

This communication is filed pursuant to Rule 425 under The Securities Act of 1933, as amended, and deemed filed pursuant to Rule 14d-2 of the Securities Exchange Act of 1934, as amended.

Subject Company: Royal Dutch Petroleum Company

Registration Number: 333-125037

Date: July 15, 2005

LEGAL INFORMATION

Holders of ordinary shares of Royal Dutch Petroleum Company (N.V. Koninklijke Nederlandsche Petroleum Maatschappij) ("Royal Dutch") are urged to carefully review the registration statement on Form F-4 (including the prospectus) and other documents relating to the Royal Dutch exchange offer (the "Royal Dutch Offer") that have been or will be filed with, or furnished to, the US Securities and Exchange Commission (the "SEC") by Royal Dutch Shell plc ("Royal Dutch Shell") and the related solicitation/recommendation statement on Schedule 14D-9 that has been filed with the SEC by Royal Dutch and, as the case may be, the Royal Dutch Offer document and the prospectus which have been filed with, or furnished to, Euronext Amsterdam N.V. and the Dutch Authority for the Financial Markets by Royal Dutch Shell, regarding the Royal Dutch Offer, because each of these documents will contain important information relating to the Royal Dutch Offer. A free copy of the documents filed with the SEC (once filed) and other documents made public or filed with, or furnished to, the SEC by Royal Dutch Shell, Royal Dutch and The "Shell" Transport and Trading Company, p.l.c ("Shell Transport") can be obtained at the SEC's website at www.sec.gov. These documents may also be obtained free of charge at the Royal Dutch Shell website at www.shell.com/unification or free of charge by contacting Investor Relations, Shell International B.V., FSK, PO Box 162, 2501 AN The Hague, The Netherlands.

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The Royal Dutch Offer and the scheme of arrangement of Shell Transport (the "Scheme") are not being and will not be made, directly or indirectly, in or into or by the use of the mails or any other means or instrumentality (including, without limitation, facsimile transmission, telex, telephone or internet) of interstate or foreign commerce of, or any such facilities of a national securities exchange of, Japan, and are not and will not be capable of acceptance by any such use, means, instrumentality or facilities from or within Japan. The Royal Dutch Offer and the Scheme are not being made to residents of Japan or in Japan. This document and other documents related to the Transaction must not be electronically provided to, nor accessed by, residents of Japan or persons who are in Japan. Copies of this document and any other documents related to the proposed transaction pursuant to which Royal Dutch Shell will become the holding company of Royal Dutch and Shell Transport (the "Transaction") are not being, and must not be, mailed or otherwise distributed or sent to any person or company in or from Japan. Persons receiving this document (including custodians, nominees and trustees) or other documents related to the Transaction must not distribute or send them to any person or company in or from Japan.

The Royal Dutch Offer and the Scheme have not been notified to the Commissione Nazionale per le Società e la Borsa pursuant to applicable Italian securities laws and implementing regulations. Absent such notification, no public offer can be carried out in the Republic of Italy. Consequently, this document and other documents relating to the Transaction have not been, and cannot be, disclosed to any Italian residents or person or entity in the Republic of Italy and no other form of solicitation has been and can be, carried out in the Republic of Italy. This document and any document relating to the Transaction may not be mailed, distributed, disseminated or otherwise disclosed to any Italian residents or persons or entities in the Republic of Italy.

The Royal Dutch Offer is not to be made in New Zealand and may not be accepted by persons in New Zealand except as set out below. No prospectus has been registered with the New Zealand Registrar of Companies in accordance with the Securities Act 1978 (New Zealand) (the "New Zealand Securities Act"). Accordingly, neither the Royal Dutch Offer Document nor any other offering materials or advertisement in relation to the Royal Dutch Offer may be received by a person in New Zealand nor may Royal Dutch Shell Shares be offered directly or indirectly in New Zealand except in circumstances where there is no contravention of the New Zealand Securities Act (or any statutory modification or re-enactment of, or statutory substitution for, the New Zealand Securities Act).

