

Washington D.C. 20549

## Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16

UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of November 2021

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)

Carel van Bylandtlaan 30, 2596 HR, The Hague

The Netherlands

Tel No: 011 31 70 377 9111

(Address of principal executive office)

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):

---

Royal Dutch Shell plc (the “Registrant”) is filing the following exhibits on this Report on Form 6-K, each of which is hereby incorporated by reference:

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Shareholder Circular and Notice of General Meeting.</a>
<a href="#">99.2</a>	<a href="#">Draft Marked Articles of Association</a>

This Report on Form 6-K is incorporated by reference into:

- (a) the Registration Statement on Form F-3 of Royal Dutch Shell plc and Shell International Finance B.V. (Registration Numbers 333-254137 and 333-254137-01); and
- (b) the Registration Statements on Form S-8 of Royal Dutch Shell plc (Registration Numbers 333-126715, 333-141397, 333-171206, 333-192821, 333-200953, 333-215273, 333-222813, 333-228137 and 333-254139).

### **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 authorized.

Royal Dutch Shell plc

(Registrant)

By: /s/ Anthony Clarke

Name: Anthony Clarke  
Title: Deputy Company Secretary

Date: November 15, 2021



# SHAREHOLDER CIRCULAR AND NOTICE OF GENERAL MEETING

ROTTERDAM AHOY, AHOYWEG 10,  
3084 BA ROTTERDAM, THE NETHERLANDS

**DECEMBER 10, 2021 AT 10:00 (DUTCH TIME), 09:00 (UK TIME)**

**THIS CIRCULAR 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 adviser 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 shares in Royal Dutch Shell plc (the "Company"), please give this document 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

---

This Circular contains forward-looking statements (within the meaning of the U.S. Private Securities Litigation Reform Act of 1995) concerning the financial condition, results of operations and businesses of the Company. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. Forward-looking statements are statements of future expectations that are based on management's current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. Forward-looking statements include, among other things, statements concerning the potential exposure of the Company to market risks and statements expressing management's expectations, beliefs, estimates, forecasts, projections and assumptions. These forward-looking statements are identified by their use of terms and phrases such as "aim", "ambition", "anticipate", "believe", "could", "estimate", "expect", "goals", "intend", "may", "milestones", "objectives", "outlook", "plan", "probably", "project", "risks", "schedule", "seek", "should", "target", "will" and similar terms and phrases.

There are a number of factors that could affect the future operations of the Company and could cause those results to differ materially from those expressed in the forward-looking statements included in this Circular, including (without limitation): (a) price fluctuations in crude oil and natural gas; (b) changes in demand for the Company's products; (c) currency fluctuations; (d) drilling and production results; (e) reserves estimates; (f) loss of market share and industry competition; (g) environmental and physical risks; (h) risks associated with the identification of suitable potential acquisition properties and targets, and successful negotiation and completion of such transactions; (i) the risk of doing business in developing countries and countries subject to international sanctions; (j) legislative, judicial, fiscal and regulatory developments including regulatory measures addressing climate change; (k) economic and financial market conditions in various countries and regions; (l) political risks, including the risks of expropriation and renegotiation of the terms of contracts with governmental entities, delays or advancements in the approval of projects and delays in the reimbursement for shared costs; (m) risks associated with the impact of pandemics, such as the COVID-19 (coronavirus) outbreak; and (n) changes in trading conditions.

No assurance is provided that future dividend payments will match or exceed previous dividend payments. All forward-looking statements contained in this Circular are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Readers should not place undue reliance on forward-looking statements. Additional risk factors that may affect future results are contained in Royal Dutch Shell plc's Form 20-F for the year ended 31 December 2020 (available at [www.shell.com/investor](http://www.shell.com/investor) and [www.sec.gov](http://www.sec.gov)). These risk factors also expressly qualify all forward-looking statements contained in this Circular and should be considered by the reader.

Each forward-looking statement speaks only as of the date of this Circular. Neither the Company nor any of its subsidiaries undertake any obligation to publicly update or revise any forward-looking statement as a result of new information, future events or other information. In light of these risks, results could differ materially from those stated, implied or inferred from the forward-looking statements contained in this Circular.

Unless otherwise indicated, all references in this document to (i) "Pounds Sterling" or "£" are to the lawful currency of the United Kingdom, (ii) "Euros", are to the lawful currency of the EU and (iii) "US Dollars" or "\$" are to the lawful currency of the United States of America.

Shareholders may not use any electronic address provided in this document to communicate with the Company for any purposes other than those expressly stated.

The companies in which Royal Dutch Shell plc directly and indirectly owns investments are separate legal entities. In this Circular, the term "Company" is used to refer to Royal Dutch Shell plc; however, "Shell", "we", "us" and "our" are sometimes used for convenience where references are made to Royal Dutch Shell plc and/or its subsidiaries in general. These expressions are also used where no useful purpose is served by identifying the particular company or companies.

**Shareholder Helpline:** 0800 085 4975 (UK) or +44 (0)800 085 4975 (for those outside of the UK)

**Royal Dutch Shell plc – Shareholder services**  
Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom

**Legal advisers to Royal Dutch Shell plc**

The Company has been advised in connection with certain aspects of the Simplification by Slaughter and May, De Brauw Blackstone Westbroek NV, Lubbers Boer Douma and Cravath, Swaine & Moore LLP.

**Royal Dutch Shell plc**

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

## CONTENTS

3	<b>PART I</b> <b>LETTER FROM THE CHAIR</b>
5	<b>PART II</b> <b>ACTION TO BE TAKEN</b>
6	<b>PART III</b> <b>EXPECTED TIMETABLE OF PRINCIPAL EVENTS</b>
7	<b>PART IV</b> <b>LETTER FROM THE BOARD</b>
10	<b>PART V</b> <b>STRUCTURAL BENEFITS AND COSTS OF THE SIMPLIFICATION</b>
13	<b>PART VI</b> <b>SHAREHOLDER TAXATION</b>
19	<b>PART VII</b> <b>ADDITIONAL INFORMATION</b>
20	<b>PART VIII</b> <b>DEFINITIONS</b>
22	<b>PART IX</b> <b>NOTICE OF GENERAL MEETING</b>



## LETTER FROM THE CHAIR



Dear Shareholder,

### PROPOSAL TO SIMPLIFY ROYAL DUTCH SHELL PLC

Your Board has announced a proposal to amend Shell's Articles of Association (the "Articles"). This will enable a simplification of its share structure and an increase in the speed and flexibility of capital and portfolio actions. The Board believes that the Simplification will strengthen Shell's competitiveness and accelerate both shareholder distributions and delivery of its strategy to become a net-zero emissions energy company.

The Simplification entails:

- **establishing a single line of shares** to eliminate the complexity of Shell's A/B Share Structure; and
- **aligning** Shell's tax residence with its country of incorporation in the UK by **relocating** Board and Executive Committee ("EC") meetings, and the CEO and CFO, to the UK; and consequently changing the Company's name from Royal Dutch Shell plc to Shell plc.

The underlying economic interests of existing Shareholders and holders of ADSs will remain unchanged.

In the letter on pages 7 to 9 of this Circular, the Board provides the background to and reasons for the Simplification, which will provide the Company with a conventional single share structure to enable Shell to compete more effectively. The Board strongly recommends that you vote in favour of the resolution set out at the end of this Circular (the "Resolution").

### WHAT HAPPENS NEXT?

A General Meeting has been scheduled for December 10, 2021 at which the Resolution to amend the Articles, as set out in full at the end of this Circular, will be tabled. The actions for Shareholders are described on page 5 of this Circular.

### QUESTIONS AND ANSWER SESSION

We have provided answers to some of the questions we expect you might have at [www.shell.com/simplification](http://www.shell.com/simplification) where you will also find a video message from me. In addition, we will be hosting an online question and answers session on November 30, 2021, details of which can be found at [www.shell.com/simplification](http://www.shell.com/simplification). Further, questions can also be asked via the shareholder helpline (details of which can be found on page 2 of this Circular) and at the General Meeting, scheduled to be held on December 10, 2021.

### VOTING

Your support is important to us. Regardless of whether you simply choose to watch the webcast of the General Meeting or virtually or physically attend the General Meeting, we strongly encourage you to vote your Shares ahead of the General Meeting through the medium attributable to the way that you hold your Shares.

### RECOMMENDATION

The Board believes that the Simplification is in the best interests of the Company and Shareholders as a whole. Accordingly, **the Board strongly recommends that Shareholders vote in favour of the Resolution to amend the Articles.**

Yours faithfully

### SIR ANDREW MACKENZIE

Chair, Royal Dutch Shell plc  
November 15, 2021



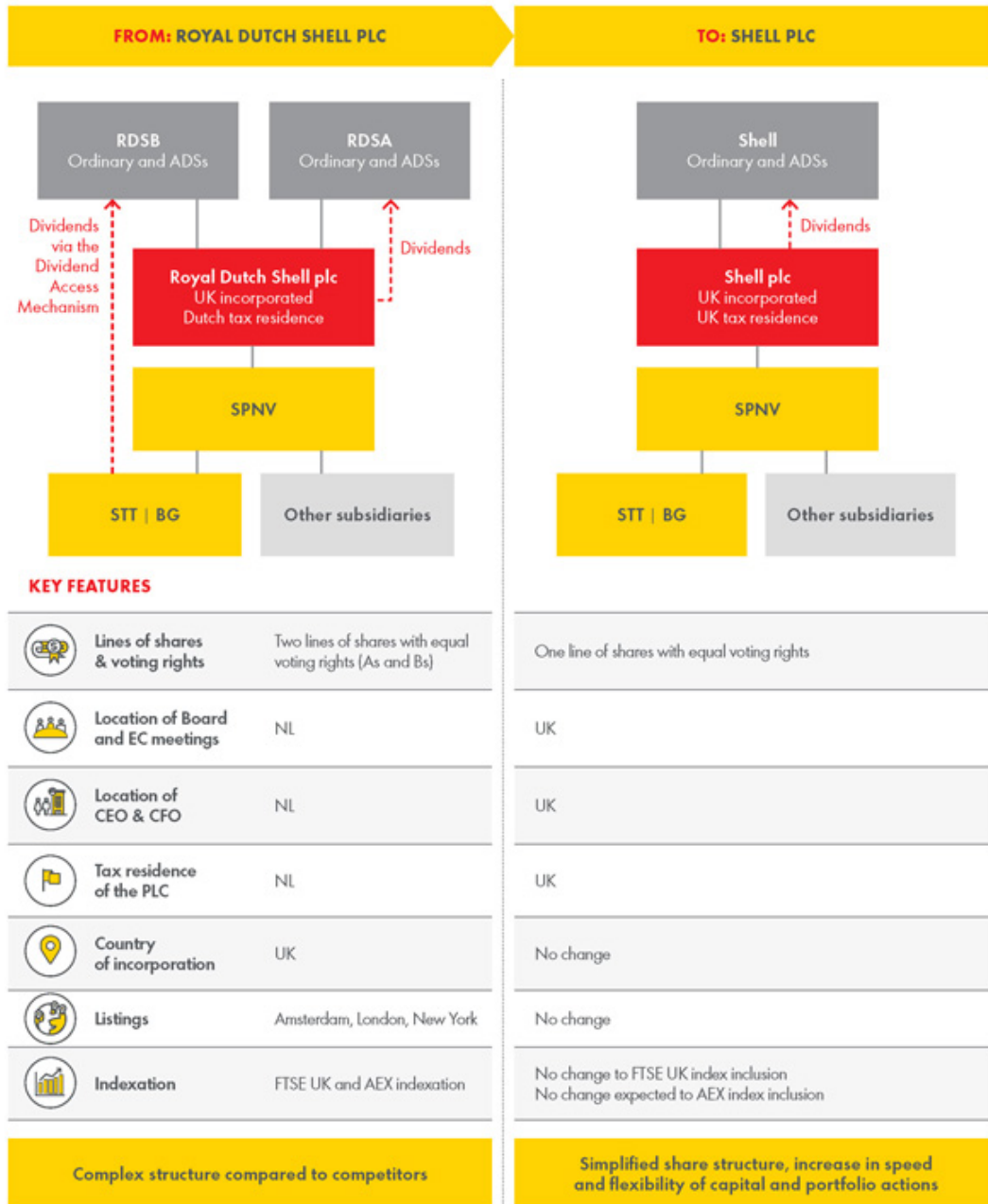
### General meeting – online options

Our General Meeting will be broadcast live at 10:00 (Dutch time), 09:00 (UK time) on Friday December 10, 2021. Shareholders who simply want to watch the General Meeting should log on to the webcast at [www.shell.com/gm/webcast](http://www.shell.com/gm/webcast) and follow the online instructions. Shareholders that want to vote or ask questions at the General Meeting should access the virtual meeting at <https://web.lumiagm.com>. Details on each option can be found on page 24 of this Circular.



# SIMPLIFICATION OF THE COMPANY

---> Dividend flows  
**STT** The Shell Transport and Trading Company Limited  
**BG** BG Group Limited  
**SPNV** Shell Petroleum N.V.





## ACTION TO BE TAKEN

### Shares registered in your own name or held through the Royal Dutch Shell Corporate Nominee

You will have received with this Circular a personalised form of proxy ("Proxy Form") or a personalised voting instruction form ("CSN Voting Instruction Form"). The Board is keen to ensure that the views of all investors are represented and, whether or not you intend to attend the General Meeting, you are therefore strongly urged to return your Proxy Form or CSN Voting Instruction Form, or to submit your proxy or instruction electronically, as soon as possible and in any event to reach Equiniti by 10:00 (Dutch time), 09:00 (UK time), on December 8, 2021.

If you have any questions relating to the completion and return of the Proxy Form or CSN Voting Instruction Form, please call the shareholder helpline on 0800 085 4975 (from inside the UK) or +44 (0) 800 085 4975 (from outside the UK). The shareholder helpline is open between 08:30 and 17:30 (UK time), Monday to Friday (excluding public holidays in England and Wales).

Calls to the helpline from outside of the UK will be charged at applicable international rates. Different charges may apply to calls made from mobile telephones and calls may be recorded and monitored for security and training purposes. The operators cannot provide any financial, legal or tax advice.

### Shares held through Euroclear Nederland (via banks or brokers)

The Board is keen to ensure that the views of all investors are represented. You are therefore strongly urged to contact your bank or broker as soon as possible to arrange to: (i) attend the General Meeting; (ii) appoint a proxy to attend, speak and vote on your behalf; and/or (iii) give voting instructions without attending the General Meeting. Alternatively, you can make your choice electronically by accessing the website [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and following the online instructions.

Any instruction, whether by hard copy or by electronic means, must be received by 10:00 (Dutch time) on December 8, 2021.

### Shares held through third party agents or nominees (other than the Royal Dutch Shell Corporate Nominee)

The Board is keen to ensure that the views of all investors are represented. If your Shares are held by a third party agent or nominee, you are therefore strongly urged to speak directly to them about how to exercise the votes attached to those Shares and / or how to attend the General Meeting.

### ADS holders

The Board is keen to ensure that the views of holders of American Depositary Shares ("ADSs") are represented. If you are a registered holder, you are therefore strongly urged to complete your personalised voting instruction form which will be circulated by the ADS Depository ("ADS Voting Instruction Form") and return it by 12:00 (New York time) on December 7, 2021.

If you have any questions relating to the completion and return of the ADS Voting Instruction Form, please contact the ADS Depository, JPMorgan Chase Bank, N.A., on +1 888 737 2377 (from within the USA) or +1 651 453 2128 (from outside the USA) between 07:00 and 19:00 (New York time), Monday to Friday (excluding public holidays in New York).

If you hold your ADSs beneficially through a bank or broker, you are strongly urged to contact your bank or broker as soon as possible about how to exercise the votes attached to the Shares represented by your ADSs.



## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

PRINCIPAL EVENTS	EXPECTED TIME AND/OR DATE [A]
<b>LATEST TIME FOR RECEIPT BY THE ADS DEPOSITORY OF THE ADS VOTING INSTRUCTION FORMS FOR THE GENERAL MEETING</b>	12:00 (New York time) on December 7, 2021 [B]
<b>LATEST TIME FOR RECEIPT OF PROXY FORMS AND CSN VOTING INSTRUCTION FORMS FOR THE GENERAL MEETING</b>	10:00 (Dutch time), 09:00 (UK time), on December 8, 2021
<b>VOTING RECORD TIME FOR THE GENERAL MEETING</b>	19:30 (Dutch time), 18:30 (UK time), on December 8, 2021 [C]
<b>GENERAL MEETING</b>	10:00 (Dutch time), 09:00 (UK time), on December 10, 2021
<b>ANTICIPATED DATE OF THE SIMPLIFICATION</b>	Early 2022 [D]

[A] The dates and times given are based on current expectations and may be subject to change. If any of the times and/or dates above change, the revised times and/or dates will be announced via a Regulatory Information Service.

[B] Only those ADS holders who hold ADSs at 17:00 (New York time) on November 26, 2021 will be entitled to instruct the ADS Depository to exercise the voting rights in respect of the Shares represented by their ADSs at the General Meeting.

[C] Only those Shareholders on the register of members of the Company as at 19:30 (Dutch time), 18:30 (UK time), on December 8, 2021 (or in the case of a postponement or adjournment of the General Meeting, as at 19:30 (Dutch time), 18:30 (UK time), on the day which is two days (excluding non-working days) prior to the time set for the postponed or adjourned General Meeting) will be entitled to attend and/or vote at the General Meeting.

[D] The Simplification and the date on which it becomes effective are subject to a final decision of the Board and the completion of consultation with the Relevant Shell Staff Councils. There is no set timetable for this. Following approval of the Resolution by Shareholders and completion of the consultation with the Relevant Shell Staff Councils, a final Board decision will be taken as to whether and when to proceed with the Simplification. The Board intends to proceed with the Simplification as soon as reasonably practicable provided that it remains, in the Board's view, in the best interests of the Company and Shareholders as a whole. In making its final decision, the Board will take into account all relevant factors.



# LETTER FROM THE BOARD

Dear Shareholder,

## PROPOSAL TO SIMPLIFY ROYAL DUTCH SHELL PLC

Your Board has announced a proposal to amend Shell's Articles. This will enable a simplification of its share structure and an increase in the speed and flexibility of capital and portfolio actions. The Board believes that the Simplification will strengthen Shell's competitiveness and accelerate both shareholder distributions and delivery of its strategy to become a net-zero emissions energy company.

In this letter we will give you the background to and reasons for the Simplification. We will explain why we consider the Simplification to be in the best interests of the Company and Shareholders as a whole, and why **the Board strongly recommends that you vote in favour of the Resolution.**

### 1. What are Shareholders being asked to approve?

We are seeking approval from Shareholders to amend Shell's Articles. These amendments relate to the deletion or amendment of certain bespoke provisions concerning the location of the Group's headquarters, general meetings and Board meetings, as well as the introduction of a new provision to grant the Board the power to change the Company's name. A summary of the changes is set out in paragraph 1 of Part VII of this Circular.

### 2. What is the Simplification?

The Simplification entails:

- **establishing a single line of shares** to eliminate the complexity of Shell's A/B Share Structure; and
- **aligning** Shell's tax residence with its country of incorporation in the UK by **relocating** Board and EC meetings, and the CEO and CFO, to the UK; and consequently changing the Company's name from Royal Dutch Shell plc to Shell plc.

The Board believes that now is the right time to simplify Shell further. In February this year, we published our Powering Progress strategy to accelerate the transition of Shell to a net-zero emissions energy company purposefully and profitably. In August, we launched our simpler, resized and reshaped organisation to enable delivery of the new strategy. Simplifying our share structure is the next logical step and is a critical enabler for delivering our strategy, making us more competitive and giving us more freedom to seize opportunities.

The Simplification cannot, however, be implemented under the Company's current Articles as these require that certain meetings, and the Company's headquarters, be in the Netherlands. The Board therefore proposes that the Company's Articles be amended to facilitate the Simplification.

### 3. Background to the current structure

Shell is incorporated in the UK but has had Dutch tax residence since the 2005 unification of N.V. Koninklijke Nederlandsche Petroleum Maatschappij and The "Shell" Transport and Trading Company, p.l.c. under a single parent company, Royal Dutch Shell plc (the "Unification"). The purpose of the Unification was to simplify the previous dual-parent structure and improve governance with a non-executive Chair, CEO and a single board of non-executive and executive directors. See Part V of this Circular for further information on the background to the current structure.

While the Unification created a single parent company for Shell and maintained the historic balance between its presence in the UK and the Netherlands, the Company's unusual structure is complex for Shareholders and imposes several constraints on the Company. Your Board has always been clear that it would seek to find a way to remove these constraints, and to complete the process of simplification started by the Unification in 2005.

### 4. Benefits of the Simplification

Our competitors have a more flexible share structure than we do. A conventional single share structure will enable Shell to compete more effectively. In particular it will:

- Allow for an **acceleration in distributions** by way of share buybacks, as there will be a larger single pool of ordinary shares that can be bought back. In July this year we started a programme of share buybacks with a view to distributing, together with dividends, 20% to 30% of cash flow from operations to Shareholders, and in September we announced that we will return \$7 billion to Shareholders from the sale of the Company's Permian assets in the United States.

Shell considers factors such as market price and Dutch dividend withholding tax ("DWT") to ensure it purchases those A Shares and B Shares that have the lowest cost to the Company. Buybacks of A Shares are currently subject to DWT, payable by the Company. This reduces the number of Shares Shell can buy back economically within a given period, and therefore the pace at which cash can efficiently be returned to Shareholders through buybacks.

- Strengthen Shell's ability to **rise to the challenges posed by the energy transition**, by managing its portfolio with greater **agility**. For example, under the Company's current structure, although not under active consideration, a demerger would need to align with both UK corporate law and Dutch tax law, adding material complexity and potential uncertainty to such transactions. Furthermore, should the Company want to issue new B Shares, the Dividend Access Mechanism must be expanded, requiring prior confirmation from the Dutch Revenue Service (the "DRS").

- **Allow the sale of assets** from any part of the portfolio without potentially constraining funds available to pay B Share dividends via the Dividend Access Mechanism free of DWT.
- **Improve Shell's investment proposition** by having a single line of shares, which is simpler for investors to understand and value. Following the Simplification, there will be no distinction between the former A Shares and B Shares which will thereafter be known as Ordinary Shares. With the Company's tax residence in the UK, dividends on the Ordinary Shares will not attract DWT.
- **Reduce risk for Shareholders** by simplifying and normalising our share structure in line with our competitors and most other global companies. Our current share structure is unusual, complex and subject to constraints and may not be sustainable in the long term.

See section 1 of Part V of this Circular for further details of the constraints of the current structure which will be addressed by the Simplification.

The Simplification will also retain the following:

- **Economic interests of Shareholders.** The Simplification will not impact the underlying economic interests of any Shareholder and all investors will hold the same legal, ownership, voting and capital distribution rights in Shell as they do today.
- **Listing and index inclusion.** The Shares will continue to be listed in London and Amsterdam, and in New York (through the ADS programme), with continued FTSE UK index inclusion. We fully expect there to be no change to the inclusion of the Shares in the AEX index.
- **Employee share plans.** The Simplification will not cause outstanding awards under the Shell Share Plans to vest or lapse.
- **Corporate governance.** The Simplification will have no effect on Shell's corporate governance structure other than the location of its Board and EC meetings, and Shell will remain subject to the UK Corporate Governance Code 2018. There will be no material change to the remuneration arrangements for the Executive Directors moving to the UK. They will receive relocation benefits and time-limited housing support. We will next submit our Executive Directors' Remuneration Policy to a vote as part of the normal cycle in May 2023.
- **Dividend currency.** The process to elect for dividend currency will remain the same. See section 2 of Part VII of this Circular for details of dividend arrangements following the Simplification.

### 5. Delivery of the Powering Progress Strategy

Shell's Powering Progress strategy to accelerate the transition of its business to net-zero emissions, creating value for Shareholders, customers and wider society through a disciplined cash allocation framework and rigorous approach to driving down carbon emissions, remains unchanged.

The Company's recently announced target to reduce Scope-1 and Scope-2 absolute emissions by 50% on a net basis by 2030 compared to 2016 levels, coupled with its strong financial performance, show not only a firm conviction in the strategy but also its ability to deliver value. Continued strong cash generation has materially improved the balance sheet. The dividend, which Shell is targeting to grow at 4% per annum subject to Board approval, and the recently introduced share buyback programme, are based on the policy of total shareholder distributions in the range of 20% to 30% of cash flow from operations. The Company's capital allocation framework and cash priorities remain unchanged. The Simplification will provide the Company with greater flexibility to deliver on these priorities and accelerate the delivery of our Powering Progress strategy.

### 6. Shell's continued presence in the Netherlands

Shell is proud of its Anglo-Dutch heritage and will continue to be a significant employer with a major presence in the Netherlands. The Group's Projects and Technology division, its global Upstream and Integrated Gas businesses and its renewable energies hub remain located in The Hague. Shell's growing presence in offshore wind, the recent decision to build a world-scale low-carbon biofuels plant at the Energy and Chemicals Park Rotterdam, Shell's plan to build Europe's biggest electrolyser in Rotterdam, and its intention to participate in the Porthos carbon-capture and storage project all underline the importance of the Netherlands to Shell's energy transition activities. Meanwhile, Shell remains committed to existing projects and activities, including supporting Nederlandse Aardolie Maatschappij BV as it safely closes the Groningen field. We anticipate limited staffing impact and no forced redundancies as a result of the Simplification.

### 7. May 2021 District Court ruling

The Simplification will have **no impact on legal proceedings relating to the climate ruling issued by the District Court in The Hague in May 2021 or any other legal proceedings currently in progress.**

### 8. Change of the Company's name

Notwithstanding Shell's continued and significant presence in the Netherlands, it is anticipated that the Company will no longer meet the conditions for using the honorary Royal designation. Carrying the designation has been a source of immense pride and honour for more than 130 years but, after very careful consideration and subject to Shareholder approval of the Resolution, the Board intends to change the Company's name from Royal Dutch Shell plc to Shell plc.

### 9. Potential costs related to the Simplification

The Simplification may result in Shell incurring certain tax costs. These include a corporate income tax exit tax charge which is not expected to be material. In addition, a proposed bill has been submitted to the Dutch Parliament introducing a DWT exit tax. The Board, having considered a range of factors including legal advice, expects that the Company will ultimately not incur any DWT exit tax cost and believes that the benefits of the Simplification outweigh the potential costs, including any DWT exit tax charge, when assessed on a risked basis.

Further details in relation to these potential costs, including an explanation of the Board's assessment of the likelihood of a DWT exit tax charge becoming payable, are set out in Part V of this Circular.

### 10. What happens next?

#### General Meeting and Shareholder vote

Set out at the end of this Circular is a notice convening the General Meeting, which is to be held at Rotterdam Ahoy, Ahoyweg 10, 3084 BA Rotterdam, the Netherlands at 10:00 (Dutch time), 09:00 (UK time), on December 10, 2021, at which the Resolution to amend the Articles will be proposed. The Resolution is set out in full in the Notice of General Meeting. Voting on the Resolution will be taken on a poll to reflect the number of Shares held by a Shareholder. The Resolution is a Special Resolution which requires the approval of at least 75 per cent. of the votes cast (in person or by proxy) at the meeting to be passed.

Shareholders may attend and participate in the General Meeting both physically or virtually, or simply watch the webcast, which will be broadcast live on the day of the General Meeting. More information on this is included within the notes section of the Notice of General Meeting.

### Employee consultation

The timing of the implementation of the Simplification is subject to the completion of consultation with the Relevant Shell Staff Councils.

### Action to be taken

**Your support is important to us.** Regardless of whether you simply choose to watch the webcast or virtually or physically attend the General Meeting, we strongly encourage you to vote your Shares ahead of the meeting.

If you have any queries relating to this Circular or attending and voting at the General Meeting, please telephone our Registrar, Equiniti, on the shareholder helpline (details of which can be found on page 2 of this Circular).

### Board approval

Following approval of the Resolution by Shareholders and completion of the consultation with the Relevant Shell Staff Councils, a final Board decision will be taken as to whether and when to proceed with the Simplification. **The Board intends to proceed with the Simplification as soon as reasonably practicable provided that it remains, in the Board's view, in the best interests of the Company and Shareholders as a whole.** In making its final decision, the Board will take into account all relevant factors.

Final Board approval will enable the simplification of Shell's A/B Share Structure to create a single line of shares, the alignment of Shell's tax residence with its country of incorporation in the UK by relocating the CEO and CFO to the UK, where EC and Board meetings will also be held, and the consequent change in the Company's name to Shell plc.

