 30, 2010, or, if earlier, the date of the next Annual General Meeting. This authority complies with the guidelines issued by institutional investors. The Directors have no immediate plans to make use of this authority.



Simon Henry  
Chief Financial Officer (with effect from May 1, 2009)

Born July 13, 1961. A British national, joined Shell in 1982 as an engineer at the Stanlow refinery in the UK. After qualifying as a member of the Chartered Institute of Management Accountants in 1989, he held various Finance posts, including Finance Manager of Marketing in Egypt, Controller for the Upstream business in Egypt, Oil Products finance adviser for Asia Pacific, Finance Director for the Mekong Cluster and, up to end 2000, General Manager Finance for the South East Asian Retail business. He was appointed Head of Group Investor Relations in 2001 and Chief Financial Officer for Exploration and Production in 2004.



**Lord Kerr of Kinlochard GCMG**  
Deputy Chairman and Senior Independent Non-executive Director

Born February 22, 1942. A British national, appointed a Non-executive Director of Royal Dutch Shell in October 2004. He was a Non-executive Director of Shell Transport from 2002 to 2005. A member of the UK Diplomatic Service from 1966 to 2002, he was UK Permanent Representative to the EU, British Ambassador to the USA and Foreign Office Permanent Under Secretary of State. He was Secretary-General of the European Convention (2002–2003), and in 2004 became an independent member of the House of Lords and sits on the EU Select Committee. He is a Non-executive Director of Rio Tinto plc and the Scottish American Investment Company plc, a Scottish Power Advisory Board member, Chairman of Imperial College, and a Trustee of the National Gallery and of the Rhodes, Fulbright, and Carnegie Trusts.

*Member of the Nomination and Succession Committee and the Remuneration Committee*



**Wim Kok**  
Non-executive Director

Born September 29, 1938. A Dutch national, appointed a Non-executive Director of Royal Dutch Shell in October 2004. He was a member of the Royal Dutch Supervisory Board from 2003 to July 4, 2005. He chaired the Confederation of Dutch trade unions (FNV) before becoming a member of the Lower House of Parliament and parliamentary leader of the Partij van de Arbeid (Labour Party). Appointed Minister of Finance in 1989 and Prime Minister in 1994, serving for two periods of government up to July 2002. Member of the Supervisory Boards of ING Groep N.V., KLM N.V. and TNT N.V.

*Chairman of the Corporate and Social Responsibility Committee and Member of the Nomination and Succession Committee*



**Nick Land**  
Non-executive Director

Born February 6, 1948. A British national, appointed a Non-executive Director of Royal Dutch Shell in July 2006. He qualified as an accountant in 1970 and was a partner of Ernst & Young LLP from 1978 until June 30, 2006. He was Chairman of Ernst & Young LLP and a member of the Global Executive Board of Ernst & Young Global LLP from 1995 until June 30, 2006. He is a Non-executive Director of BBA Aviation plc, Ashmore Group plc and Vodafone Group plc, and Director of Alliance Boots GmbH, Chairman of the Practice Advisory Board of the Institute of Chartered Accountants of England and Wales, a member of the Finance and Audit Committees of the National Gallery and Adviser to Denton Wilde Sapte LLP.

*Member of the Audit Committee*



**Jorma Ollila**  
Chairman

Born August 15, 1950. A Finnish national, appointed Chairman of Royal Dutch Shell as from June 1, 2006. Previously he became Vice-President of International Operations of Nokia in 1985. In 1986 he was appointed Vice-President Finance of Nokia. Between 1990 and 1992 he served as President of Nokia Mobile Phones. Between 1992 and 1999 he was President and Chief Executive Officer of Nokia and from 1999 to June 1, 2006 he was Chief Executive Officer of Nokia. Prior to joining Nokia, he started his career in banking at Citibank in London and Helsinki. He is Chairman of the Board of Nokia.

*Chairman of the Nomination and Succession Committee*



**Jeroen van der Veer**  
Chief Executive

Born October 27, 1947. A Dutch national, appointed Chief Executive of Royal Dutch Shell in October 2004. He was appointed President of Royal Dutch in 2000, having been a Managing Director of Royal Dutch since 1997, and was a Board member of Royal Dutch until the merger of the company on December 21, 2005. He was a Director of Shell Canada Limited from April 24, 2003 until April 29, 2005. He joined Shell in 1971 in refinery process design and held a number of senior management positions around the world. He is a Non-executive Director of Unilever (which includes Unilever N.V., Unilever plc and Unilever Holdings Ltd.).

**Hans Wijers**  
Non-executive Director

Born January 11, 1951. A Dutch national, appointed a Non-executive Director of Royal Dutch Shell with effect from January 2009. He is Chief Executive Officer and Chairman of the Board of Management of Akzo Nobel N.V. He joined Akzo Nobel N.V. in 2002 as a Board member, and was appointed Chairman in May 2003. He obtained a PhD in Economics in 1982 while teaching at the Erasmus University Rotterdam. Later he became managing partner of the various Dutch offices of The Boston Consulting Group. He served as Dutch Minister for Economic Affairs from 1994 to 1998, after which he returned to The Boston Consulting Group as partner until his appointment as a Board member of Akzo Nobel N.V. He is a trustee of various charities and a member of the European Roundtable of Industrialists.

*Member of the Corporate and Social Responsibility Committee*

## EXPLANATORY NOTES ON RESOLUTIONS

### NOTE TO RESOLUTION 13

Disapplication of pre-emption rights

Under Section 89 of the Companies Act 1985, when new shares are allotted or treasury shares are sold for cash, they must first be offered to existing shareholders pro rata to their holdings. This special resolution renews, for the period ending on June 30, 2010, or, if earlier, the date of the next Annual General Meeting, the authorities of the Directors to (a) allot shares of the Company in connection with a rights issue or other pre-emptive offer; and (b) otherwise allot shares of the Company, or sell treasury shares for cash, up to an aggregate nominal value of €21 million (representing, in accordance with institutional investor guidelines, approximately 5% of the share capital in issue as at March 11, 2009) as if the pre-emption rights of Section 89 did not apply. In respect of this aggregate nominal amount, the Directors also confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling 3-year period without prior consultation with shareholders. The Directors have no immediate plans to make use of these authorities.

### NOTE TO RESOLUTION 14

Renewal of authority to make market purchases of Royal Dutch Shell plc ordinary shares.

Resolution 14 is a special resolution and renews the Company's authority to make market purchases of its ordinary shares. The Board regards the ability to repurchase issued shares in suitable circumstances as an important part of the financial management of the Company. Under the current authority the Company may make market purchases of up to an aggregate of approximately 631 million ordinary shares at prices not less than €0.07 per share and not more than the higher of (a) 5% above the average market value of those shares for the five business days preceding the purchase; and (b) that stipulated by Article 5(1) of Commission Regulation (EC) No. 2273/2003. Article 5(1) states that a company must not re-purchase shares

at a price higher than 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.

The current authority will expire at the conclusion of this AGM and the Directors are seeking renewal until June 30, 2010 or the date of the next Annual General Meeting, if earlier. The maximum number of shares covered by the new authority is 624 million ordinary shares – being approximately 10% of the issued ordinary share capital as at March 11, 2009 – and the price limits will be as described above for the current authority. Any shares purchased under the renewed authority will either be cancelled or held in treasury. Treasury shares are shares in the Company which are owned by the Company itself. It is the intention of the Company to hold some or all of the shares which are repurchased under this authority as treasury shares within the limits allowed by law. Once shares are held in treasury, the Directors may dispose of them in accordance with applicable law, but their current intention is to use such treasury shares only for the purposes of, or pursuant to, an employee share scheme.

