
FORM 6-K

UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549**

REPORT OF FOREIGN PRIVATE ISSUER

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

**The Securities Exchange Act of 1934
For April 2008**

Commission File Number: 1-32575

Royal Dutch Shell plc

(Exact name of registrant as specified in its charter)

England and Wales

(Jurisdiction of incorporation or organization)

30, Carel van Bylandtlaan, 2596 HR The Hague

The Netherlands

Tel No: (011 31 70) 377 9111

(Address of principal executive officers)

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

Form 20-F Form 40-F

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

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

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

Yes No

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

Royal Dutch Shell plc

This Report on Form 6-K contains the Notice of Annual General Meeting of Shareholders of Royal Dutch Shell plc (the "Registrant") and the associated proxy card. The Annual General Meeting has been convened for May 20, 2008.

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

Exhibit No.	Description
99.1	Notice of Annual General Meeting of Shareholders of Royal Dutch Shell plc.
99.2	Notice of Availability of Shareholder documents.
99.3	Proxy Form
99.4	Voting Instruction Form
99.5	Royal Dutch Shell A Voting Card
99.6	Royal Dutch Shell B Voting Card

[EXHIBIT 99.1](#)

[EXHIBIT 99.2](#)

[EXHIBIT 99.3](#)

[EXHIBIT 99.4](#)

[EXHIBIT 99.5](#)

[EXHIBIT 99.6](#)

SIGNATURES

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

ROYAL DUTCH SHELL PLC

(Registrant)

By: /s/ Mark Edwards

Name: Mark Edwards

Title: Assistant Company Secretary

Date: April 18, 2008



Notice of Meeting

Annual General Meeting
The Hague and London
Tuesday May 20, 2008

This document is important and requires your immediate attention.

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



Royal Dutch Shell plc



The Company's Annual Report and Form 20-F for the year ended December 31, 2007, the Annual Review and Summary Financial Statements 2007 and the 2008 Notice of Meeting are available on www.shell.com

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

The Netherlands

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

United Kingdom

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

United States

Tel 888 400 7789

** The Annual Review and Summary Financial Statements 2007 and the 2008 Notice of Meeting are also available in Dutch.*

SHAREHOLDER COMMUNICATIONS

If you are a registered shareholder and hold your shares in your own name, or you hold your shares in the Royal Dutch Shell Corporate Nominee, you should have received a letter from the Company dated October 31, 2007 asking whether in the future you wish to receive shareholder communications, such as the Annual Review or Annual Report and Accounts, in electronic form or paper form. If you elected to receive communications in electronic form and now wish to change your mind, or if you did not respond to the letter but wish in future to receive shareholder communications in paper form, please contact our Registrar at the address below:

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

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

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CONTENTS

Chairman's Letter	Page	4
Notice of Meeting	Page	6
Explanatory Notes on Resolutions	Page	8
Shareholder Notes	Page	12

ATTENDANCE ARRANGEMENTS

The Hague, the Netherlands	Page	16
London, United Kingdom*	Page	17
Appendix	Page	18

* CHANGE OF LONDON VENUE

Please note that the London venue for this year's Annual General Meeting is **The Barbican Centre, Silk Street, London, EC2Y 8DS**. See page 17 for more details.

CHAIRMAN'S LETTER

April 10, 2008

Dear Shareholder,

I am pleased to invite you to the Company's Annual General Meeting which will be held on Tuesday May 20, 2008.

The principal meeting place for the AGM will be in The Hague, with an audio-visual link to a satellite meeting place in London. Our venue in The Hague remains the same as last year, however please note that this year we have a new venue in London, namely The Barbican Centre. This venue is more centrally located in London and we hope shareholders will find it more convenient.

While the Directors will be located in The Hague, shareholders located in London will be able to participate fully in the meeting via an audio-visual link. Shareholders in each location will be able to see and hear the other location by way of large screens located on stage, and ask questions at designated question points. Shareholders in both The Hague and London will also be able simultaneously to vote on each of the resolutions, and on any other matter which may properly come before the meeting, using electronic handsets. Details of the arrangements for the meeting locations in The Hague and London are given on pages 16 and 17.

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

BUSINESS OF THE MEETING

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

Employee Incentive Plans

I would like in particular to bring to your attention Resolutions 13 and 14 which relate to amendments to the employee incentive plans award policy. The Board proposes to increase individual award limits under the Long-term Incentive Plan and to extend Restricted Share Plan participation to Executive Directors. These amendments are policy changes and do not constitute changes to the plan rules previously approved by shareholders. Separately, the Board has made certain technical amendments to plan rules in order to benefit the administration of the Plans. These technical amendments are aimed primarily at compliance with the American Jobs Creation Act and do not require shareholders' approval.

More information concerning the proposed amendments to the employee incentive plans award policy is given in the Explanatory Notes on pages 10 and 11. The new plan rules will be on display at the meeting.

Articles of Association

We are also asking shareholders to approve a number of amendments to the Articles of Association of the Company primarily to reflect the provisions of the Companies Act 2006. Whilst we are asking for your approval to amend the Articles at the 2008 AGM, a number of the new Act provisions are currently scheduled to come into effect in October 2009 and it may therefore be necessary to make further changes to the Articles at the 2009 AGM, or at a subsequent AGM.

So far as the 2008 AGM is concerned, an explanation of the main changes between the proposed and the existing articles of association is set out in the appendix on page 18.

Appointment of new Director

Finally, I would also like to draw your attention to Resolution 3. This resolution relates to the election of a new Director of the Company and I am delighted that Dr. Josef Ackermann has agreed to join the Board as a Non-executive Director. I hope you will vote in support of his appointment.