### Recommendation

The Board believes that the Simplification is in the best interests of the Company and Shareholders as a whole. It will provide us with greater flexibility to implement our Powering Progress strategy at pace, supporting the acceleration of Shell's transition to a net-zero emissions company and creating value for Shareholders, customers and wider society. Accordingly, **the Board strongly recommends that the Shareholders vote in favour of the Resolution to amend the Articles.**

Yours faithfully

### SIR ANDREW MACKENZIE

Chair, Royal Dutch Shell plc  
November 15, 2021

## STRUCTURAL BENEFITS AND COSTS OF THE SIMPLIFICATION

In 2005, Shell completed its Unification which sought to simplify the previous dual-parent structure and improve governance with a non-executive Chair, CEO and a single board of non-executive and executive directors. The Unification resulted in the Company being a UK plc with tax residence in the Netherlands.

However, Dutch tax residence could have resulted in former shareholders of The Shell Transport and Trading Company Limited (formerly The "Shell" Transport and Trading Company, p.l.c.) ("STT") becoming subject to DWT – at a 25% rate at that time – on their dividends. Furthermore, former STT shareholders resident in the UK would have lost the benefit of the UK tax credit system.

The current A/B Share Structure was therefore introduced to mitigate the potential impact as described above on former STT shareholders. Under the current structure, dividends on A Shares are subject to DWT while dividends on B Shares are not, if paid from a UK source. To allow B Share dividends to be UK-sourced, a Dividend Access Mechanism was created under which a Dividend Access Share was issued by STT (and another one by BG Group plc in 2015) to the trustee of a Dividend Access Trust to arrange for payment of dividends to the B Shareholders.

It was not envisaged at the time of Unification that the current structure would provide a permanent solution. Dutch ministerial statements in 2005 and 2006 had suggested that DWT had no future and should be abolished over time. In 2018 the European Commission commenced an informal review of the compatibility of our Dividend Access Mechanism with EU state aid rules.

The Company's structure served an important purpose in implementing Unification in 2005, and since then the Company has found workable solutions within the constraints of the current structure to be able to implement major acquisitions, disposals and returns of capital to Shareholders. However, as mentioned in the letter from the Board in Part IV of this Circular, the Company's current structure comes with certain constraints, hindering the Company's ability to execute certain corporate actions effectively and efficiently.

The key benefit of the Simplification is to remove these constraints, thereby increasing the Company's competitiveness, enhancing value for Shareholders and enabling the Company to implement the Powering Progress strategy at pace, by executing corporate actions in the most efficient manner. Further details of how the Simplification would achieve this are set out in paragraph 1 below. Please note that the corporate actions and transactions referred to are for illustrative purposes only, and their inclusion should not be taken as meaning that any one or more of such actions or transactions are under active consideration.

Certain costs may be incurred by the Company as a result of the Simplification. Those which may be significant are described in paragraph 2 below.

### 1. STRUCTURAL BENEFITS OF THE SIMPLIFICATION

#### 1.1 Returns of value

The current structure affects the Company's ability to execute large share buyback programmes at pace as a means of returning value to Shareholders.

#### Share buybacks

Buybacks of A Shares and/or B Shares are subject to DWT, payable by the Company, under certain circumstances. As the Company will buy back those A Shares or B Shares that have the lowest cost to the Company, after taking into account factors such as market price and any DWT payable on the buyback, the Company has typically only bought back either A Shares or B Shares at any one time, which reduces the number of Shares that can be bought back on any given day. Buybacks of A Shares are currently subject to DWT (payable by the Company) to the extent the A Share price exceeds the capital base per A Share at a grossed-up rate of 17.65 per cent. Buybacks of B Shares are currently not subject to DWT provided the share price is below the capital base per B Share – if the B Share price rises above that level, any amounts paid in excess of that level would attract DWT (payable by the Company) at a grossed-up rate of 17.65 per cent.

Accordingly, the Company's ordinary course buyback programme is currently focused on B Shares only. Given that the safe harbour to the UK Market Abuse Regulation limits the volume of shares which can be repurchased on a qualifying trading venue on any given day to 25 per cent. of the average daily volume on that venue, the Company is restricted in the number of buybacks of B Shares it can undertake. With a single line of Ordinary Shares which will not be subject to DWT considerations, the Company would, within limits approved by Shareholders, have greater flexibility to execute large share buyback programmes more quickly. This is relevant in the context of ordinary course share buybacks, and also when returning proceeds from asset disposals to Shareholders, such as the \$7 billion that will be distributed to Shareholders following completion of the recently announced Permian divestment.

## 1.2 Equity issuances

### (A) Equity consideration

Under the current structure, issuing new B Shares which may benefit from the Dividend Access Mechanism requires confirmation from the DRS. It cannot be assumed that such confirmation would be obtained if sought. In 2015 the DRS confirmed that the Company could issue B share consideration when it offered to acquire BG by way of a UK scheme of arrangement, mirroring the manner in which the initial B Shares were issued at the time of Unification. If the Company had implemented the acquisition by way of a takeover offer, that DRS confirmation would not have applied. The Company therefore stated at that time that if it changed the acquisition structure to be a contractual takeover offer, the share consideration would, instead, consist of A Shares. If the DRS were to take the same approach in future, this would limit the Company's flexibility to implement the acquisition of further UK targets by way of a contractual takeover offer in exchange for B Shares (which could put the Company at a competitive disadvantage with respect to a competing UK bidder).

### (B) Scrip dividends

If the Company were to offer a scrip dividend alternative to its Shareholders, then only A Shares could be offered under the current structure (because issuing new B Shares which may benefit from the Dividend Access Mechanism requires prior confirmation from the DRS). Holders of B Shares who elect to receive the scrip dividend would receive A Shares, which has DWT implications for certain Shareholders. The Simplification would therefore make any offering of a scrip dividend as simple as it is for the Company's competitors.

### (C) Equity raisings

Having A Shares and B Shares complicates raising equity capital due to the different prices at which the A Shares and the B Shares trade and the impact of this on pricing the offer. In raising equity capital (as with other significant corporate actions), the potential for differences in the price of A Shares and B Shares can also lead to trading arbitrage between the two lines. The two lines also add complexity by requiring a decision on whether to raise equity capital through a single line or both. The Simplification would remove this price differential and complexity and therefore provide greater flexibility for the Company to raise equity capital.

## 1.3 Demergers

Under the current structure, as UK company law and Dutch tax law are not aligned, if the Company wished to demerge a significant asset or business, the most straightforward way to achieve this (by way of a dividend in kind to Shareholders of the shares in the demerged business) would result in a grossed-up DWT cost for the Company. Alternative structures could be used to effect a demerger that is not subject to DWT, such as (i) a UK scheme of arrangement accompanied by a reduction of capital, or (ii) a UK scheme of reconstruction. However, both of these methods can prove complex and time-consuming due to the need to seek court approval for the demerger. In particular, use of the scheme of reconstruction method is uncommon and would come with an increased execution risk. The Simplification would align the company and tax laws applicable to the Company and hence remove the material complexities and uncertainties created by the need to find a structure which is optimal under both UK company law and Dutch tax law.

## 1.4 Supporting dividends announced on B Shares with UK distributable reserves

The current structure means the Group needs to maintain pools of distributable reserves in each of STT and BG which are sufficient to cover the amount of any dividend announced by the Company on the B Shares so as to allow them to make distributions via the Dividend Access Mechanism.

Before replenishment, these reserves are expected to be sufficient to pay dividends to B Shareholders through the Dividend Access Mechanism for around 10 years at current dividend levels.

However, over the long-term, it may not be possible to sustain sufficient pools of UK distributable reserves, for example if Group dividend levels are materially increased but income generation in STT or BG – directly or indirectly – demonstrates sustained weakness.

Furthermore, the Company's UK distributable reserves may not be sufficient to cover any special dividend on B Shares which it may wish to pay through the Dividend Access Mechanism, for example as the result of disposals.

In addition, the Group's need to maintain sufficient UK distributable reserves as a matter of prudence could prevent the sale of assets from part of the portfolio if such sales might constrain dividend payments for B Shares via the Dividend Access Mechanism which are not subject to DWT. A similar constraint applies to significant internal restructuring of the Group's portfolio. This means that such decisions might not be driven exclusively by value and strategy considerations.

The Simplification removes the restrictions described above and therefore provides the Company with greater flexibility to optimise its structure, businesses and assets in future, including where within the Group assets are owned and how distributions are made to Shareholders (for example, decisions between dividends and share buybacks).

## 1.5 Differences between A Shares and B Shares for investors

As outlined in the letter from the Board in Part IV of this Circular, the Company's A/B Share Structure is not typical among our competitors and most other global companies, which tend to operate with a single line of shares. Differences between the A Shares and the B Shares are not always well understood, and the complexity of the Company's A/B Share Structure can raise questions from investors. For example, one complication some investors face is establishing the consequences of owning or disposing of either A Shares or B Shares, taking into account price differences between the two lines of shares, their own tax circumstances and the jurisdiction in which they are resident. Moving to a single line of shares will align the Company with its competitors and most other global companies and could make the Company a more attractive investment proposition in the equity capital markets.

## STRUCTURAL BENEFITS AND COSTS OF THE SIMPLIFICATION continued

### 2. COSTS OF THE SIMPLIFICATION

Certain costs may be incurred by the Company as a result of the Simplification. Those which may be significant are described below. Should any such costs arise, the Company will bear them rather than passing these onto Shareholders.

#### 2.1 Corporate income tax

The Board has been advised that a reasonable estimate of the overall Dutch corporate income tax payable as a result of the move of tax residence is in the range of \$0 to \$0.4 billion. This represents the net tax payable on gains that may arise in the Netherlands on the move of tax residence after taking into account the utilisation of existing tax losses and other tax attributes at the time of the move of tax residence. Whilst Dutch tax law is clear that a taxable gain may arise on exit, the method of calculating such a gain is undefined. This will therefore be discussed with the DRS. There is a risk that the DRS may take a different position on the interpretation and application of the tax law, and the final outcome, possibly after litigation, may be different. However, the Board has been advised that a material increase beyond the indicated range is not likely to occur.

#### 2.2 Proposed DWT exit tax

A proposed bill has been submitted to the Dutch Parliament introducing a DWT exit tax which is at an early stage of discussion. If enacted in its present form, the proposed bill would impose a DWT exit tax charge on any company that moves its tax residence to a country that does not levy dividend withholding tax, such as the UK, on or after the date on which the proposed bill comes into force.

The Board has considered the proposed DWT exit tax bill and notes the following.

Earlier versions of the proposed bill received negative advice from the Dutch Council of State. It is normal for the Dutch Council of State not to comment on later versions. The timing for any discussion of the proposed bill in the Dutch Parliament is unclear at present and further amendments may be introduced.

In addition, the Board has been advised that even if the proposed bill were to be in force in its present form at the time of the move of tax residence by Shell, it is more likely than not that a tax assessment issued to the Company on the basis of the proposed bill would be held null and void in a Dutch tax court because such an assessment would violate the UK-Netherlands tax treaty. Additionally, the assessment could be challenged under EU law and other international obligations of the Netherlands.

The Board believes that there is therefore considerable uncertainty as to whether the proposed bill will be enacted, when and in what form it would be enacted if it became law and whether any DWT exit tax assessment would be ruled valid. Accordingly, the Board, having considered a range of factors including legal advice, expects that the Company will ultimately not incur any DWT exit tax cost and believes that the benefits of the Simplification outweigh the potential costs, including any DWT exit tax charge, when assessed on a risked basis.

Following approval of the Resolution by Shareholders and completion of the consultation with the Relevant Shell Staff Councils, a final Board decision will be taken as to whether and when to proceed with the Simplification. In taking its final decision as to whether to proceed with the Simplification, the Board will take into account all relevant factors, including any potential costs, based on the latest information available to it.

# SHAREHOLDER TAXATION

## 1. GENERAL

### 1.1 Scope

The following statements are intended as a general guide to the Dutch and UK withholding tax position regarding dividends paid by the Company, as well as the UK stamp duty and SDRT position in respect of the Simplification and of disposing of Ordinary Shares. They are based on current law and practice, which are both subject to change at any time, possibly with retrospective effect. Furthermore, they are not exhaustive and relate only to certain limited aspects of the Dutch and UK tax consequences of the Simplification, and of disposing of Ordinary Shares.

Shareholders should consult their own tax advisers regarding the tax consequences of the Simplification and of disposing of Ordinary Shares.

### 1.2 Tax consequences of the Simplification for all Shareholders

#### (A) Withholding tax

After implementation of the Simplification, a holder of Ordinary Shares (including through an ADS) will not be subject to DWT on dividends distributed by the Company, as after implementation of the Simplification the Company will no longer be tax resident in the Netherlands for the purposes of the Dutch Dividend Tax Act 1965.

Furthermore, there will be no UK withholding tax on dividends paid by the Company.

#### (B) Stamp duty and SDRT

No UK stamp duty or SDRT will be payable by Shareholders or ADS holders in respect of the Simplification.

### 1.3 Stamp duty and SDRT consequences of disposing of Ordinary Shares for all Shareholders

The following statements are intended as a general guide to the current UK stamp duty and SDRT position, and apply regardless of whether or not a holder of Ordinary Shares is resident in the UK. It should be noted that certain categories of person, including market makers, brokers, dealers, and other specified market intermediaries, are entitled to exemption from stamp duty and SDRT in respect of purchases of securities in specified circumstances. A sale of Ordinary Shares will generally be subject to UK stamp duty (if the shares are in certificated form) or SDRT (if the sale is settled through the UK's CREST system of paperless transfers), in either case at the rate of 0.5 per cent. of the amount or value of the consideration.

Any stamp duty payable (as opposed to SDRT) is rounded up to the nearest £5. No stamp duty (as opposed to SDRT) will be payable if the amount or value of the consideration is (and is certified to be) £1,000 or under. Stamp duty or SDRT is usually paid or borne by the purchaser. A sale of Ordinary Shares within a clearance service which has not made and maintained a relevant election under section 97A(1) of the Finance Act 1986 (such as Euroclear Nederland) or of ADSs within the ADS depository receipts system operated by the ADS Depository will not give rise to an SDRT liability and should not in practice require the payment of UK stamp duty.

In cases where Ordinary Shares are transferred to a connected company (or its nominee), stamp duty or SDRT may be chargeable on the higher of (i) the amount or value of the consideration and (ii) the market value of those Ordinary Shares.

Special rules apply where Ordinary Shares are issued or transferred to, or to a nominee or agent for, either a person whose business is or includes issuing depository receipts or a person providing a clearance service. SDRT or stamp duty may be charged at a rate of 1.5 per cent. on such issue or transfer (with subsequent transfers within the clearance service or transfers of depository receipts then being free from stamp duty or SDRT). HMRC accepted that this charge was in breach of EU law so far as it applied to new issues of shares or transfers that are an integral part of a capital raising, and no longer seeks to enforce a charge in such circumstances. HMRC's published view is that the 1.5 per cent. SDRT or stamp duty charge continues to apply to other transfers of shares into a clearance service or depository receipt arrangement, although this has been disputed. Further litigation indicates that certain transfers of legal title to clearance services in connection with listing, but not integral to a new issue, are also not chargeable. In view of the continuing uncertainty, specific professional advice should be sought before incurring a 1.5 per cent. stamp duty or SDRT charge in any circumstances.

## 2. UNITED KINGDOM

### 2.1 Scope

The following is a general outline of certain UK taxation implications of the Simplification, and of holding and disposing of Ordinary Shares, for Shareholders who are:

- (i) save where expressly stated otherwise, resident (and, in the case of individuals, domiciled) for tax purposes in, and only in, the UK (and to whom split-year treatment does not apply);
- (ii) who are the absolute beneficial owners of their Shares; and
- (iii) who hold their Shares as an investment (otherwise than through an individual savings account or a pension arrangement).

This outline does not deal with certain types of Shareholders including pension funds, charities, dealers in securities, insurance companies, collective investment schemes, persons who have or could be treated for tax purposes as having acquired their Shares by reason of their employment or as carried interest, and persons subject to UK tax on a remittance basis.

The following paragraphs are intended only as a general guide to current UK law and HMRC's current published practice, which are both subject to change at any time, possibly with retroactive effect. Furthermore, they are not exhaustive and relate only to certain limited aspects of the UK tax consequences of the Simplification, and of holding and disposing of Ordinary Shares.

The material set out in the paragraphs below does not constitute tax advice. Any person who is in any doubt as to their tax position or who is subject to tax in a jurisdiction other than the UK should consult an appropriate professional adviser.

### 2.2 Tax consequences of the Simplification

A UK-resident Shareholder should not be treated as having made a disposal for the purposes of UK capital gains tax ("CGT") or UK corporation tax on chargeable gains as a result of the Simplification. Instead, the Ordinary Shares should be treated as the same asset, which the Shareholder should be treated as having acquired at the same time, and for the same consideration, as their A Shares or (as the case may be) B Shares.

### 2.3 Tax consequences of holding Ordinary Shares

For UK-resident Shareholders, the UK tax consequences of holding and disposing of Ordinary Shares should not differ from the UK tax consequences of holding and disposing of A Shares or B Shares.

#### (A) Shareholders within the charge to UK income tax

The general tax treatment of dividends paid by the Company to Shareholders within the charge to UK income tax on such dividends is as follows:

- all dividends received by such a Shareholder will form part of the Shareholder's total income for income tax purposes and will represent the highest part of that income;
- a nil rate of income tax applies to the first £2,000 of taxable dividend income received by such Shareholder in a tax year (the "Nil Rate Amount"), regardless of what tax rate would otherwise apply to that dividend income; and
- where an individual Shareholder's taxable dividend income for a tax year exceeds the Nil Rate Amount, the excess amount (the "Relevant Dividend Income") will be subject to income tax:
  - at the rate of 7.5 per cent., to the extent that the Relevant Dividend Income falls below the threshold for the higher rate of income tax;
  - at the rate of 32.5 per cent., to the extent that the Relevant Dividend Income falls above the threshold for the higher rate of income tax but below the threshold for the additional rate of income tax; and
  - at the rate of 38.1 per cent., to the extent that the Relevant Dividend Income falls above the threshold for the additional rate of income tax.

In determining whether and, if so, to what extent the Relevant Dividend Income falls above or below the threshold for the higher rate of income tax or, as the case may be, the additional rate of income tax, the Shareholder's total taxable income for the tax year in question (including the part within the Nil Rate Amount) will, as noted above, be treated as the highest part of the Shareholder's total income for income tax purposes.

Shareholders should note that on 27 October 2021, the UK Government confirmed that the rates of dividend tax will increase by 1.25 percentage points from 6 April 2022.

#### (B) Shareholders within the charge to UK corporation tax

Shareholders within the charge to UK corporation tax which are "small companies" (for the purposes of UK taxation of dividends) will not generally be subject to tax on dividends received from the Company.

Other Shareholders within the charge to UK corporation tax will not be subject to tax on dividends from the Company so long as the dividends fall within an exempt class and certain other conditions (including anti-avoidance conditions) are met. An example of such an exempt class of dividends would include dividends paid to a person holding less than 10 per cent. of the issued share capital of the payer (or, if there is more than one class of share, the same class of that share capital in respect of which the distribution is made) and who is entitled to less than 10 per cent. of the profits available for distribution to holders of the same class of share and would be entitled to less than 10 per cent. of the assets available for distribution to holders of that same class of share on a winding-up.

#### (C) Non-UK resident Shareholders

A non-UK resident Shareholder holding their Ordinary Shares as an investment and not in connection with any trade, profession or vocation carried on through a branch, agency or permanent establishment in the UK and who does not have any other UK source income (other than disregarded income) should not be subject to UK tax in respect of any dividends paid by the Company.

### 2.4 Tax consequences of disposing of Ordinary Shares for UK-resident Shareholders

#### (A) Shareholders within the charge to UK CGT

A disposal or deemed disposal of Ordinary Shares by a Shareholder who is an individual may give rise to a chargeable gain (or allowable loss) for the purposes of CGT, depending on the circumstances and subject to any available exemption or relief. The CGT annual exemption (which is £12,300 for individuals for tax year 2021-22) will be available to exempt any chargeable gain, to the extent it has not already been utilised by the individual Shareholder.

UK CGT will generally be charged at 10 per cent. (for tax year 2021-22) to the extent that the total chargeable gains and, generally, total taxable income arising in a tax year, after all allowable deductions (including losses, the income tax personal allowance and the capital gains tax annual exempt amount), fall below the threshold for higher rate of income tax for the tax year. To the extent that any chargeable gains (or part of any chargeable gains) arising in a tax year exceed the threshold for the higher rate of income tax when aggregated with any such income (in the manner referred to above), CGT will generally be charged at 20 per cent. (for tax year 2021-22).

#### (B) Shareholders within the charge to UK corporation tax

A disposal or deemed disposal of Ordinary Shares may give rise to a chargeable gain (or allowable loss) for the purposes of UK corporation tax (the current rate of which is 19 per cent.), depending on the circumstances and subject to any available exemption or relief.



### 3. NETHERLANDS

#### 3.1 Scope

The following is a general outline of certain Dutch taxation implications of the Simplification, and of holding and disposing of the Ordinary Shares. It does not present a comprehensive or complete description of all aspects of Dutch tax law which could be relevant to a Shareholder.

For Dutch tax purposes, a Shareholder may include an individual or entity not holding the legal title to the Shares, but to whom, or to which, the Shares are, or the income from the Shares is, nevertheless attributed based either on this individual or entity owning a beneficial interest in the Shares or on specific statutory provisions. These include statutory provisions attributing Shares to an individual who is, or who has directly or indirectly inherited from a person who was, the settlor, grantor or similar originator of a trust, foundation or similar entity that holds the Shares.

This section is intended as general information only. Shareholders should consult their own tax adviser regarding the tax consequences of holding and disposing of Shares.

This section is based on Dutch tax law as applied and interpreted by Dutch tax courts and as published and in effect on the date of this Circular, including the tax rates applicable on that date, without prejudice to any amendments introduced at a later date and implemented with or without retroactive effect. Any reference in this section made to Dutch taxes, Dutch tax or Dutch tax law should be construed as a reference to any taxes of any nature levied by or on behalf of the Netherlands or any of its subdivisions or taxing authorities or to the law governing such taxes, respectively. The Netherlands means the part of the Kingdom of the Netherlands located in Europe.

This section does not describe any Dutch tax considerations or consequences that may be relevant where a Shareholder:

- (i) is an individual and the Shareholder's income or capital gains derived from the Shares are attributable to employment activities, the income from which is taxable in the Netherlands;
- (ii) has a substantial interest (aanmerkelijk belang) or a fictitious substantial interest (fictief aanmerkelijk belang) in the Company within the meaning of chapter 4 of the Dutch Income Tax Act 2001 (Wet inkomstenbelasting 2001);
- (iii) is an entity that, although it is in principle subject to Dutch corporate income tax under the Dutch Corporate Income Tax Act 1969 (Wet op de vennootschapsbelasting 1969) (the "CITA"), is not subject to Dutch corporate income tax or is fully or partly exempt from Dutch corporate income tax (such as a qualifying pension fund as described in section 5 CITA and a tax exempt investment fund (vrijgestelde beleggingsinstelling) as described in Section 6a CITA);
- (iv) is an investment institution (beleggingsinstelling) as described in Section 28 CITA; or
- (v) is required to apply the participation exemption (deelnemingsvrijstelling) with respect to the Shares (as defined in Section 13 CITA). Generally, a Shareholder is required to apply the participation exemption if it is subject to Dutch corporate income tax and it, or a related entity, holds an interest of 5 per cent. or more of the nominal paid-up share capital in the Company.

#### 3.2 Tax consequences of the Simplification

A Dutch-resident Shareholder should not be treated as having made a disposal for the purposes of Dutch personal income tax or corporate income tax as a result of the Simplification. Instead, the Ordinary Shares should be treated as the same asset, which the Shareholder should be treated as having acquired at the same time, and for the same consideration, as their A Shares or (as the case may be) B Shares.

No other Dutch taxes, including taxes of a documentary nature, such as capital tax, stamp or registration tax or duty, are payable by or on behalf of a Shareholder by reason only of the Simplification.

#### 3.3 Tax consequences of holding and disposing of Ordinary Shares

Other than as described in paragraph 1.2(A) above, for Dutch-resident Shareholders, the Dutch tax consequences of holding and disposing of Ordinary Shares should not differ from the Dutch tax consequences of holding and disposing of A Shares or B Shares.

#### Taxes on income and capital gains

##### Residents of the Netherlands

The description of certain Dutch tax consequences in this section is only intended for the following Shareholders:

- (i) individuals who are resident or deemed to be resident in the Netherlands ("Dutch Resident Individuals"); and
- (ii) entities or enterprises that are subject to the CITA and are resident or deemed to be resident in the Netherlands ("Dutch Resident Corporate Entities").

##### *Dutch Resident Individuals engaged or deemed to be engaged in an enterprise or in miscellaneous activities*

Dutch Resident Individuals engaged or deemed to be engaged in an enterprise or in miscellaneous activities (resultaat uit overige werkzaamheden) are generally subject to income tax at statutory progressive rates with a maximum of 49.50 per cent. on any benefits derived or deemed to be derived from the Ordinary Shares, including any capital gains realised on any disposal of the Ordinary Shares, where those benefits are attributable to:

- (i) an enterprise from which a Dutch Resident Individual derives profits, whether as an entrepreneur (ondernemer) or by being co-entitled (medegerechtigde) to the net worth of this enterprise other than as an entrepreneur or shareholder; or
- (ii) miscellaneous activities, including activities which are beyond the scope of active portfolio investment activities (meer dan normaal vermogensbeheer).

**Dutch Resident Individuals not engaged or deemed to be engaged in an enterprise or in miscellaneous activities**

Generally, the Ordinary Shares held by a Dutch Resident Individual who is not engaged or deemed to be engaged in an enterprise or in miscellaneous activities, or who is so engaged or deemed to be engaged but the Ordinary Shares are not attributable to that enterprise or miscellaneous activities, will be subject to an annual income tax imposed on a fictitious yield on the Ordinary Shares under the regime for savings and investments (inkomen uit sparen en beleggen). Irrespective of the actual income or capital gains realised, the annual taxable benefit from a Dutch Resident Individual's assets and liabilities taxed under this regime, including the Shares, is set at a percentage of the positive balance of the fair market value of these assets, including the Ordinary Shares, and the fair market value of these liabilities. The percentage increases:

- (i) from 1.8978 per cent. over the first €50,000 of such positive balance;
- (ii) to 4.5014 per cent. over any excess positive balance between €50,000.01 up to and including €950,000; and
- (iii) to a maximum of 5.69 per cent. over any excess positive balance of EUR 950,000.01 or higher.

The percentages under (i) to (iii) will be reassessed each year and the amounts under (i) to (iii) will be adjusted for inflation each year. No taxation occurs if this positive balance does not exceed a certain threshold (heffingvrij vermogen). The fair market value of assets, including the Ordinary Shares, and liabilities that are taxed under this regime are measured once in each calendar year on 1 January. The tax rate under the regime for savings and investments is a flat rate of 31 per cent.

**Dutch Resident Corporate Entities**

Dutch Resident Corporate Entities are generally subject to corporate income tax at statutory rates up to 25 per cent. on any benefits derived or deemed to be derived from the Ordinary Shares, including any capital gains realised on their disposal.

**Non-residents of the Netherlands**

The description of certain Dutch tax consequences in this section is only intended for the following Shareholders:

- (i) individuals who are not resident and not deemed to be resident in the Netherlands ("Non-Dutch Resident Individuals"); and
- (ii) entities that are not resident and not deemed to be resident in the Netherlands ("Non-Dutch Resident Corporate Entities").

**Non-Dutch Resident Individuals**

A Non-Dutch Resident Individual will not be subject to any Dutch taxes on income or capital gains derived from the purchase, ownership and disposal or transfer of the Ordinary Shares, unless:

- (i) the Non-Dutch Resident Individual derives profits from an enterprise, whether as entrepreneur or by being co-entitled to the net worth of this enterprise other than as an entrepreneur or shareholder and this enterprise is fully or partly carried on through a permanent establishment (vaste inrichting) or a permanent representative (vaste vertegenwoordiger) in the Netherlands, to which the Shares are attributable;
- (ii) the Non-Dutch Resident Individual derives benefits from miscellaneous activities carried on in the Netherlands in respect of the Shares, including activities which are beyond the scope of active portfolio investment activities; or
- (iii) the Non-Dutch Resident Individual is entitled to a share – other than by way of securities – in the profits of an enterprise, which is effectively managed in the Netherlands and to which the Shares are attributable.

**Non-Dutch Resident Corporate Entities**

A Non-Dutch Resident Corporate Entity will not be subject to any Dutch taxes on income or capital gains derived from the purchase, ownership and disposal or transfer of the Ordinary Shares, other than withholding tax as described above, unless:

- (i) the Non-Dutch Resident Corporate Entity derives profits from an enterprise, which is fully or partly carried on through a permanent establishment or a permanent representative in the Netherlands to which the Shares are attributable; or
- (ii) the Non-Dutch Resident Corporate Entity is entitled to a share – other than by way of securities – in the profits of an enterprise or a co-entitlement to the net worth of an enterprise, which is effectively managed in the Netherlands and to which the Ordinary Shares are attributable.