The Directors confirm that they will exercise the on-going buyback authority only when, in the light of prevailing market conditions, they consider that such purchases would result in an increase in earnings per share and would be in the best interests of the shareholders generally. The Board is making no recommendation as to whether shareholders should sell their ordinary shares in the Company.

The Company has no warrants in issue in relation to its shares and no options to subscribe for its shares outstanding.

### NOTE TO RESOLUTION 15

Authority for certain donations and expenditure

This ordinary resolution seeks authority from shareholders to enable the Company (and its subsidiaries) to:

- make political donations to political organisations other than political parties up to an aggregate of £200,000 per annum; and
- incur political expenditure up to an aggregate of £200,000 per annum,

in the European Union ("EU") which it would otherwise be prohibited from making or incurring because of the Companies Act 2006 in the UK. The Directors are seeking such authority for the period up to June 30, 2010 or, if earlier, at the conclusion of the next Annual General Meeting.

The Company has no intention of changing its current practice of not making political donations or incurring political expenditure and will not do so without the specific endorsement of shareholders. However, the Companies Act defines "political organisations" widely to include, amongst other things, organisations which carry on or propose to carry on activities that are capable of being reasonably regarded as intended to affect public support for a political party or an independent election candidate in any EU member state or to influence voters in relation to any referendum in any EU member state. As a result, it is possible that political organisations may include, for example, bodies concerned with policy review and law reform, with the representation of the business community or sections of it or with the representation of other communities or special interest groups which it may be in the Company's interest to support.

**YOUR DIRECTORS UNANIMOUSLY  
RECOMMEND THAT YOU VOTE  
FOR RESOLUTIONS 1 TO 15**

## SHAREHOLDER NOTES

### ATTENDANCE AND APPOINTMENT OF A PROXY

If you wish to attend the Annual General Meeting or appoint a proxy to attend, speak and vote on your behalf, please see the relevant section below depending on the way you hold your shares.

There are several ways in which Royal Dutch Shell ordinary shares or an interest in those shares can be held. These include:

- directly as registered shares in certificated or uncertificated form in a shareholder's own name;
- through the Royal Dutch Shell Corporate Nominee;
- indirectly through Euroclear Nederland (via banks or brokers); or
- as a direct or indirect holder of either A or B American Depositary Receipts (ADRs) with the Depositary (The Bank of New York Mellon).

Any person to whom this Notice is sent who is a person that has been nominated under Section 146 of the Companies Act 2006 to enjoy information rights ("nominated persons") does not have a right to appoint a proxy. However, a nominated person may, under an agreement with the registered shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. Alternatively, if a nominated person does not have such a right, or does not wish to exercise it, he/she may have a right under any such agreement to give instructions to the registered shareholder as to the exercise of voting rights.

#### Shareholders with registered shares in their own name or holding their shares through the Royal Dutch Shell Corporate Nominee

- Registered holders of shares or shareholders who hold their shares in the Royal Dutch Shell Corporate Nominee, or their duly appointed representatives, are entitled to attend, speak and vote at the AGM.
- For the purpose of determining who is entitled to attend or vote at the AGM, a person must be entered on the Register of Members or the register of the Royal Dutch Shell Corporate Nominee no later than 7.00 pm (Dutch time), 6.00 pm (UK time) on Sunday May 17, 2009. A shareholder's voting entitlement will depend on the number of shares held at that time. If the meeting is adjourned, such entitlement is determined by reference to the Register of Members or the register of the Royal Dutch Shell Corporate Nominee at 7.00 pm (Dutch time), 6.00 pm (UK time) on the day two days preceding the date fixed for the adjourned meeting.
- A shareholder entitled to attend, speak and vote at the AGM may appoint a proxy or multiple proxies to attend and speak and vote on their behalf on a poll or on a show of hands. A proxy need not also be a shareholder.

If a shareholder wishes to appoint multiple proxies, he/she should contact the Registrar on 0800 169 1679 or +44 (0) 121 415 7073 to obtain an additional Proxy Form or, in the case of a participant in the Royal Dutch Shell Corporate Nominee, a Voting Instruction Form. Alternatively the shareholder may photocopy their Proxy Form or Voting Instruction Form. It will be necessary for the shareholder to indicate on each separate Proxy Form, or Voting Instruction Form, the number of shares in relation to which each proxy is authorised to act. If a shareholder appoints more than one proxy, he must ensure that no more than one proxy is appointed in relation to any share.

If a shareholder does not specify how he/she wants the proxy to vote on the particular resolutions, the proxy may vote or abstain as he/she sees fit. A proxy may also vote or abstain as he/she sees fit on any other business which properly comes before the AGM.

If shares are held through the Royal Dutch Shell Corporate Nominee and no voting instructions are received or specified, the Corporate Nominee will not cast the votes attached to such shares.

If two or more shareholders jointly hold shares in the Company, each shareholder may attend, speak and vote at the AGM, appoint a proxy or give voting instructions. However, if more than one joint holder votes, appoints a proxy or gives voting instructions, the only vote, appointment or voting instruction which will count is the vote, appointment or voting instruction of the joint holder whose name is listed first on the register.

- A pre-paid Proxy Form, or a Voting Instruction Form in the case of those who hold their shares in the Royal Dutch Shell Corporate Nominee, is enclosed for the use of those who cannot attend the meeting but wish to vote or appoint a proxy. The forms are pre-addressed and no envelope is necessary if posted in the UK. If preferred, the form may be placed in an envelope and addressed to Equiniti, FREEPOST (SEA 7148), Aspect House, Spencer Road, Lancing, BN99 6BA. For non-UK residents, the form must be returned in the enclosed pre-addressed international envelope (the pre-addressed forms cannot be returned from outside the UK). No stamp is necessary on the pre-addressed international envelope.
- Proxy Forms and Voting Instruction Forms must reach the Company's Registrar no later than 6.00 pm (Dutch time), 5.00 pm (UK time) on Friday May 15, 2009. It is also possible to vote or register a proxy appointment electronically as explained on page 12.
- Shareholders who have completed a Proxy Form or Voting Instruction Form may still attend the AGM and vote in person should they wish to do so, but they are requested to bring the Admittance Card with them to the meeting.

## SHAREHOLDER NOTES

### Shareholders holding their shares through Euroclear Nederland (via banks or brokers)

Shareholders holding their shares through Euroclear Nederland B.V. ("Euroclear") via banks and brokers are not included in the Company's Register of Members – such shares are included in the Register of Members under the name of Euroclear. If shareholders who hold their shares through Euroclear wish to (i) attend the AGM or (ii) appoint a proxy to attend, speak and vote on their behalf or (iii) give voting instructions without attending the meeting, they must instruct Euroclear accordingly. To do this, shareholders are advised to contact their bank or broker as soon as possible and advise them which of the three options they prefer. In all cases the validity of the instruction will be conditional upon ownership of the shares no later than 6.00 pm (Dutch time), 5.00 pm (UK time) on Friday May 15, 2009.

Shareholders holding their shares through Euroclear and who indicate they wish to attend the AGM will not receive an admittance card. They will therefore be asked to identify themselves at the AGM using a valid passport, identity card or driving licence.

### Holders of American Depositary Receipts (ADRs)

Registered ADR holders who wish to attend the AGM or wish to have their votes cast on their behalf should indicate accordingly on the Voting Instruction Form and return it to the Depositary, The Bank of New York Mellon. Those who hold their ADRs beneficially through a bank or broker and wish to attend the AGM or have their votes cast on their behalf should contact their bank or broker as soon as possible.