QUESTION AND ANSWER SESSION

The Annual General Meeting provides an opportunity for you to ask questions about the business set out in this Notice and to raise other matters about the business of the Company. As Chairman of the Meeting, I will endeavour to ensure that discussions are kept relevant and that as many shareholders as possible have the opportunity to speak.

VOTING

All resolutions for consideration at the meeting will be decided on a poll rather than a show of hands. This means that a shareholder has one vote for every share held. Even if you are not able to come to the meeting, I would urge you to vote by following the guidance notes on pages 12 to 15.

Yours faithfully,

Jorma Ollila
Chairman



NOTICE OF MEETING



Notice is hereby given that the Annual General Meeting of Royal Dutch Shell plc will be held at Circustheater, Circusstraat 4, The Hague, the Netherlands at 11.00 am (Dutch time) on Tuesday May 20, 2008, with an audio-visual link to a satellite meeting place at The Barbican Centre, Silk Street, London, EC2Y 8DS, United Kingdom at 10.00 am (UK time), for the purposes of considering the following business:

To consider and, if thought fit, to pass the following resolutions, with those numbered 1 to 9 and 12 to 14 being proposed as ordinary resolutions and those numbered 10, 11 and 15 being proposed as special resolutions.

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

RESOLUTION 1

That the Company's annual accounts for the financial year ended December 31, 2007, together with the Directors' report and the Auditors' report on those accounts, be received.

RESOLUTION 2

That the Remuneration Report for the year ended December 31, 2007 set out in the Annual Report and Accounts 2007 and summarised in the Annual Review and Summary Financial Statements 2007 be approved.

RESOLUTION 3

That Dr. Josef Ackermann be elected as a Director of the Company with effect from May 21, 2008.

RESOLUTION 4

That Sir Peter Job be re-elected as a Director of the Company.

RESOLUTION 5

That Lawrence Ricciardi be re-elected as a Director of the Company.

RESOLUTION 6

That Peter Voser be re-elected as a Director of the Company.

RESOLUTION 7

That PricewaterhouseCoopers LLP be re-appointed as Auditors of the Company from the conclusion of this meeting until the conclusion of the next general meeting before which accounts are laid.

RESOLUTION 8

That the Board be authorised to settle the remuneration of the Auditors for 2008.

RESOLUTION 9

That the Board be and hereby is generally and unconditionally authorised in substitution for all other subsisting authorities, to the extent unused, to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of €147 million, such authority to expire on August 19, 2009 or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution (unless previously revoked or varied by the Company in general meeting), save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

RESOLUTION 10

That the Board be and hereby is empowered, pursuant to Section 95 of the Companies Act 1985, to allot equity securities (within

the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by the previous resolution and/or where such allotment constitutes an allotment of equity securities by virtue of Section 94(3A) of the said Act as if sub-section (1) of Section 89 of the said Act did not apply to any such allotment, provided that this power shall be limited to:

- (A) the allotment of equity securities in connection with a rights issue, open offer or any other pre-emptive offer in favour of holders of ordinary shares (excluding treasury shares) where the equity securities respectively attributable to the interests of such ordinary shareholders on a fixed record date are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them (as the case may be) (subject to such exclusions or other arrangements as the Board may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever); and
- (B) the allotment (otherwise than pursuant to sub-paragraph (A) above) of equity securities up to an aggregate nominal value of €22 million,

and shall expire on August 19, 2009 or, if earlier, at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such an offer or agreement as if the power conferred hereby had not expired.

RESOLUTION 11

That the Company be authorised to make market purchases (as defined in Section 163 of the Companies Act 1985) of up to 631 million ordinary shares of €0.07 each in the capital of the Company at prices of not less than €0.07 per share and not more than the higher of:

- (A) 5% above the average market value of those shares for the five business days before the purchase is made; and
- (B) that stipulated by Article 5(1) of Commission Regulation (EC) No. 2273/2003,

such authority to expire on August 19, 2009 or, if earlier, at the conclusion of the next Annual General Meeting of the Company, but so that the Company may before such expiry, pursuant to the authority granted by this resolution, enter into a contract to purchase such shares which would or might be executed wholly or partly after such expiry. In executing this authority, the Company may purchase shares using any currency, including pounds sterling, US dollars and euros.

RESOLUTION 12

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

- (A) make political donations to political organisations other than political parties not exceeding £200,000 in total per annum; and
- (B) incur political expenditure not exceeding £200,000 in total per annum,

during the period beginning with the date of the passing of this resolution and ending on August 19, 2009 or, if earlier, at the conclusion of the next Annual General Meeting of the Company. In this resolution, the terms "political donation", "political parties", "political organisation" and "political expenditure" have the meanings given to them by Sections 363 to 365 of the Companies Act 2006.

RESOLUTION 13

That the revised individual limit under the Long-term Incentive Plan be approved, so that under the Long-term Incentive Plan a conditional award of free Royal Dutch Shell shares can be made to any participant in any one year, with a face value at grant equal to up to four times base salary.

RESOLUTION 14

That extending participation in Restricted Share Plan awards to Executive Directors be approved.

RESOLUTION 15

That the Articles of Association produced to the meeting and initialled by the Chairman of the Meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

BY ORDER OF THE BOARD

Michiel Brandjes
Company Secretary
Carel van Bylandtlaan 30
2596 HR The Hague
The Netherlands
April 10, 2008

EXPLANATORY NOTES ON RESOLUTIONS

NOTE TO RESOLUTION 1

Annual Report and Accounts

The Board of Directors will present the Company's annual accounts for the financial year ended December 31, 2007 together with the Directors' report and the Auditors' report on those accounts.

NOTE TO RESOLUTION 2

Consideration and approval of the Remuneration Report

Resolution 2 is a resolution seeking approval of the Directors' Remuneration Report for the year ended December 31, 2007. The Report has been prepared and is laid before the meeting in accordance with the Companies Act 1985. The Board considers that the policy and practice outlined in the Report are appropriate to the Company's circumstances and that the Report should receive shareholder support.