Under certain specific circumstances, Dutch taxation rights may be restricted for Non-Dutch Resident Individuals and Non-Dutch Resident Corporate Entities pursuant to treaties for the avoidance of double taxation.

**Dutch gift tax or inheritance tax**

No Dutch gift tax or inheritance tax is due in respect of any gift of the Ordinary Shares by, or inheritance of the Ordinary Shares on the death of, a Shareholder, unless:

- (i) the Shareholder is resident, or is deemed to be resident, in the Netherlands at the time of the gift or death of the Shareholder;
- (ii) the Shareholder dies within 180 days after the date of the gift of the Ordinary Shares and was, or was deemed to be, resident in the Netherlands at the time of the Shareholder's death but not at the time of the gift; or
- (iii) the gift of the Shares is made under a condition precedent and the Shareholder is resident, or is deemed to be resident, in the Netherlands at the time the condition is fulfilled.

**Other taxes and duties**

No other Dutch taxes, including taxes of a documentary nature, such as capital tax, stamp or registration tax or duty, are payable by, or on behalf of, the Shareholder by reason only of the purchase, ownership and disposal of the Ordinary Shares.

**Residence**

A Shareholder will not become a resident or deemed resident of the Netherlands by reason only of holding the Shares.

## 4. UNITED STATES

### 4.1 Scope

The following is a general outline of certain United States federal income tax implications of the Simplification and of holding and disposing of Ordinary Shares. It applies only to US Shareholders who currently hold the Shares, and will hold the Ordinary Shares, as capital assets for tax purposes. A person is a "US Shareholder" if they are a beneficial owner of an A Share, B Share or Ordinary Share (as applicable), including through ownership of an ADS, and they are for US federal income tax purposes:

- (i) a citizen or resident of the United States;
- (ii) a corporation, or entity taxable as a corporation, that was created or organised under the laws of the United States or any of its political subdivisions;
- (iii) an estate whose income is subject to US federal income tax regardless of its source; or
- (iv) a trust if (i) a US court can exercise primary supervision over the trust's administration and one or more US persons are authorised to control all substantial decisions of the trust; or (ii) the trust has made a valid election under applicable US Treasury regulations to be treated as a US person.

This section does not apply to Shareholders who are a member of a special class of holders subject to special rules, including:

- (i) a dealer in securities or currencies;
- (ii) a trader in securities that elects to use a mark-to-market method of accounting for its securities holdings;
- (iii) a regulated investment company;
- (iv) a real estate investment trust;
- (v) a tax-exempt organisation;
- (vi) an insurance company;
- (vii) a financial institution;
- (viii) a person that actually or constructively owns 10 per cent. or more of the voting shares of the Company;
- (ix) a person that holds A Shares, B Shares or Ordinary Shares as part of a straddle or a hedging or conversion transaction, or as part of a constructive sale or other integrated financial transaction;
- (x) a person who is an investor in a pass through entity (such as a partnership);
- (xi) a person who acquires A Shares, B Shares or Ordinary Shares through the exercise of options, or otherwise as compensation, or through a tax-qualified retirement plan;
- (xii) a US expatriate;
- (xiii) holders of options granted under any benefit plan;
- (xiv) a person liable for alternative minimum tax; or
- (xv) a person whose functional currency is not the US Dollars.

This section is based on the Internal Revenue Code of 1986, as amended (the "Code"), existing and proposed US Treasury regulations, published rulings and court decisions, all as currently in effect. These laws are subject to change, possibly on a retroactive basis.

If a partnership or any entity otherwise classified as a partnership for US tax purposes holds A Shares, B Shares or Ordinary Shares, the tax treatment of a partner generally will depend upon the status of the partner and the activities of the partnership. Any person who is a partner of a partnership or any entity otherwise classified as a partnership for US tax purposes holding the A Shares, B Shares or Ordinary Shares should consult their tax adviser.

This summary does not address the alternative minimum tax, any non-income tax (such as estate or gift taxes) or any state or local tax consequences of the Simplification or of the ownership or disposition of Ordinary Shares.

The material set out in this part does not constitute tax advice. Shareholders are urged to consult their own tax advisers regarding the US federal, state and local and other tax consequences of the Simplification and of owning and disposing of Ordinary Shares in their particular circumstances.

### 4.2 Tax consequences of the Simplification

US Shareholders will not recognise any gain or loss as a result of the Simplification. The tax basis and holding period of an Ordinary Share held by a US Shareholder as a result of the Simplification will equal the tax basis and holding period of such US Shareholder's corresponding A Share or B Share immediately before the Simplification.

### 4.3 Tax consequences of holding Ordinary Shares

For US Shareholders, the US tax consequences of holding and disposing of Ordinary Shares should not differ from the US tax consequences of holding and disposing of A Shares or B Shares.

#### Taxation of distributions

The gross amount of any distribution that a US Shareholder receives with respect to Ordinary Shares generally will be taken into account for US tax purposes on the day on which such US Shareholder receives such distribution.

The tax treatment of the distribution will depend on the amount of the distribution and the amount of the US Shareholder's adjusted tax basis in its Ordinary Shares.

- Distributions will be taxed as ordinary dividends to the extent they do not exceed the Company's current or accumulated earnings and profits ("E&P"), as calculated for US federal income tax purposes.
- The current maximum rate of tax imposed on certain dividends received by non-corporate US Shareholders is 20 per cent., but only if certain holding period requirements are met, the Company is a Qualified Foreign Corporation ("QFC"), and the Company is not and has not been a passive foreign investment company (a "PFIC"), as defined in the Code. The Company believes that it is a QFC, and is not and has not been a PFIC. However, there can be no assurance that the Company will continue to be considered a QFC or that the Company will not be classified as a PFIC in the future. Currently proposed legislation may, if enacted, increase this tax rate. Dividends received by non-corporate US Shareholders may also be subject to an additional tax of 3.8 per cent. on net investment income.

- Because the Company is not a US corporation, dividends paid on the Ordinary Shares generally will not be eligible for the dividends-received deduction allowable to corporations under the Code.
- To the extent that distributions exceed the Company's current or accumulated E&P but do not exceed the US Shareholder's adjusted tax basis in its Ordinary Shares, such distributions will be treated as a tax-free return of capital. Such distributions will reduce the US Shareholder's adjusted tax basis in its Ordinary Shares on a US Dollar-for-US Dollar basis (thereby increasing any gain or decreasing any loss that will be realised on a future disposition of the Ordinary Shares).
- To the extent that distributions exceed both the Company's current or accumulated E&P and the US Shareholder's adjusted tax basis in the Ordinary Shares, the US Shareholder will be taxed on such excess as if it had recognised gain on the sale or disposition of the Ordinary Shares (see paragraph 4.4 below).

The Company anticipates that dividends on the Ordinary Shares will be announced in US Dollars but the dividend will be distributed in Euros, Pounds Sterling and US Dollars. If dividends are received in Euros and Pound Sterling, the US Shareholder would include in gross income as a dividend the US Dollar value of the amount received, calculated by reference to the exchange rate in effect on the day the US Shareholder receives the dividend.

The Company anticipates that dividends on ADSs will be announced and paid to the ADS Depository in US Dollars, and holders of ADSs will receive dividend payments in US Dollars from the ADS Depository. The US holder would include in gross income as a dividend the US Dollar amount received by the ADS Depository in respect of its ADSs.

Dividends on the Ordinary Shares will be treated as foreign source income for US foreign tax credit purposes. Subject to certain detailed and complex limitations, US Shareholders may elect to claim a foreign tax credit against their US federal income tax liability for non-US tax withheld (if any) from dividends on the Ordinary Shares. US Shareholders that do not elect to claim a foreign tax credit may instead claim a deduction for non-US tax withheld (if any), subject to applicable limitations.

#### 4.4 Tax consequences of disposing of Ordinary Shares

As noted above, for US Shareholders the US tax consequences of holding and disposing of Ordinary Shares should not differ from the US tax consequences of holding and disposing of A Shares or B Shares.

A US Shareholder generally will recognise capital gain or loss upon a sale or other disposition of Ordinary Shares equal to the difference between the amount realised on the disposition and such US Shareholder's adjusted tax basis in the Ordinary Shares.

Capital gain realised by corporate and individual taxpayers is generally taxed at the same rate as ordinary income, except that long-term capital gains realised by non-corporate US Shareholders are taxed at a maximum rate of 20 per cent. Currently proposed legislation may, if enacted, increase this tax rate. Capital gains realised by non-corporate US Shareholders on the disposition of Ordinary Shares may also be subject to an additional tax of 3.8 per cent. on net investment income. Certain limitations exist on the deductibility of capital losses by both corporate and individual taxpayers. Capital gains and losses on the sale or other disposition of Ordinary Shares generally should constitute gains or losses from sources within the US.

For cash basis US Shareholders who receive foreign currency in connection with a sale or other taxable disposition of Ordinary Shares, the amount realised will be based on the US Dollar value of the foreign currency received with respect to such Ordinary Shares as determined on the settlement date of such sale or other taxable disposition.

Accrual basis US Shareholders may elect the same treatment required of cash basis taxpayers with respect to a sale or other taxable disposition of Ordinary Shares, provided that the election is applied consistently from year to year. Such election may not be changed without the consent of the US Internal Revenue Service. Accrual basis US Shareholders that do not elect to be treated as cash basis taxpayers for this purpose may have a foreign currency gain or loss for US federal income tax purposes to the extent of the difference between the US Dollar value of the foreign currency received determined on the date of the sale or other taxable disposition of Ordinary Shares and on the settlement date (whether or not the foreign currency received is converted into US Dollar on that date). Any such foreign currency gain or loss generally will constitute ordinary income or loss from sources within the US and would be in addition to gain or loss, if any, recognised on the sale or other taxable disposition of Ordinary Shares.

A US Shareholder's tax basis in the foreign currency received will equal the US Dollar value on the settlement date. Any foreign currency gain or loss realised by a US Shareholder on a conversion of foreign currency into US Dollar generally will constitute ordinary income or loss from sources within the US and will be in addition to gain or loss, if any, recognised on the sale or other disposition of Ordinary Shares.

#### 4.5 US backup withholding and information reporting

In general, information reporting requirements will apply to payments of dividends on Ordinary Shares and the proceeds of certain sales of Ordinary Shares in respect of US Shareholders other than certain exempt persons (such as corporations). Backup withholding (at a rate of 24 per cent.) will apply to such payments if the US Shareholder fails to provide a correct taxpayer identification number or other certification of exempt status or, with respect to certain payments, the US Shareholder fails to report in full all dividend and interest income and the US Internal Revenue Service notifies the payer of such under-reporting. Amounts withheld under the backup withholding rules may be credited against a holder's US federal income tax liability, and a refund of any excess amounts withheld under the backup withholding rules may be obtained by filing the appropriate claim form with the US Internal Revenue Service. US Shareholders should consult their tax advisers about these rules and any other reporting obligations that may apply to the ownership or disposition of the Ordinary Shares.

#### 4.6 Tax reporting

US individuals that hold certain "specified foreign financial assets" (which include stock or securities issued by a foreign corporation) are generally required to file information reports with respect to such assets with their US federal income tax returns. US Shareholders are urged to consult their own tax advisers regarding the possible implications of this legislation on their investment in the Shares.

## ADDITIONAL INFORMATION

### 1. PROPOSED AMENDMENTS TO THE ARTICLES

Set out below is an explanation of the amendments to the Articles to be made pursuant to the Resolution.

Shareholders are encouraged to review the New Articles in their entirety. A copy of the proposed New Articles and a copy of the Articles marked to show all the changes proposed by the Resolution will be available for inspection at Shell Centre, 2 York Road, London, SE1 7LZ, United Kingdom, at the Company's headquarters at Carel van Bylandtlaan 30, 2596 HR The Hague, the Netherlands and on the Company's website at [www.shell.com/gm](http://www.shell.com/gm) until the time of the General Meeting, and will also be at the place of the General Meeting from at least 15 minutes prior to the General Meeting until the conclusion of the General Meeting.

The Resolution proposes that the New Articles will be adopted with effect from such time as the Board determines. It is the Company's intention that this will be upon or around the decision of the Board to proceed with the Simplification, following consultation with the Relevant Shell Staff Councils. In making its final decision, the Board will take into account all relevant factors.

#### 1.1 Dividend Access Arrangements relating to the B Shares (Article 5 of the Articles)

The New Articles amend Article 5(E) to make it clear that: (i) following the Simplification, any reference to A Shares or B Shares will be deemed to be a reference to Ordinary Shares; and (ii) Shareholders will not be entitled to a new or replacement share certificate by virtue solely of the fact that their share certificate may refer to A Shares or B Shares in the Company (rather than Ordinary Shares).

#### 1.2 Change of name (Article 5A of the New Articles)

The New Articles would give the Board the authority to change the name of the Company.

#### 1.3 Location of General Meetings (Article 49 of the Articles)

The New Articles delete this Article, which states that the annual general meeting and any other general meeting of the Company will usually be held in the Netherlands (subject to a decision of the Board otherwise). It is not customary to specify the location of general meetings in a company's articles of association and so this Article will not be replaced.

#### 1.4 Headquarters of the Company (Article 79 of the Articles)

The New Articles delete this Article, which requires the Company's headquarters to be in the Netherlands. It is not customary to specify the location of a company's headquarters in its articles of association and so this Article will not be replaced.

#### 1.5 Directors' meetings (Article 103 of the Articles)

The New Articles delete the first sentence of this Article which states that Board meetings will usually be held in the Netherlands. It is not customary to specify the location of board meetings in a company's articles of association and so this provision will not be replaced.

#### 1.6 Definitions

The New Articles make consequential amendments to Article 2 (Definitions) to reflect the other deletions and amendments to the Articles described above.

### 2. DETAILS OF DIVIDEND ARRANGEMENTS POST-SIMPLIFICATION

Following the Simplification:

- (A) the Company will continue to announce its dividends quarterly in US Dollars;
- (B) Shareholders will be able to continue to elect to receive their dividends in US Dollars, Euros or Pounds Sterling;
- (C) ADS holders will continue to receive their dividends in US Dollars;
- (D) absent any valid election to the contrary, persons holding their Shares through Euroclear Nederland will receive their dividends in Euros;
- (E) absent any valid election to the contrary, Shareholders (including both Certificate Holders and CREST Members) and persons holding their Shares through the Royal Dutch Shell Corporate Nominee will receive their dividends in Pounds Sterling;
- (F) the process to elect for an alternative currency will remain the same and existing currency elections made on Shares held in certificated form or through the Royal Dutch Shell Corporate Nominee will continue to be honoured; and
- (G) with the Company's tax residence moved to the UK, dividends paid to Shareholders on their Ordinary Shares will not attract DWT. This means that former holders of A Shares will start to receive their dividends in full as DWT will no longer be withheld on these dividends. Furthermore, these Shareholders will no longer be provided with a tax voucher for these dividends and merely receive a dividend confirmation instead. Former holders of B Shares will start to receive their dividends directly from the Company as these dividends will no longer be paid through the Dividend Access Mechanism.

## DEFINITIONS

<b>AEX</b>	means the Amsterdam Exchange Index maintained by Euronext;	<b>Deposit Agreement</b>	means the amended and restated deposit agreement dated November 1, 2018, as amended on April 15, 2021, between the Company, JPMorgan Chase Bank, N.A. and the owners and beneficial owners from time to time of the ADSs issued thereunder;
<b>A ADSs</b>	means American Depositary Shares issued by the ADS Depository pursuant to the Deposit Agreement, with each A ADS representing two A Shares;	<b>Dividend Access Mechanism</b>	means the mechanism by which dividends may be paid to Shareholders (including those represented by B ADSs) through the Dividend Access Trust;
<b>ADS Depository</b>	means the depository or, as the context may require, the custodian acting as nominee or agent for the depository, from time to time for the A ADSs and the B ADSs, being, at the date of this Circular, JPMorgan Chase Bank, N.A.;	<b>Dividend Access Shares</b>	means the redeemable preference shares in the capital of B.G and STT held by the trustee of the Dividend Access Trust;
<b>ADSs</b>	means the A ADSs and the B ADSs;	<b>Dividend Access Trust</b>	means the trust in relation to the Dividend Access Shares;
<b>ADS Voting Instruction Form</b>	means the voting instruction form through which ADS holders can direct the ADS Depository to vote in relation to the General Meeting;	<b>DRS</b>	means the Dutch Revenue Service ( <i>Belastingdienst</i> ), a unit of the Dutch Ministry of Finance ( <i>Ministerie van Financiën</i> ) competent to impose and collect income tax ( <i>inkomstenbelasting</i> ), corporate income tax ( <i>vennootschapsbelasting</i> ) and other miscellaneous taxes;
<b>Articles</b>	means the Company's articles of association;	<b>DWT</b>	means Dutch dividend withholding tax imposed under the Dutch Dividend Tax Act 1965;
<b>A Shares</b>	means A ordinary shares of €0.07 each in the capital of the Company;	<b>EC</b>	means the Executive Committee of the Company;
<b>A/B Share Structure</b>	the existing share structure of the Company which comprises two lines of Shares, being the A Shares and B Shares;	<b>Euroclear Nederland</b>	means Nederlands Centraal Instituut voor Giraal Effectenverkeer BV;
<b>B ADSs</b>	means American Depositary Shares issued by the ADS Depository pursuant to the Deposit Agreement, with each B ADS representing two B Shares;	<b>Euronext</b>	means Euronext in Amsterdam, a regulated market of Euronext Amsterdam N.V. or, where the context so requires, any successors from time to time;
<b>BG</b>	means BG Group Limited (formerly BG Group plc);	<b>FTSE</b>	means the Financial Times Stock Exchange Group;
<b>Board</b>	means the board of directors of the Company;	<b>General Meeting</b>	means the general meeting of the Company to be convened in connection with the Simplification and by the Notice of the General Meeting set out in Part IX of this Circular (including any adjournment of it);
<b>B Shareholders</b>	means the holders of B Shares from time to time;	<b>Group</b>	means the Company and each of its direct and indirect subsidiaries from time to time (where subsidiary shall have the meaning ascribed to it in the Companies Act 2006);
<b>B Shares</b>	means B ordinary shares of €0.07 each in the capital of the Company;	<b>New Articles</b>	means the new articles of association proposed to be adopted by the Company pursuant to the Resolution;
<b>Certificate Holders</b>	means a Shareholder holding Shares in certificated form;	<b>Ordinary Shares</b>	means ordinary shares in the capital of the Company following the Simplification;
<b>Circular</b>	means this circular;	<b>Proxy Form</b>	means the personalised form of proxy through which Shareholders may appoint a proxy or proxies to vote on their behalf in relation to the General Meeting;
<b>Company</b>	means Royal Dutch Shell plc;	<b>Registrar</b>	means Equiniti Limited;
<b>CREST</b>	means the relevant system (as defined in the Uncertificated Securities Regulations 2001 [SI 2001/3755]) (including as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018), in respect of which Euroclear UK & International Limited is the Operator (as defined in such Regulations);		
<b>CREST Member</b>	means a Shareholder holding Shares in uncertificated form;		
<b>CSN Voting Instruction Form</b>	means the voting instruction form through which persons holding their Shares in the Royal Dutch Shell Corporate Nominee can direct Equiniti Financial Services Limited to vote in relation to the General Meeting;		

<b>Relevant Shell Staff Council</b>	means <i>Centrale Ondernemingsraad (COR) van Shell Nederland</i> (Central Staff Council of Shell Netherlands) or Shell European Works Council (as relevant);
<b>Resolution</b>	means the special resolution to approve the New Articles proposed to be passed by the Shareholders at the General Meeting as set out in the Notice of the General Meeting contained in Part IX of this Circular;
<b>Royal Dutch</b>	means N.V. Koninklijke Nederlandsche Petroleum Maatschappij;
<b>Royal Dutch Shell Corporate Nominee</b>	means the corporate sponsored nominee service for Shareholders provided by Equiniti Financial Services Limited;
<b>SDRT</b>	means UK stamp duty reserve tax;
<b>Share</b>	means a share in the capital of the Company from time to time;
<b>Shareholders</b>	means the holders of Shares from time to time;
<b>Shell Share Plans</b>	means any employees' share schemes (within the meaning given by section 1166 of the Companies Act 2006) operated by the Company over the Shares;
<b>Simplification</b>	means: (A) establishing a single line of shares to eliminate the complexity of Shell's A/B Share Structure; and (B) aligning Shell's tax residence with its country of incorporation in the UK by relocating Board and EC meetings, and the CEO and CFO, to the UK; and consequently changing the Company's name from Royal Dutch Shell plc to Shell plc;
<b>STT</b>	means The Shell Transport and Trading Company Limited (formerly The "Shell" Transport and Trading Company, p.l.c.);
<b>UK</b>	means the United Kingdom of Great Britain and Northern Ireland;
<b>Unification</b>	means the unification of Royal Dutch and STT under the Company, completed on 20 July 2005;
<b>US</b>	means the United States of America, its territories and possessions, any state of the United States and the District of Columbia and all areas subject to its jurisdiction; and
<b>working day</b>	means a day (other than a Saturday, Sunday or public holiday) when banks are open for business in the City of London (other than for trading and settlement solely in euro) and in The Hague.

# NOTICE OF GENERAL MEETING

## ROYAL DUTCH SHELL PLC

**NOTICE IS HEREBY GIVEN** that a **GENERAL MEETING** of Royal Dutch Shell plc (the "Company") will be held at Rotterdam Ahoy, Ahoyweg 10, 3084 BA Rotterdam, the Netherlands at 10:00 (Dutch time), 09:00 (UK time) on December 10, 2021 (the "General Meeting"). Shareholders will be able to join and participate in the General Meeting in person (to the extent this remains possible in accordance with government guidance, which may change after the publication of this Circular) or by attending and participating in the virtual meeting ("virtually attending"). Details on how to do each of these options is provided on pages 22 to 24.

Given ongoing uncertainty in relation to the Covid-19 pandemic, and bearing in mind the broader public health considerations and for the safety of others, any Shareholders wishing to attend in person must present a Covid-19 certificate via the CoronaCheck app or equivalent for other jurisdictions, and comply with any other Covid-19 measures the venue or the Company may impose. Any Shareholder who fails to present such a certificate, will not be admitted to the General Meeting and will instead be asked to participate in the General Meeting electronically.

For the safety of others, and in line with the government guidance and legislation, please do not attend the General Meeting in person if you are experiencing any of the symptoms connected with Covid-19 or are otherwise required to isolate or quarantine.

The General Meeting is being held for the purposes of considering and, if thought fit, passing the following resolution which shall be proposed as a special resolution:

### **Resolution – Adoption of New Articles of Association (Special Resolution)**

To adopt, with effect from such time as the board of directors of the Company determines, the amended articles of association of the Company as initiated by the Chair for the purposes of identification marked as the New Articles (the "New Articles") in substitution for, and to the exclusion of, all existing articles of association of the Company.

By order of the Board

**LINDA COULTER**  
(Company Secretary)  
Royal Dutch Shell plc  
November 15, 2021

## NOTES:

### **1. Attendance and appointment of a proxy**

If you wish to attend the 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.

At the time of publication of this notice, it is anticipated that the General Meeting will proceed as a hybrid meeting, with both physical (in person) and virtual attendance available. However, given ongoing uncertainty in relation to the Covid-19 pandemic, and bearing in mind the broader public health considerations and for the safety of others, any Shareholders wishing to attend the General Meeting in person must present a Covid-19 certificate via the CoronaCheck app or equivalent for other jurisdictions, and comply with any other Covid-19 measures the venue or the Company may impose. Any Shareholder who fails to present such a certificate will not be admitted to the General Meeting and will instead be directed to participate in the General Meeting electronically. All references to attendance herein mean both virtual and physical attendance.

Shareholders can exercise their votes by submitting their proxy electronically or by post as soon as possible, and these must be received by no later than 10:00 (Dutch time), 09:00 (UK time), on December 8, 2021. Shareholders who wish to appoint a proxy are recommended to appoint the Chair of the General Meeting as their proxy. In light of the uncertainty around whether any restrictions on attendance may be in place at the time, if a Shareholder appoints someone else as their proxy, that proxy may not be able to attend the General Meeting in order to cast the Shareholder's vote.

Shareholders are encouraged to vote electronically using the relevant reference numbers printed on your proxy form as explained below.

Furthermore, please note that if any circumstances change, including if legislation is introduced in response to the spread of Covid-19, the Company reserves the right to act upon changes which may be relevant for the purpose of the General Meeting. To the extent the Company does make changes to the arrangements set out in this document, it will communicate these to Shareholders and the market via a regulatory information service and the Company's website.

There are several ways in which the Company's 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;
- indirectly through Euroclear Nederland (via banks or brokers);
- through the Royal Dutch Shell Corporate Nominee;
- through another third-party nominee or intermediary company; or
- as a direct or indirect holder of ADSs with the ADS Depository (JPMorgan Chase Bank, N.A.).



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 or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General Meeting. Alternatively, if a nominated person does not have such a right, or does not wish to exercise it, he or she may have a right under any such agreement to give instructions to the registered Shareholder as to the exercise of voting rights.

If two or more Shareholders jointly hold Shares in the Company, each Shareholder may, attend, speak and vote at the General Meeting, 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.

## **2. Shareholders with registered Shares in their own name or persons holding their Shares through the Royal Dutch Shell Corporate Nominee**

Registered holders of Shares or persons 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 General Meeting.

Entitlement to attend and vote at the General Meeting will be determined by reference to the Company's register of members. In order to attend and vote at the General Meeting, a person must be entered on the register of members or the register of the Royal Dutch Shell Corporate Nominee no later than 19:30 (Dutch time), 18:30 (UK time), on December 8, 2021. A Shareholder's voting entitlement will depend on the number of Shares held at that time. If the General 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 19:30 (Dutch time), 18:30 (UK time), two days (excluding non-working days) before the date of the adjourned General Meeting.

A Shareholder is entitled to appoint a proxy to exercise all or any of their rights to vote on their behalf and to attend and speak at the General Meeting. A Shareholder may appoint more than one proxy in relation to the General Meeting, provided each proxy is appointed to exercise the rights attached to a different Share or Shares held by that Shareholder. A proxy need not also be a Shareholder. Proxy Forms and, for participants in the Royal Dutch Shell Corporate Nominee, CSN Voting Instruction Forms, must reach the Company's Registrar no later than 10:00 (Dutch time), 09:00 (UK time), on December 8, 2021. It is also possible to vote or register a proxy appointment electronically as explained below. Shareholders who have completed a Proxy Form or CSN Voting Instruction Form may still attend the General Meeting and vote in person should they wish to do so, but they are requested to bring the Admittance Card with them to the General Meeting.

If a Shareholder wishes to appoint multiple proxies, he or she should contact the Registrar on 0800 085 4975 (UK) or +44 (0)800 085 4975 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 his or her 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 or she must ensure that no more than one proxy is appointed in relation to any Share.

If a Shareholder does not specify how he or she wants the proxy to vote on the resolution, the proxy may vote or abstain as he or she sees fit. A proxy may also vote or abstain as he or she sees fit on any other business which properly comes before the General Meeting.

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

## **3. Persons holding their Shares through Euroclear Nederland (via banks or brokers)**

Persons holding their Shares through Euroclear Nederland 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 Nederland.

If persons who hold their Shares through Euroclear Nederland wish to: (i) attend the General Meeting; or (ii) appoint a proxy to attend, speak and vote on their behalf; or (iii) give voting instructions without attending the General Meeting, they must instruct Euroclear Nederland accordingly. To do this, such persons are advised to contact their bank or broker as soon as possible and advise them which of the three options they prefer. Alternatively, such persons can choose such options electronically by accessing the website [www.abnamro.com/evoting](http://www.abnamro.com/evoting) and following the online instructions. In all cases, the validity of the instruction will be conditional upon ownership of the Shares at no later than 10:00 (Dutch time), 09:00 (UK time), on December 8, 2021. Any instruction, whether by hard copy or by electronic means, must be received by this time.

Persons holding their Shares through Euroclear Nederland and who indicate they wish to attend the General Meeting will not receive an Admittance Card. They will therefore be asked to identify themselves at the General Meeting using a valid passport, identity card or driving licence.

## **4. Persons holding their Shares through third party agents or nominees (other than the Royal Dutch Shell Corporate Nominee)**

If your Shares are held by a third party agent or nominee, you are urged to speak directly to them about how to exercise the votes that attached to those Shares and/or how to attend the General Meeting.

## **5. Holders of American Depositary Shares (ADSs)**

Registered ADS holders who wish to attend the General Meeting or wish to have their votes cast on their behalf should indicate accordingly on their Voting Instruction Form and return it to the ADS Depository, JPMorgan Chase Bank, N.A.