The Depositary, The Bank of New York Mellon, can be contacted on telephone number 888 737 2377 (from within the US) or +1 201 680 6825 (from outside the US). Holders of ADRs wishing to attend the AGM will not receive an admittance card and may therefore be asked to identify themselves at the AGM using a valid passport, identity card or driving licence.

### CORPORATE REPRESENTATIVES

In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the Meeting as its corporate representative a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – [www.icsa.org.uk](http://www.icsa.org.uk) – for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.

### ELECTRONIC PROXY APPOINTMENT

Registered shareholders who would prefer to register a proxy appointment with the Registrar via the internet instead of by hard copy (sent by post or by hand) may do so by accessing the website [www.sharevote.co.uk](http://www.sharevote.co.uk). Shareholders who hold their shares through the Royal Dutch Shell Corporate Nominee may also register their voting instructions for the AGM via the same corporate website. Details of how to register an electronic proxy appointment and voting instructions are set out on the website, but please note the following:

- This method of registering proxies, is an alternative to the traditional hard copy appointment of proxies, which will continue unaltered. The electronic facility is available to all shareholders and those who use it will not be disadvantaged.



Construction at the GTL Pearl Project, Qatar



Scientist working at Geelong Refinery, Australia

- This facility provides for the electronic appointment of a proxy and not direct electronic voting. Accordingly, the person appointed as proxy will have to attend the meeting in person and vote on behalf of the shareholder.
- No special software is required in addition to internet access.
- To register on the website [www.sharevote.co.uk](http://www.sharevote.co.uk) it will be necessary to quote the reference numbers which are set out directly below the shareholder's name on the Proxy Form or Voting Instruction Form. These numbers are unique to the particular holding and the 2009 AGM and contain special security aspects to prevent fraudulent replication.
- In the interests of security, the reference numbers will not be re-issued, so if you consider that you might want to register your proxy appointment or your voting instructions electronically after submitting the paper form, please retain a note of the Voting ID, Task ID and Shareholder Reference Number before dispatching the paper form.
- An electronic appointment of a proxy or registration of voting instructions will not be valid if sent to any address other than [www.sharevote.co.uk](http://www.sharevote.co.uk) and will not be accepted if found to contain a virus.
- The final time for receipt of proxies is 6.00 pm (Dutch time), 5.00 pm (UK time) on Friday May 15, 2009. You may change your appointment or voting instructions by submitting a new form in either hard-copy or electronic form; however, the new form must be received by the Registrar by this final time. If two valid Proxy Forms or Voting Instruction Forms are received from the same shareholder before the relevant closing time, the one last received will be counted.

#### **CREST ELECTRONIC PROXY APPOINTMENT**

CREST members who wish to appoint a proxy through the CREST electronic proxy appointment service may do so for the AGM and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Registrar (ID RA19) by the latest time(s)

for receipt of proxy appointments specified in this Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers, should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### **ELECTRONIC ADDRESSES**

You may not use any electronic address in this Notice of Meeting or any related documents (including Proxy Forms) to communicate with the Company about proceedings at the 2009 AGM or the contents of this Notice of Meeting.

#### **SHARES AND VOTING RIGHTS**

The total number of Royal Dutch Shell plc ordinary shares in issue as at March 11, 2009 is 3,545,663,973 A shares and 2,695,808,103 B shares, and 50,000 sterling deferred shares. The A shares and the B shares have voting rights but the sterling deferred shares have no voting rights. The Company holds no shares in treasury.

#### **DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents, which are available for inspection during normal business hours at the registered office of the Company on any weekday (Saturdays, Sundays and public holidays excluded), will also be available for inspection at each of the AGM venues from 10.45 am (Dutch time), 9.45 am (UK time) on the day of the AGM until the conclusion of the AGM:

- a copy of each Executive Director's contract of service;
- a copy of each Non-executive Director's letter of appointment; and
- the Memorandum and Articles of Association.

## ATTENDANCE – THE HAGUE, THE NETHERLANDS

### VENUE

Circustheater, Circusstraat 4, 2586 CW The Hague, the Netherlands.

### TIME

Meeting starts at 11.00 am (Dutch time).  
Registration is open from 9.30 am (Dutch time).

### HOW TO ASK A QUESTION

There will be dedicated question points located in the main auditorium. Ushers will be available to direct you to the question points and it is suggested that you sit in these areas should you wish to raise a question.

### VOTING

Shareholders in both The Hague and London will be able to vote simultaneously, using the electronic handsets provided, on each of the resolutions and any other matter which may properly come before the meeting.

### REFRESHMENTS

Tea and coffee will be served before the AGM and a light lunch will be served after the AGM.

### HOW TO GET THERE

The Circustheater is opposite the tramstop “Circustheater” – tram 9 from The Hague Hollands Spoor Station and The Hague Central Station.

### CAR PARKING

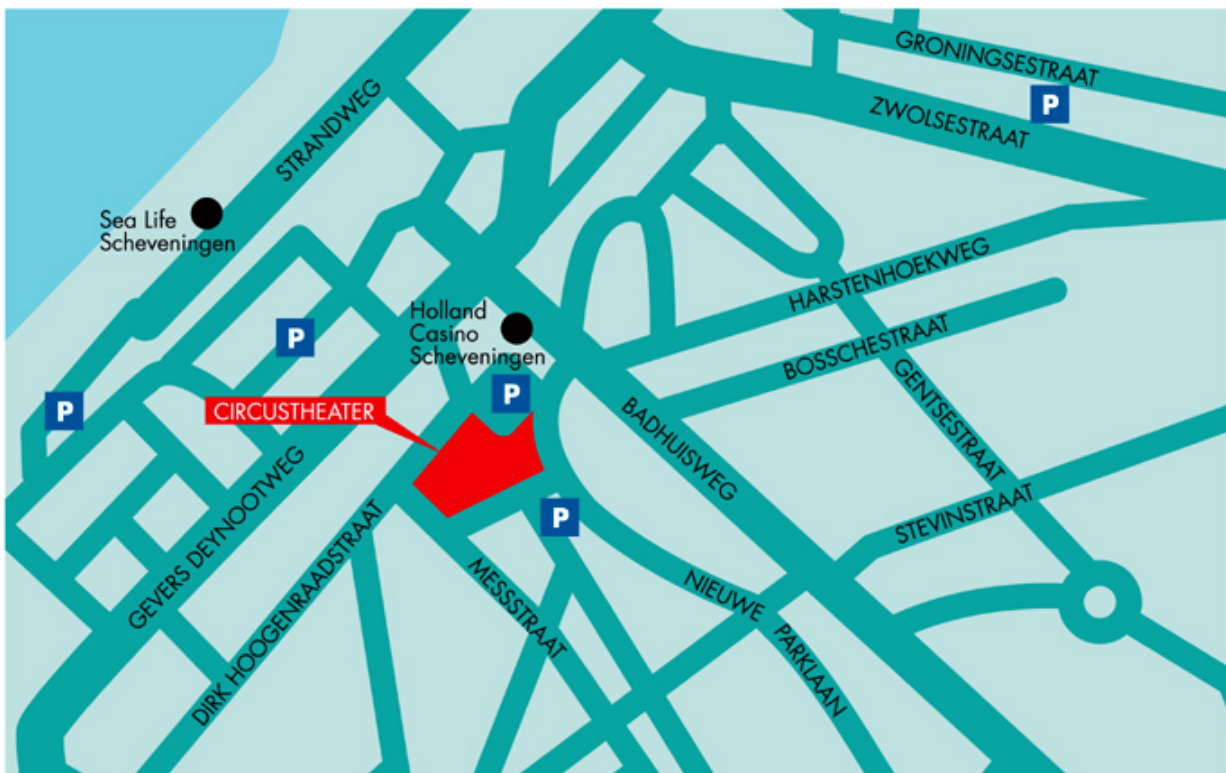
Car parks are located at Nieuwe Parklaan and Scheveningen Bad, Zwolsestraat (a return coach shuttle service is available from Scheveningen Bad, Zwolsestraat to the Circustheater).