NOTE TO RESOLUTION 3

Election of a Director

As announced on March 13, 2008, the Board proposes that Dr. Josef Ackermann be elected as a Director of the Company, such appointment to take effect from May 21, 2008. The Board believes the election of Dr. Ackermann is in the best interests of the Company as he brings with him valuable finance and banking experience. His biographical details are given on page 9.

NOTES TO RESOLUTIONS 4 TO 6

Retirement and re-election of Directors

The Directors seeking re-election at the 2008 AGM are Sir Peter Job, Lawrence Ricciardi and Peter Voser. Their biographical details are given on page 9. Both of the Non-executive Directors

seeking re-election, namely Sir Peter Job and Lawrence Ricciardi, have received a performance evaluation and were considered to be effective in their roles and to be committed to making available the appropriate time for Board meetings and other duties.

The Board recommends that you support the re-election of each of the retiring Directors standing for re-election at the 2008 AGM.

NOTES TO RESOLUTIONS 7 AND 8

Re-appointment of Auditors and determination of Auditors' remuneration

The Company is required to appoint Auditors at each general meeting at which accounts are presented, to hold office until the end of the next such meeting.

Resolution 7 proposes the re-appointment of PricewaterhouseCoopers LLP as the Company's auditors. Resolution 8 seeks authority for the Board to determine their remuneration. Both resolutions are being proposed as ordinary resolutions.

NOTE TO RESOLUTION 9

Authority to allot shares

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

Relevant securities are defined in that Act to include the Company's ordinary shares or securities convertible into the Company's ordinary shares. Resolution 9 is proposed as an ordinary resolution to authorise the Directors to allot ordinary shares up to an aggregate nominal value of €147 million, representing approximately one third of the share capital of the Company in issue at March 12, 2008. The Company does not hold any shares in treasury. The Directors'

authority will be valid up to August 19, 2009, or, if earlier, the date of the next Annual General Meeting. This authority complies with the guidelines issued by institutional investors. The Directors have no immediate plans to make use of this authority.

NOTE TO RESOLUTION 10

Disapplication of pre-emption rights

Under Section 89 of the Companies Act 1985, when new shares are allotted or treasury shares are sold for cash, they must first be offered to existing shareholders pro rata to their holdings. This special resolution renews, for the period ending on August 19, 2009, or, if earlier, the date of the next Annual General Meeting, the authorities of the Directors to (a) allot shares of the Company in connection with a rights issue or other pre-emptive offer; and (b) otherwise allot shares of the Company, or sell treasury shares for cash, up to an aggregate nominal value of €22 million (representing, in accordance with institutional investor guidelines, approximately 5% of the share capital in issue as at March 12, 2008) as if the pre-emption rights of Section 89 did not apply. The Directors have no immediate plans to make use of these authorities.

NOTE TO RESOLUTION 11

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

Resolution 11 is a special resolution and renews the Company's authority to make market purchases of its ordinary shares. The Board regards the ability to repurchase issued shares in suitable circumstances as an important part of the financial management of the Company. Under the current authority the Company may make market purchases of up to an aggregate of approximately 644 million ordinary shares at prices not less than €0.07 per share and not more than the

higher of (a) 5% above the average market value of those shares for the five business days preceding the purchase; and (b) that stipulated by Article 5(1) of Commission Regulation (EC) No. 2273/2003. Article 5(1) states that a company must not repurchase shares at a price higher than the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out.

The current authority will expire at the conclusion of this AGM and the Directors are seeking renewal until August 19, 2009 or the date of the next Annual General Meeting, if earlier. The maximum number of shares covered by the new authority is 631 million ordinary shares – being approximately 10% of the current issued ordinary share capital as of March 12, 2008 – and the price limits will be as described above for the current authority. Any shares purchased under the renewed authority will either be cancelled or held in treasury. Treasury shares are shares in the Company which are owned by the Company itself. It is the intention of the Company to hold some or all of the shares which are repurchased under this authority as treasury shares within the limits allowed by law. Once shares are held in treasury, the Directors may dispose of them in accordance with the relevant legislation, but their current intention is to use such treasury shares only for the purposes of, or pursuant to, an employee share scheme.

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

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



Dr. Josef Ackermann

Born February 7, 1948. A Swiss national, Dr. Josef Ackermann is Chairman of the Management Board and the Group Executive Committee of Deutsche Bank AG. He was appointed to these positions in 2006 and 2002 respectively. Dr. Ackermann joined Deutsche Bank's Management Board in 1996, with responsibility for the investment banking division. He started his professional career in 1977 at Schweizerische Kreditanstalt (SKA), where he held a variety of positions in Corporate Banking, Foreign Exchange/Money Markets, Treasury and Investment Banking. In 1990, he was appointed to SKA's Executive Board, on which he served as President between 1993 and 1996. He is currently also a member of the supervisory board of Siemens AG.



Peter Voser

Born August 29, 1958. A Swiss national, appointed Chief Financial Officer of Royal Dutch Shell in October 2004. He was appointed a Managing Director of Shell Transport and Chief Financial Officer in October 2004. In 2002, he joined the Asea Brown Boveri (ABB) Group of Companies, based in Switzerland as Chief Financial Officer and Member of the ABB Group Executive Committee. Originally joined the Shell group in 1982 where he held a variety of finance and business roles in Switzerland, UK, Argentina and Chile, including Chief Financial Officer of Oil Products. He was a member of the supervisory board of Aegon N.V. from 2004 until April 25, 2006. He is a member of the supervisory board of UBS AG and a member of the Swiss Federal Auditor Oversight Authority.