Those who hold their ADSs beneficially through a bank or broker and wish to attend the General Meeting or have their votes cast on their behalf should contact their bank or broker as soon as possible. The ADS Depository, JPMorgan Chase Bank N.A., can be contacted on telephone number +1 888 737 2377 (from within the USA) or +1 651 453 2128 (from outside the USA). Holders of ADSs wishing to attend the General Meeting will not receive an Admittance Card and will therefore be asked to identify themselves at the General Meeting using a valid passport, identity card or driving licence.

## **6. Corporate representatives**

Any corporation that is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same Shares.

### 7. General Meeting webcast

If you are unable to attend the General Meeting in person, you can watch the webcast which will be broadcast live at 10:00 (Dutch time), 09:00 (UK time), on the day of the General Meeting. Shareholders who wish to follow the General Meeting via the webcast should go to [www.shell.com/gm/webcast](http://www.shell.com/gm/webcast) and follow the online instructions. This webcast is not interactive, and it is not possible to vote or ask questions remotely. Shareholders should note that accessing any such webcast for viewing only will be for information only. Unlike virtually attending and participating, those simply watching the webcast will not be regarded as formally present at the meeting nor will arrangements be made for them to vote, submit questions by text or speak at the meeting via any such webcast.

The webcast may include the question and answer sessions with Shareholders present at the General Meeting, as well as background shots of those present in the auditorium.

### 8. Virtually attending the General Meeting

Shareholders who wish to register to virtually attend and participate (including by voting) in the General Meeting should go to <https://web.lumiagm.com> and refer to the instructions in the back of this Notice.

### 9. Electronic voting and proxy appointment

Registered Shareholders and those who hold their Shares through the Royal Dutch Shell Corporate Nominee who 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). 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;
- 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 General Meeting 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 on the top of your Proxy Form or Voting Instruction Form, or on your Notice of Availability. These numbers are unique to the particular holding and the General Meeting and contain special security aspects to prevent fraudulent replication;
- in the interests of security, the reference numbers will not be reissued, 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 submission via [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 10:00 (Dutch time), 09:00 (UK time), on December 8, 2021. 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; and
- 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.

### 10. CREST electronic proxy appointment

CREST Members who wish to appoint a proxy through the CREST electronic proxy appointment service may do so for the General Meeting 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 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 UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). 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. 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 UK & International Limited 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.

### 11. Shareholders' right to ask questions

The Company will be accepting Shareholders' questions at the General Meeting from those attending. Specific directions on how to ask a question for those attending virtually will be provided once you have accessed the meeting via <https://web.lumiagm.com>.

The Company must cause to be answered any question taken at the General Meeting relating to the business being dealt with at the General Meeting but no such answer need be given if:

- to do so would interfere unduly with the preparation for the General Meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or the good order of the General Meeting that the question be answered.

## 12. Other

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found at [www.shell.com/gm](http://www.shell.com/gm).

Any electronic address in this Notice or any related documents (including the Proxy Form) may not be used to communicate with the Company for any purposes other than those expressly stated.

The total number of Royal Dutch Shell plc ordinary shares in issue as at November 11, 2021, is 7,723,407,059 Shares (being 4,101,239,499 A Shares and 3,622,167,560 B Shares), and 50,000 sterling deferred shares. The A Shares and the B Shares carry one vote each but the sterling deferred shares have no voting rights. The Company holds no Shares in treasury.

The following documents will be available for inspection during normal business hours at Shell Centre, 2 York Road, London, SE1 7LZ, at the Company's headquarters at Carel van Bylandtlaan 30, 2596 HR The Hague, the Netherlands, and [www.shell.com/gm](http://www.shell.com/gm) until the time of the General Meeting and will also be at the place of the General Meeting from at least 15 minutes prior to the General Meeting and until the conclusion of the General Meeting:

- a copy of the new articles of association of the Company being proposed in the Resolution; and
- a copy of the articles of association of the Company, marked to show all the changes proposed by the Resolution.

Shareholders should note, however, that these documents will not remain available for inspection at the Company's registered office after the date of the General Meeting.

The General Meeting will be conducted in English.

## 13. Attendance arrangements

### Location, date and time

The General Meeting will be held at Rotterdam Ahoy, Ahoyweg 10, 3084 BA Rotterdam, the Netherlands on Friday December 10, 2021 at 10:00 (Dutch time), 09:00 (UK time). Registration is open from 09:00 (Dutch time).

### How to ask a question

#### Attending in person

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

#### Attending virtually

Only those Shareholders that virtually attend the meeting via <https://web.lumiagm.com> will be able to participate in the question and answer session. Specific details on how to ask a question will be provided once you have access to the General Meeting, on December 10, 2021.

### Voting

The Resolution for consideration at the General Meeting will be decided by way of a poll rather than a show of hands. This means that a Shareholder has one vote for every Share held. It reflects the Company's established practice and ensures that Shareholders, including Shareholders who are not able to come to the General Meeting in person, have their votes taken into account. Poll cards will be distributed at the General Meeting for the purposes of voting.

### Refreshments

Tea and coffee will be served before the General Meeting.

### How to get there

#### Airport connections

Rotterdam The Hague Airport ([www.rotterdamthehagueairport.nl/en/](http://www.rotterdamthehagueairport.nl/en/)) is the nearest international airport to Rotterdam Ahoy. However, many travellers prefer to use Amsterdam Schiphol Airport ([www.schiphol.nl](http://www.schiphol.nl)) as it offers better public transport links.

#### Plan your route

Please go to <https://www.ahoy.nl/bereikbaarheid> where you can plan your route to the Rotterdam Ahoy by public transport, by car or by bike. A map of the venue and information on parking is also provided. Information is provided in Dutch and in English.

### 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 General Meeting.

### Security

There will be a security check in the reception area at the venue, and a routine bag search will be undertaken. You will not be permitted to take liquids into the venue. Any other items deemed to be inappropriate will be removed and stored until the end of the event. Although unlikely, body searches may also be in operation. The use of electrical equipment and cameras will not be permitted during the General Meeting.

### Photography

We may arrange for photographs to be taken throughout the premises for the duration of the General Meeting. These will be kept in the Company's photo library. These photographs may be used in future publications online or in print. If you attend the General Meeting in person, you may be included in photographs, the virtual meeting or in the webcast. Please note that the photographs and broadcast footage may be transferred outside the European Economic Area. A copy of the Company's Privacy Notices can be found on our website at [www.shell.com/privacy](http://www.shell.com/privacy).

# HOW TO JOIN THE MEETING VIRTUALLY

MEETING ID: 118-215-874

## MEETING ACCESS

To access the meeting:

(a) Visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

You will be prompted to enter the Meeting ID shown above. You will then be required to enter a login which is your:

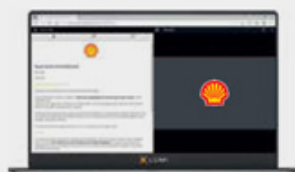
(b) **Shareholder Reference Number (SRN)**; and

(c) **PIN (being the first two and last two digits of your SRN)**.

Your personalised SRN is printed on your proxy form. If you are unable to access your SRN and PIN, please contact the company's registrar, Equiniti Limited, using the details set out at the bottom of this page.

Duly appointed proxies and corporate representatives:

Following receipt of a valid appointment please contact Equiniti before 09:00 (UK Time) on Thursday December 9, 2021 at [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com) for your unique SRN and PIN.



## BROADCAST

If you are viewing the meeting on a mobile device and you would like to listen to the broadcast, press the broadcast icon at the bottom of the screen. If you are viewing the meeting on a computer, the broadcast will appear at the side automatically once the meeting has started.



## VOTING

Once the voting has opened at the start of the General Meeting, the polling icon will appear on the navigation bar. From here, the resolution and voting choices will be displayed.

To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received. To change your vote, simply select another direction. If you wish to cancel your vote, please press Cancel.

Once the Chair has opened voting, you can vote at any time during the meeting until the chair closes the voting on the resolution. At that point your last choice will be submitted. You will still be able to send messages and view the webcast whilst the poll is open.



## QUESTIONS

Questions for the Board can be submitted to the Board on the day through the Lumi platform. Questions on the day can be submitted either as text via the Lumi messaging function or verbally via the teleconference. Details of how to access the teleconference will be provided on the day of the General Meeting once you are logged into the Lumi platform.

Questions will be moderated before being sent to the Chair. This is to avoid repetition and ensure the smooth running of the meeting. If multiple questions on the same topic are received, the Chair may choose to provide a single answer to address shareholder queries on the same topic.

If you are unable to access your SRN and PIN, please contact our registrar, Equiniti Limited, at [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com) or call between 08:30 and 17:30 Monday to Friday (excluding UK public holidays) on 0800 085 4975 (UK) or +44 800 085 4975 if you are calling from outside the UK. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that calls may be monitored or recorded and Equiniti Limited cannot provide advice on the merits of the resolution set out in the Notice of General Meeting or give any financial, legal or tax advice.

## Requirements

An active internet connection is required at all times in order to participate in the meeting. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

## Webcast

The live webcast will include the question and answer sessions with virtually attending shareholders. The webcast will also be broadcast to interested parties via the Shell website.



CHECK OUR LATEST NEWS

**@SHELL**

 Follow @Shell on Twitter

 [www.facebook.com/shell](http://www.facebook.com/shell)



[New Articles](#)

---



The Companies Act 2006

A Public Company Limited By Shares

# Articles of Association of Royal Dutch Shell plc

Reg. No. 4366849

---





ARTICLES OF ASSOCIATION

of

Royal Dutch Shell plc

(Articles adopted on 21-May 2019)

1. Exclusion of other Constitutional Regulations

The constitutional regulations in any legislation relating to companies do not apply to the company.

2. Definitions

(A) The following table gives the meaning of certain words and expressions as they are used in these articles. However, the meaning given in the table does not apply if it is not consistent with the context in which a word or expression appears. At the end of these articles there is a Glossary which explains various words and expressions which appear in the text. The Glossary also explains some of the words and expressions used in the memorandum. The Glossary is not part of the memorandum or articles and does not affect their meaning.

"address"	includes a number or address used for sending or receiving documents or information by electronic means;
"affiliate"	means any undertaking which is not an associated company of the company, and (i) in which the company or any of its associated companies holds any shares; and (ii) of which a director or employee of the company or of any of its associated companies is a director (or holds an equivalent office) and in such capacity is a nominee of the company or any of its associated companies;
"amount" (of a share)	this refers to the nominal amount of the share;
"these articles"	means these articles of association, including any changes made to them, and the expression "this article" refers to a particular article in these articles of association;
"auditors"	means the auditor of the company and, where two or more people are appointed to act jointly, any one of them;
"A shares"	means the A ordinary shares of €0.07 each in the capital of the company;
"B shares"	means the B ordinary shares of €0.07 each in the capital of the company;

"board"	means the board of directors from time to time of the company or, as appropriate, the directors present at a meeting of the directors at which a quorum is present;
"certificated share"	means a share which is not a CREST share and is normally held in certificated form;
"chair"	means the chair of the board of directors;
"clear days"	in relation to the period of a notice means that period excluding the day when the notice is served or deemed to be served and the day for which it is given or on which it is to take effect;
"CREST"	means the electronic settlement system for securities traded on a recognised investment exchange and owned by Euroclear UK & Ireland Limited, or any similar system;
"CREST share"	means a share which is noted on the shareholders' register as being held through CREST in uncertificated form;
"directors"	means the executive and non-executive directors of the company who make up its board of directors (and "director" means any one of them) or, as appropriate, the directors present at a meeting of the directors at which a quorum is present;
"dividend access trustee"	means the trustee of any trust established for the purpose of receiving, on behalf of holders of B shares, amounts paid by way of dividend to such trust by a subsidiary of the company;
"electronic facility"	includes (without limitation) website addresses and conference call systems and any device, system, procedure, method or other facility providing an electronic means of attendance at or participation in (or both attendance and participation in) a general meeting decided by the directors under these articles and specified in the notice of that meeting;
"Euroclear Nederland"	means the Dutch depositary and settlement institute defined as the "Central Institute" under the provisions of the Securities Giro Act (" <i>Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V.</i> "), or such other central institute in The Netherlands from time to time;

~~"headquarters" means the headquarters of the company established in accordance with article 70;~~

"holder"	in relation to any shares means the person whose name is entered in the register as the holder of those shares;
"legislation"	means every statute (and any orders, regulations or other subordinate legislation made under it) applying to the company;
"market value"	means, in relation to a listed security, the middle market quotation for that security as derived from the Daily Official List of the London Stock Exchange plc or any other publication of a recognised investment exchange showing quotations for listed securities as agreed with the UK Listing Authority for the relevant date, or such other value as the board may decide;
"the office"	means the company's registered office;
"ordinary shareholder"	means a holder of ordinary shares;
"ordinary shares"	means the A shares and the B shares;
"paid up"	means paid up or treated (credited) as paid up;
"pay"	includes any kind of reward or payment for services;
"personal representative"	means a personal representative under English law or a person in any jurisdiction outside England who proves to the satisfaction of the company that he holds a position equivalent to that of a personal representative in that other jurisdiction;
"principal meeting place"	has the meaning given in article 50(A);
"register"	means the company's register of shareholders and, at any time when the company has shares in issue which are CREST shares, means the Operator register of members (maintained by CREST) and the issuer register of members (maintained by the company);
"seal"	means any common or official seal that the company may be permitted to have under the legislation;
"secretary"	means the secretary, or (if there are joint secretaries) any one of the joint secretaries, of the company and includes an assistant or deputy secretary and any person appointed by the board to perform any of the duties of the secretary;
"Securities Giro Act"	means the Dutch Securities Giro Act (" <i>Wet giraal effectenverkeer</i> ");

"shareholder"	means a holder of the company's shares;
"sterling deferred shares"	means the non-voting sterling deferred shares of £1 each in the capital of the company having the rights set out in article 6;
"uncertificated securities rules"	means any provision in the legislation which relates to CREST shares or to the transfer of CREST shares or how the ownership of CREST shares is evidenced;
"United Kingdom"	means Great Britain and Northern Ireland; and
"working day"	means a day (other than a Saturday, Sunday or public holiday) when banks are open for business in the City of London (other than for trading and settlement solely in euro) and in The Hague.

- (B) References in these articles to a document being "signed" or to "signature" include references to it being executed under hand or under seal or by any other method and, in the case of a communication in electronic form, such references are to it being authenticated as specified by the legislation.
- (C) References in these articles to "writing" and to any form of "written" communication include references to any method of representing or reproducing words in a legible and non-transitory form whether sent or supplied in electronic form or otherwise.
- (D) Any words or expressions defined in the legislation in force when these articles or any part of these articles are adopted will (if not inconsistent with the subject or context in which they appear) have the same meaning in these articles or that part save the word "company" includes any body corporate.
- (E) References to a meeting will not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.
- (F) Headings in these articles are only included for convenience. They do not affect the meaning of these articles.
- (G) Where these articles refer to a person who is entitled to a share by law, this means a person who has been noted in the register as being entitled to a share as a result of the death or bankruptcy of a shareholder or some other event which gives rise to the transmission of the share by operation of law.
- (H) A reference to any statute or statutory provision shall be construed as a reference to the same as it may have been, or may from time to time be, amended, modified or re-enacted.
- (I) Use of any gender includes the other genders.

**3. Limited Liability**

The liability of the company's members is limited to any unpaid amounts on the shares in the company held by them.

**4. Rights of the A Shares and the B Shares**

The A shares and the B shares will be separate classes of shares but will rank *pari passu* in all respects except as set out in these articles.

**5. Dividend Access Arrangements relating to the B Shares**

- (A) Where any amount paid by way of dividend by a subsidiary of the company is received by the dividend access trustee on behalf of any holder of B shares and paid by the dividend access trustee to such holder of B shares, the entitlement of such holder of B shares to be paid any dividend declared pursuant to these articles will be reduced by the corresponding amount that has been paid by the dividend access trustee to such holder of B shares.
- (B) Without altering the continuing effect of paragraph (A), if a dividend is declared pursuant to these articles and the entitlement of any holder of B shares to be paid its pro rata share of such dividend is not fully extinguished on the relevant payment date by virtue of a payment made by the dividend access trustee, the company has a full and unconditional obligation to make payment in respect of the outstanding part of such dividend entitlement immediately.
- (C) Where amounts are paid by the dividend access trustee in one currency and a dividend is declared by the company in another currency, the amounts so paid by the dividend access trustee will, for the purposes of the comparison required by paragraphs (A) and (B) above, be converted into the currency in which the company has declared the dividend at such rate as the board shall consider appropriate.
- (D) For the purposes of paragraphs (A) and (B), the amount that the dividend access trustee has paid to any holder of B shares in respect of any particular dividend paid by a subsidiary of the company (a "specified dividend") will be deemed to include:
- (i) any amount that the dividend access trustee may be compelled by law to withhold;
  - (ii) a pro rata share of any tax that the company paying the specified dividend is obliged to withhold or to deduct from the same; and
  - (iii) a pro rata share of any tax that is payable by the dividend access trustee in respect of the specified dividend.
- (E) The arrangements outlined in paragraphs (A) to (D) above are terminable by the board at any time and upon any such termination occurring:
- (i) the B shares will form one uniform class with the A shares ranking *pari passu* in all respects; and

(ii) the A shares and the B shares will thereafter be known as ordinary shares without further distinction, and any reference to A shares and/or B shares in the company (including in these articles or on any share certificate) shall, unless the context requires otherwise, be deemed to be a reference to such ordinary shares in the company. Notwithstanding any other provision of these articles, no shareholder shall be entitled to a new or replacement share certificate by virtue solely of the fact that any share certificate held by that shareholder refers to A shares or B shares.

(F) For the purposes of this article, the dividend access trustee is to be treated as having paid an amount to a holder of B shares if a cheque, warrant or similar financial instrument in respect of that amount is properly despatched to that holder of B shares or if a payment is made through CREST, bank transfer or other electronic means.

#### 5A. Change of name

The company may change its name by resolution of the board.

#### **6. Rights of the Sterling Deferred Shares**

The sterling deferred shares have the following rights and restrictions:

- (A) on a distribution of assets of the company among its shareholders on a winding up, the holders of the sterling deferred shares will be entitled (such entitlement ranking in priority to the rights of holders of ordinary shares) to receive an amount equal to the aggregate of the capital paid up or credited as paid up on each sterling deferred share;
- (B) save as provided in paragraph (A), the holders of the sterling deferred shares will not be entitled to any participation in the profits or assets of the company;
- (C) the holders of sterling deferred shares will not be entitled to receive notice of or to attend and/or speak or vote (whether on a show of hands or on a poll) at general meetings of the company;
- (D) the written consent of the holders of three-quarters in nominal value of the issued sterling deferred shares or the sanction of a special resolution passed at a separate general meeting of the holders of the sterling deferred shares is required if the special rights and privileges attaching to the sterling deferred shares are to be abrogated, or adversely varied or otherwise directly adversely affected in any way. The creation, allotment or issue of shares or securities which rank in priority to or equally with the sterling deferred shares (or of any right to call for the allotment or issue of such shares or securities) is for these purposes deemed not to be an abrogation or variation or to have an effect on the rights and privileges attaching to sterling deferred shares;
- (E) all provisions of the articles relating to general meetings of the company will apply, with necessary modifications, to every general meeting of the holders of the sterling deferred shares;
- (F) subject to the legislation, the company will have the right at any time to redeem any such sterling deferred share (provided that it is credited as fully paid) at a price not exceeding £1 for all the sterling deferred shares redeemed at any one time (to be paid on such date as the board shall select as the date of redemption to such one of the holders (if more than one) as may be

selected by lot) without the requirement to give notice to the holder(s) of the sterling deferred shares;

(G) if any holder of a sterling deferred share to be redeemed fails or refuses to surrender the share certificate(s) or indemnity for such sterling deferred share or if the holder selected by lot to receive the redemption monies fails or refuses to accept the redemption monies payable in respect of it:

(i) such sterling deferred share will, notwithstanding the foregoing, be redeemed and cancelled by the company; and

(ii) in the event of a failure or refusal to accept the redemption monies, the company will retain such money and hold it on trust for the selected holder without interest,

and the company will have no further obligation whatsoever to the holder of such sterling deferred share; and

(H) no sterling deferred share will be redeemed otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purposes of the redemption or out of capital to the extent permitted by the legislation.

#### **7. Rights Attached to Shares**

The company can issue shares with any rights or restrictions attached to them as long as this is not restricted by any rights attached to existing shares. These rights or restrictions can be decided either by an ordinary resolution passed by the shareholders or by the board as long as there is no conflict with any resolution passed by the shareholders. These rights and restrictions will apply to the relevant shares as if they were set out in these articles.

#### **8. Redeemable Shares**

Subject to any rights attached to existing shares, the company can issue shares which can be redeemed. This can include shares which can be redeemed if the holders want to do so, as well as shares which the company can insist on redeeming. The board can decide on the terms and conditions and the manner of redemption of any redeemable share. These terms and conditions will apply to the relevant shares as if they were set out in these articles.

#### **9. Variation of Rights**

(A) If the legislation allows this, the rights attached to any class of shares can be changed if this is approved either in writing by shareholders holding at least three quarters of the issued shares of that class by amount (excluding any shares of that class held as treasury shares) or by a special resolution passed at a separate meeting of the holders of the relevant class of shares. This is called a "class meeting".

(B) All the articles relating to general meetings will apply to any class meeting, with any necessary changes. The following changes will also apply:

- (i) a quorum will be present if at least one shareholder who is entitled to vote is present in person or by proxy who owns at least one-third in amount of the issued shares of the relevant class (excluding any shares of that class held as treasury shares);
  - (ii) any shareholder who is present in person or by proxy and entitled to vote can demand a poll; and
  - (iii) at an adjourned meeting, one person entitled to vote and who holds shares of the class, or his proxy, will be a quorum.
- (C) The provisions of this article will apply to any change of rights of shares forming part of a class. Each part of the class which is being treated differently is treated as a separate class in applying this article.

**10. Matters not Constituting Variation of Rights**

If new shares are created or issued which rank equally with any other existing shares, or if the company purchases or redeems any of its own shares, the rights of the existing shares will not be regarded as changed or abrogated unless the terms of the existing shares expressly say otherwise.

**11. Shares**

The board can decide the terms and conditions on which any shares in the company are issued. The board can, for instance, offer the shares for sale, reclassify them, grant options to acquire them, allot them or dispose of the shares in any other way. The directors are free to decide who they deal with, when they deal with the shares and the terms on which they deal with the shares. However, in making their decision they must take account of:

- (i) the provisions of the legislation relating to authority, pre-emption rights and other matters;
- (ii) the provisions of these articles;
- (iii) any resolution passed by the shareholders; and
- (iv) any rights attached to existing shares.

**12. Payment of Commission**

In connection with any share issue or any sale of treasury shares for cash, the company can use all the powers given by the legislation to pay commission or brokerage. The company can pay the commission in cash or by allotting fully or partly-paid shares or other securities or by a combination of both.

**13. Trusts Not Recognised**

The company will only be affected by, or recognise, a current and absolute right to whole shares. The fact that any share, or any part of a share, may not be owned outright by the registered



owner (for example, where a share is held by one person as a nominee or otherwise as a trustee for another person) is not of any concern to the company. This applies even if the company knows about the ownership of the share. The only exceptions to this are where the rights of the kind described are expressly given by these articles or are of a kind which the company has a legal duty to recognise.

#### **14. Suspension of Rights Where Non-Disclosure of Interest**

- (A) The company can under the legislation send out notices to those it knows or has reasonable cause to believe have an interest in its shares. In the notice, the company will ask for details of those who have an interest and the extent of their interest in a particular holding of shares. In these articles this notice is referred to as a "statutory notice" and the holding of shares is referred to as the "identified shares".
- (B) When a person receives a statutory notice, he has 14 days to comply with it. If he does not do so or if he makes a statement in response to the notice which is false or inadequate in some important way, the company can decide to restrict the rights relating to the identified shares and send out a further notice to the holder, known as a restriction notice. The restriction notice will take effect when it is delivered. The restriction notice will state that the identified shares no longer give the shareholder any right to attend or vote either personally or by proxy at a shareholders' meeting or to exercise any other right in relation to shareholders' meetings.
- (C) Where the identified shares make up 0.25 per cent. or more (in amount or in number) of the existing shares of a class (calculated exclusive of any shares of that class held as treasury shares) at the date of delivery of the restriction notice, the restriction notice can also contain the following further restrictions:
- (i) the board can withhold any dividend or part of a dividend (including scrip dividend) or other money which would otherwise be payable in respect of the identified shares without any liability to pay interest when such money is finally paid to the shareholder; and
  - (ii) the board can refuse to register a transfer of any of the identified shares which are certificated shares unless the board is satisfied that they have been sold outright to an independent third party. The independent third party must not be connected with the shareholder or with any person appearing to be interested in the shares. Any sale through a recognised investment exchange or any other stock exchange outside the United Kingdom or by way of acceptance of a takeover offer will be treated as an outright sale to an independent third party. For this purpose, any associate (as that term is defined in section 435 of the Insolvency Act 1986) is included in the class of persons who are connected with the shareholder or any person appearing to be interested in the shares. In order to enforce the restriction in this sub-paragraph, the board can give notice to the relevant shareholder requiring him to change identified shares which are CREST shares to certificated shares by the time given in the notice and to keep them in certificated form for as long as the board requires. The notice can also say that the relevant shareholder may not change any identified shares which are certificated shares to CREST shares. If the shareholder does not comply with the notice, the board can authorise any person to instruct the Operator to change any identified shares which are

CREST shares to certificated shares in the name and on behalf of the relevant shareholder.

- (D) Once a restriction notice has been given, the board is free to cancel it or exclude any shares from it at any time the board thinks fit. In addition, the board must cancel the restriction notice within seven days of being satisfied that all information requested in the statutory notice has been given. Also, where any of the identified shares are sold and the board is satisfied that they were sold outright to an independent third party, it must cancel the restriction notice within seven days of receipt of notification of the sale. If a restriction notice is cancelled or ceases to have effect in relation to any shares, any moneys relating to those shares which were withheld will be paid to the person who would have been entitled to them or as he directs.
- (E) The restriction notice will apply to any further shares issued in right of the identified shares. The board can also make the restrictions in the restriction notice apply to any right to an allotment of further shares associated with the identified shares.
- (F) If a shareholder receives a restriction notice, he can ask the company for a written explanation of why the notice was given, or why it has not been cancelled. The company must respond within 14 days of receiving the request.
- (G) If the company gives a statutory notice to a person it has reasonable cause to believe has an interest in any of its shares, it will also give a copy at the same time to the person who holds the shares. If the company does not do so or the holder does not receive the copy, this will not invalidate the statutory notice.
- (H) This article does not restrict in any way the provisions of the legislation which apply to failures to comply with notices under the legislation.

#### **15. Uncertificated Shares**

- (A) Under the uncertificated securities rules, the board can allow the ownership of shares to be evidenced without share certificates and for these shares to be transferred through CREST. The board can select and make arrangements for any class of shares to participate in CREST in this way, provided that the shares of the class are identical in all respects.

As long as the board complies with the uncertificated securities rules, it can also withdraw a class of shares from being transferred through CREST and from allowing ownership of them to be evidenced without share certificates.

CREST shares do not form a class of shares separate from certificated shares with the same rights.

- (B) If the company has any shares in issue which are CREST shares, these articles apply to those shares, but only as far as they are consistent with:
  - (i) holding shares in an uncertificated form; or
  - (ii) transferring shares through CREST; or

- (iii) any provision of the uncertificated securities rules; or
- (iv) the company exercising any of its powers or functions or doing anything through CREST,

and, without affecting the general nature of this article, no provision of these articles applies so far as it is inconsistent with the maintenance, keeping or entering up by the Operator, so long as that is permitted or required by the uncertificated securities rules, of an Operator register of securities in respect of CREST shares.

- (C) CREST shares can be changed to become certificated shares and certificated shares can be changed to become CREST shares, provided the requirements of the uncertificated securities rules are met.
- (D) If under these articles or the legislation the company can sell, transfer or otherwise dispose of, forfeit, re-allot, accept the surrender of or otherwise enforce a lien over a CREST share, then, subject to these articles and the legislation, the board may:
  - (i) require the holder of that CREST share by written notice to change that CREST share to a certificated share within a period specified in the notice and to keep it as a certificated share for as long as the board requires;
  - (ii) appoint any person to take any other steps, by instruction given through CREST or otherwise, in the name of the holder of that share as may be necessary to effect the transfer of that share and these steps will be as effective as if they had been taken by the registered holder of that share; and
  - (iii) take any other action that the board considers appropriate to achieve the sale, transfer, disposal, forfeiture, re-allotment or surrender of that share or otherwise to enforce a lien in respect of that share.
- (E) Unless the board decides otherwise, CREST shares held by a shareholder will be treated as separate holdings from any certificated shares which that shareholder holds.
- (F) Unless the uncertificated securities rules otherwise require or the board otherwise determines, shares which are issued or created from or in respect of CREST shares will be CREST shares and shares which are issued or created from or in respect of certificated shares will be certificated shares.
- (G) The company can assume that entries on any record of securities kept by it as required by the uncertificated securities rules and regularly reconciled with the relevant Operator register of securities are a complete and accurate reproduction of the particulars entered in the Operator register of securities and therefore will not be liable in respect of anything done or not done by or on its behalf in reliance on such assumption; in particular, any provision of these articles which requires or envisages action to be taken in reliance on information contained in the register allows that action to be taken in reliance on information contained in any relevant record of securities (as so maintained and reconciled).