### SHAREHOLDERS WITH SPECIAL NEEDS

There will be an induction loop system for those with hearing difficulties. Persons in wheelchairs should contact a member of staff on arrival. Anyone accompanying a person in need of assistance will be admitted to the AGM.

### SECURITY

In the interests of security, electrical equipment and cameras will not be permitted in the AGM. A routine bag search will be undertaken for those persons wishing to take bags into the AGM.



## ATTENDANCE – LONDON, UNITED KINGDOM

### VENUE

The Barbican Centre, Silk Street, London, EC2Y 8DS, United Kingdom.

### TIME

Meeting starts at 10.00 am (UK time).  
Registration is open from 8.30 am (UK time).

### HOW TO ASK A QUESTION

There will be dedicated question points located in the main auditorium. Ushers will be available to direct you to the question points and it is suggested that you sit in these areas should you wish to raise a question.

### VOTING

Shareholders in both The Hague and London will be able to vote simultaneously, using the electronic handsets provided, on each of the resolutions and any other matter which may properly come before the meeting.

### REFRESHMENTS

Tea and coffee will be served before the AGM and a light lunch will be served after the AGM.

### HOW TO GET THERE

The Barbican Centre is located approximately 5 minutes away from the Barbican Underground station which is served by the Circle, Metropolitan and Hammersmith & City Lines.

### CAR PARKING

The Barbican has four car parks. Two are off Beech Street (westbound access only) and two are off Silk Street near the main entrance (as shown on the map below).

### SHAREHOLDERS WITH SPECIAL NEEDS

There will be an induction loop system for those with hearing difficulties and a sign language interpreter will also be available during the meeting. Persons in wheelchairs should contact a member of staff on arrival. Anyone accompanying a person in need of assistance will be admitted to the AGM.

### SECURITY

In the interests of security, electrical equipment and cameras will not be permitted in the AGM. A routine bag search will be undertaken for those persons wishing to take bags into the AGM.



# SHELL ANNUAL REPORTS



**Annual Report and Form 20-F for the year ended December 31, 2008**  
A comprehensive operational and financial overview of Shell.



**Annual Review and Summary Financial Statements 2008**  
A summarised operational and financial overview of Shell.  
**Jaaroverzicht en verkorte jaarrekening 2008**  
Dutch language version.



**Financial and Operational Information 2004-2008**  
Five years' detailed financial and operational information, including maps.



**Shell Sustainability Report 2008**  
Report on progress in contributing to sustainable development.



**Shell Sustainability Review 2008**  
A summarised report on progress in contributing to sustainable development.

## OTHER PUBLICATIONS

**Shell Technology Report**  
An overview of 27 advanced technologies.  
[www.shell.com/technology](http://www.shell.com/technology)

**Shell General Business Principles**  
Fundamental principles that govern how each Shell company conducts its affairs.  
[www.shell.com/sGBP](http://www.shell.com/sGBP)

**Shell Code of Conduct**  
Standards of behaviour expected from employees.  
[www.shell.com/codeofconduct](http://www.shell.com/codeofconduct)

## AVAILABLE FROM

**[www.shell.com/annualreport](http://www.shell.com/annualreport)**  
The online reports have interactive tools to generate charts and to download pdfs by chapter. Financial tables can be downloaded as Excel files.

Royal Dutch Shell plc  
c/o Bankside  
Tel +44 (0)1635 232 700  
E-mail [bbs@shellbankside.co.uk](mailto:bbs@shellbankside.co.uk)

Annual Report/20-F Service for  
US residents – Tel +1 888 400 7789



## NOTICE OF AVAILABILITY OF SHAREHOLDER DOCUMENTS

**This document is important and  
requires your immediate attention.**

If you are in any doubt about what action to take, you should seek your own personal advice immediately from a financial advisor authorised under the Financial Services and Markets Act 2000 if you are in the UK or, if you are not, from another appropriately authorised financial adviser.

If you have sold or transferred all your ordinary shares in Royal Dutch Shell plc, please give this letter and the accompanying documents to the stockbroker or other agent through whom the sale or transfer was effected.

This Notice of Availability is given by Royal Dutch Shell plc (the "Company") in relation to the 2009 Annual General Meeting. The 2009 Annual General Meeting of the Company will be held at Circustheater, Circusstraat 4, The Hague, the Netherlands at 11.00 am (Dutch time) on Tuesday May 19, 2009, with an audio-visual link to a satellite meeting place at The Barbican Centre, Silk Street, London, EC2Y 8DS, United Kingdom at 10.00 am (UK time).

The following shareholder documents are now available on the Company's website to view or download:

- Annual Report and Form 20-F for the year ended December 31, 2008  
[www.shell.com/annualreport](http://www.shell.com/annualreport)
- Annual Review and Summary Financial Statements 2008  
[www.shell.com/annualreport](http://www.shell.com/annualreport)
- Notice of the 2009 Annual General Meeting  
[www.shell.com/agm](http://www.shell.com/agm)

The purpose of this Notice of Availability is only to advise shareholders that the shareholder documentation referred to above can now be viewed or downloaded. It is not a summary of the proposals to be considered at the 2009 Annual General Meeting and should not be a substitute for reading the documentation. The documentation will be available until, at least, the end of the 2009 Annual General Meeting.

Proxy Forms and Voting Instruction Forms for the 2009 Annual General Meeting must reach the Company's Registrar no later than 6.00 pm (Dutch time), 5.00 pm (UK time) on Friday May 15, 2009. Shareholders should refer to the Notice of the 2009 Annual General Meeting for further information on the appointment of a proxy, including how to do so electronically.

*(Continued overleaf)*



# NOTICE OF AVAILABILITY OF SHAREHOLDER DOCUMENTS

## QUESTIONS AND ANSWERS

### Why haven't I received a paper copy of the Annual Report or Annual Review?

We wrote to shareholders in October 2007 to ask whether they wished in future to receive shareholder communications, such as the Annual Report or Annual Review, in electronic or paper form. We have therefore only sent paper copies to shareholders who responded to our letter and specifically requested to receive paper copies of shareholder communications.

### Can I still receive a paper copy of the Annual Report or Annual Review?

Yes. If you would like to receive free of charge a paper copy of the shareholder documents referred to overleaf for this year and/or future years, please contact our Registrar at the address or on the telephone numbers below:

Equiniti  
Aspect House  
Spencer Road  
Lancing  
West Sussex BN99 6BA  
United Kingdom

Tel 0800 169 1679 (UK) or +44 (0)121 415 7073

Before contacting the Registrar, please have your Shareholder Reference Number available. This can be found on the enclosed Proxy Form or Voting Instruction Form.

### In future can I be advised of the availability of shareholder documentation by e-mail?

Yes. Please visit [www.shareview.co.uk/clients/shell](http://www.shareview.co.uk/clients/shell) and register your details online. If you require further information, please contact our Registrar at the address or on the telephone numbers given opposite.