Lawrence Ricciardi

Born August 14, 1940. A US national, appointed a Non-executive Director of Royal Dutch Shell in October 2004. He was appointed a member of the Royal Dutch supervisory board in 2001 and was a Board member of Royal Dutch until the merger of the company on December 21, 2005. Previously he was President of RJR Nabisco, Inc. and subsequently Senior Vice-President and General Counsel of IBM. He is Senior Advisor to the IBM Corporation as well as to Jones Day and to Lazard Frères & Co and Trustee of the Andrew W. Mellon Foundation and the Pierpoint Morgan Library.



Sir Peter Job KBE

Born July 13, 1941. A British national, appointed a Non-executive Director of Royal Dutch Shell in October 2004. He was a Non-executive Director of Shell Transport from 2001 to 2005. Previously he was Chief Executive of Reuters Group plc. He is a Non-executive Director of Schroders plc and TIBCO Software Inc. and a member of the supervisory board of Deutsche Bank AG.

EXPLANATORY NOTES ON RESOLUTIONS

NOTE TO RESOLUTION 12

Authority for certain donations and expenditure

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

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

in the European Union ("EU") which it would otherwise be prohibited from making or incurring because of the Companies Act 2006 in the UK. The Directors are seeking such authority for the period up to August 19, 2009 or, if earlier, at the conclusion of the next Annual General Meeting.

The Company has no intention of changing its current practice of not making political donations or incurring political expenditure and will not do so without the specific endorsement of shareholders. However, the Companies Act defines "political organisations" widely to include, amongst other things, organisations which carry on activities

which are capable of being reasonably regarded as intended to affect public support for a political party or an independent election candidate in any EU member state or to influence voters in relation to any referendum in any EU member state. As a result, it is possible that political organisations may include, for example, bodies concerned with policy review and law reform, with the representation of the business community or sections of it or with the representation of other communities or special interest groups which it may be in the Company's interest to support.

NOTES TO RESOLUTIONS 13 AND 14

Amendments to the award policy of employee incentive plans

The Board proposes to increase individual award limits under the Long-term Incentive Plan and to extend Restricted Share Plan participation to Executive Directors. These amendments are policy changes and do not constitute changes to the Plan rules previously approved by shareholders.

Separately, the Board has made certain technical amendments to Plan rules in order to benefit the administration of the

Plans. These technical amendments are aimed primarily at compliance with the American Jobs Creation Act and do not require shareholders' approval. The new Plan rules will be on display at the meeting.

The Remuneration Committee last year conducted a review of Executive Directors' participation in employee incentive plans, taking into account shareholder feedback since the Plans were introduced in 2005 and forthcoming Board composition changes. This process included consultation with a number of major shareholders. The Remuneration Committee concluded that the design of the Plans continues to focus on improving long-term shareholder value, but that:

- the present limit on the Long-term Incentive Plan awards prevents competitive compensation for certain employees; and
- there is insufficient retention value for Executive Directors in view of the business risk associated with the forthcoming Board succession.

The Long-term Incentive Plan, as approved by shareholders in 2005, allows for a conditional award of free Royal Dutch Shell shares to any one participant in any one year with a face value at grant equal to up to two and a half times base pay.



Based on the current relative position within the remuneration comparator group and analysis of wider long-term incentive market trends, the Remuneration Committee expects that the two and a half times base salary limit will undermine competitive market positioning in the years to come. The Board therefore wishes to raise the individual award limit to four times base salary in face value terms. When awards are made to individuals who are not Executive Directors of Royal Dutch Shell, the Long-term Incentive Plan is known as the Performance Share Plan. The new individual limit will also be applicable to the Performance Share Plan.

The rules of the Restricted Share Plan state that all employees of Royal Dutch Shell are eligible to participate. However, the summary of Resolution 11 of the 2005 Annual General Meeting Notice of Meeting stated that no awards under the Restricted Share Plan would be made to Executive Directors. The Board wishes to remove this restriction, allowing the award of Royal Dutch Shell Shares under the Restricted Share Plan to Executive Directors at the discretion of the Remuneration Committee. The Committee would apply such discretion in individual instances where it considers the retention or attraction value generated by the remuneration structures for Executive Directors to present a business risk.

NOTE TO RESOLUTION 15

Adoption of new Articles of Association

It is proposed in Resolution 15 to adopt new articles of association (the "New Articles") in order to update the Company's current articles of association (the "Current Articles") primarily to take account of changes in English company law brought about by the Companies Act 2006. The Company is also taking this opportunity to make a number of minor improvements to the articles (such as removing redundant provisions and updating language to reflect the terminology used in the Companies Act 2006).

The principal changes introduced in the New Articles are summarised in the Appendix on page 18. Other changes, which are of a minor, technical or clarifying nature and also some more minor changes which merely reflect changes made by the Companies Act 2006, have not been noted in the Appendix. The New Articles showing all the changes to the Current Articles are available for inspection, as noted on page 15.

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



SHAREHOLDER NOTES



12 Royal Dutch Shell plc

ATTENDANCE AND APPOINTMENT OF A PROXY

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

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

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

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

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

- Registered holders of shares or shareholders who hold their shares in the Royal Dutch Shell Corporate Nominee, or their duly appointed representatives, are entitled to attend, speak and vote at the AGM.
- For the purpose of determining who is entitled to attend or vote at the AGM, a person must be entered on the Register of Members or the register of the Royal Dutch Shell Corporate Nominee no later than 7.00 pm (Dutch time), 6.00 pm (UK time) on Sunday May 18, 2008. A shareholder's voting entitlement will depend on the number of shares held at that time. If the meeting is adjourned, such entitlement is determined by reference to the Register of Members or the register of the Royal Dutch Shell Corporate Nominee at 7.00

pm (Dutch time), 6.00 pm (UK time) on the day two days preceding the date fixed for the adjourned meeting.