**16. Right to Share Certificates**

- (A) When a shareholder is first registered as the holder of any class of certificated shares, he is entitled, free of charge, to one certificate for all of the certificated shares of that class which he holds. If a shareholder holds certificated shares of more than one class, he is entitled to a separate share certificate for each class. This does not apply if the legislation allows the company not to issue share certificates.
- (B) If a shareholder receives more certificated shares of any class, he is entitled, without charge, to a certificate for the extra shares.
- (C) If a shareholder transfers some of the shares represented by a share certificate, he is entitled, free of charge, to a new certificate for the balance to the extent the balance is to be held in certificated form.
- (D) Where a certificated share is held jointly, the company does not have to issue more than one certificate for that share. When the company delivers a share certificate to one joint shareholder, this is treated as delivery to all of the joint shareholders.
- (E) The time limit for the company to provide a share certificate under this article is as prescribed by the legislation or, if this is earlier, within any prescribed time limit or within a time specified when the shares were issued.

**17. Share Certificates Sent at Holder's Risk**

Every share certificate will be sent at the risk of the member or other person entitled to the certificate. The company will not be responsible for any share certificate which is lost or delayed in the course of delivery.

**18. Replacement of Share Certificates**

- (A) If a shareholder has two or more share certificates for shares of the same class, he can ask the company for these to be cancelled and replaced by a single new certificate. The company must comply with this request.
- (B) A shareholder can ask the company to cancel and replace a single share certificate with two or more certificates for the same total number of shares. The company may, at its discretion, comply with this request.
- (C) A shareholder can ask the company for a new certificate if the original is:
  - (i) damaged or defaced; or
  - (ii) said to be lost, stolen or destroyed.
- (D) If a certificate has been damaged or defaced, the company can require the certificate to be returned to it before issuing a replacement. If a certificate is said to be lost, stolen, destroyed or not received in the course of delivery, the company can require satisfactory evidence of this and insist on receiving an indemnity before issuing a replacement.

- (E) The board can require the shareholder to pay the company's exceptional out-of-pocket expenses incurred in connection with the issue of any certificates under this article.
- (F) Any one joint shareholder can request replacement certificates under this article.

**19. Execution of Share Certificates**

Share certificates must be sealed or made effective in such other way as the board decides, having regard to the terms of issue and any listing requirements. The board can resolve that signatures on any share certificates can be applied to the certificates by mechanical or other means or can be printed on them or that signatures are not required. A share certificate must state the number and class of shares to which it relates and the amount paid up on those shares.

**20. Company's Lien on Shares Not Fully Paid**

The company has a lien on all partly paid shares. This lien has priority over claims of others to the shares. The lien is for any money owed to the company for the shares. The board can decide to give up any lien which has arisen and can also decide to suspend any lien which would otherwise apply to particular shares.

**21. Enforcing Lien by Sale**

If a shareholder fails to pay the company any amount due on his partly paid shares, the board can enforce the company's lien by selling all or any of them in any way they decide. The board cannot, however, sell the shares until all the following conditions are met:

- (i) the money owed by the shareholder must be payable immediately;
- (ii) the board must have given notice to the shareholder. The notice must state the amount of money due, it must demand payment of this sum and state that the shareholder's shares may be sold if the money is not paid;
- (iii) the notice must have been served on the shareholder or on any person who is entitled to the shares by law and can be served in any way that the board decides; and
- (iv) the money has not been paid by at least 14 clear days after the notice has been served.

The board can authorise any person to sign a document transferring the shares. Any transferee will not be bound to ensure that his purchase moneys are transferred to the person whose shares have been sold, nor will his ownership of the shares be affected by any irregularity or invalidity in relation to the sale to him.

**22. Application of Proceeds of Sale**

If the board sells any shares on which the company has a lien, the proceeds will first be used to pay the company's expenses associated with the sale. The remaining money will be used to pay off the amount which is then payable on the shares and any balance will be passed to the former shareholder or to any person who would otherwise be entitled to the shares by law. The company's lien will also apply to any such balance to cover any money still due to the company

in respect of the shares which is not immediately payable. The company has the same rights over the money as it had over the shares immediately before they were sold. The company need not pay over anything until the certificate representing the shares sold has been delivered to the company for cancellation.

**23. Calls**

The board can call on shareholders to pay any money which has not yet been paid to the company for their shares. This includes the nominal value of the shares and any premium which may be payable on those shares. The board can also make calls on people who are entitled to shares by law. If the terms of issue of the shares allow this, the board can do any one or more of the following:

- (i) make calls at any time and as often as it thinks fit;
- (ii) decide when and where the money is to be paid;
- (iii) decide that the money may be paid by instalments; and
- (iv) revoke or postpone any call.

A shareholder who has received at least 14 clear days' notice giving details of the amount called and of the time and place for payment, must pay the call as required by the notice. A person remains liable jointly and severally with the successors in title to his shares to pay calls even after he has transferred the shares to which they relate.

**24. Timing of Calls**

A call is treated as having been made as soon as the board has passed a resolution authorising it.

**25. Liability of Joint Holders**

Joint shareholders are jointly and severally liable to pay any calls in respect of their shares. This means that any of them can be sued for all the money due on the shares or they can be sued together.

**26. Interest Due on Non-Payment**

Where a call is made and the money due remains unpaid, the shareholder will be liable to pay interest on the amount unpaid from the day it is due until it has actually been paid. The board will decide on the annual rate of interest, which must not exceed 15 per cent. The shareholder will also be liable to pay all expenses incurred by the company as a result of the non-payment of the call. The board can decide to forego payment of any or all of such interest or expenses.

**27. Sums Due on Allotment Treated as Calls**

If the terms of a share require any money to be paid at the time of allotment, or at any other fixed date, the money due will be treated in the same way as a valid call for money on shares which is

due on the same date. If this money is not paid, everything in these articles relating to non-payment of calls applies. This includes articles which allow the company to forfeit or sell shares and to claim interest.

**28. Power to Differentiate**

On or before an issue of shares, the board can decide that shareholders can be called on to pay different amounts or that they can be called on at different times.

**29. Payment of Calls in Advance**

The board can accept payment in advance of some or all of the money from a shareholder before he is called on to pay that money. The board can agree to pay interest on money paid in advance until it would otherwise be due to the company. The rate of interest will be decided by the board, but must not exceed 15 per cent. per year unless the company passes an ordinary resolution to allow a higher rate.

**30. Notice if Call or Instalment Not Paid**

If a shareholder fails to pay the whole or any part of a call or an instalment of a call when due, the board can send the shareholder a notice requiring payment of the unpaid amount, together with any interest accrued and any expenses incurred by the company as a result of the failure to pay.

**31. Form of Notice if Call or Instalment Not Paid**

This notice must:

- (i) demand payment of the amount immediately payable, plus any interest and expenses;
- (ii) give the date by when the total amount due must be paid. This must be at least 14 clear days after the date of the notice;
- (iii) say where the payment must be made; and
- (iv) say that if the full amount demanded is not paid by the time and at the place stated, the company can forfeit the shares on which the call or instalment is outstanding.

**32. Forfeiture for Non-Compliance with Notice**

If the notice is not complied with, the shares it relates to can be forfeited at any time while any amount is still outstanding. This is done by the board passing a resolution stating that the shares have been forfeited. The forfeiture will extend to all dividends and other sums payable in respect of the forfeited shares which have not been paid before the forfeiture. The board can accept the surrender of any share which would otherwise be forfeited. Where they do so, references in these articles to forfeiture include surrender.

**33. Notice after Forfeiture**

After a share has been forfeited, the company will notify the person whose share has been forfeited. However, the share will still be forfeited even if such notice is not given.

**34. Sale of Forfeited Shares**

(A) A forfeited share becomes the property of the company and the board can sell or dispose of it on any terms and in any way that it decides. This can be with, or without, a credit for any amount previously paid up for the share. It can be sold or disposed of to any person, including the previous shareholder or the person who was previously entitled to the share by law. The board can, if necessary, authorise any person to transfer a forfeited share.

(B) After a share has been forfeited, the directors can cancel the forfeiture, but only before the share has been sold or disposed of. This cancellation of forfeiture can be on any terms the board decides.

**35. Arrears to be Paid Notwithstanding Forfeiture**

When a person's shares have been forfeited, he will lose all rights as shareholder in respect of those forfeited shares. He must return any share certificate for the forfeited shares to the company for cancellation. However, he will remain liable to pay calls which have been made, but not paid, before the shares were forfeited. The shareholder also continues to be liable for all claims and demands which the company could have made relating to the forfeited share. He must pay interest on any unpaid amount until it is paid. The board can fix the rate of interest, but it must not be more than 15 per cent. per year. He is not entitled to any credit for the value of the share when it was forfeited or for any consideration received on its disposal unless the board decides to allow credit for all or any of that value.

**36. Statutory Declaration as to Forfeiture**

(A) A director or the secretary can make a statutory declaration declaring:

- (i) that he is a director or the secretary of the company;
- (ii) that a share has been properly forfeited under the articles; and
- (iii) when the share was forfeited.

The declaration will be evidence of these facts which cannot be disputed.

(B) If such a declaration is delivered to a new holder of a share along with a completed transfer form (if one is required), this gives the buyer good title. The new shareholder does not need to take any steps to see how any money paid for the share is used. His ownership of the share will not be affected if the steps taken to forfeit, sell or dispose of the share were invalid or irregular, or if anything that should have been done was not done.



**37. Transfer**

(A) Certificated shares

Unless these articles say otherwise, any shareholder can transfer some or all of his certificated shares to another person. A transfer of certificated shares must be made in writing and either in the usual standard form or in any other form approved by the board.

(B) CREST shares

Unless these articles say otherwise, any shareholder can transfer some or all of his CREST shares to another person. A transfer of CREST shares must be made through CREST and must comply with the uncertificated securities rules.

(C) Entry on register

The person making a transfer will continue to be treated as a shareholder until the name of the person to whom the share is being transferred is put on the register for that share.

**38. Signing of Transfer**

(A) A share transfer form for certificated shares must be signed or made effective in some other way by, or on behalf of, the person making the transfer.

(B) In the case of a transfer of a certificated share, where the share is not fully paid, the share transfer form must also be signed or made effective in some other way by, or on behalf of, the person to whom the share is being transferred.

(C) If the company registers a transfer of a certificated share, it can keep the transfer form.

**39. Rights to Decline Registration of Partly Paid Shares**

The board can refuse to register the transfer of any shares which are not fully paid.

**40. Other Rights to Decline Registration**

(A) Certificated shares

(i) A share transfer form cannot be used to transfer more than one class of shares. Each class needs a separate form.

(ii) Transfers cannot be in favour of more than four joint holders.

(iii) The share transfer form must be properly stamped to show payment of any applicable stamp duty or certified or otherwise shown to the satisfaction of the board to be exempt from stamp duty and must be delivered to the office, or any other place decided on by the board. The transfer form must be accompanied by the share certificate relating to the shares being transferred, unless the transfer is being made by a person to whom the company was not required to, and did not send, a certificate. The board can also ask

(acting reasonably) for any other evidence to show that the person wishing to transfer the share is entitled to do so and, if the share transfer form is signed by another person on behalf of the person making the transfer, evidence of the authority of that person to do so.

(B) CREST shares

- (i) Registration of a transfer of CREST shares can be refused in the circumstances set out in the uncertificated securities rules.
- (ii) Transfers cannot be in favour of more than four joint holders.

(C) Renunciations

Where a share has not yet been entered on the register, the board can recognise a renunciation by that person of his right to the share in favour of some other person. Such renunciation will be treated as a transfer and the board has the same powers of refusing to give effect to such a renunciation as if it were a transfer.

**41. No Fee for Registration**

No fee is payable to the company for transferring shares or registering changes relating to the ownership of shares.

**42. Untraced Shareholders**

(A) The company can sell any certificated shares at the best price reasonably obtainable at the time of the sale if:

- (i) a 12 year period has passed since the company first stopped making dividend payments (under any method permitted by these articles) to the relevant shareholder in accordance with article 122(A), and the company has not recommenced making such payments (using any method permitted by these articles) during that period;
- (ii) after the 12 year period referred to above, the company has sent a notice to the last known address the company has for the relevant shareholder, stating that it intends to sell the shares, having used such efforts as the company considers reasonable to trace the relevant shareholder, and, if considered appropriate, used a professional asset reunification company before sending such notice; and
- (iii) during the 12 year period and for three months after sending the notice referred to in (ii) above, the company has not heard from the relevant shareholder or any person entitled to the shares by law.

(B) The company can also sell at the best price reasonably obtainable at the time of the sale any additional certificated shares in the company issued either as certificated shares or as CREST shares during the said 12 year period referred to in paragraph (A)(i) in right of any share to which paragraph (A) applies (or in right of any share so issued), if the criteria in paragraph (A)(ii) and (A)(iii) are satisfied in relation to the additional shares (but as if the words "after the 12 year

period" were omitted from paragraph (A)(ii) and the words "during the 12 year period and" were omitted from paragraph (A)(iii) and no dividend has been cashed on these shares.

- (C) To sell any shares in this way, the board can appoint anyone to transfer the shares. This transfer will be just as effective as if it had been signed by the holder, or by a person who is entitled to the shares by law. The person to whom the shares are transferred will not be bound to concern himself as to what is done with the purchase moneys nor will his ownership be affected even if the sale is irregular or invalid in any way.
- (D) The proceeds of sale will belong to the company, but it must pay an amount equal to the sale proceeds less the costs of the sale to the shareholder who could not be traced, or to the person who is entitled to his shares by law, if that shareholder, or person, asks for it unless and until forfeited under this article.
- (E) After the sale, the company must record the name of the shareholder, or (if known) the person who would have been entitled to the shares by law, as a creditor for the money in its accounts. The company will not be a trustee of the money and will not be liable to pay interest on it. The company can use the money, and any money earned by using the money, for its business or in any other way that the board decides. If no valid claim for the money has been received by the company during a period of six years from the date on which the relevant shares were sold by the company under this article, the money will be forfeited and belong to the company.

#### **43. Transmission on Death**

- (A) When a sole shareholder or a shareholder who is the last survivor of joint shareholders dies, his personal representatives will be the only people who will be recognised as being entitled to his shares.
- (B) If a joint shareholder dies, the surviving joint shareholder or shareholders will be the only people who will be recognised as being entitled to his shares.
- (C) However, this article does not discharge the estate of any shareholder from any liability.

#### **44. Entry of Transmission in Register**

A person who becomes entitled to a share as a result of the death or bankruptcy of a shareholder or some other event which gives rise to the transmission of the share by operation of law must provide any evidence of his entitlement which is reasonably required. In the case of certificated shares, the board must note this entitlement in the register within two months of receiving such evidence.

#### **45. Election of Person Entitled by Transmission**

- (A) Subject to these articles, a person who becomes entitled to a share by law can either be registered as the shareholder or choose another person to become the shareholder.
- (B) If a person who is entitled to a certificated share by law wants to be registered as a shareholder, he must deliver or send a notice to the company saying that he has made this decision. This notice will be treated as a transfer form. All the provisions of these articles about registering

transfers of certificated shares apply to it. The board has the same power to refuse to register a person entitled to certificated shares by law as it would have had to refuse to register a transfer by the person who was previously entitled to the shares.

- (C) If a person entitled to a CREST share by law wants to be registered as a shareholder, he must do so in accordance with the uncertificated securities rules. All the provisions of these articles about registering transfers of CREST shares will apply and the same power to refuse to register a person entitled to a CREST share by law will apply as would have applied to refuse to register a transfer by the person who was previously entitled to the shares.
- (D) If a person who is entitled to a certificated share by law wants the share to be transferred to another person, he must do this by signing a transfer form to the person he has selected. The board has the same power to refuse to register the person selected as it would have had to refuse to register a transfer by the person who was previously entitled to the shares.
- (E) If a person who is entitled to a CREST share by law wants the share to be transferred to another person, he must do this using CREST. The same power to refuse to register the person selected will apply as would have applied to refuse to register a transfer by the person who was previously entitled to the shares.

**46. Rights of Person Entitled by Transmission**

- (A) Where a person becomes entitled to a share by law, the rights of the registered shareholder in relation to that share will cease to have effect.
- (B) A person who is entitled to a share by law is entitled to any dividends or other money relating to the share, even though he is not registered as the holder of the share, on supplying evidence reasonably required to show his title to the share. However, the board can send written notice to the person saying the person must either be registered as the holder of the share or transfer the share to some other person. If the person entitled to a share by law does not do this within 60 days of the notice, the board can withhold all dividends or other money relating to the share until he does.
- (C) Unless he is registered as the holder of the share, the person entitled to a share by law is not entitled to:
  - (i) receive notices of shareholders' meetings or attend or vote at these meetings; or
  - (ii) exercise any of the other rights of a shareholder in relation to these meetings, unless the board decides to allow this.

**47. Sub-Division**

Any resolution authorising the company to sub-divide any of its shares can provide that, as between the holders of the divided shares, different rights (including deferred rights) and restrictions of a kind which the company can apply to new shares can apply to different divided shares.

**48. Fractions**

If any shares are consolidated, consolidated and then divided or divided, the board has the power to deal with any fractions of shares which result. If the board decides to sell any shares representing fractions, it must do so for the best price reasonably obtainable and distribute the net proceeds of sale among shareholders in proportion to their fractional entitlements. The board can arrange for any shares representing fractions to be entered in the register as certificated shares if it considers that this makes it easier to sell them. The board can sell those shares to anyone, including the company, and can authorise any person to transfer or deliver the shares to the buyer or in accordance with the buyer's instructions. The buyer does not have to take any steps to see how any money he is paying is used and his ownership will not be affected if the sale is irregular or invalid in any way.

**~~49. Location of General Meetings~~**

~~The annual general meeting and any other general meeting of the company will usually be held in The Netherlands but the board may decide otherwise.~~

**49. [Not used]**

**50. Form of Notice**

(A) In addition to any requirements under the legislation and these articles, the notice for any general meeting must state:

- (i) where the meeting is to be held (the "principal meeting place") and the location of any satellite meeting place arranged for the purposes of article 51(D), which shall be identified as such in the notice; and
- (ii) details of any arrangements made for the purpose of article 51(J) (making clear that participation in those arrangements will not amount to attendance at the meeting to which the notice relates).

(B) At the same time that notice is given for any general meeting, an announcement of the date, time and place of that meeting will, if practicable, be published in a national newspaper in The Netherlands.

**51. Participation in General Meetings and use of Electronic Facilities and Satellite Meetings**

(A) Subject to the legislation and these articles, every shareholder can attend a general meeting in person or by proxy. Where the general meeting is to be held at more than one place, a shareholder or proxy prevented from attending at one place can attend and participate at another place.

(B) The board can make arrangements that it, in its discretion, thinks appropriate to:

- (i) regulate the number of persons attending at a place where a general meeting (or adjourned meeting) is to be held;
- (ii) ensure the safety of persons attending at that place; or
- (iii) enable attendance at that meeting (or adjourned meeting),

and can change those arrangements at any time. The arrangements can include (without limitation) the issue of tickets or the use of a random method of selection.

- (C) In the case of a general meeting to which the arrangements in paragraph (B) apply, the board can, when specifying the place of the meeting:
- (i) direct that the meeting will be held at a place identified in the notice which the chair of the meeting will attend; and
  - (ii) make arrangements for simultaneous attendance and participation at other places by shareholders and proxies entitled to attend the meeting but excluded from it under paragraph (B) or who want to attend at one of the other places, including, for the avoidance of doubt by means of an electronic facility.

The notice of meeting does not have to give details of any arrangements under this article.

- (D) The board (or the chair of the meeting in the case of an adjourned meeting) may resolve to enable persons entitled to attend and participate in a general meeting (or an adjourned general meeting) to do so by simultaneous attendance and participation by means of an electronic facility. The shareholders present in person or by proxy by means of such electronic facility will be counted in the quorum for, and entitled to vote at, the general meeting in question.
- (E) Where the shareholders can participate at a general meeting by means of an electronic facility, any document required to be on display or available for inspection will be made available for the required period in electronic form to those persons entitled to inspect it and this will satisfy any such requirement.
- (F) The board (or the chair of the meeting in the case of an adjourned meeting) may also resolve to enable persons entitled to attend and participate in a general meeting (or an adjourned general meeting) to do so by simultaneous attendance and participation at one or more satellite meeting places anywhere in the world. The shareholders present in person or by proxy at satellite meeting places shall be counted in the quorum for, and entitled to vote at, the general meeting in question. The satellite meeting will be treated as taking place where the chair of the meeting is at the time of the meeting and the powers of the chair will apply to the satellite meeting.
- (G) Any general meeting at which electronic facilities are available and any satellite meeting will be duly constituted and its proceedings valid if the chair of the meeting is satisfied that adequate facilities are available throughout the general meeting to ensure that shareholders attending the meeting by whatever means and at all the meeting places are able to:
- (i) participate in the business for which the meeting has been called;

- (ii) hear all the people who speak at the meeting and at any satellite meeting; and
  - (iii) be heard by all other people attending and participating in the meeting.
- (H) For the purposes of this article, the right of a shareholder to participate in the business of any general meeting shall include without limitation the right to speak, vote on a show of hands, vote on a poll, be represented by a proxy and have access to all documents which are required by the legislation or these articles to be made available at the meeting.
- (I) If it appears to the chair of the general meeting that the facilities at the principal meeting place or at a satellite meeting place or at any other meeting place, or if relevant any electronic facility for such general meeting, have become inadequate for the purposes referred to in paragraph (G), the chair of the general meeting may, without the consent of the meeting, interrupt or adjourn the general meeting, or change the electronic facility (or do all of these things). All business conducted at that general meeting up to the time of that adjournment shall be valid. The provisions of article 60 shall apply to that adjournment.
- (J) The board may make arrangements for persons not entitled to attend a general meeting or an adjourned general meeting to be able to view and hear the proceedings of the general meeting or adjourned general meeting by the use of loudspeakers, audio-visual communications equipment or other electronic communications by attending any venue anywhere in the world. Those attending at any such venue shall not be regarded as present at the general meeting or adjourned general meeting and shall not be entitled to vote at the meeting at or from that venue. The inability for any reason of any shareholder present in person or by persons at such venue to view or hear all or any of the proceedings of the meeting shall not in any way affect the validity of the proceedings of the meeting.
- (K) Subject to paragraph (A), arrangements for simultaneous attendance can include arrangements for regulating the number of persons attending at any other places.
- (L) The board's powers and discretions under this article are delegated to the chair of the relevant general meeting.

**52. Omission or Non-Receipt of Notice**

- (A) If any notice, document or other information relating to any meeting or other proceeding is accidentally not sent or supplied, or is not received (even if the company becomes aware of such failure to send or supply or non-receipt), the meeting or other proceeding will not be invalid as a result.
- (B) A shareholder present in person or by proxy at a shareholders' meeting is treated as having received proper notice of that meeting and, where necessary, of the purpose of that meeting.

**53. Postponement of General Meetings**

If the board considers that it is impracticable or undesirable to hold a general meeting on the date or at the time or place stated in the notice calling the meeting, they can move or postpone the meeting (or do both). If the board does this, an announcement of the date, time and place of the rearranged meeting will, if practicable, be published in at least two national newspapers in

the United Kingdom and in one national newspaper in The Netherlands. Notice of the business of the meeting does not need to be given again. The board must take reasonable steps to ensure that any shareholder trying to attend the meeting at the original time and place is informed of the new arrangements. If a meeting is rearranged in this way, proxy forms are valid if they are received as required by these articles not less than 48 hours before the time of the rearranged meeting. The board can also move or postpone the rearranged meeting (or do both) under this article.

**54. Quorum**

Before a general meeting starts to do business, there must be a quorum present. Unless these articles say otherwise, a quorum for all purposes is two people who are entitled to vote. They can be shareholders who are personally present or proxies for shareholders or a combination of both. If a quorum is not present, a chair of the meeting can still be chosen and this will not be treated as part of the business of the meeting.

**55. Procedure if Quorum Not Present**

- (A) This article applies if a quorum is not present within five minutes of the time fixed for a general meeting to start or within any longer period not exceeding one hour which the chair of the meeting can decide or if a quorum ceases to be present during a general meeting.
- (B) If the meeting was called by shareholders it will be cancelled. Any other meeting will be adjourned to a day (being not less than ten days later, excluding the day on which the meeting is adjourned and the day for which it is reconvened), time and place decided on by the chair of the meeting.
- (C) One shareholder present in person or by proxy and entitled to vote will constitute a quorum at any adjourned meeting and any notice of an adjourned meeting will say this.

**56. Security Arrangements**

- (A) The board can put in place arrangements, both before and during any general meeting, which it considers to be appropriate for the proper and orderly conduct of the general meeting and the safety of people attending it including, without limitation, searches and other similar security arrangements or restrictions. This authority includes power to refuse entry to, or remove from meetings, people who fail to comply with the arrangements including any person who fails to submit to a search or other similar security arrangement or restriction.
- (B) Where a general meeting is held partly by means of an electronic facility, the board may make any arrangement and impose any requirement or restriction that is necessary to ensure the identification of those taking part by this means and the security of the electronic facility.

**57. Chair of General Meeting**

- (A) The chair will be the chair of the meeting at every general meeting, if he is willing and able to take the chair.



- (B) If the company does not have a chair, or if he is not willing and able to take the chair, a deputy chair will chair the meeting if he is willing and able to take the chair. If more than one deputy chair is present they will agree between themselves who will take the chair and if they cannot agree, the deputy chair who has been a director longest will take the chair.
- (C) If the company does not have a chair or a deputy chair, or if neither the chair nor a deputy chair is willing and able to chair the meeting, after waiting five minutes from the time that a meeting is due to start, the directors who are present will choose one of themselves to act as chair of the meeting. If there is only one director present, he will be the chair of the meeting, if he agrees.
- (D) If there is no director willing and able to be the chair of the meeting, then the persons who are present at the meeting and entitled to vote will decide which one of them is to be the chair of the meeting.
- (E) Nothing in these articles is intended to restrict or exclude any of the powers or rights of a chair of a meeting which are given by law.

**58. Orderly Conduct**

The chair of a meeting can take any action he considers appropriate for proper and orderly conduct at a general meeting. The chair's decision on points of order, matters of procedure or on matters that arise incidentally from the business of a meeting is final, as is the chair's decision on whether a point or matter is of this nature.

**59. Entitlement to Attend and Speak**

- (A) Each director can attend and speak at any general meeting of the company. The chair of a meeting can also allow anyone to attend and speak where he considers that this will help the business of the meeting.
- (B) All persons seeking to attend and participate in a general meeting by way of an electronic facility are responsible for maintaining adequate facilities to enable them to do so. Subject to the right of the chair to adjourn a general meeting under these articles, any inability of a person to attend or participate in a general meeting by means of electronic facility shall not invalidate the proceedings of that meeting.
- (C) Nothing in these articles authorises or allows a general meeting to be held exclusively on an electronic basis.

**60. Adjournments**

- (A) The chair of a meeting can adjourn the meeting before or after it has started, and whether or not a quorum is present, if he considers that
  - (i) there is not enough room for the number of shareholders and proxies who can and wish to attend the meeting; or
  - (ii) the behaviour of anyone present prevents, or is likely to prevent, the business of the meeting being carried out in an orderly way; or

- (iii) an adjournment is necessary for any other reason so that the business of the meeting can be properly carried out; or
- (iv) the facilities or security at the place of the meeting (or places in the case of a satellite meeting) or electronic facility provided for the general meeting have become inadequate or are otherwise not sufficient to allow the meeting to be conducted as intended.

The chair of the meeting does not need the consent of the meeting to adjourn it for any of these reasons to a time, date and place which he decides. He can also adjourn the meeting to a later time on the same day or indefinitely. If a meeting is adjourned indefinitely, the board will fix the time, date and place of the adjourned meeting.