### Are there any advantages of being advised of the availability of shareholder documentation by e-mail rather than by post?

Yes. There are environmental benefits from using less paper, cost benefits for the Company from reduced printing and postal delivery and you will receive shareholder communications faster. Also by registering your details with [www.shareview.co.uk/clients/shell](http://www.shareview.co.uk/clients/shell), you may view your shareholding and dividend information online.

### Can I change my mind about how I receive shareholder documents?

Yes, you may change your mind at any time by contacting our Registrar. Their address and telephone numbers are given opposite.

Registered in England and Wales, Company number 4366849  
Registered office: Shell Centre London SE1 7NA  
Headquarters: Carel van Bylandtlaan 30, 2596 HR The Hague, the Netherlands  
Registered with the Dutch Trade Register under number 34179503

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### Annual General Meeting Admittance Card

The Annual General Meeting of Royal Dutch Shell plc will be held at Circustheater, Circusstraat 4, The Hague, The Netherlands at 11.00 am (Dutch time) on **Tuesday May 19, 2009**, with an audio-visual link to a satellite meeting place at The Barbican Centre, Silk Street, London, EC2Y 8DS, United Kingdom at 10.00 am (UK time).



#### Attendance at the meeting

If you wish to attend the Annual General Meeting in either The Hague or London, please bring this Admittance Card with you and keep it with you throughout the meeting. More information about attendance at the meeting is given on pages 14 and 15 of the Notice of Meeting.

#### Voting arrangements

It is intended that all the resolutions voted upon at the meeting will be subject to a poll (rather than a show of hands) which means that a shareholder has one vote for every share held. The voting procedure will be explained at the meeting.

#### Appointment of a proxy

You can appoint someone (called a proxy) to attend, speak and vote on your behalf. The proxy need not be a shareholder of the Company and if you make such an appointment you may still attend, speak and vote at the meeting.

If you wish to appoint a proxy, please complete the attached Proxy Form and send it to our Registrar, Equiniti, to be received no later than 6.00 pm (Dutch time), 5.00 pm (UK time) on Friday May 15, 2009.

#### Return of Proxy Form – UK Residents

The Proxy Form is pre-addressed and no envelope is necessary if posted in the UK. If you prefer you may place the Proxy Form in an envelope and address it to Equiniti, FREEPOST SEA 71 48, Aspect House, Spencer Road, Lancing, BN99 6BA.

#### Return of Proxy Form – Non-UK Residents

Please return the Proxy Form in the enclosed pre-addressed international envelope (the pre-addressed Proxy Form cannot be returned from outside the UK). No stamp is necessary on the pre-addressed envelope.

#### Voting or appointing a proxy online

You can vote your shares or appoint a proxy online by logging onto [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need your Voting ID, Task ID and Shareholder Reference Number, which are shown on the attached Proxy Form. Your votes or appointment must be registered by no later than 6.00 pm (Dutch time), 5.00 pm (UK time) on Friday May 15, 2009. More information is given on page 12 of the Notice of Meeting.

#### CREST electronic proxy appointment service

If you are a user of the CREST system (including a CREST personal member), you may appoint one or more proxies or give an instruction to a proxy via CREST. More information is given on page 13 of the Notice of Meeting.

#### Enquiries

If you have any questions about how to complete the Proxy Form please telephone Equiniti on 0800 169 1679 or +44 (0) 121 415 7073.



### Proxy Form

+

+

Voting ID

Task ID

Shareholder Reference Number

You may appoint a proxy to attend, speak and vote on your behalf at the meeting. If you wish to appoint a proxy, please read the notes overleaf and complete and return this Proxy Form so that it is received no later than 6.00 pm (Dutch time), 5.00 pm (UK time) on Friday May 15, 2009. If you appoint a proxy, you may still attend, speak and vote at the meeting.

I/We, the undersigned, hereby appoint the Chairman of the Meeting or the person named in this box (see Note 1 overleaf)

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of Royal Dutch Shell plc (the "Company") to be held on Tuesday May 19, 2009, and at any adjournment of that meeting.

☐ Please mark this box if this proxy appointment is one of multiple appointments being made (see Note 3 overleaf).

☐ Please mark this box if signing on behalf of the shareholder under a power of attorney (see Note 4 overleaf) or as duly authorised officer of a corporation (see Note 5 overleaf).

I would like my proxy to vote on the resolutions according to the way I have completed this form.

Date  Signed

Please mark with an X in the boxes below for each resolution. If you do not complete the boxes below or do not otherwise instruct your proxy, your proxy can decide whether, and how, to vote.

\* See Note 2 overleaf

|   | For                      | Against                  | Abstain                  | For   | Against                  | Abstain                  |
|---|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|
|   |                          |                          |                          |   |                          |                          |
| 1 Adoption of Annual Report & Accounts                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8 Re-appointment of Jeroen van der Vler as a Director | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Approval of Remuneration Report                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9 Re-appointment of Hans Wijers as a Director         | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Appointment of Simon Henry as a Director                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10 Re-appointment of Auditors                         | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Re-appointment of Lord Kerr of Kinlochard as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11 Remuneration of Auditors                           | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 Re-appointment of Wim Kok as a Director                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12 Authority to allot shares                          | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 Re-appointment of Nick Land as a Director               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13 Disapplication of pre-emption rights               | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 Re-appointment of Jorma Ollila as a Director            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 14 Authority to purchase own shares                   | <input type="checkbox"/> | <input type="checkbox"/> |
|   |                          |                          |                          | 15 Authority for certain donations and expenditure    | <input type="checkbox"/> | <input type="checkbox"/> |

0001-102-S

+

+

RESPONSE LICENCE NO.  
SEA 7148

Equiniti  
Aspect House  
Spencer Road  
Lancing  
BN99 6BA



2

# Poll Card (Instructions on voting will be given at the meeting)

|   | For                      | Against                  | Withheld                 |  | For                      | Against                  | Withheld                 |
|---|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| 1 Adoption of Annual Report & Accounts                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8 Re-appointment of Jeroen van der Vliet as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Approval of Remuneration Report                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9 Re-appointment of Hans Wijers as a Director          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Appointment of Simon Henry as a Director                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10 Re-appointment of Auditors                          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Re-appointment of Lord Kerr of Kinlochard as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11 Remuneration of Auditors                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 Re-appointment of Wim Kok as a Director                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12 Authority to allot shares                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 Re-appointment of Nick Lord as a Director               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13 Disapplication of pre-emption rights                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 Re-appointment of Jorma Ollila as a Director            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 14 Authority to purchase own shares                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|   |                          |                          |                          | 15 Authority for certain donations and expenditure     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Date  Signed

## Corporate Representatives

By submitting this poll card, a corporate representative who is the Designated Corporate Representative ("DCR") for a shareholder (can or withhold) the total number of votes he or she is directed to cast (or withhold) by any other corporate representatives for that shareholder as shown in, and in accordance with, the directions card submitted for via the electronic handsets used by them before the close of the poll, in addition to voting (or withholding) any votes specified in this poll card. If you are not the DCR you are hereby giving directions to cast (or withhold) votes on a poll as specified in this poll card to the person who is the DCR of the shareholder who has also appointed you as corporate representative.