- A shareholder entitled to attend, speak and vote at the AGM may appoint a proxy or multiple proxies to attend and speak and vote on their behalf on a poll or on a show of hands. A proxy need not also be a shareholder.

If a shareholder wishes to appoint multiple proxies, he/she should contact the Registrar on 0800 169 1679 or +44 (0) 121 415 7073 to obtain an additional Proxy Form or, in the case of a participant in the Royal Dutch Shell Corporate Nominee, a Voting Instruction Form. Alternatively the shareholder may photocopy their Proxy Form or Voting Instruction Form. It will be necessary for the shareholder to indicate on each separate Proxy Form, or Voting Instruction Form, the number of shares in relation to which each proxy is authorised to act.

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

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

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

- A pre-paid Proxy Form, or a Voting Instruction Form in the case of those who hold their shares in the Royal Dutch Shell Corporate Nominee, is enclosed for the use of those who cannot attend the meeting but wish to vote or appoint a proxy. The forms are pre-addressed and no envelope is necessary if posted in the UK. If preferred, the form may be placed in an envelope and addressed to Equiniti, FREEPOST (SEA 7148), Aspect House, Spencer Road, Lancing, BN99 6BA. For non-UK residents, the form must be returned in the enclosed pre-addressed international envelope (the pre-addressed forms cannot be returned from outside the UK). No stamp is necessary on the pre-addressed international envelope.

- Proxy Forms and Voting Instruction Forms must reach the Company's Registrar no later than 48 hours before the time for holding the AGM. It is also possible to vote or register a proxy appointment electronically as explained on page 14.
- Shareholders who have completed a Proxy Form or Voting Instruction Form may still attend the AGM and vote in person should they wish to do so, but they are requested to bring the Admittance Card with them to the meeting.

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

Shareholders holding their shares through Euroclear Nederland B.V. ("Euroclear") via banks and brokers are not included in the Company's Register of Members – such shares are included in the Register of Members under the name of Euroclear. If shareholders who hold their shares through Euroclear wish to (i) attend the AGM or (ii) appoint a proxy to attend, speak and vote on their behalf or (iii) give voting instructions without attending the meeting, they must instruct Euroclear accordingly. To do this, shareholders are advised to contact their bank or broker as soon as possible and advise them which of the three options they prefer. In all cases the validity of the instruction will be conditional upon ownership of the shares no later than 7.00 pm (Dutch time), 6.00 pm (UK time) on Sunday May 18, 2008.

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

Holders of American Depositary Receipts (ADRs)

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

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

SHAREHOLDER NOTES

CORPORATE REPRESENTATIVES

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

ELECTRONIC PROXY APPOINTMENT

Registered shareholders who would prefer to register a proxy appointment with the Registrar via the internet instead of by hard-copy (sent by post or by hand) may do so by accessing the website www.sharevote.co.uk. Shareholders who hold their shares through the Royal Dutch Shell Corporate Nominee may also register their voting instructions for the AGM via the same corporate website.

Details of how to register an electronic proxy appointment and voting instructions are set out on the website, but please note the following:

- This method of registering proxies is an alternative to the traditional hard copy appointment of proxies which will continue unaltered. The electronic facility is available to all shareholders and those who use it will not be disadvantaged.
- This facility provides for the electronic appointment of a proxy and not direct electronic voting. Accordingly, the person appointed as proxy will have to attend the meeting in person and vote on behalf of the shareholder.

- No special software is required in addition to internet access.
- To register on the website www.sharevote.co.uk it will be necessary to quote the reference numbers which are set out directly below the shareholder's name on the Proxy Form or Voting Instruction Form. These numbers are unique to the particular holding and the 2008 AGM and contain special security aspects to prevent fraudulent replication.
- In the interests of security, the reference numbers will not be re-issued, so if you consider that you might want to register your proxy appointment or your voting instructions electronically after submitting the paper form, please retain a note of the Reference Number, Card ID and Account Number before dispatching the paper form.
- An electronic appointment of a proxy or registration of voting instructions will not be valid if sent to any address other than www.sharevote.co.uk and will not be accepted if found to contain a virus.
- If you have already submitted a Proxy Form or Voting Instruction Form, in either hard-copy or electronic form, you may change your appointment or voting instructions by submitting a new form in either hard-copy or electronic form to be received by the Registrar no later than 11.00 am (Dutch time), 10.00 am (UK time) on Sunday May 18, 2008. 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. The final time for receipt of proxies is 11.00 am (Dutch time), 10.00 am (UK time) on Sunday May 18, 2008.

CREST ELECTRONIC PROXY APPOINTMENT

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

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes

the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Registrar (ID 7RA01) by the latest time(s) for receipt of proxy appointments specified in the Notice of Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

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

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

SHARES AND VOTING RIGHTS

The total number of Royal Dutch Shell plc shares in issue as at March 12, 2008 is 3,556,230,000 A shares and 2,759,360,000 B shares, and 50,000 sterling deferred shares. The A shares and the B shares have voting rights but the sterling deferred shares have no voting rights. The Company holds no shares in treasury.

DOCUMENTS AVAILABLE FOR INSPECTION

The following documents, which are available for inspection during normal business hours at the registered office of the Company on any weekday (Saturdays, Sundays and public holidays excluded), will also be available for inspection at each

of the AGM venues from 10.45 am (Dutch time), 9.45 am (UK time) on the day of the AGM until the conclusion of the AGM:

- A copy of each Executive Director's contract of service;
- A copy of each Non-executive Director's letter of appointment;
- The register of interests of the Directors (and their families) in the share capital of the Company;
- A copy of the proposed new rules for the Long-term Incentive Plan (Performance Share Plan), Restricted Stock Plan and Deferred Bonus Plan; and
- A copy of the proposed new articles of association of the Company, and a copy of the existing memorandum and articles of association marked to show the changes being proposed in Resolution 15.