- (B) The chair of a meeting can also adjourn a meeting which has a quorum present if this is agreed by the meeting. This can be to a time, date and place proposed by the chair of the meeting or the adjournment can be indefinite. The chair of the meeting must adjourn the meeting if the meeting directs him to. In these circumstances the meeting will decide how long the adjournment will be and where it will adjourn to. If a meeting is adjourned indefinitely, the board will fix the time, date and place of the adjourned meeting.
- (C) A reconvened meeting can only deal with business that could have been dealt with at the meeting which was adjourned.
- (D) Meetings can be adjourned more than once.

#### **61. Notice of Adjournment**

If the continuation of an adjourned meeting is to take place sixty days or more after it was adjourned or if business is to be considered at an adjourned meeting the general nature of which was not stated in the notice of the original meeting, notice of the adjourned meeting must be given in the same way as was required for the original meeting. Except as provided in this article, there is no need to give such notice of the adjourned meeting or of the business to be considered there.

#### **62. Amendments to Resolutions**

- (A) Amendments can be proposed to any resolution if they are clerical amendments or amendments to correct some other obvious error in the resolution. No other amendments can be proposed to any special resolution.
- (B) Amendments to an ordinary resolution which are within the scope of the resolution can be proposed if:
  - (i) notice of the proposed amendment has been received by the company at the office at least two working days before the date of the meeting, or adjourned meeting; or
  - (ii) the chair of the meeting decides that the amendment is appropriate for consideration by the meeting.

No other amendment can be proposed to an ordinary resolution. The chair of the meeting can agree to the withdrawal of any proposed amendment before it is put to the vote.

**63. Amendments Ruled Out of Order**

If the chair of a meeting rules that a proposed amendment to any resolution under consideration is out of order, any error in that ruling will not affect the validity of a vote on the original resolution.

**64. Votes of Shareholders**

Shareholders will be entitled to vote at a general meeting, whether on a show of hands or a poll, as provided in the legislation. Where a proxy is given discretion as to how to vote on a show of hands this will be treated as an instruction by the relevant shareholder to vote in the way which the proxy decides to exercise that discretion. This is subject to any special rights or restrictions as to voting which are given to any shares or upon which any shares may be held at the relevant time and to these articles.

**65. Method of Voting**

- (A) The board can decide in advance of any general meeting that some or all of the resolutions to be put to the vote at a general meeting will be decided on a poll.
- (B) A resolution put to the vote at a general meeting held partly by means of an electronic facility will be decided on a poll. The poll votes may be cast by such electronic means as the board may decide are appropriate. Any such poll will be treated as having been validly demanded at the time fixed for the holding of the meeting. Subject to this, a resolution put to the vote at any general meeting will be decided on a show of hands unless the board has decided otherwise pursuant to paragraph (A) or unless a poll is demanded when, or before, the chair of the meeting declares the result of the show of hands. Subject to the legislation, a poll can be demanded by:
- (i) the chair of the meeting;
  - (ii) at least five persons at the meeting who are entitled to vote;
  - (iii) one or more shareholders at the meeting who are entitled to vote (or their proxies) and who have between them at least ten per cent. of the total votes of all shareholders who have the right to vote at the meeting; or
  - (iv) one or more shareholders at the meeting who have shares which allow them to vote at the meeting (or their proxies) and on which the total amount which has been paid up is at least ten per cent. of the total sum paid up on all shares which give the right to vote at the meeting.
- (C) The chair of the meeting can also demand a poll before a resolution is put to the vote on a show of hands.
- (D) A demand for a poll can be withdrawn if the chair of the meeting agrees to this.

- (E) If no poll is demanded or a demand for a poll is withdrawn, any declaration by the chair of the meeting of the result of a vote on that resolution by a show of hands will stand as conclusive evidence of the result without proof of the number or proportion of the votes recorded for or against the resolution.
- (F) The chair of the meeting can decide the manner in which any poll or vote on a show of hands is conducted.

**66. Procedure if Poll Demanded**

If a poll is demanded in the way allowed by these articles, the chair of the meeting can decide when, where and how it will be taken. The result will be treated as the decision of the meeting at which the poll was demanded, even if the poll is taken after the meeting.

**67. When Poll to be Taken**

If a poll is demanded on a vote to elect the chair of the meeting, or to adjourn a meeting, it must be taken immediately at the meeting. Any other poll demanded can either be taken immediately or within 30 days from the date it was demanded and at a time and place decided on by the chair of the meeting. It is not necessary to give notice for a poll which is not taken immediately.

**68. Continuance of Other Business after Poll Demand**

A demand for a poll on a particular matter (other than on the election of the chair of the meeting or on the adjournment of the meeting) will not stop a meeting from continuing to deal with other matters.

**69. Votes of Joint Holders**

If more than one joint shareholder votes (including voting by proxy), the only vote which will count is the vote of the person whose name is listed before the other voters on the register for the share.

**70. Voting on behalf of Incapable Member**

This article applies where a court or official claiming jurisdiction to protect people who are unable to manage their own affairs has made an order about the shareholder. The person appointed to act for that shareholder can vote for him. He can also exercise any other rights of the shareholder relating to meetings. This includes appointing a proxy, voting on a show of hands and voting on a poll. Before the representative does so however, such evidence of his authority as the board requires must be received by the company not later than the latest time at which proxy forms must be received to be valid for use at the relevant meeting or on the holding of the relevant poll.

**71. No Right to Vote where Sums Overdue on Shares**

Unless the board decides otherwise, a shareholder cannot attend or vote shares at any general meeting of the company or upon a poll or exercise any other right conferred by membership in relation to general meetings or polls if he has not paid all amounts relating to those shares which are due at the time of the meeting.

**72. Objections or Errors in Voting**

(A) If:

- (i) any objection to the right of any person to vote is made;
- (ii) any votes have been counted which ought not to have been counted or which might have been rejected; or
- (iii) any votes are not counted which ought to have been counted,

the objection or error must be raised or pointed out at the meeting (or the adjourned meeting) or poll at which the vote objected to is cast or at which the error occurs. Any objection or error must be raised with or pointed out to the chair of the meeting. His decision is final. If a vote is allowed at a meeting or poll, it is valid for all purposes and if a vote is not counted at a meeting or poll, this will not affect the decision of the meeting or poll.

(B) The company will not be obliged to check whether a proxy or representative of a corporation has voted in accordance with a shareholder's instructions and if a proxy or representative fails to do so, this will not affect the decision of the meeting (or adjourned meeting) or poll.

**73. Appointment of Proxies**

(A) A proxy form must be in writing, signed by the shareholder appointing the proxy, or by his attorney. Where the proxy is appointed by a company, the proxy form should either be sealed by that company or signed by someone authorised to sign it.

(B) If a member appoints more than one proxy and the proxy forms appointing those proxies would give those proxies the apparent right to exercise votes on behalf of the member in a general meeting over more shares than are held by the member, then each of those proxy forms will be invalid and none of the proxies so appointed will be entitled to attend, speak or vote at the relevant meeting. However, if this article 73(B) applies and the company secretary is satisfied (at his sole discretion) that the member has made a genuine error in completing the proxy forms, such steps can be taken as are necessary to correct the error in accordance with the instructions of the shareholder, provided that the company secretary is satisfied (at his sole discretion) that any such steps are practicable and will not lead to disproportionate disruption to the general meeting or expense.

**74. Receipt of Proxies**

(A) Proxy forms which are in hard copy form must be received at the office, or at any other place specified by the company for the receipt of appointments of proxy in hard copy form:

- (i) 48 hours (or such shorter time as the board decides) before a meeting or an adjourned meeting;
- (ii) 24 hours (or such shorter time as the board decides) before a poll is taken, if the poll is taken more than 48 hours after it was demanded; or

- (iii) before the end of the meeting at which the poll was demanded (or at such later time as the board decides), if the poll is taken after the end of the meeting or adjourned meeting but not more than 48 hours after it was demanded.

If such a proxy form is signed by an attorney and the directors require this, the power of attorney or other authority relied on to sign it (or a copy which has been certified by a notary or in some other way approved by the board, or an office copy) must be received with the proxy form.

- (B) Proxy forms which are in electronic form must be received at the address specified by the company for the receipt of appointments of proxy by electronic means at least:
  - (i) 48 hours (or such shorter time as the board decides) before a meeting or an adjourned meeting;
  - (ii) 24 hours (or such shorter time as the board decides) before a poll is taken, if the poll is taken more than 48 hours after it was demanded; or
  - (iii) before the end of the meeting at which the poll was demanded (or at such later time as the board decides), if the poll is taken after the end of the meeting or adjourned meeting but not more than 48 hours after it was demanded.

If such a proxy form is signed by an attorney and the board requires this, the power of attorney or other authority relied on to sign it (or a copy which has been certified by a notary or in some other way approved by the board, or an office copy) must be received at such address, at the office or at any other place specified by the company for the receipt of such documents by the time set out in paragraph (i) or (ii) or (iii) above, as applicable.

- (C) Providing the form appointing a proxy is received by the time specified in paragraph (A) or paragraph (B) (as appropriate), the instructions in terms of how the proxy is to vote, and in terms of the number of shares in respect of which the proxy is entitled to vote, can be amended at any time provided that the amended instructions are received at the address specified pursuant to paragraph (A) or paragraph (B) (as appropriate) at least 24 hours before the meeting or the adjourned meeting. The amended instruction must be submitted by way of a further proxy form and the provisions of article 73, relating to signature, apply equally to this further proxy form.
- (D) If the above requirements are not complied with, the proxy will not be able to act for the person who appointed him.
- (E) If more than one valid proxy form is received in respect of the same share for use at the same meeting or poll, the one which is received last (regardless of its date or the date on which it is signed) will be treated as the valid form. If it is not possible to determine the order of receipt, none of the forms will be treated as valid.
- (F) A shareholder can attend and vote at a general meeting or on a poll even if he has appointed a proxy to attend and, on a poll, vote on his behalf at that meeting or on that poll.
- (G) The proceedings at a general meeting will not be invalidated where an appointment of a proxy in respect of that meeting is sent in electronic form as provided in these articles, but because of a technical problem it cannot be read by the recipient.

- (H) When calculating the periods mentioned in this article, the board can decide not to take account of any part of a day that is not a working day.

**75. Maximum Validity of Proxy**

A proxy form will cease to be valid 12 months from the date of its receipt. But it will be valid, unless the proxy form itself states otherwise, if it is used at an adjourned meeting or on a poll after a meeting or an adjourned meeting even after 12 months, if it was valid for the original meeting.

**76. Form of Proxy**

A proxy form can be in any form which the board approves. A proxy form gives the proxy the authority to demand a poll or to join others in demanding a poll and to vote on any amendment to a resolution put to, or any other business which may properly come before, the meeting. Unless it says otherwise, a proxy form is valid for the meeting to which it relates and also for any adjournment of that meeting.

**77. Cancellation of Proxy's Authority**

Any vote cast in the way a proxy form authorises or any demand for a poll made by a proxy will be valid even though:

- (i) the person who appointed the proxy has died or is of unsound mind;
- (ii) the proxy form has been revoked; or
- (iii) the authority of the person who signed the proxy form for the shareholder has been revoked.

Any vote cast or poll demanded by a company representative will also be valid even though his authority has been revoked.

However, this does not apply if written notice of the relevant fact has been received at the office (or at any other place specified by the company for the receipt of proxy forms) not later than the last time at which a proxy form should have been received to be valid for use at the meeting or on the holding of the poll at which the vote was given or the poll taken.

**78. Separate General Meetings**

If a separate general meeting of holders of shares of a class is called otherwise than for changing or abrogating the rights of the shares of that class, the provisions of these articles relating to general meetings will apply to such a meeting with any necessary changes. A general meeting where ordinary shareholders are the only shareholders who can attend and vote in their capacity as shareholders will also constitute a separate general meeting of the holders of the ordinary shares.

## ~~79. Headquarters of the Company~~

~~The headquarters of the company shall be in The Netherlands. The meaning of "headquarters" for the purposes of this article shall be established by the board and can only be amended by resolution of the board in respect of which two-thirds of the directors present and voting vote in favour.~~

## 79. [Not used]

### 80. Number of Directors

The company must have a minimum of three directors and can have a maximum of 20 directors (disregarding alternate directors), but these restrictions can be changed by the board.

### 81. Directors' Shareholding Qualification

The directors are not required to hold any shares in the company.

### 82. Power of Company to Appoint Directors

Subject to these articles, the company can, by passing an ordinary resolution, appoint any willing person to be a director, either as an extra director or to fill a vacancy where a director has stopped being a director for some reason.

### 83. Power of the Board to Appoint Directors

Subject to these articles, the board can appoint any willing person to be a director, either as an extra director or as a replacement for another director. Any director appointed in this way must retire from office at the first annual general meeting after his appointment. A director who retires in this way is then eligible for re-appointment.

### 84. Retirement of Directors by Rotation

(A) At every annual general meeting the following directors shall retire from office:

- (i) any director who has been appointed by the board since the last annual general meeting, and
- (ii) any director who held office at the time of the two preceding annual general meetings and who did not retire at either of them, and
- (iii) any director who has been in office, other than as a director holding an executive position, for a continuous period of nine years or more at the date of the meeting.

(B) Any director who retires at an annual general meeting may offer himself for re- appointment by the shareholders.



**85. Filling Vacancies**

Subject to these articles, at the general meeting at which a director retires, shareholders can pass an ordinary resolution to re-appoint the director or to appoint some other eligible person in his place.

**86. Power of Removal by Special Resolution**

In addition to any power to remove directors conferred by the legislation, the company can pass a special resolution to remove a director from office even though his time in office has not ended and can (subject to these articles) appoint a person to replace a director who has been removed in this way by passing an ordinary resolution.

**87. Persons Eligible as Directors**

The only people who can be appointed as directors at a general meeting are the following:

- (i) directors retiring at the meeting;
- (ii) anyone recommended by a resolution of the board; and
- (iii) anyone nominated by a shareholder (not being the person to be nominated) in the following way. The shareholder must be entitled to vote at the meeting. He must deliver to the office not less than six nor more than 21 days before the day of the meeting:
  - (a) a letter stating that he intends to nominate another person for appointment as a director; and
  - (b) written confirmation from that person that he is willing to be appointed.

**88. Position of Retiring Directors**

A director retiring at a general meeting retires at the end of that meeting or (if earlier) when a resolution is passed to appoint another person in the director's place or when a resolution to re-appoint the director is put to the meeting and lost. Where a retiring director is re-appointed, he continues as a director without a break.

**89. Vacation of Office by Directors**

- (A) Any director automatically stops being a director if:
- (i) he gives the company a written notice of resignation;
  - (ii) he gives the company a written notice in which he offers to resign and the board decides to accept this offer;
  - (iii) all of the other directors (who must comprise at least three people) pass a resolution or sign a written notice requiring the director to resign;

- (iv) he is or has been suffering from mental or physical ill-health and the board passes a resolution removing the director from office;
  - (v) he has missed directors' meetings (whether or not an alternate director appointed by him attends those meetings) for a continuous period of six months without permission from the board and the board passes a resolution removing the director from office;
  - (vi) a bankruptcy order is made against him or he makes any arrangement or composition with his creditors generally;
  - (vii) he is prohibited from being a director under the legislation; or
  - (viii) he ceases to be a director under the legislation or he is removed from office under these articles.
- (B) If a director stops being a director for any reason, he will also automatically cease to be a member of any committee or sub-committee of the board.

**90. Alternate Directors**

- (A) Any director can appoint any person (including another director) to act in his place (called an "alternate director"). That appointment requires the approval of the board, unless previously approved by the board or unless the appointee is another director. A director appoints an alternate director by sending a signed written notice of appointment to the office or to an address specified by the company or by tabling it at a meeting of the board, or in such other way as the board approves.
- (B) The appointment of an alternate director ends on the happening of any event which, if he were a director, would cause him to vacate that office. It also ends if the alternate director resigns his office by written notice to the company or if his appointor stops being a director, unless that director retires at a general meeting at which he is re-appointed. A director can also remove his alternate director by a written notice sent to the office or to an address specified by the company or tabled at a meeting of the board.
- (C) An alternate director is entitled to receive notices of meetings of the board. He is entitled to attend and vote as a director at any meeting at which the director appointing him is not personally present and generally at that meeting is entitled to perform all of the functions of his appointor as a director. The provisions of these articles regulating the meeting apply as if he (instead of his appointor) were a director. If he is himself a director, or he attends any meeting as an alternate director for more than one director, he can vote cumulatively for himself and for each other director he represents but he cannot be counted more than once for the purposes of the quorum. An alternate director's signature to any resolution in writing of the board is as effective as the signature of his appointor, unless the notice of his appointment provides to the contrary. This article also applies in a similar fashion to any meeting of a committee of which his appointor is a member. Except as set out in this article, an alternate director:
- (i) does not have power to act as a director;
  - (ii) is not deemed to be a director for the purposes of these articles; and

(iii) is not deemed to be the agent of his appointor.

- (D) An alternate director is entitled to contract and be interested in and benefit from contracts, transactions or arrangements and to be repaid expenses and to be indemnified by the company to the same extent as if he were a director. However, he is not entitled to receive from the company as an alternate director any pay, except for that part (if any) of the pay otherwise payable to his appointor as his appointor may tell the company in writing to pay to his alternate director.

#### **91. Executive Directors**

- (A) The board or any committee authorised by the board can appoint one or more directors to any executive position, on such terms and for such period as they think fit. They can also terminate or vary an appointment at any time. The board or any committee authorised by the board will decide how much remuneration a director appointed to an executive office will receive (whether as salary, commission, profit share or any other form of remuneration) and whether this is in addition to or in place of his fees as a director.
- (B) If the board terminates the appointment, the termination will not affect any right of the company or the director in relation to any breach of any employment contract which may be involved in the termination.

#### **92. Directors' Fees**

The total fees paid to all of the directors (excluding any payments made under any other provision of these articles) must not exceed:

- (i) €4,000,000 a year; or
- (ii) any higher sum decided on by an ordinary resolution at a general meeting.

It is for the board to decide how much to pay each director by way of fees under this article.

#### **93. Additional Remuneration**

The board or any committee authorised by the board can award extra fees to any director who, in its view, performs any special or extra services for the company. Extra fees can take the form of salary, commission, profit-sharing or other benefits (and can be paid partly in one way and partly in another). This is all decided by the board or any committee authorised by the board.

#### **94. Expenses**

The company can pay the reasonable travel, hotel and incidental expenses of each director incurred in attending and returning from general meetings, meetings of the board or committees of the board or any other meetings which as a director he is entitled to attend. The company will pay all other expenses properly and reasonably incurred by each director in connection with the company's business or in the performance of his duties as a director. The company can also fund a director's or former director's expenditure and that of a director or former director of any holding company of the company for the purposes permitted by the legislation and can do

anything to enable a director or former director or a director or former director of any holding company of the company to avoid incurring such expenditure all as provided in the legislation.

**95. Pensions and Gratuities for Directors**

- (A) The board or any committee authorised by the board can decide whether to provide pensions, annual payments or other benefits to any director or former director of the company, or any relation or dependant of, or person connected to, such a person. The board can also decide to contribute to a scheme or fund or to pay premiums to a third party for these purposes. The company can only provide pensions and other benefits to people who are or were directors but who have not been employed by, or held an office or executive position in, the company or any of its subsidiary undertakings or former subsidiary undertakings or any predecessor in business of the company or any such other company or to relations or dependants of, or persons connected to, these directors or former directors if the shareholders approve this by passing an ordinary resolution.
- (B) A director or former director will not be accountable to the company or the shareholders for any benefit provided pursuant to this article. Anyone receiving such a benefit will not be disqualified from being or becoming a director of the company.

**96. Directors' Interests**

Conflicts of interest requiring authorisation by directors

- (A) The board may, subject to the quorum and voting requirements set out in this article, authorise any matter which would otherwise involve a director breaching his duty under the legislation to avoid conflicts of interest ("Conflict").
- (B) A director seeking authorisation in respect of a Conflict must tell the board of the nature and extent of his interest in a Conflict as soon as possible. The director must give the board sufficient details of the relevant matter to enable it to decide how to address the Conflict together with any additional information which it may request.
- (C) Any director (including the relevant director) may propose that the relevant director be authorised in relation to any matter the subject of a Conflict. Such proposal and any authority given by the board shall be effected in the same way that any other matter may be proposed to and resolved upon by the board under the provisions of these articles except that:
- (i) the relevant director and any other director with a similar interest will not count in the quorum and will not vote on a resolution giving such authority; and
  - (ii) the relevant director and any other director with a similar interest may, if the other members of the board so decide, be excluded from any meeting of the board while the Conflict is under consideration.
- (D) Where the board gives authority in relation to a Conflict or where any of the situations described in paragraph (F) applies in relation to a director ("Relevant Situations"):

- (i) the board may (whether at the relevant time or subsequently) (a) require that the relevant director is excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at directors' meetings or otherwise) related to the Conflict or Relevant Situation; and (b) impose upon the relevant director such other terms for the purpose of dealing with the Conflict or Relevant Situation as they think fit;
- (ii) the relevant director will be obliged to conduct himself in accordance with any terms imposed by the board in relation to the Conflict or Relevant Situation;
- (iii) the board may also provide that where the relevant director obtains (otherwise than through his position as a director of the company) information that is confidential to a third party, the director will not be obliged to disclose that information to the company, or to use or apply the information in relation to the company's affairs, where to do so would amount to a breach of that confidence;
- (iv) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and
- (v) the board may revoke or vary such authority at any time but this will not affect anything done by the relevant director prior to such revocation in accordance with the terms of such authority.

*Other conflicts of interest*

- (E) If a director knows that he is in any way directly or indirectly interested in a proposed contract with the company or a contract that has been entered into by the company, he must tell the other directors of the nature and extent of that interest in accordance with the legislation.
- (F) If he has disclosed the nature and extent of his interest in accordance with paragraph (E), a director can do any one or more of the following:
  - (i) have any kind of interest in a contract with or involving the company or another company in which the company has an interest;
  - (ii) hold any other office or place of profit with the company (except that of auditor) in conjunction with his office of director for such period and upon such terms, including as to remuneration, as the board may decide;
  - (iii) alone, or through a firm with which he is associated do paid professional work for the company or another company in which the company has an interest (other than as auditor);
  - (iv) be or become a director or other officer of, or employed by or a party to a transaction or arrangement with, or otherwise be interested in any holding company or subsidiary company of the company or any other company in which the company has an interest; and

- (v) be or become a director of any other company in which the company does not have an interest and which cannot reasonably be regarded as giving rise to a conflict of interest at the time of his appointment as a director of that other company.

#### *Benefits*

- (G) A director does not have to hand over to the company or the shareholders any benefit he receives or profit he makes as a result of anything authorised under paragraph (A) or allowed under paragraph (F) nor is any type of contract authorised under paragraph (A) or allowed under paragraph (F) liable to be avoided.

#### *Quorum and voting requirements*

- (H) A director cannot vote or be counted in the quorum on a resolution of the board relating to appointing that director to a position with the company or a company in which the company has an interest or the terms or the termination of the appointment.
- (I) This paragraph applies if the board is considering proposals about appointing two or more directors to positions with the company or any company in which the company has an interest. It also applies if the board is considering setting or changing the terms of their appointment. These proposals can be split up to deal with each director separately. If this is done, each director can vote and be included in the quorum for each resolution, except any resolution concerning him or concerning the appointment of another director to a position with a company in which the company is interested where the director has a Relevant Interest in it.
- (J) A director cannot vote or be counted in the quorum on a resolution of the board about a contract in which he has an interest and, if he does vote, his vote will not be counted, but this prohibition will not apply to any resolution where that interest cannot reasonably be regarded as likely to give rise to a conflict of interest or where that interest is included in the following list:-
  - (i) a resolution about giving him any guarantee, indemnity or security for money which he or any other person has lent or obligations he or any other person has undertaken at the request of or for the benefit of the company or any of its subsidiary undertakings;
  - (ii) a resolution about giving any guarantee, indemnity or security to another person for a debt or obligation which is owed by the company or any of its subsidiary undertakings to that other person if the director has taken responsibility for some or all of that debt or obligation. The director can take this responsibility by giving a guarantee, indemnity or security;
  - (iii) a resolution about giving him any other indemnity where all other directors are also being offered indemnities on substantially the same terms;
  - (iv) a resolution about the company funding his expenditure on defending proceedings or the company doing something to enable him to avoid incurring such expenditure where all other directors are being offered substantially the same arrangements;
  - (v) a resolution relating to an offer by the company or any of its subsidiary undertakings of any shares or debentures or other securities for subscription or purchase if the director

takes part because he is a holder of shares, debentures or other securities or if he takes part in the underwriting or sub- underwriting of the offer;

- (vi) a resolution about a contract in which he has an interest because of his interest in shares or debentures or other securities of the company or because of any other interest in or through the company;
  - (vii) a resolution about a contract involving any other company if the director has an interest of any kind in that company (including an interest by holding any position in that company or by being a shareholder in that company). This does not apply if he knows that he has a Relevant Interest in that company;
  - (viii) a resolution about a contract relating to a pension fund, superannuation or similar scheme or retirement, death or disability benefits scheme or employees' share scheme which gives the director benefits which are also generally given to the employees to whom the fund or scheme relates;
  - (ix) a resolution about a contract relating to an arrangement for the benefit of employees of the company or of any of its subsidiary undertakings which only gives him benefits which are also generally given to the employees to whom the arrangement relates; and
  - (x) a resolution about a contract relating to any insurance which the company can buy or renew for the benefit of directors or of a group of people which includes directors.
- (K) A director will be treated as having a Relevant Interest in a company if he holds an interest in shares representing one per cent. or more of a class of equity share capital (calculated exclusive of any shares of that class in that company held as treasury shares) or of the voting rights of that company. In relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise. Interests which are unknown to the director and which it is unreasonable to expect him to know about are ignored.
- (L) Where a company in which a director has a Relevant Interest is interested in a contract, the director will also be treated as being interested in that contract.
- (M) Subject to these articles, the board can exercise or arrange for the exercise of the voting rights attached to any shares in another company held by the company and the voting rights which the directors have as directors of that other company in any way that it decides. This includes voting in favour of a resolution appointing any of the directors as directors or officers of that company and deciding their remuneration. Subject to these articles, any director can also vote and be counted in the quorum as a director of the company in connection with any of these things.
- (N) If a question comes up at a meeting of the board about whether a director (other than the chair of the meeting) has an interest in a contract and whether it is likely to give rise to a conflict of interest or whether he can vote or be counted in the quorum and the director does not agree to abstain from voting on the issue or not to be counted in the quorum, the question must be referred to the chair of the meeting. The chair of the meeting's ruling about any other director is final and conclusive unless the nature or extent of the director's interest (so far as it is known to him) has not been fairly disclosed to the board. If the question comes up about the chair of the

meeting, the question shall be decided by a resolution of the board. The chair of the meeting cannot vote on the question but can be counted in the quorum. The board's resolution about the chair of the meeting is conclusive, unless the nature or extent of the chair's interest (so far as it is known to him) has not been fairly disclosed to the board.

*General*

- (O) References in this article to
- (i) a contract include references to an existing or proposed contract and to an existing or proposed transaction or arrangement whether or not it is a contract; and
  - (ii) a conflict of interest include a conflict of interest and duty and a conflict of duties.
- (P) The company can by ordinary resolution suspend or relax the provisions of this article to any extent or ratify any contract which has not been properly authorised in accordance with this article.

**97. General Powers of Company Vested in Board**

- (A) The board will manage the company's business. It can use all the company's powers except where these articles or the legislation say that powers can only be used by the shareholders voting to do so at a general meeting. The general management powers under this article are not limited in any way by specific powers given to the board by other articles.
- (B) The board is, however, subject to:
- (i) the provisions of the legislation;
  - (ii) the requirements of these articles; and
  - (iii) any regulations laid down by the shareholders by passing a special resolution at a general meeting. If a change is made to these articles or if the shareholders lay down any regulation relating to something which the board has already done which was within its powers, that change or regulation cannot invalidate the board's previous action.

**98. Borrowing Powers**

- (A) The board can exercise all the company's powers:
- (i) to borrow money;
  - (ii) to guarantee;
  - (iii) to indemnify;
  - (iv) to mortgage or charge all or any of the company's undertaking, property and assets (present and future) and uncalled capital;



- (v) to issue debentures and other securities; and
- (vi) to give security, either outright or as collateral security, for any debt, liability or obligation of the company or of any third party.

(B)

- (i) The board must limit the borrowings of the company and exercise all voting and other rights or powers of control exercisable by the company in relation to its subsidiary undertakings so as to ensure that no money is borrowed if the total amount of the group's borrowings then exceeds, or would as a result of such borrowing exceed, two times the company's adjusted capital and reserves. This affects subsidiary undertakings only to the extent that the board can do this by exercising these rights or powers of control.
- (ii) This limit can be exceeded if the consent of the shareholders has been given in advance by passing an ordinary resolution.
- (iii) This limit does not include any borrowings owing by one member of the group to another member of the group.