## Notes

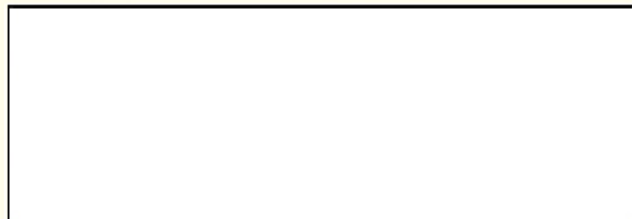
- Please write on "the Chairman of the Meeting" if you wish to appoint another person, writing his or her name in the space provided.
- If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which he or she is authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Proxy Form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- To appoint more than one proxy, (an) additional Proxy Form(s) may be obtained by contacting the Registrar on 0800 169 1679 or +44 (0)121 415 7073 or you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in an envelope (UK residents - please see *envelope* for address; Non-UK residents - please use enclosed envelope).
- The Proxy Form(s) must be signed and dated by the appointor or appointor's attorney and together with the power of attorney or other authority, if any, under which it is signed or a notarily certified copy thereof, must reach the Registrar no later than 6.00 pm (Dutch time), 5.00 pm (UK time) on Friday May 15, 2009. If your Proxy Form arrives late or unsigned, it will not be valid and will not replace any earlier Proxy Form received.
- Where the appointor is a corporation, this Proxy Form must be under seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote of the other joint holder. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of such joint holding. For further information see page 11 of the Notice of Meeting.
- A proxy properly appointed may attend the meeting, speak and vote on a poll or a show of hands. A proxy need not also be a shareholder.
- In the absence of instructions in respect of any resolution, the proxy will vote (or abstain from voting) as he or she thinks fit on that resolution.
- The proxy will vote (or abstain from voting) as he or she thinks fit on any other business which may properly come before the meeting.
- Entitlement to attend and vote at the meeting or any adjourned meeting, and the number of votes a shareholder, or his or her proxy, can cast, will be determined by reference to the shareholder register at 7.00 pm (Dutch time), 6.00 pm (UK time) on Sunday May 17, 2009 or, if the meeting is adjourned, 7.00 pm (Dutch time), 6.00 pm (UK time) on the day two days preceding the date fixed for such adjourned meeting.
- The "vote withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "for" and "against" a resolution.

Paper is produced using wood fibre from fully sustainable forests. Pulp is Elemental Chlorine Free (ECF).



### Annual General Meeting Admittance Card – Royal Dutch Shell Corporate Nominee

The Annual General Meeting of Royal Dutch Shell plc will be held at Circustheater, Circusstraat 4, The Hague, The Netherlands at 11.00 am (Dutch time) on Tuesday May 19, 2009, with an audio-visual link to a satellite meeting place at The Barbican Centre, Silk Streeet, London, EC2Y8DS, United Kingdom at 10.00 am (UK time).



The Voting Instruction Form is for use only by participants in the Royal Dutch Shell Corporate Nominee who held shares in Royal Dutch Shell plc registered in the name of Equiniti Corporate Nominees Limited.

#### Attendance at the meeting

If you wish to attend the Annual General Meeting in either The Hague or London, please bring this Admittance Card with you and keep it with you throughout the meeting. More information about attendance at the meeting is given on pages 14 and 15 of the Notice of Meeting.

#### Voting arrangements

It is intended that all the resolutions voted upon at the meeting will be subject to a poll (rather than a show of hands) which means that a shareholder has one vote for every share held. The voting procedure will be explained at the meeting.

#### Appointment of a proxy

You can choose to instruct Equiniti Corporate Nominees Limited to vote in the way you specify or instruct them to appoint someone (called a proxy) to attend, speak and vote on your behalf. The proxy need not be a shareholder of the Company. If you instruct Equiniti Corporate Nominees Limited in either way you may still attend, speak and vote at the meeting.

If you wish to instruct Equiniti Corporate Nominees Limited to vote in the way you specify or instruct them to appoint a proxy, please complete the attached Voting Instruction Form and send it to our Registrar, Equiniti, so be received no later than 6.00 pm (Dutch time), 5.00 pm (UK time) on Friday May 15, 2009.

#### Return of Voting Instruction Form – UK Residents

The Voting Instruction Form is pre-addressed, and no envelope is necessary if posted in the UK. If you prefer you may place the Voting Instruction Form in an envelope and address it to Equiniti, FREEPOST SEA 7145, Aspley House, Spencer Road, Lancing, BN99 6BA.

#### Return of Voting Instruction Form – Non-UK Residents

Please return the Voting Instruction Form in the enclosed pre-addressed international envelope (the pre-addressed Voting Instruction Form cannot be returned from outside the UK). No stamp is necessary on the pre-addressed envelope.

#### Voting or appointing a proxy online

You can vote your shares or appoint a proxy online by logging onto [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need your Voting ID, Task ID and Shareholder Reference Number, which are shown on the attached Voting Instruction Form. Your votes or appointment must be registered by no later than 6.00 pm (Dutch time), 5.00 pm (UK time) on Friday May 15, 2009. More information is given on page 12 of the Notice of Meeting.

#### Enquiries

If you have any questions about how to complete the Voting Instruction Form please telephone Equiniti on 0800 169 1679 or +44 (0) 121 415 7073.



### Voting Instruction Form – Royal Dutch Shell Corporate Nominee

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Voting ID

Task ID

Shareholder Reference Number

You may instruct Equiniti Corporate Nominees Limited to either vote in the way you specify below or to appoint a proxy to attend, speak and vote on your behalf at the meeting. If you wish to give such an instruction, please read the notes overleaf and complete and return this Voting Instruction Form so that it is received no later than 6.00 pm (Dutch time), 5.00 pm (UK time) on Friday May 15, 2009. If you give such an instruction, you may still attend, speak and vote at the meeting.

To: Equiniti Corporate Nominees Limited

At the Annual General Meeting of Royal Dutch Shell plc (the "Company") to be held on Tuesday May 19, 2009 and at any adjournment of that meeting, I/we hereby direct you to:

either: cast the votes relating to the shares in the Company held on my/our behalf in the Royal Dutch Shell Corporate Nominee as shown below;

or: appoint the person named in this box as my/our proxy to attend, speak and vote on my/our behalf as shown below.

☐ Please mark this box if this proxy appointment is one of multiple appointments being made (see Note 3 overleaf).

☐ Please mark this box if signing on behalf of the shareholder under a power of attorney (see Note 1 overleaf) or as duly authorised officer of a corporation (see Note 4 overleaf).

Date

Signed

Please mark with an X in the boxes below for each resolution. If you do not complete the boxes below or do not otherwise instruct your proxy, your proxy can decide whether, and how, to vote.

\* See Note 2 overleaf

|   | Yes                      | No                       | Abstain                  |   | Yes                      | No                       | Abstain                  |
|---|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| 1 Adoption of Annual Report & Accounts                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8 Re-appointment of Jeroen van der Veer as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Approval of Remuneration Report                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9 Re-appointment of Hans Wijers as a Director         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Appointment of Simon Henry as a Director                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10 Re-appointment of Auditors                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Re-appointment of Lord Kerr of Kinlochard as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11 Remuneration of Auditors                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 Re-appointment of Wim Kok as a Director                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12 Authority to alter shares                          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 Re-appointment of Nick Band as a Director               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13 Disapplication of pre-emption rights               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 Re-appointment of Jorma Ollila as a Director            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 14 Authority to purchase own shares                   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|   |                          |                          |                          | 15 Authority for certain donations and expenditure    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