ATTENDANCE – THE HAGUE, THE NETHERLANDS

VENUE

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

TIME

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

HOW TO ASK A QUESTION

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

VOTING

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

REFRESHMENTS

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

HOW TO GET THERE

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

CAR PARKING

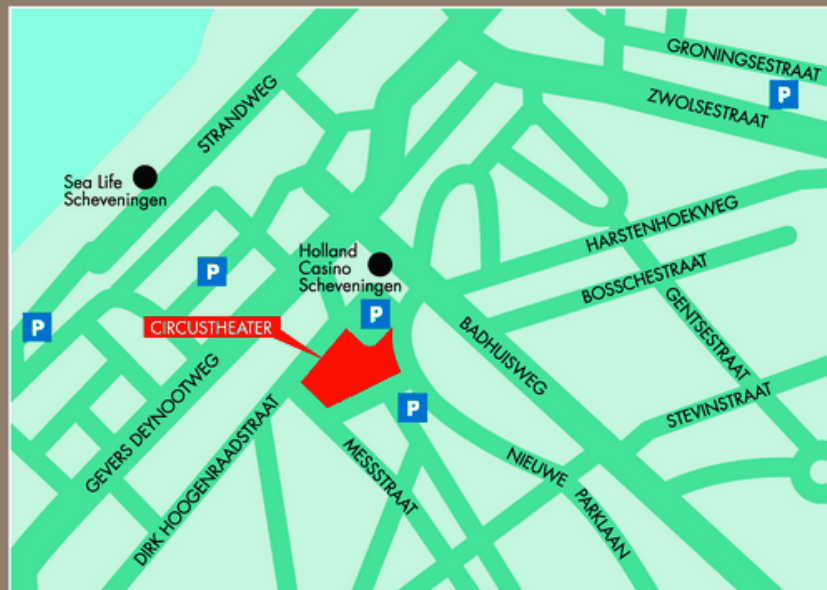
Car parks are located at Nieuwe Parklaan and Scheveningen Bad, Zwolsestraat (a return coach shuttle service is available from Scheveningen Bad, Zwolsestraat to the Circustheater).

SHAREHOLDERS WITH SPECIAL NEEDS

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

SECURITY

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



ATTENDANCE – LONDON, UNITED KINGDOM

VENUE

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

TIME

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

HOW TO ASK A QUESTION

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

VOTING

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

REFRESHMENTS

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

HOW TO GET THERE

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

CAR PARKING

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

SHAREHOLDERS WITH SPECIAL NEEDS

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

SECURITY

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



APPENDIX

PRINCIPAL CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

1. ARTICLES WHICH ARE NO LONGER RELEVANT

Certain provisions in the Current Articles which are no longer relevant or necessary have been deleted or amended in the New Articles.

2. ARTICLES WHICH DUPLICATE STATUTORY PROVISIONS

Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main to be removed in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution. Certain examples of such provisions include provisions as to the form of resolutions, the variation of class rights, the requirement to keep accounting records and provisions regarding the period of notice required to convene general meetings. The main changes made to reflect this approach are detailed below.

3. SHARE CAPITAL

The provisions in relation to euro deferred shares are being removed in the New Articles as they are no longer necessary following unification.

(From October 1, 2009, companies are no longer required to have an authorised share capital. The share capital is described in the Memorandum of Association, a separate constitutional document which from October 1, 2009, becomes incorporated into the articles of association under the new Act and continues (until it is varied or removed) to act as a cap on the share capital that can be issued by the Company. Consideration will be given in advance of next year's AGM as to whether it is appropriate for the authorised share capital cap to be removed.)

4. VARIATION OF CLASS RIGHTS

The Current Articles contain provisions regarding the variation of class rights. The proceedings and specific quorum requirements for a meeting convened to vary class rights are contained in the Companies Act 2006. The relevant provisions have therefore been removed in the New Articles.

5. FORM OF RESOLUTION

The Current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision is being removed as the concept of extraordinary resolutions has not been retained under the Companies Act 2006. Further, the remainder of the provision

is reflected in full in the Companies Act 2006. The Current Articles enable members to act by written resolution. Under the Companies Act 2006 public companies can no longer pass written resolutions. These provisions have therefore been removed in the New Articles.

6. CONVENING EXTRAORDINARY AND ANNUAL GENERAL MEETINGS

The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being removed in the New Articles because the relevant matters are provided for in the Companies Act 2006. In particular, an extraordinary general meeting to consider a special resolution can be convened on 14 days notice whereas previously 21 days notice was required.

7. APPOINTMENT OF PROXIES

The time limits for the appointment or termination of a proxy appointment have been altered by the Companies Act 2006 so that the articles cannot provide that they should be received more than 48 hours before the meeting or, in the case of a poll taken more than 48 hours after the meeting, more than 24 hours before the time for the taking of a poll, with weekends and bank holidays being permitted to be excluded for this purpose. The New Articles give the directors discretion, when calculating the time limits, to exclude weekend and bank holidays. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. The New Articles reflect all of these new provisions.

8. AGE OF DIRECTORS ON APPOINTMENT

The Current Articles contain a provision requiring a director's age to be disclosed if he/she has attained the age of 70 years or more in the notice convening a meeting at which the director is proposed to be elected or re-elected. As the Companies Act 2006 no longer imposes an age limit on directors, such provision could now contravene the Employment Equality (Age) Regulations 2006 and so has been removed from the New Articles.