(C) *Adjusted capital and reserves*

The company's adjusted capital and reserves will be established by the following calculations:

Add:

- (i) the amount paid up or credited or deemed to be paid up on the company's issued share capital (including any shares held as treasury shares); and
- (ii) the amount standing to the credit of the reserves of the company (which include any share premium account, capital redemption reserve or merger reserve and retained earnings),

using the figures shown on the then latest audited balance sheet.

Then:

- (iii) deduct any debit balance on retained earnings at the date of the audited balance sheet (if such a deduction has not already been made); and
- (iv) make any adjustments needed to reflect any changes since the date of the audited balance sheet to the amount of paid up share capital or reserves.

(D) *Borrowings*

When calculating the group's borrowings, the board will include not only borrowings but also the following (unless these have already been included in borrowings):

- (i) the amount of any issued and paid up share capital (other than equity share capital) of any subsidiary undertaking beneficially owned otherwise than by a member of the group;
- (ii) the amount of any other issued and paid up share capital and the principal amount of any debentures or borrowed moneys not beneficially owned by a member of the group where a member of the group has given a guarantee or indemnity for its redemption or repayment or where a member of the group may have to buy such share capital, debenture or borrowed money;
- (iii) the amount outstanding under any acceptance credits opened for or in favour of any member of the group;
- (iv) the principal amount of any debenture (whether secured or unsecured) issued by any member of the group which is not beneficially owned by any other member of the group;
- (v) any fixed or minimum premium payable on the final repayment of any borrowing or deemed borrowing; and
- (vi) the minority proportion of moneys borrowed by a member of the group and owing to a partly-owned subsidiary undertaking.

However, the board will not include the following items in the borrowings:

- (vii) amounts borrowed by any member of the group to repay some or all of any other borrowings of any member of the group (but this exclusion will only apply if the original debt is discharged within six months from the new borrowing);
  - (viii) amounts borrowed by any member of the group to finance any contract where part of the price receivable by any member of the group is guaranteed or insured by the Export Credits Guarantee Department or any other similar government department or agency (but this exclusion will only apply up to an amount equal to the amount guaranteed or insured);
  - (ix) amounts borrowed by, or amounts secured on assets of, an undertaking which became a subsidiary undertaking of the company after the date of the last audited balance sheet (but this exclusion will only apply up to an amount equal to the amount of borrowing, or amounts secured on assets, of the undertaking at the time immediately after it became a subsidiary undertaking); or
  - (xi) the minority proportion of moneys borrowed by a partly-owned subsidiary undertaking which is not owing to another member of the group.
- (E) Any amounts in a currency other than US dollars will be translated into US dollars when calculating total borrowings. The exchange rate applied will be the exchange rate on:
- (i) the last business day before the date of the calculation; or

- (ii) the last business day six months before the date of the calculation, whichever exchange rate produces the lower figure.

The exchange rate will be taken as the spot rate in London which is recommended by a London clearing bank (chosen by the board for this purpose) as the most appropriate rate for buying the relevant currency for US dollars on the relevant day.

- (F) If the amount of adjusted capital and reserves is being calculated in connection with a transaction involving a company becoming or ceasing to be a member of the group, the amount is to be calculated as if the transaction had already occurred.
- (G) The audited balance sheet of the company will be taken as the audited balance sheet of the company prepared for the purposes of the legislation. However, if an audited consolidated balance sheet relating to the company and its subsidiary undertakings has been prepared for the same financial year, the audited consolidated balance sheet will be used instead. In that case, all references to reserves will be taken to be references to consolidated reserves.
- (H) The company can from time to time change the accounting convention applied in the preparation of the audited balance sheet, but any new convention applied must comply with the requirements of the legislation. If the company prepares a supplementary audited balance sheet applying a different convention from the main audited balance sheet, the main audited balance sheet will be taken as the audited balance sheet for the purposes of the calculations under these articles.
- (I) The group will be taken as the company and its subsidiary undertakings (if any).
- (J) For the purposes of this article the minority proportion means a proportion equal to the proportion of the issued share capital of a partly-owned subsidiary undertaking which does not belong to a member of the group.
- (K) A certificate or report by the company's auditors:
  - (i) as to the amount of the adjusted capital and reserves;
  - (ii) as to the amount of any borrowings; or
  - (iii) to the effect that the limit imposed by this article has not been or will not be exceeded at any particular time,

will be conclusive evidence of that amount or that fact.

## **99. Agents**

- (A) The board can appoint anyone as the company's attorney by granting a power of attorney or by authorising them in some other way. Attorneys can either be appointed directly by the board or the board can give someone else the power to select attorneys. The board or the persons who are authorised by it to select attorneys can decide on the purposes, powers, authorities and discretions of attorneys. But they cannot give an attorney any power, authority or discretion which the board does not have under these articles.

(B) The board can decide how long a power of attorney will last for and attach any conditions to it. The power of attorney can include any provisions which the board decides on for the protection and convenience of anybody dealing with the attorney. The power of attorney can allow the attorney to grant any or all of his power, authority or discretion to any other person.

(C) The board can:

- (i) delegate any of its authority, powers or discretions to any manager or agent of the company;
- (ii) allow managers or agents to delegate to another person;
- (iii) remove any people appointed in any of these ways; and
- (iv) cancel or change anything that it has delegated, although this will not affect anybody who acts in good faith who has not had any notice of any cancellation or change.

Any appointment or delegation by the board which is referred to in this article can be on any conditions decided on by the board.

(D) The ability of the board to delegate under this article applies to all its powers and is not limited because certain articles refer to powers being exercised by the board or by a committee authorised by the board while other articles do not.

#### **100. Delegation to Individual Directors**

(A) The board can delegate to a director any of its powers (with power to sub-delegate). These powers can be given on terms and conditions decided on by the board either in parallel with, or in place of, the powers of the board.

(B) The board can change the basis on which such powers are given or withdraw such powers. But if a person deals with an individual director in good faith without knowledge of the change or withdrawal, he will not be affected by it.

(C) The ability of the board to delegate under this article applies to all of its powers and is not limited because certain articles refer to powers being exercised by the board or by a committee authorised by the board while other articles do not.

#### **101. Registers**

The company can keep an overseas, local or other register. The board can make and/or change any regulations previously made by them relating to any of such registers.

#### **102. Provision for Employees**

The board can exercise the powers under the legislation to make provision for the benefit of employees or former employees of the company or any of its subsidiaries in connection with the cessation or transfer of the whole or part of the business of the company or that subsidiary.

**103. Directors' Meetings**

~~All meetings of the board will usually be held in The Netherlands but the~~ The board will decide in each case when and where to have meetings and how they will be conducted. The board can also adjourn its meetings. A board meeting can be called by any director. The secretary must call a directors' meeting if asked to by a director.

**104. Notice of Directors' Meetings**

Directors' meetings are called by giving notice to all the directors. Notice is treated as properly given if it is given personally, by word of mouth or in writing to the director's last known address or any other address given by him to the company for this purpose. Any director can waive his entitlement to notice of any directors' meeting, including one which has already taken place and any waiver after the meeting has taken place will not affect the validity of the meeting or any business conducted at the meeting.

**105. Quorum**

If no other quorum is fixed by the board, two directors are a quorum. Subject to these articles, if a director ceases to be a director at a directors' meeting, he can continue to be present and to act as a director and be counted in the quorum until the end of the meeting if no other director objects and if otherwise a quorum of directors would not be present.

**106. Directors below Minimum through Vacancies**

The board can continue to act even if one or more of the directors stops being a director. But if the number of directors falls below the minimum which applies under these articles, or the number fixed as the quorum for directors' meetings, the remaining director(s) may only act to:

- (i) appoint further director(s) to make up the shortfall; or
- (ii) convene general meetings.

If no director or directors are willing or able to act under this article, any two shareholders (excluding any shareholder holding shares as treasury shares) can call a general meeting to appoint extra director(s).

**107. Appointment of Chair**

- (A) The board can appoint any director as chair or as deputy chair and can remove him from that office at any time. If the chair is at a directors' meeting, he will chair it. In his absence, the chair will be taken by a deputy chair, if one is present. If more than one deputy chair is present, they will agree between them who should chair the meeting or, if they cannot agree, the deputy chair longest in office as a director will take the chair. If there is no chair or deputy chair present within five minutes of the time when the directors' meeting is due to start, the directors who are present can choose which one of them will be the chair of the meeting.

- (B) References in these articles to a deputy chair include, if no one has been appointed with that title, a person appointed to a position with another title which the board designates as equivalent to the position of deputy chair.

**108. Competence of Meetings**

A directors' meeting at which a quorum is present can exercise all the powers and discretions of the board.

**109. Voting**

Matters to be decided at a directors' meeting will be decided by a majority vote. If votes are equal, the chair of the meeting has a second, casting vote.

**110. Delegation to Committees**

- (A) The board can delegate any of its powers or discretions to committees of one or more persons. If the board has delegated any power or discretion to a committee, any references in these articles to using that power or discretion include its use by the committee. Any committee must comply with any regulations laid down by the board. These regulations can require or allow people who are not directors to be members of the committee, and can give voting rights to such people. But

- (i) there must be more directors on a committee than persons who are not directors; and
- (ii) a resolution of the committee is only effective if a majority of the members of the committee present at the time of the resolution were directors.

- (B) Unless the board decides not to allow this, any committee can sub-delegate any of its powers or discretions to sub-committees. Reference in these articles to committees include sub-committees permitted under this article.

- (C) If a committee consists of more than one person, the articles which regulate directors' meetings and their procedure will also apply to committee meetings (if they can apply to committee meetings), unless these are inconsistent with any regulations for the committee which have been laid down under this article.

- (D) The ability of the board to delegate under this article applies to all of its powers and discretions and is not limited because certain articles refer to powers and discretions being exercised by committees authorised by the board while other articles do not.

**111. Participation in Meetings**

All or any of the directors can take part in a meeting of the directors by way of a conference telephone or any communication equipment which allows everybody to take part in the meeting by being able to hear each of the other people at the meeting and by being able to speak to all of them at the same time. A person taking part in this way will be treated as being present at the meeting and will be entitled to vote and be counted in the quorum. Any such meeting will be deemed to take place where the largest group of directors participating is assembled or, if there is no such group, where the chair of the meeting then is.

**112. Resolution in Writing**

A resolution in writing of which notice has been given to all directors who at the time are entitled to receive notice of a directors' meeting and who would be entitled to vote on the resolution at a directors' meeting must be signed by a majority of such directors (who together meet the quorum requirement for directors' meetings). This kind of resolution is just as valid and effective as a resolution passed by the board at a meeting which is properly called and held. The resolution can be passed using several copies of the resolution if each copy is signed by one or more directors.

**113. Validity of Acts of Directors or Committee**

Everything which is done by any directors' meeting, or by a committee of the board, or by a person acting as a director, or as a member of a committee, will be valid even if it is discovered later that any director, or person acting as a director, was not properly appointed. This also applies if it is discovered later that anyone was disqualified from being a director, or had ceased to be a director or was not entitled to vote. In any of these cases, anything done will be as valid as if there was no defect or irregularity of the kind referred to in this article.

**114. Use of Seals**

- (A) The board must arrange for every seal of the company to be kept safely.
- (B) A seal can only be used with the authority of the board or a committee authorised by the board.
- (C) Subject as otherwise provided in these articles or as determined by the board, every document which is sealed using the common seal must be signed by one director and the secretary, or by two directors or by one director in the presence of a witness who attests the signature or by any other person or persons authorised by the directors.
- (D) Any document to which the official seal is applied need not be signed, unless the board decides otherwise or the legislation requires otherwise, and may be impressed by mechanical means or by printing the seal or a facsimile of it on the instrument.
- (E) The board can resolve that the requirement for any counter-signature in this article can be dispensed with on any occasion.

**115. Declaration of Dividends by Company**

The company's shareholders can declare dividends in accordance with the rights of the shareholders by passing an ordinary resolution. No such dividend can exceed the amount recommended by the board.

**116. Payment of Interim and Fixed Dividends by Directors**

If the board considers that the financial position of the company justifies such payments, it can:

- (i) pay the fixed or other dividends on any class of shares on the dates prescribed for the payment of those dividends; and

- (ii) pay interim dividends on shares of any class of any amounts and on any dates and for any periods which it decides.

If the board acts in good faith, it will not be liable for any loss that any shareholders may suffer because a lawful dividend has been paid on other shares which rank equally with or behind their shares.

**117. Calculation of Dividends**

All dividends will be declared and paid in proportions based on the amounts paid up on the shares during any period for which the dividend is paid. Sums which have been paid up in advance of calls will not count as paid up for this purpose. If the terms of any share say that it will be entitled to a dividend as if it were a fully paid up, or partly paid up, share from a particular date (in the past or future), it will be entitled to a dividend on this basis. This article applies unless these articles, the rights attached to any shares, or the terms of any shares, say otherwise.

**118. Currency of Dividends**

- (A) Unless the rights attached to any shares, the terms of any shares or these articles say otherwise, a dividend or any other money payable in respect of a share can be declared and paid in whatever currency or currencies the board decides using an exchange rate or exchange rates selected by the board for any currency conversions required. The board can also decide how any costs relating to the choice of currency will be met.
- (B) The board can offer shareholders the choice to receive dividends and other money payable in respect of their shares in alternative currencies on such terms and conditions as the board may prescribe from time to time.

**119. Amounts Due on Shares can be Deducted from Dividends**

If a shareholder owes the company any money for calls on shares or money in any other way relating to his shares, the board can deduct any of this money from any dividend or other money payable to the shareholder on or in respect of any share held by him. Money deducted in this way can be used to pay amounts owed to the company.

**120. No Interest on Dividends**

Unless the rights attached to any shares, or the terms of any shares, say otherwise, no dividend or other sum payable by the company on or in respect of its shares carries a right to interest from the company.

**121. Payment Procedure**

- (A) Any dividend or other money payable in cash relating to a share can be paid:
  - (i) by inter-bank transfer or by other electronic means (including payment through CREST) directly to an account with a bank or other financial institution (or other organisations operating deposit accounts if allowed by the company) named in a written instruction from the persons entitled to receive the payment under this article, such account is to be



an account in the United Kingdom unless the share on which the payment is to be made is held by Euroclear Nederland and the Securities Giro Act applies to such share;

- (ii) by sending a cheque, warrant or similar financial instrument payable to the shareholder who is entitled to it by post addressed to his registered address;
- (iii) by sending a cheque, warrant or similar financial instrument payable to someone else named in a written instruction from the shareholder (or all joint shareholders) and sent by post to the address specified in that instruction; or
- (iv) in some other way requested in writing by the shareholder (or all joint shareholders) and agreed with the company.

(B) In respect of the payment of any dividend or other money, the directors can decide and notify shareholders that:

- (i) one or more of the payment means described in paragraph (A) above will be used for payment and, where more than one means will be used, a shareholder (or all joint shareholders) may elect to receive payment by one of the means so notified in the manner prescribed by the directors;
- (ii) one or more of such means will be used for the payment unless a shareholder (or all joint shareholders) elects for another means of payment in the manner prescribed by the directors; or
- (iii) one or more of such means will be used for the payment and that shareholders will not be able to elect to receive the payment by any other means.

And for these purposes the directors can decide that different means of payment will apply to different shareholders or groups of shareholders.

(C) If:

- (i) a shareholder (or all joint shareholders) does not specify an address, or does not specify an account of a type prescribed by the directors, or does not specify other details, and in each case that information is necessary in order to make a payment of a dividend or other money in the way in which under this article the directors have decided that the payment is to be made or by which the shareholder (or all joint shareholders) has validly elected to receive the payment; or
- (ii) payment cannot be made by the company using the information provided by the shareholder (or all joint shareholders),

then the dividend or other money will be treated as unclaimed for the purposes of these articles.

(D) For joint shareholders or persons jointly entitled to shares by law, payment can be made to the shareholder whose name stands first in the register. The company can rely on a receipt for a dividend or other money paid on shares from any one of them on behalf of all of them.

- (E) Cheques, warrants and similar financial instruments are sent, and payment in any other way is made, at the risk of the person who is entitled to the money. The company is treated as having paid a dividend if the cheque, warrant or similar financial instrument is cleared or if a payment is made through CREST, bank transfer or other electronic means. The company will not be responsible for a payment which is lost or delayed.
- (F) Dividends can be paid to a person who has become entitled to a share by law as if he were the holder of the share.

**122. Uncashed Dividends**

- (A) The company can stop sending dividend payments through the post, or cease using any other method of payment (including payment through CREST), for any dividend if:
  - (i) for two consecutive dividends:
    - (a) the dividend payments sent through the post have been returned undelivered or remain uncashed during the period for which they are valid; or
    - (b) the payments by any other method have failed;
  - (ii) for any one dividend:
    - (a) the dividend payment sent through the post has been returned undelivered or remains uncashed during the period for which it is valid; or
    - (b) the payment by any other method has failed; or
  - (iii) only in the case of sending dividend payments through the post, the company has stopped sending notices to the relevant shareholder in accordance with article 131(E), and reasonable enquiries have failed to establish any new postal address or account of the registered shareholder.
- (B) Subject to these articles, the company must recommence sending dividend payments if requested in writing by the shareholder or the person entitled to a share by law.

**123. Forfeiture of Unclaimed Dividends**

Where any dividends or other amounts payable on a share have not been claimed, the board can invest them or use them in any other way for the company's benefit until they are claimed. The company will not be a trustee of the money and will not be liable to pay interest on it. If a dividend or other money has not been claimed for 12 years after being declared or becoming due for payment, it will be forfeited and go back to the company unless the board decides otherwise.

**124. Dividends Not in Cash**

If recommended by the board, the company can pass an ordinary resolution that a dividend be paid, and the board can decide that an interim dividend be paid, wholly or partly by distributing

specific assets (and, in particular, paid up shares or debentures of any other company). Where any difficulty arises on such a distribution, the board can resolve it as it decides. For example, it can:

- (i) authorise any person to sell and transfer any fractions;
- (ii) ignore any fractions;
- (iii) value assets for distribution purposes;
- (iv) pay cash of a similar value to adjust the rights of shareholders; and/or
- (v) vest any assets in trustees for the benefit of more than one shareholder.

#### 125. Scrip Dividends

The board can offer ordinary shareholders (excluding any shareholder holding shares as treasury shares) the right to choose to receive extra ordinary shares, which are credited as fully paid up, instead of some or all of their cash dividend. Before the board can do this, shareholders must have passed an ordinary resolution authorising the board to make this offer.

- (i) The ordinary resolution can apply to some or all of a particular dividend or dividends. Or it can apply to some or all of the dividends which may be declared or paid in a specified period. The specified period must not end later than the fifth anniversary of the date on which the ordinary resolution is passed.
- (ii) The board can also offer shareholders the right to request new shares instead of cash for all future dividends (if a share alternative is available), until they tell or are treated as telling the company that they no longer wish to receive new shares.
- (iii) A shareholder will be entitled to A shares or B shares (as appropriate) whose total "relevant value" is as near as possible to the cash dividend he would have received (disregarding any tax credit), but not more than it. The relevant value of a share is the average value of the A shares or B shares (as applicable) for five consecutive dealing days selected by the board starting on or after the day when the shares are first quoted "ex-dividend". This average value is worked out from the market value of the A shares or B shares (as applicable) for the relevant dealing days.
- (iv) The ordinary resolution can require that the relevant value is worked out in some different way. A certificate or report by the auditors stating the relevant value of a share for any dividend will be conclusive evidence of that value.
- (v) After the board has decided how many new shares ordinary shareholders will be entitled to, it can notify them in writing of their right to opt for new shares. This notice should also say how, where and when shareholders must notify the company if they wish to receive new shares. Where shareholders have opted to receive new shares in place of all future dividends, if new shares are available, the company will not need to notify them of a right to opt for new shares. No shareholders will receive a fraction of a share. The board can decide how to deal with any fractions left over. For example, it can decide that the

benefit of these fractions belongs to the company or that fractions are ignored or deal with fractions in some other way.

- (vi) If a notice informing any shareholders of their right to opt for new shares is accidentally not sent or supplied or is not received (even if the company becomes aware of such failure to send or supply or non-receipt), the offer will not be invalid as a result nor give rise to any claim, suit or action.
- (vii) The board can exclude or restrict the right to opt for new shares or make any other arrangements where it decides that this is necessary or convenient to deal with any of the following legal or practical problems:
  - (a) problems relating to laws of any territory; or
  - (b) problems relating to the requirements of any recognised regulatory body or stock exchange in any territory,or where the board believes that for any other reason the right should not be given.
- (viii) If a shareholder has opted to receive new shares, no dividend on the shares for which he has opted to receive new shares (which are called the "elected shares"), will be declared or payable. Instead, new ordinary shares will be allotted on the basis set out earlier in this article. To do this, the board will convert into capital the sum equal to the total amount of the new ordinary shares to be allotted. It will use this sum to pay up in full the appropriate number of new ordinary shares. These will then be allotted and distributed to the holders of the elected shares on the basis set out above. The sum to be converted into capital can be taken from any amount which is then in any reserve or fund or any other sum which is available to be distributed.

The board can do anything it thinks necessary to give effect to any such conversion into capital.
- (ix) The new ordinary shares will rank equally in all respects with the existing fully paid up ordinary shares at the time when the new ordinary shares are allotted. But they will not be entitled to share in the dividend from which they arose, or to have new shares instead of that dividend.
- (x) The board can decide that new shares will not be available in place of any cash dividend. It can decide this at any time before new shares are allotted in place of such dividend, whether before or after shareholders have opted to receive new shares.
- (xi) The board can decide how any costs relating to making new shares available in place of a cash dividend will be met. For example, it can decide that an amount will be deducted from the entitlement of a shareholder under this article.
- (xii) Unless the board decides otherwise or unless the uncertificated securities rules require otherwise, any new ordinary shares which a shareholder has chosen to receive instead of some or all of his cash dividend will be:

- (a) CREST shares if the corresponding elected shares were CREST shares on the record date for that dividend; and
  - (b) certificated shares if the corresponding elected shares were certificated shares on the record date for that dividend.
- (xiii) Unless the board decides otherwise, any new ordinary shares which a shareholder has chosen to receive instead of some or all of his cash dividend will be:
- (a) A shares if the corresponding elected shares are A shares; and
  - (b) B shares if the corresponding elected shares are B shares.
- (xiv) The board may not proceed with any election unless the company has sufficient reserves or funds that may be capitalised to give effect to it after the basis of allotment is determined.

**126. Power to Capitalise Reserves and Funds**

- (A) If recommended by the board, the company's shareholders can pass an ordinary resolution to capitalise any sum which is part of any of the company's reserves or which the company is holding as net profits.
- (B) Unless the ordinary resolution states otherwise, the board will use the sum which is capitalised by setting it aside for the ordinary shareholders on the register at the close of business on the day the resolution is passed (or another date stated in the resolution or fixed as stated in the resolution) and in the same proportions as the ordinary shareholders' entitlement to dividends (or in other proportions stated in the resolution or fixed as stated in the resolution). The sum set aside can be used:
- (i) to pay up some or all of any amount on any issued shares which has not already been called, or paid in advance; or
  - (ii) to pay up in full or in part shares, debentures or other securities of the company which would then be allotted and distributed, credited as fully paid, to shareholders.

Where the sum capitalised is used to pay up in full shares that are then to be allotted and distributed, credited as fully paid, to shareholders, the company is also entitled to participate in the relevant distribution in relation to any shares of the relevant class held by it as treasury shares and the proportionate entitlement of the relevant class of shareholders to the distribution will be calculated on this basis.

- (C) The board can appoint any person to sign a contract with the company on behalf of those who are entitled to shares, debentures or other securities under the resolution. Such a contract is binding on all concerned.

**127. Settlement of Difficulties in Distribution**

If any difficulty arises in connection with any distribution of any capitalised reserve or fund, the board can resolve it in any way which it decides. For example, it can deal with entitlements to fractions by deciding that the benefit of fractions belong to the company or that fractions are ignored or deal with fractions in some other way.

**128. Power to Choose Any Record Date**

This article applies to any dividend on any shares, or any distribution, allotment or issue to the holders of any shares. This can be paid or made to the registered holder or holders of the shares, or to anyone entitled in any other way, at a particular time on a particular day selected by the board. It will be based on the number of shares registered at that time on that day, even if this is before any resolution to authorise what is being done was passed. This article applies whether what is being done is the result of a resolution of the board, or a resolution at a general meeting. The time and date can be before the dividend and so on is to be paid or made, or before any relevant resolution was passed.

**129. Inspection of Records**

A shareholder is not entitled to inspect any of the company's accounting records or other books or papers unless:

- (i) the legislation or a proper court order gives him that right;
- (ii) the board authorises him to do so; or
- (iii) the shareholders authorise him to do so by ordinary resolution.

**130. Summary Financial Statements**

The company can send or supply copies of its strategic reports with supplementary material to its shareholders instead of copies of its full reports and accounts.

**131. Method of Service**

(A) The company can send or supply any notice, document, including a share certificate, or other information to a shareholder:

- (i) by delivering it to him personally;
- (ii) by addressing it to him and posting it to, or leaving it at, the shareholder's registered address;
- (iii) through CREST, where it relates to CREST shares;
- (iv) as authorised in writing by the relevant shareholder;

- (v) where appropriate, by sending or supplying it in electronic form to an address notified by the relevant shareholder to the company for that purpose; or
- (vi) where appropriate, by making it available on a website and notifying the shareholder of its availability in accordance with this article.

Where there are joint shareholders, the notice, document or other information will be sent or supplied to the first named joint holder and will be treated as having been sent or supplied to all the joint holders (unless the company has agreed otherwise with the joint holders).

- (B) Where notices, documents or other information can, in accordance with these articles, be sent or supplied to a shareholder at his registered address or to an address given by the shareholder to the company for the purposes of communications in electronic form (or as otherwise authorised in writing by the relevant shareholder), this will be at the sole discretion of the company secretary when to do so would involve disproportionate difficulty, for example (and without limitation):
  - (i) where onerous legal requirements exist in the country where the shareholder is resident in relation to any particular notice, document or other information; or
  - (ii) where the company secretary is not satisfied, in the circumstances, that the use of electronic communications will be secure.
- (C) For a shareholder registered on a branch register, notices, documents or other information can be posted or despatched in the United Kingdom or in the country where the branch register is kept.
- (D) Where there are joint shareholders, anything which needs to be agreed or specified in relation to any notice, document or other information to be sent or supplied to them can be agreed or specified by any one of the joint shareholders (unless the company has agreed otherwise with the joint holders). The agreement or specification of the first named joint holder will be accepted to the exclusion of the agreement or specification of the other joint shareholder(s) (unless the company has agreed otherwise with the joint holders).
- (E) If on two consecutive occasions any notice, document or other information sent or supplied to a shareholder has been returned undelivered, the company need not send or supply further notices, documents or other information to that shareholder until he has communicated with the company and supplied the company (or its agents) with a new registered address, or a postal address within the United Kingdom or The Netherlands for the service of notices and the despatch or supply of documents and other information, or has informed the company of an address for the service of notices and the sending or supply of documents and other information in electronic form. Any notice, document or other information sent by post will be treated as returned undelivered if the notice, document or other information is sent back to the company (or its agents), and any notice, document or other information sent or supplied in electronic form will be treated as returned undelivered if the company (or its agents) receives notification that the notice, document or other information was not delivered to the address to which it was sent.
- (F) The company may at any time and in its sole discretion choose (a) to serve, send or supply notices, documents or other information in hard copy form alone to some or all members and (b) not to serve, send or supply a notice, document or other information to a particular shareholder

where it considers this necessary or appropriate to deal with legal, regulatory or practical problems in, or under the laws of, any territory.

**132. Record Date for Service**

Where the company sends or supplies notices, documents or other information to shareholders, it can do so by reference to the shareholders' register as it stands at any time not more than 15 days before the date the notice, document or other information is sent or supplied. Any change of details on the register after that time will not invalidate the sending or supply and the company is not obliged to send or supply the same notice, document or other information to any person entered on the shareholders' register after the date selected by the company.