0001-100-S

+

+

RESPONSE LICENCE NO.  
SEA 7148

Equinix  
Aspect House  
Spencer Road  
Lancing  
BN99 6BA



2

## Poll Card (Instructions on voting will be given at the meeting)

|   | For                      | Against                  | Withheld                 |  | For                      | Against                  | Withheld                 |
|---|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|
| 1 Adoption of Annual Report & Accounts                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8 Re-appointment of Jeroen van der Vlist as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Approval of Remuneration Report                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9 Re-appointment of Hans Wijers as a Director          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Appointment of Simon Henry as a Director                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10 Re-appointment of Auditors                          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Re-appointment of Lord Kerr of Kinlochard as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11 Remuneration of Auditors                            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 Re-appointment of Wim Kok as a Director                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12 Authority to allot shares                           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 Re-appointment of Nick Lord as a Director               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13 Disapplication of pre-emption rights                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 Re-appointment of Jorma Ollila as a Director            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 14 Authority to purchase own shares                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 15 Authority for certain donations and expenditure     | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Date  Signed

### Corporate Representatives

By submitting this poll card, a corporate representative who is the Designated Corporate Representative ("DCR") for a shareholder (can or withhold) the total number of votes he or she is directed to cast (or withhold) by any other corporate representatives for that shareholder as shown in, and in accordance with, the directions (as submitted for via the electronic handsets used) by them before the close of the poll, in addition to casting (or withholding) any vote specified in this poll card. If you are not the DCR you are hereby giving directions to cast (or withhold) votes on a poll as specified in this poll card and to the person who is the DCR of the shareholder who has also appointed you as corporate representative.

### Notes

- The Voting Instruction Form must be signed and dated by the appointor or the appointor's attorney and, together with the power of attorney or other authority, if any, under which it is signed or a notationally certified copy thereof, must reach the Registrar no later than 6.00 pm (Dutch time), 5.00 pm (UK time) on Friday May 15, 2009. If your form arrives late or unsigned it will not be valid and will not replace any earlier Voting Instruction Form we have received.
- If you wish to appoint a proxy and the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Voting Instruction Form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- To appoint more than one proxy, (an) additional Voting Instruction Form(s) may be obtained by contacting the Registrar on 0800 1609 1679 or +44 (0)121 415 7073 or you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which he or she is authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together in the Registrar in an envelope (UK residents - please see overleaf for address; Non-UK residents - please use enclosed envelope).
- Where the appointor is a corporation, this Voting Instruction Form must be under seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in respect of such joint holding. For further information see page 11 of the Notice of Meeting.
- If you appoint a proxy, he or she may attend the meeting, speak and vote on a poll or show of hands. A proxy need not also be a shareholder. In the absence of instructions in respect of any resolution, the proxy will vote (or abstain from voting) as he or she thinks fit on that resolution and will vote (or abstain from voting) as he or she thinks fit on any other business which may properly come before the meeting.
- If you fill in and return this Voting Instruction Form, you will still be able to attend, speak and vote at the meeting. The admittance card overleaf authorises you to do this.
- In the absence of instructions to Equinix Corporate Nominees Limited or absence of appointment of a proxy, no vote will be cast in respect of the shares held on your behalf.
- The "vote withheld" option is provided to enable you to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "for" and "against" a resolution.

Paper is produced using wood fibre from fully sustainable forests. PVPs are Elemental Chlorine Free (ECF).

# RESTRICTED SCAN LINE AREA

Please mark  
your votes as  
indicated in  
this example



The Board Recommendation is in favor of all resolutions

|  | FOR                      | AGAINST                  | VOTE<br>WITHHELD         |  | FOR                      | AGAINST                  | VOTE<br>WITHHELD         |   | FOR                      | AGAINST                  | VOTE<br>WITHHELD         |
|--|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| 1. Adoption of Annual Report & Accounts                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 6. Re-appointment of Nick Land as a Director           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11. Remuneration of Auditors                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Approval of Remuneration Report                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 7. Re-appointment of Jorma Ollila as a Director        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12. Authority to allot shares                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Appointment of Simon Henry as a Director                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8. Re-appointment of Jeroen van der Veer as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13. Disapplication of pre-emption rights            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Re-appointment of Lord Kerr of Kinlochard as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9. Re-appointment of Hans Wijers as a Director         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 14. Authority to purchase own shares                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Re-appointment of Wim Kok as a Director                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10. Re-appointment of Auditors                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 15. Authority for certain donations and expenditure | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Please mark this box if you wish to attend and vote at the Meeting in person in accordance with the instruction on the reverse side.

☐

Mark Here for Address  
Change or Comments  
SEE REVERSE

☐

Signature \_\_\_\_\_ Signature \_\_\_\_\_ Date \_\_\_\_\_

NOTE: Please sign as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

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**WE ENCOURAGE YOU TO TAKE ADVANTAGE OF INTERNET OR TELEPHONE VOTING.  
BOTH ARE AVAILABLE 24 HOURS A DAY, 7 DAYS A WEEK.**

Internet and telephone voting are available until 11:59 PM Eastern Time  
on May 8, 2009.



Royal Dutch Shell plc

The Royal Dutch Shell plc 2009 Notice of Meeting and 2008 Annual Report and Form 20-F are available on the Royal Dutch Shell plc website at: <http://www.shell.com>

**INTERNET**  
**<http://www.eproxy.com/rds>**

Use the Internet to vote your proxy. Have your proxy card in hand when you access the website.

**OR**

**TELEPHONE**  
**1-866-580-9477**

Use any touch-tone telephone to vote your proxy. Have your proxy card in hand when you call.

If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card.

To vote by mail, mark, sign and date your proxy card and return it in the enclosed postage-paid envelope.

**Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.**

## ROYAL DUTCH SHELL PLC

The Bank of New York Mellon, 101 Barclay Street, New York, NY 10286

The undersigned, a registered holder of American Depositary Shares ("ADSs") representing ordinary shares of ROYAL DUTCH SHELL PLC on the books of the Depositary on the record date of April 9, 2009 hereby delivers this Voting Instruction Card to the Depositary and requests and authorizes the Depositary, its Custodian or its nominee to vote or execute a proxy to vote the underlying ordinary shares represented by such ADSs, on the resolutions at the Annual General Meeting of ROYAL DUTCH SHELL PLC to be held on May 19, 2009 including any adjournment thereof (the "Meeting"), in accordance with the instructions set forth herein.

In order to have the Depositary, its Custodian or its nominee vote the ordinary shares represented by such ADSs, this Voting Instruction Card must be received by the Depositary prior to the close of business on May 11, 2009.

If you wish to attend and vote in person at the Meeting, please indicate so on the reverse side of this voting instruction card. This card must be received by the Depositary prior to the close of business on May 11, 2009.

These instructions, when properly signed, dated and timely returned to the Depositary, will be voted in the manner directed herein. If these instructions are properly signed and dated, but no direction is made, the underlying ordinary shares represented by such ADS Shares will not be voted at the Meeting. Neither the Depositary nor the custodian nor the nominee of either of them shall vote or attempt to exercise the right to vote that attaches to the shares other than in accordance with such written instructions.

**PLEASE VOTE, DATE AND SIGN ON REVERSE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.**

Please sign this Voting Instruction Card exactly as your name appears on the face of this card and on the books of the Depositary. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

**(Continued and to be marked, dated and signed, on the other side)**

| Address Change/Comments<br>(Mark the corresponding box on the reverse side) |
|---|
| <br><br><br><br><br><br><br><br><br><br>                                    |

BNYM SHAREHOLDER SERVICES  
PO BOX 3549  
S HACKENSACK NJ 07605-9249

▲ FOLD AND DETACH HERE ▲

### TO THE REGISTERED HOLDERS OF AMERICAN DEPOSITARY SHARES ("ADSs") REPRESENTING ORDINARY SHARES OF ROYAL DUTCH SHELL PLC

The Bank of New York Mellon (the "Depositary") has received notice that the Annual General Meeting (the "Meeting") of ROYAL DUTCH SHELL PLC will be held at Circustheater, Circusstraat 4, The Hague, The Netherlands on May 19, 2009 at 11:00 a.m. (Dutch time), with an audio-visual link to a satellite meeting place at The Barbican Centre, Silk Street, London EC2Y 8DS, United Kingdom at 10:00 a.m. (UK time) for the purposes set forth in the Notice of Annual General Meeting.