9. DIRECTORS' FEES

The currency in which the total of the fees that may be paid to all of the directors has been changed to euros and the amount increased from £2,500,000 a year to €4,000,000 a year (approximately £3,069,000 as at March 12, 2008). This increase to the directors' total fees cap provides additional headroom for any future increases that may be agreed from time to time.

10. CONFLICTS OF INTERESTS

The Companies Act 2006 sets out directors' general duties which largely codify the existing law, but with some changes. Under the Companies Act, from October 1, 2008 a director must avoid a situation where he/she has, or can have, a direct or indirect

interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The Companies Act 2006 allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when directors decide whether to authorise a conflict or potential conflict. First, only directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at Board meetings and availability of Board papers to protect a director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the directors. It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers of authorisation of conflicts are operated effectively and that the procedures have been followed.

11. NOTICE OF BOARD MEETINGS

Under the Current Articles, when a director is abroad he/she can request that notice of directors' meetings are sent to him/her at a specified address and if he/she does not do so he/she is not entitled to receive notice while he/she is away. This provision has been removed, as modern communications mean that there may be no particular obstacle to giving notice to a director who is abroad. It has been replaced with a more general provision that a director is treated as having waived his entitlement to notice, unless he/she supplies the Company with the information necessary to ensure that he/she receives notice of a meeting before it takes place.

12. RECORDS TO BE KEPT

The provision in the Current Articles requiring the Board to keep accounting records has been removed as this requirement is contained in the Companies Act 2006.

13. DISTRIBUTION OF ASSETS OTHERWISE THAN IN CASH

The Current Articles contain provisions dealing with the distribution of assets in kind in the event of the Company going into liquidation. These provisions have been removed in the New Articles on the grounds that a provision about the powers of liquidators is a matter for insolvency law rather than the articles and that the Insolvency Act 1986 confers powers on the liquidator which would enable it to do what is envisaged by the Current Articles.

14. ELECTRONIC AND WEB COMMUNICATIONS

Provisions of the Companies Act 2006 which came into force in January 2007 enable companies to communicate with shareholders by electronic and/or website communications. The New Articles continue to allow communications to shareholders in electronic form and, in addition, they also permit the Company to take advantage of the new provisions relating to website communications. Before the Company can communicate with a shareholder by means of website communication, the relevant shareholder must be asked individually by the Company to agree that the Company may send or supply documents or information to him/her by means of a website, and the Company must either have received a positive response or have received no response within the period of 28 days beginning with the date on which the request was sent. The Company will notify the shareholder (either in writing, or by other permitted means) when a relevant document or information is placed on the website and a shareholder can always request a hard copy version of the document or information.

15. BENEFIT OF DIRECTORS' INDEMNITIES AND INSURANCE

The New Articles have been amended to make it clear that directors receiving the benefit of an indemnity or insurance policy pursuant to the relevant Article do not need to account to the Company (or its shareholders) in respect of any such benefit.

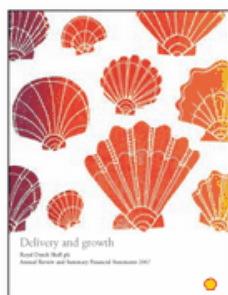
16. DERIVATIVE CLAIMS

The dispute resolution provision contained in the Current Articles has been amended in the New Articles to make it clear that derivative claims can only be brought in the courts of England and Wales as required under the Companies Act 2006.

17. GENERAL

Generally, the opportunity has been taken to bring clearer language into the New Articles and to conform the language of the New Articles with that used in the Companies Act 2006.

Shell annual reports



**Annual Review and Summary
Financial Statements 2007**
A summarised overview of Shell.
www.shell.com/annualreport

**Jaaroverzicht en verkorte
jaarrekening 2007**
Dutch language version.
www.shell.com/annualreport



**Annual Report and Form 20-F for
the year ended December 31, 2007**
A comprehensive overview of Shell.
www.shell.com/annualreport



**Financial and Operational
Information 2003-2007
(available May 2008)**
Five years' financial and operational
information, including maps of
exploration and production
activities.
www.shell.com/faoi



**Shell Sustainability Report 2007
(available May 2008)**
Report on progress in contributing
to sustainable development.
www.shell.com/responsibleenergy

OTHER PUBLICATIONS

Shell Technology Report
An overview of 27 advanced
technologies.
www.shell.com/technology

Shell General Business Principles
Fundamental principles that
govern how each Shell company
conducts its affairs.
www.shell.com/sgbp

Shell Code of Conduct
Provides standards of behaviour
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Annual Report/20-F Service for
US residents – Tel 888 400 7789

More information is available at
www.shell.com


Royal Dutch Shell plc





Notice of Availability of shareholder documents

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

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

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

This Notice of Availability is given by Royal Dutch Shell plc (the "Company") in relation to the 2008 Annual General Meeting. The 2008 Annual General Meeting of the Company will be held at Circustheater, Circusstraat 4, The Hague, the Netherlands at 11.00 am (Dutch time) on Tuesday May 20, 2008, with an audio-visual link to a satellite meeting place at The Barbican Centre, Silk Street, London, EC2Y 8DS, United Kingdom at 10.00 am (UK time).

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

- Annual Report and Form 20-F for the year ended December 31, 2007
www.shell.com/annualreport
- Annual Review and Summary Financial Statements 2007
www.shell.com/annualreport
- Notice of the 2008 Annual General Meeting
www.shell.com/agm

The purpose of this Notice of Availability is only to advise shareholders that the shareholder documentation referred to above can now be viewed or downloaded. It is not a summary of the proposals to be considered at the 2008 Annual General Meeting and should not be a substitute for reading the documentation. The documentation will be available until, at least, the end of the 2008 Annual General Meeting.