**133. Service of Notices on Persons Entitled by Transmission**

- (A) This article applies where a shareholder has died or become bankrupt or is in liquidation, or where someone else has otherwise become entitled by law to that shareholder's shares, but is still registered as a shareholder. It applies whether he is registered as a sole or joint shareholder.
- (B) A person who is entitled to that shareholder's shares by law, and who proves this to the reasonable satisfaction of the board, can give the company a postal address for the sending or supply of notices, documents and other information or an address for the purposes of communications by electronic means. If this is done, notices, documents and other information must be sent to the address provided or, where applicable, he must be notified at that address about the availability of the notice, document or other information on a website, but in each case this will be at the sole discretion of the company secretary when to do so would involve disproportionate difficulty, for example (and without limitation):
- (i) where onerous legal requirements exist in the country where the person entitled by transmission is resident in relation to any particular notice, document or other information; or
  - (ii) where the company secretary is not satisfied, in the circumstances, that the use of electronic communications will be secure.
- (C) Otherwise, if any notice, document or other information is sent or supplied to the shareholder named on the register, this will be valid despite his death, bankruptcy or liquidation or the fact that any other event giving rise to an entitlement to the shares by law has occurred. This applies even if the company knew about these things. If any notice, document or other information is sent or supplied in accordance with this article, there is no need to send or supply it to any other people who may be involved.
- (D) The company may at any time and in its sole discretion choose to serve, send or supply notices, documents or other information in hard copy form alone to some or all persons who are entitled to a shareholder's shares by law and may also in its sole discretion where it considers necessary or appropriate to deal with legal, regulatory or practical problems in, or under the laws of, any territory, determine not to serve, send or supply a particular notice, document or other information to any particular such person.



**134. Deemed Delivery**

- (A) If any notice, document or other information is given, sent or supplied by the company by inland post, it is treated as being received the day after it was posted if first class post (or a service similar to first class post) was used or 48 hours after it was posted if first class post (or a service similar to first class post) was not used. If a notice or document is sent by the company by airmail, it is treated as being received 72 hours after it was posted. In proving that any notice, document or other information was given, sent or supplied, it is sufficient to show that the envelope was properly addressed and put into the postal system with postage paid.
- (B) If any notice, document or other information is left by the company at a shareholder's registered address or at a postal address notified to the company in accordance with these articles by a shareholder or a person who is entitled to a share by law, it is treated as being received on the day it was left.
- (C) If a notice is sent through CREST, it is treated as being received when the company, or any CREST participant acting for the company, sends the issuer-instruction relating to the notice, document or other information.
- (D) If any notice, document or other information is given, sent or supplied by the company using electronic means, it is treated as being received on the day it was sent even if the company subsequently sends a hard copy of such notice, document or other information by post. In the case of any notice, document or other information made available on a website, the notice, document or other information is treated as being received on the day on which the notice, document or other information was first made available on the website, or, if later, when a notice of availability is received or treated as being received by the shareholder in accordance with these articles. In proving that any notice, document or other information was given, sent or supplied by electronic means, it is sufficient to show that it was properly addressed.
- (E) If any notice, document or other information is given, sent or supplied by the company by any other means authorised in writing by a shareholder, it is treated as being received when the company has done what it was authorised to do by that shareholder.

**135. Notice When Post Not Available**

If there is a suspension or restriction of postal services within any country to which notices will be sent, the company need only give notice of a general meeting to those members affected by the suspension or curtailment with whom the company can communicate by electronic means and who have provided the company with an address for this purpose. The company must also publish the notice in at least one United Kingdom and one Dutch national newspaper, and make it available on its website from the date of such advertisement until the conclusion of the meeting or any adjournment of the meeting. If it becomes generally possible to send or supply notices by post in hard copy form at least six clear days before the meeting, the company will send or supply a copy of the notice by post to those who would otherwise receive it in hard copy form by way of confirmation.

**136. Presumptions Where Documents Destroyed**

- (A) The company can destroy or delete:

- (i) all transfer forms or Operator-instructions transferring shares, and documents sent to support a transfer, and any other documents which were the basis for making an entry by the company on the register, after six years from the date of registration;
  - (ii) all dividend and other payment instructions and notifications of a change of address or name, after two years from the date these were recorded;
  - (iii) all cancelled share certificates, after one year from the date they were cancelled; and
  - (iv) all proxy forms after one year from the date they were used if they were used for a poll, or after one month from the end of the meeting to which they relate if they were not used for a poll.
- (B) If the company destroys or deletes a document under this article, it is conclusively treated as having been a valid and effective document in accordance with the company's records relating to the document. Any action of the company in dealing with the document in accordance with its terms before it was destroyed or deleted is conclusively treated as having been properly taken.
- (C) This article only applies to documents which are destroyed or deleted in good faith and where the company is not on notice of any claim to which the document may be relevant.
- (D) If the documents relate to CREST shares, the company must comply with any requirements of the uncertificated securities rules which limit its ability to destroy or delete these documents.
- (E) This article does not make the company liable if:
- (i) it destroys or deletes a document earlier than the time limit referred to in paragraph (A);
  - (ii) it does not comply with the conditions in paragraph (C); or
  - (iii) the company would not be liable if this article did not exist.
- (F) This article applies whether a document is destroyed or deleted or disposed of in some other way.

**137. Indemnity of Directors**

- (A) As far as the legislation allows this, the company:
- (i) can indemnify any director or former director of the company, of any associated company or of any affiliate against any liability, and
  - (ii) can purchase and maintain insurance against any liability for any director or former director of the company, of any associated company or of any affiliate.
- (B) A director or former director of the company, of any associated company or of any affiliate will not be accountable to the company or the shareholders for any benefit provided pursuant to this article. Anyone receiving such a benefit will not be disqualified from being or becoming a director of the company.

**138. Arbitration**

Unless article 139 applies:

(A) All disputes:

- (i) between a shareholder in that shareholder's capacity as such and the company and/or its directors arising out of or in connection with these articles or otherwise; and/or
- (ii) so far as permitted by law, between the company and any of its directors in their capacities as such or as employees of the company, including all claims made by or on behalf of the company against any or all of its directors; and/or
- (iii) between a shareholder in that shareholder's capacity as such and the company's professional service providers; and/or
- (iv) between the company and the company's professional service providers arising in connection with any claim within the scope of sub-paragraph (A)(iii),

shall be exclusively and finally resolved under the Rules of Arbitration of the International Chamber of Commerce ("ICC") (the "ICC Rules"), as amended from time to time.

- (B) The tribunal shall consist of three arbitrators to be appointed in accordance with the ICC Rules.
- (C) The chair of the tribunal must have at least 20 years' experience as a lawyer qualified to practise in a common law jurisdiction within the Commonwealth (as constituted on 12 May 2005) and each other arbitrator must have at least 20 years' experience as a qualified lawyer.
- (D) The place of arbitration shall be The Hague, The Netherlands.
- (E) The language of the arbitration shall be English.
- (F) These articles constitute a contract between the company and its shareholders and between the company's shareholders inter se. This article (as supplemented from time to time by any agreement to a similar effect between the company and its directors or professional service providers) also contains or evidences an express submission to arbitration by each shareholder, the company, its directors and professional service providers and such submissions shall be treated as a written arbitration agreement under the Netherlands Code of Civil Procedure, the Arbitration Act 1996 of England and Wales and Article II of the United Nations Convention on the Recognition and Enforcement of Foreign Arbitral Awards (1958).
- (G) Each person to whom this article applies hereby waives, as far as permitted by law: (i) any right under the laws of any jurisdiction to apply to any court of law or other judicial authority to determine any preliminary point of law, and/or (ii) any right he or she may otherwise have under the laws of any jurisdiction to appeal or otherwise challenge the award, ruling or decision of the tribunal.

**139. Exclusive Jurisdiction**

- (A) This article applies to (i) a dispute (which would otherwise be subject to article 138) in any jurisdiction if a court in that jurisdiction determines that article 138 is invalid or unenforceable in relation to that dispute in that jurisdiction; and (ii) any derivative claim under the legislation.
- (B) For the purposes of paragraph (A), "court" means any court of competent jurisdiction or other competent authority including for the avoidance of doubt, a court or authority in any jurisdiction which is not a signatory to the New York Convention.
- (C) Any proceeding, suit or action:
- (i) between a shareholder in that shareholder's capacity as such and the company and/or its directors arising out of or in connection with these articles or otherwise; and/or
  - (ii) so far as permitted by law, between the company and any of its directors in their capacities as such or as employees of the company, including all claims made by or on behalf of the company against any or all of its directors; and/or
  - (iii) between a shareholder in that shareholder's capacity as such and the company's professional service providers; and/or
  - (iv) between the company and the company's professional service providers arising in connection with any claim within the scope of sub-paragraph (C)(iii),
- can only be brought in the courts of England and Wales.
- (D) Damages alone may not be an adequate remedy for any breach of this article, so that in the event of a breach or anticipated breach, the remedies of injunction and/or an order for specific performance would in appropriate circumstances be available.

**140. General Dispute Resolution Provisions**

- (A) For the purposes of articles 138 and 139, a "dispute" means any dispute, controversy or claim, other than (i) any dispute, controversy or claim relating to any failure or alleged failure by the company to pay all or part of a dividend which has been declared and which has fallen due for payment; (ii) in the case of article 138 only, any derivative claim under the legislation.
- (B) The governing law of these articles, including the submissions to arbitration and written arbitration agreement contained in or evidenced by article 138 and any dispute, controversy or claim arising out of or in connection with these articles (whether contractual or non-contractual), shall be the substantive law of England.
- (C) The company shall be entitled to enforce articles 138 and 139 for its own benefit, and that of its directors, subsidiary undertakings and professional service providers.
- (D) References in articles 138 and 139 to:

- (i) "company" includes each and any of the company's subsidiary undertakings from time to time; and
- (ii) "director" includes each and any director of the company from time to time in his or her capacity as such or as employee of the company and extends to any former director of the company; and
- (iii) "professional service providers" includes the company's auditors, legal counsel, bankers, ADR depositories and any other similar professional service providers in their capacity as such from time to time but only if and to the extent such person has agreed with the company in writing to be bound by article 138 and/or 139 (or has otherwise agreed to submit disputes to arbitration and/or exclusive jurisdiction in a materially similar way).

## GLOSSARY

### About the Glossary

This Glossary is to help readers understand the company's articles. Words are explained as they are used in the articles - they might mean different things in other documents. This Glossary is not legally part of the articles, and it does not affect their meaning. The explanations are intended to be a general guide - they are not precise. Words and expressions which are printed in bold in a definition have their own general explanation of their meaning which is contained in this Glossary.

**abrogate** If the **special rights** of a share are abrogated, they are cancelled or withdrawn.

**adjourn** Where a meeting breaks up, to be continued at a later time or day, at the same or a different place.

**allot** When new shares are allotted, they are set aside for the person they are intended for. This will normally be after the person has agreed to pay for a new share, or has become entitled to a new share for any other reason. As soon as a share is allotted, that person has the right to have his name put on the register of shareholders. When he has been registered, the share has also been **issued**.

**asset** Anything which is of any value to its owner.

**attorney** An attorney is a person who has been appointed to act for another person. The person is appointed by a formal document, called a "**power of attorney**".

**brokerage** Commission which is paid to a broker by a company **issuing** shares where the broker's clients have applied for shares.

**call** A call to pay money which is due on shares which has not yet been paid. This happens if the company **issues** shares which are partly paid, where money remains to be paid to the company for the shares. The money which has not been paid can be "called" for. If all the money to be paid on a share has been paid, the share is called a "**fully paid share**".

**capitalise** To convert some or all of the **reserves** of a company into capital (such as shares).

**capital redemption reserve** A **reserve** which a company may have to set up to maintain the level of its capital base when shares are **redeemed** or bought back.

**certificated** form A shareholder holds a share or other security in certificated form if it is not able to be held in **uncertificated form** or, if it is able to be held in **uncertificated form** but that shareholder has requested that a certificate be issued for that share or other **security** (see also **uncertificated form**).

**company representative** If a corporation owns shares, it can appoint a company representative to attend a shareholders' meeting to speak and vote for it.

**consolidate** When shares are consolidated, they are combined with other shares - for example, three €1 shares might be consolidated into one new €3 share.

**debenture** A typical debenture is a long-term borrowing by a company. The loan usually has to be repaid at a fixed date in the future and carries a fixed rate of interest.

**declare** Generally, when a dividend is declared, it becomes due to be paid.

**derivative claim** An action which may be brought by a member on behalf of the company to enforce liability for breach by a director of his duties to the company.

**electronic form** A document is in electronic form if it is either sent by **electronic means** or it is sent by other means while in an electronic form e.g. a CD ROM.

**electronic means** A communication is sent by electronic means if it is sent by means of a telecommunications system. It includes fax and telephone communications and also electronic mail.

**entitled to a share by law** In some situations, a person will be entitled to have shares which are registered in somebody else's name registered in his own name or to require the shares to be transferred to another person. When a shareholder dies, or the sole survivor of joint shareholders dies, his **personal representatives** have this right. If a shareholder is made bankrupt, his **trustee** in bankruptcy has the right.

**ex-dividend** Once a share has gone ex-dividend, a person who buys the share in the market will not be entitled to the dividend which has been declared shortly before it was bought. The seller remains entitled to this dividend even though it will be paid after he has sold his share.

**executed** A document is executed when it is signed or sealed or made valid in some other way.

**exercise** When a power is exercised, it is used.

**forfeit and forfeiture** When a share is forfeited it is taken away from the shareholder and goes back to the company. This process is called "forfeiture". This can happen if a **call** on a **partly paid share** is not paid on time.

**fully paid shares** When all of the money or other property which is due to the company for a share has been paid or received, a share is called a "fully paid share".

**hard copy form** A document is in hard copy form if it is in a paper copy or similar form.

**indemnity and indemnify** If a person gives another person an indemnity, he promises to make good any losses or damage which the other might suffer. The person who gives the indemnity is said to "indemnify" the other person.

**in issue** See **issue**.

**instruments** Formal legal documents.

**issue** When a share has been issued, everything has been done by a company to make the shareholder the owner of the share. In particular, the shareholder's name has been put on the register. Existing shares which have been issued are called "**in issue**".

**lien** Where the company has a lien over shares, it can take the dividends, and any other payments relating to the shares which it has a lien over, or it can sell the shares, to repay the debt and so on.

**members** Shareholders

**nominal amount or nominal value** The amount of the share shown in a company's account. The nominal value of both the A shares and the B shares is €0.07. This amount is shown on the share certificate for a share. When a company **issues** new shares this can be for a price which is at a premium to the nominal value. When shares are bought and sold on the stock market this can be for more, or less, than the nominal value. The nominal value is sometimes also called the "par value".

**officer** The term officer includes (subject to the provisions of the articles) a director, secretary, any employee who reports directly to a director or any other person who the board decides should be an officer.

**Operator** A person approved by the Treasury under the Uncertificated Securities Regulations 2001 as operator of a **relevant system**.

**Operator-instruction** A properly authenticated instruction sent by or on behalf of an **Operator** and sent or received by means of a **relevant system**.

**ordinary resolution** A decision reached by a simple majority of votes - that is by more than 50 per cent. of the votes cast.

**partly paid shares** If any money remains to be paid on a share, it is said to be partly paid. The unpaid money can be "**called**" for.

**personal representatives** A person who is entitled to deal with the property (the "estate") of a person who has died. If the person who has died left a valid will, the will appoints "executors" who are personal representatives. If the person died without a will, the courts will appoint one or more "administrators" to be the personal representatives.

**poll** On a vote taken on a poll, the number of votes which a shareholder has will depend on the number of shares which he owns. An ordinary shareholder has one vote for each share he owns. A poll vote is different to a vote taken on a **show of hands**, where each person who is entitled to vote has just one vote, however many shares he owns.

**power of attorney** A formal document which legally appoints one or more persons to act on behalf of another person.

**pre-emption rights** The right of some shareholders which is given by the legislation to be offered a proportion of certain classes of newly issued shares and other securities before they are offered to anyone else. This offer must be made on terms which are at least as favourable as the terms offered to anyone else.

**premium** If a company issues a new share for more than its **nominal value**, the amount above the **nominal value** is the premium.



**proxy** A proxy is a person who is appointed by a shareholder to attend a meeting and vote for that shareholder. A proxy is appointed by using a **proxy form**, which may be electronic. A proxy does not have to be a shareholder. A proxy can vote on a poll and on a show of hands under the company's articles.

**proxy form** A form (including an electronic form) which a shareholder uses to appoint a proxy to attend a meeting and vote for him. The proxy forms are sent out by the company and must be returned to the company before the meeting to which they relate.

**quorum** The minimum number of shareholders or directors who must be present before a shareholders' or, as appropriate, directors' meeting can start. When this number is reached, the meeting is said to be "quorate".

**rank** When either capital or income is distributed to shareholders, it is paid out according to the rank (or ranking) of the shares. For example, a share which ranks ahead of (or above) another share in sharing in a company's income is entitled to have its dividends paid first, before any dividends are paid on shares which rank below (or after) it. If there is not enough income to pay dividends on all shares, the available income must be used first to pay dividends on shares which rank first, and then to shares which rank next. The same applies for repayments of capital. Capital must be paid first to shares which rank first in sharing in the company's capital, and then to shares which rank next. A company's preference shares (if it has any) generally rank ahead of its ordinary shares.

**recognised investment exchange** An investment exchange which has been officially recognised by the UK authorities. An investment exchange is a place where investments, such as shares, are traded. The London Stock Exchange is a recognised investment exchange.

**redeem, redemption and redeemable** When a share is redeemed, it goes back to the company in return for a sum of money which was fixed (or calculated from a formula fixed) before the share was **issued**. This process is called "redemption". A share which can be redeemed is called a "redeemable" share.

**relevant system** This is a term used in the legislation for a computer system which allows shares without share certificates to be transferred without using transfer forms. The CREST system for paperless share dealing is a "relevant system".

**renounces and renunciation** Where a share has been allotted, but nobody has been entered on the share register for the share, it can be renounced to another person. This transfers the right to have the share registered to another person. This process is called "renunciation".

**reserves** A fund which has been set aside in the accounts of a company - profits which are not paid out to shareholders as dividends, or used up in some other way, are held in a reserve by the company.

**revoke** To withdraw or cancel.

**share premium account** If a new share is **issued** by a company for more than its **nominal value**, the amount above the **nominal value** is the **premium** and the total of these **premiums** is held in a **reserve** (which cannot be used to pay dividends) called the share premium account.

**show of hands** A vote where each person who is entitled to vote has just one vote, however many shares he holds.

**special resolution** A decision reached by a majority of at least 75 per cent. of votes cast.

**special rights** These are the rights of a particular class of shares as distinct from rights which apply to all shares generally. Typical examples of special rights are: where the shares **rank**; their rights to sharing in income and **assets**; and voting rights.

**statutory declaration** A formal way of declaring something in writing. Particular words and formalities must be used - these are laid down by the Statutory Declarations Act of 1835.

**Sub-divide** When shares are sub-divided they are split into shares which have a smaller **nominal amount**. For example, a **€1** share might be subdivided into two **€0.50** shares.

**subject to** Means that something else has priority, or prevails, or must be taken into account. When a statement is subject to something this means that the statement must be read in the light of that other thing, which will prevail if there is any conflict.

**subsidiary** A company which is controlled by another company (for example, because the other company owns a majority of its shares) is called a subsidiary of that company. This is defined in more detail in the legislation.

**subsidiary undertaking** This is a term used by the legislation. It has a wider meaning than **subsidiary**. Generally speaking, it is a company which is controlled by another company because the other company:

- has a majority of the votes in the company, either alone or acting with others;
- is a shareholder who can appoint or remove a majority of the directors; or
- can **exercise** dominant influence over the company because of anything in the company's memorandum or articles or because of a certain kind of contract.

**treasury shares** Shares in the company which were bought by the company as provided by the legislation and which have been held by the company continuously since being bought are called treasury shares.

**trustees** People who hold property of any kind for the benefit of one or more other people under a kind of arrangement which the law treats as a "trust".

**uncertificated form** A share or other security is held in uncertificated form if no certificate has been issued for it. A share or other security held in uncertificated form is eligible for settlement in CREST or any other **relevant system**.

**underwriting** A person who agrees to buy new shares if they are not bought by other people underwrites the share offer.

**warrant or dividend warrant** Similar to a cheque for a dividend.

## CONTENTS

1.	Exclusion of other Constitutional Regulations	2	
2.	Definitions	2	
3.	Limited Liability	5	
	4.	Rights of the A Shares and the B Shares	<del>56</del>
	5.	Dividend Access Arrangements relating to the B Shares	<del>6</del>
	5A.	<u>Change of name</u>	<u>7</u>
	6.	Rights of the Sterling Deferred Shares	<del>67</del>
	7.	Rights Attached to Shares	<del>78</del>
	8.	Redeemable Shares	<del>78</del>
	9.	Variation of Rights	8
	10.	Matters not Constituting Variation of Rights	<del>89</del>
	11.	Shares	<del>89</del>
	12.	Payment of Commission	9
	13.	Trusts Not Recognised	9
	14.	Suspension of Rights Where Non-Disclosure of Interest	9
	15.	Uncertificated Shares	<del>4011</del>
	16.	Right to Share Certificates	12
	17.	Share Certificates Sent at Holder's Risk	<del>4213</del>
	18.	Replacement of Share Certificates	<del>4213</del>
	19.	Execution of Share Certificates	13
	20.	Company's Lien on Shares Not Fully Paid	13
	21.	Enforcing Lien by Sale	<del>4314</del>

---

	22.	Application of Proceeds of Sale	<del>43</del> <a href="#">14</a>
	23.	Calls	14
	24.	Timing of Calls	<del>44</del> <a href="#">15</a>
	25.	Liability of Joint Holders	<del>44</del> <a href="#">15</a>
	26.	Interest Due on Non-Payment	<del>44</del> <a href="#">15</a>
	27.	Sums Due on Allotment Treated as Calls	<del>44</del> <a href="#">15</a>
	28.	Power to Differentiate	15
	29.	Payment of Calls in Advance	15
	30.	Notice if Call or Instalment Not Paid	15
	31.	Form of Notice if Call or Instalment Not Paid	<del>45</del> <a href="#">16</a>
	32.	Forfeiture for Non-Compliance with Notice	<del>45</del> <a href="#">16</a>
	33.	Notice after Forfeiture	<del>45</del> <a href="#">16</a>
	34.	Sale of Forfeited Shares	<del>45</del> <a href="#">16</a>
	35.	Arrears to be Paid Notwithstanding Forfeiture	16
	36.	Statutory Declaration as to Forfeiture	<del>46</del> <a href="#">17</a>
	37.	Transfer	<del>46</del> <a href="#">17</a>
	38.	Signing of Transfer	17
	39.	Rights to Decline Registration of Partly Paid Shares	<del>47</del> <a href="#">18</a>
	40.	Other Rights to Decline Registration	<del>47</del> <a href="#">18</a>
	41.	No Fee for Registration	18
	42.	Untraced Shareholders	18
	43.	Transmission on Death	19
	44.	Entry of Transmission in Register	<del>48</del> <a href="#">20</a>
	45.	Election of Person Entitled by Transmission	<del>48</del> <a href="#">20</a>

---

46.	Rights of Person Entitled by Transmission	20
47.	Sub-Division	<del>20</del> <a href="#">21</a>
48.	Fractions	<del>20</del> <a href="#">21</a>
<del>49.</del>	<del>Location of General Meetings</del>	
<del>20</del>	<del>[Not used]</del>	<del>21</del> <a href="#">21</a>
50.	Form of Notice	21
51.	Participation in General Meetings and use of Electronic Facilities and Satellite Meetings	<del>24</del> <a href="#">22</a>
52.	Omission or Non-Receipt of Notice	23
53.	Postponement of General Meetings	<del>23</del> <a href="#">24</a>
54.	Quorum	<del>23</del> <a href="#">24</a>
55.	Procedure if Quorum Not Present	<del>23</del> <a href="#">24</a>
56.	Security Arrangements	24
57.	Chair of General Meeting	<del>24</del> <a href="#">25</a>
58.	Orderly Conduct	<del>24</del> <a href="#">25</a>
59.	Entitlement to Attend and Speak	<del>24</del> <a href="#">25</a>
60.	Adjournments	25
61.	Notice of Adjournment	<del>25</del> <a href="#">26</a>
62.	Amendments to Resolutions	26
63.	Amendments Ruled Out of Order	<del>26</del> <a href="#">27</a>
64.	Votes of Shareholders	<del>26</del> <a href="#">27</a>
65.	Method of Voting	<del>26</del> <a href="#">27</a>
66.	Procedure if Poll Demanded	<del>27</del> <a href="#">28</a>
67.	When Poll to be Taken	<del>27</del> <a href="#">28</a>
68.	Continuance of Other Business after Poll Demand	<del>27</del> <a href="#">28</a>

---

	69.	Votes of Joint Holders	<a href="#">2728</a>
	70.	Voting on behalf of Incapable Member	<a href="#">2728</a>
	71.	No Right to Vote where Sums Overdue on Shares	28
	72.	Objections or Errors in Voting	<a href="#">2829</a>
	73.	Appointment of Proxies	<a href="#">2829</a>
	74.	Receipt of Proxies	29
	75.	Maximum Validity of Proxy	<a href="#">3031</a>
	76.	Form of Proxy	<a href="#">3031</a>
	77.	Cancellation of Proxy's Authority	<a href="#">3031</a>
	78.	Separate General Meetings	31
	<del>79.</del>	<del>Headquarters of the Company</del>	
	<del>34.</del>	<del>[Not used]</del>	<del>32</del>
	80.	Number of Directors	<a href="#">3432</a>
	81.	Directors' Shareholding Qualification	<a href="#">3432</a>
	82.	Power of Company to Appoint Directors	<a href="#">3432</a>
	83.	Power of the Board to Appoint Directors	<a href="#">3432</a>
	84.	Retirement of Directors by Rotation	<a href="#">3432</a>
	85.	Filling Vacancies	32
	86.	Power of Removal by Special Resolution	32
	87.	Persons Eligible as Directors	<a href="#">3233</a>
	88.	Position of Retiring Directors	<a href="#">3233</a>
	89.	Vacation of Office by Directors	<a href="#">3233</a>
	90.	Alternate Directors	<a href="#">3334</a>
	91.	Executive Directors	<a href="#">3435</a>
	92.	Directors' Fees	<a href="#">3435</a>

---

	93.	Additional Remuneration	<a href="#">3435</a>
	94.	Expenses	<a href="#">3435</a>
	95.	Pensions and Gratuities for Directors	35
	96.	Directors' Interests	<a href="#">3536</a>
	97.	General Powers of Company Vested in Board	<a href="#">3940</a>
	98.	Borrowing Powers	<a href="#">3940</a>
	99.	Agents	<a href="#">4243</a>
	100.	Delegation to Individual Directors	<a href="#">4344</a>
	101.	Registers	<a href="#">4344</a>
	102.	Provision for Employees	<a href="#">4344</a>
	103.	Directors' Meetings	<a href="#">4344</a>
	104.	Notice of Directors' Meetings	<a href="#">4344</a>
	105.	Quorum	<a href="#">4345</a>
	106.	Directors below Minimum through Vacancies	<a href="#">4445</a>
	107.	Appointment of Chair	<a href="#">4445</a>
	108.	Competence of Meetings	<a href="#">4445</a>
	109.	Voting	<a href="#">4445</a>
	110.	Delegation to Committees	<a href="#">4445</a>
	111.	Participation in Meetings	<a href="#">4546</a>
	112.	Resolution in Writing	<a href="#">4546</a>
	113.	Validity of Acts of Directors or Committee	<a href="#">4546</a>
	114.	Use of Seals	<a href="#">4547</a>
	115.	Declaration of Dividends by Company	<a href="#">4647</a>
	116.	Payment of Interim and Fixed Dividends by Directors	<a href="#">4647</a>

---

	117.	Calculation of Dividends	<a href="#">4647</a>
	118.	Currency of Dividends	<a href="#">4648</a>
	119.	Amounts Due on Shares can be Deducted from Dividends	<a href="#">4748</a>
	120.	No Interest on Dividends	<a href="#">4748</a>
	121.	Payment Procedure	<a href="#">4748</a>
	122.	Uncashed Dividends	<a href="#">4849</a>
	123.	Forfeiture of Unclaimed Dividends	<a href="#">4850</a>
	124.	Dividends Not in Cash	<a href="#">4850</a>
	125.	Scrip Dividends	<a href="#">4851</a>
	126.	Power to Capitalise Reserves and Funds	<a href="#">5453</a>
	127.	Settlement of Difficulties in Distribution	<a href="#">5253</a>
	128.	Power to Choose Any Record Date	<a href="#">5253</a>
	129.	Inspection of Records	<a href="#">5254</a>
	130.	Summary Financial Statements	<a href="#">5254</a>
	131.	Method of Service	<a href="#">5254</a>
	132.	Record Date for Service	<a href="#">5455</a>
	133.	Service of Notices on Persons Entitled by Transmission	<a href="#">5455</a>
	134.	Deemed Delivery	<a href="#">5556</a>
	135.	Notice When Post Not Available	<a href="#">5557</a>
	136.	Presumptions Where Documents Destroyed	<a href="#">5657</a>
	137.	Indemnity of Directors	<a href="#">5658</a>
	138.	Arbitration	<a href="#">5758</a>
	139.	Exclusive Jurisdiction	<a href="#">5859</a>
	140.	General Dispute Resolution Provisions	<a href="#">5860</a>

---