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CAUTIONARY STATEMENTS CONCERNING FORWARD LOOKING STATEMENTS

This document contains forward-looking statements that are subject to risk factors associated with the oil, gas, power, chemicals and renewables business as well as risks related to the Transaction. It is believed that the expectations reflected in these statements are reasonable, but they may be affected by a variety of variables which could cause actual results, trends or reserves replacement to differ materially, including, but not limited to: the failure of the conditions to the Transaction to be satisfied; the costs related to the Transaction; the failure of the Transaction to achieve the expected benefits; changes in dividend policy; the development of the trading market in Royal Dutch Shell shares; tax treatment of dividends paid to shareholders; the accounting implications of the Transaction and other factors affecting the Royal Dutch/Shell Group's businesses generally, including, but not limited to, price fluctuations, actual demand, currency fluctuations, drilling and production results, reserve estimates, loss of market, industry competition, environmental risks, physical risks, risks associated with the identification of suitable potential acquisition properties and targets and successful negotiation and consummation of such transactions, the risk of doing business in developing countries, legislative, fiscal and regulatory developments including potential litigation and regulatory effects arising from recategorisation of reserves, economic and financial market conditions in various countries and regions, political risks, project delay or advancement, approvals and cost estimates. Each forward-looking statement speaks only as of the date of the particular statement. Please refer to the Annual Report on Form 20-F for the year ended 31 December 2004 (as amended) for a description of certain important factors, risks and uncertainties that may affect the Royal Dutch/Shell Group's businesses. None of Royal Dutch Shell, Royal Dutch, Shell Transport nor any member of the Royal Dutch/Shell Group undertakes any obligation to publicly update or revise any forward-looking statements as a result of new information, future events or other information. In light of these risks, the results of Royal Dutch Shell, Royal Dutch, Shell Transport, the Royal Dutch/Shell Group or the Royal Dutch Shell Group could differ materially from the forward-looking statements contained in this document.

THE FOLLOWING IS A FORM OF LETTER TO SHAREHOLDERS REGARDING TAX ASPECTS OF THE PROPOSED UNIFICATION TO BE USED FROM JULY 15, 2005.

Dear

Thank you for your letter regarding the tax aspects of the proposed unification of Royal Dutch and Shell Transport and your long term holding in Royal Dutch and Shell Transport. I appreciate and understand your concerns regarding the potential tax charge and will explain our position in the letter below. I have also enclosed an announcement published by the company on 19 May 2005.

As explained in the public documents describing the Transaction, under current UK tax law, the exchange of Royal Dutch Shares under the Royal Dutch Offer is a disposal for UK tax purposes that does not qualify for UK rollover relief. Accordingly, Royal Dutch Shareholders who are in general subject to UK capital gains tax may incur a chargeable gain (or an allowable loss) on the disposal of their Royal Dutch Shares. This analysis of the tax consequences of the exchange of Royal Dutch Shares was discussed with the Inland Revenue. As you point out, this does differ from the treatment of US and Dutch shareholders of Royal Dutch as the tax laws in those jurisdictions are different to the UK tax laws.

We have heard similar concerns from some other UK shareholders in addition to yourself about the fact that the transaction will not qualify for rollover treatment under UK tax law. For context, please allow me to provide some background. The Boards of Royal Dutch and Shell Transport have sought to structure a transaction which they believe is in the best interests of shareholders as a whole as well as the two companies. The terms of the Transaction are the same on a pre-tax basis for all Royal Dutch Shareholders in the UK or elsewhere and the interest held by a Royal Dutch Shareholder in the Royal Dutch/Shell Group does not change upon implementation of the Transaction. I understand this does not necessarily ease your concerns, however I think it is important background to the process we have used and our thinking behind the transaction.

The unification of the two companies is an extremely complex process and we have sought to reduce tax impacts on shareholders where practicable. In fact it was for this very reason that we structured the deal with two classes of shares — to preserve the current tax position on dividends to our shareholders. However mitigating all impacts, for all shareholders in all jurisdictions has unfortunately not been possible. When we put the offer together we explored many different options to make this deal the best we could for the interests of our shareholders and the companies.

With regards to the UK rollover issue, we have looked at additional options including loan notes and other techniques but as the offer is a share-for-share exchange these were not available to us. Moreover, Royal Dutch Shell could not, consistent with legal requirements, offer cash (or the equivalent in loan notes) to some shareholders without offering cash to all holders.

Royal Dutch Shell does not intend to change the structure of the Royal Dutch offer which will end at 10:00 pm (London time) on 18 July 2005. Under regulatory rules applicable during an offer period, we can give no guidance regarding any future options. As the offer documents state, the Company can, once the offer is completed, consider all means legally available to acquire any remaining public minority of Royal Dutch. However the company will only decide on its specific course of actions after the offer is completed.

The Royal Dutch board continues to recommend that Royal Dutch holders accept the offer and believe that implementation of the unification transaction will deliver significant benefits, including: increased clarity and simplicity of governance; increased management efficiency; increased accountability; and flexibility in issuing equity and debt.

Yours sincerely

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