This voting instruction card may be used by the registered holder of the ADSs in the name of the undersigned on the books of the Depositary as of the close of business on April 9, 2009, to either (i) request the Depositary, its Custodian or nominee (as appropriate) to appoint the registered holder as its proxy to attend the meeting and vote with respect to the number of Shares or other Deposited Securities represented by ADSs or (ii) instruct the person nominated by the Depositary, its Custodian or nominee as its proxy as to the exercise of the voting rights pertaining to that number of Shares or other Deposited Securities.

If you wish to attend and vote in person at the meeting the number of Deposited Securities represented by the ADSs please mark the box on the reverse side of this voting instruction card, or if you wish you may instruct the person nominated by the Depositary, its Custodian or nominee as its proxy as to the exercise of the voting rights pertaining to that number of Shares or other Deposited Securities. The voting instruction card must be received by the Depositary prior to the close of business on May 11, 2009.

The Bank of New York Mellon, as Depositary

**RESTRICTED SCAN LINE AREA**Please mark  
your voted as  
indicated in  
this example**The Board Recommendation is in favor of all resolutions**

|  | FOR                      | AGAINST                  | VOTE<br>WITHHELD         |  | FOR                      | AGAINST                  | VOTE<br>WITHHELD         |   | FOR                      | AGAINST                  | VOTE<br>WITHHELD         |
|--|--------------------------|--------------------------|--------------------------|--|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| 1. Adoption of Annual Report & Accounts                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 6. Re-appointment of Nick Land as a Director           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 11. Remuneration of Auditors                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Approval of Remuneration Report                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 7. Re-appointment of Jorma Ollila as a Director        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 12. Authority to allot shares                       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Appointment of Simon Henry as a Director                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 8. Re-appointment of Jeroen van der Veer as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 13. Disapplication of pre-emption rights            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Re-appointment of Lord Kerr of Kinlochard as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 9. Re-appointment of Hans Wijers as a Director         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 14. Authority to purchase own shares                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Re-appointment of Wim Kok as a Director                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 10. Re-appointment of Auditors                         | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 15. Authority for certain donations and expenditure | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Please mark this box if you wish to attend and vote at the Meeting in person in accordance with the instruction on the reverse side.

Mark Here for Address  
Change or Comments  
SEE REVERSE

Signature \_\_\_\_\_ Signature \_\_\_\_\_ Date \_\_\_\_\_

NOTE: Please sign as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such.

▲ FOLD AND DETACH HERE ▲

**WE ENCOURAGE YOU TO TAKE ADVANTAGE OF INTERNET OR TELEPHONE VOTING.  
BOTH ARE AVAILABLE 24 HOURS A DAY, 7 DAYS A WEEK.**Internet and telephone voting are available until 11:59 PM Eastern Time  
on May 8, 2009.

Royal Dutch Shell plc

**INTERNET**<http://www.eproxy.com/rds>

Use the Internet to vote your proxy. Have your proxy card in hand when you access the website.

**OR****TELEPHONE****1-866-580-9477**

Use any touch-tone telephone to vote your proxy. Have your proxy card in hand when you call.

If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card.

To vote by mail, mark, sign and date your proxy card and return it in the enclosed postage-paid envelope.

**Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.**The Royal Dutch Shell plc 2009 Notice of Meeting and 2008 Annual Report and Form 20-F are available on the Royal Dutch Shell plc website at: <http://www.shell.com>

## ROYAL DUTCH SHELL PLC

The Bank of New York Mellon, 101 Barclay Street, New York, NY 10286

The undersigned, a registered holder of American Depositary Shares ("ADSs") representing ordinary shares of ROYAL DUTCH SHELL PLC on the books of the Depositary on the record date of April 9, 2009 hereby delivers this Voting Instruction Card to the Depositary and requests and authorizes the Depositary, its Custodian or its nominee to vote or execute a proxy to vote the underlying ordinary shares represented by such ADSs, on the resolutions at the Annual General Meeting of ROYAL DUTCH SHELL PLC to be held on May 19, 2009 including any adjournment thereof (the "Meeting"), in accordance with the instructions set forth herein.

In order to have the Depositary, its Custodian or its nominee vote the ordinary shares represented by such ADSs, this Voting Instruction Card must be received by the Depositary prior to the close of business on May 11, 2009.

If you wish to attend and vote in person at the Meeting, please indicate so on the reverse side of this voting instruction card. This card must be received by the Depositary prior to the close of business on May 11, 2009.

These instructions, when properly signed, dated and timely returned to the Depositary, will be voted in the manner directed herein. If these instructions are properly signed and dated, but no direction is made, the underlying ordinary shares represented by such ADS Shares will not be voted at the Meeting. Neither the Depositary nor the custodian nor the nominee of either of them shall vote or attempt to exercise the right to vote that attaches to the shares other than in accordance with such written instructions.

**PLEASE VOTE, DATE AND SIGN ON REVERSE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.**

Please sign this Voting Instruction Card exactly as your name appears on the face of this card and on the books of the Depositary. Joint owners should each sign personally. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

**(Continued and to be marked, dated and signed, on the other side)**

**Address Change/Comments**  
(Mark the corresponding box on the reverse side)

BNYM SHAREHOLDER SERVICES  
PO BOX 3549  
\$ HACKENSACK NJ 07606-9249

▲ FOLD AND DETACH HERE ▲

### TO THE REGISTERED HOLDERS OF AMERICAN DEPOSITARY SHARES ("ADSs") REPRESENTING ORDINARY SHARES OF ROYAL DUTCH SHELL PLC

The Bank of New York Mellon (the "Depositary") has received notice that the Annual General Meeting (the "Meeting") of ROYAL DUTCH SHELL PLC will be held at Circustheater, Circusstraat 4, The Hague, The Netherlands on May 19, 2009 at 11:00 a.m. (Dutch time), with an audio-visual link to a satellite meeting place at The Barbican Centre, Silk Street, London EC2Y 8DS, United Kingdom at 10:00 a.m. (UK time) for the purposes set forth in the Notice of Annual General Meeting.

This voting instruction card may be used by the registered holder of the ADSs in the name of the undersigned on the books of the Depositary as of the close of business on April 9, 2009, to either (i) request the Depositary, its Custodian or nominee (as appropriate) to appoint the registered holder as its proxy to attend the meeting and vote with respect to the number of Shares or other Deposited Securities represented by ADSs or (ii) instruct the person nominated by the Depositary, its Custodian or nominee as its proxy as to the exercise of the voting rights pertaining to that number of Shares or other Deposited Securities.

If you wish to attend and vote in person at the meeting the number of Deposited Securities represented by the ADSs please mark the box on the reverse side of this voting instruction card, or if you wish you may instruct the person nominated by the Depositary, its Custodian or nominee as its proxy as to the exercise of the voting rights pertaining to that number of Shares or other Deposited Securities. The voting instruction card must be received by the Depositary prior to the close of business on May 11, 2009.

The Bank of New York Mellon, as Depositary