(Continued overleaf)



Royal Dutch Shell plc



Notice of Availability of shareholder documents

QUESTIONS AND ANSWERS

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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Illustration by Tim Bradford
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Annual General Meeting Admittance Card

The Annual General Meeting of Royal Dutch Shell plc will be held at Circustheater, Circusstraat 4, The Hague, The Netherlands at 11.00 am (Dutch time) on **Tuesday May 20, 2008**, with an audio-visual link to a satellite meeting place at The Barbican Centre, Silk Street, London, EC2Y 8DS, United Kingdom at 10.00 am (UK time).



Attendance at the meeting

If you wish to attend the Annual General Meeting in either The Hague or London, please bring this Admittance Card with you and keep it with you throughout the meeting. More information about attendance at the meeting is given on pages 16 and 17 of the Notice of Meeting.

Voting arrangements

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

Appointment of a proxy

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

If you wish to appoint a proxy, please complete the attached Proxy Form and send it to our Registrar, Equiniti (the new name for Lloyds TSB Registrars) to be received no later than 11.00 am (Dutch time), 10.00 am (UK time) on Sunday May 18, 2008 (48 hours before the meeting). The Proxy Form is pre-addressed and no envelope is necessary if posted in the UK. If you prefer you may place the Proxy Form in an envelope and address it to **Equiniti, FREEPOST (SEA 7148), Aspect House, Spencer Road, Lancing, BN99 6BA.**

Non-UK residents

If you are not resident in the UK and wish to appoint a proxy, please return the Proxy Form in the enclosed pre-addressed international envelope (the pre-addressed Proxy Form cannot be returned from outside the UK). No stamp is necessary on the pre-addressed envelope.

Voting or appointing a proxy online

You can vote your shares or appoint a proxy online by logging onto www.sharevote.co.uk You will need your Reference Number, Card ID and Account Number which are shown on the attached Proxy Form. Your votes must be registered by no later than 11.00 am (Dutch time), 10.00 am (UK time) on Sunday May 18, 2008 (48 hours before the meeting). More information is given on page 14 of the Notice of Meeting.

CREST electronic proxy appointment service

If you are a user of the CREST system (including a CREST personal member), you may appoint one or more proxies or give an instruction to a proxy via CREST. More information is given on page 14 of the Notice of Meeting.

Enquiries

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



Proxy Form

+

+

Reference Number

Card ID

Account Number

You can appoint a proxy to attend, speak and vote on your behalf at the meeting. If you wish to appoint a proxy, please read the notes overleaf and complete and return this Proxy Form so that it is received no later than 11.00 am (Dutch time) 10.00 am (UK time) on Sunday May 18, 2008. If you appoint a proxy, you may still attend, speak and vote at the meeting.

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

*

as my/our proxy to attend, speak and vote on my/our behalf at the Annual General Meeting of Royal Dutch Shell plc (the 'Company') to be held on Tuesday May 20, 2008, and at any adjournment of that meeting.

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

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

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

Date Signed

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

* See Note 2 overleaf

	For	Against	Abstain	For	Against	Abstain
1 Adoption of Annual Report & Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Dr. Josef Ackermann as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Sir Peter Job as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Lawrence Ricciardi as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Re-election of Peter Vosser as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Re-appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Remuneration of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Authority to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Authority for certain donations and expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Amendments to Long-term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Amendments to Restricted Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 Adoption of new Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

0001-079-1

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

	For	Against	Vote Withheld		For	Against	Vote Withheld
1 Adoption of Annual Report & Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Re-appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Remuneration of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Dr. Josef Ackermann as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Sir Peter Job as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Lawrence Ricciardi as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Authority to purchase own shares and expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Re-election of Peter Voser as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Authority for certain donations	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				13 Amendments to Long-term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				14 Amendments to Restricted Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				15 Adoption of new Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date Signed

Corporate Representatives

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

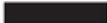
Notes

- Please strike out 'the Chairman of the Meeting' if you wish to appoint another person, writing his or her name in the space provided.
- If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which he or she is authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Proxy Form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- To appoint more than one proxy, (an) additional Proxy Form(s) may be obtained by contacting the Registrar on 0800 169 1679 or +44 (0)121 415 7073 or you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together to the Registrar in an envelope (see overleaf for address).
- The Proxy Form(s) must be signed and dated by the appointer or appointer's attorney and together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must reach the Registrar no later than 11.00 am (Dutch time), 10.00 am (UK time) on Sunday May 18, 2008 (48 hours before the meeting). If your Proxy Form arrives late or unsigned, it will not be valid and will not replace any earlier Proxy Form received.
- Where the appointor is a corporation, this Proxy Form must be under seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the register of members in respect of such joint holding. For further information see page 13 of the Notice of Meeting.
- A proxy properly appointed may attend the meeting, speak and vote on a poll or a show of hands. A proxy need not also be a shareholder.
- In the absence of instructions in respect of any resolution, the proxy will vote (or abstain from voting) as he or she thinks fit on that resolution.
- The proxy will vote (or abstain from voting) as he or she thinks fit on any other business which may properly come before the meeting.
- Entitlement to attend and vote at the meeting or any adjourned meeting, and the number of votes a shareholder, or his or her proxy, can cast, will be determined by reference to the shareholder register at 7.00 pm (Dutch time), 6.00 pm (UK time) on Sunday May 18, 2008 or, if the meeting is adjourned, 7.00 pm (Dutch time), 6.00 pm (UK time) on the day two days preceding the date fixed for such adjourned meeting.
- The 'vote withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.

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

RESPONSE LICENCE NO.
SEA7148

Equiniti
Aspect House
Spencer Road
LANCING
BN99 6BA





Annual General Meeting Admittance Card – Royal Dutch Shell Corporate Nominee

The Annual General Meeting of Royal Dutch Shell plc will be held at Circustheater, Circusstraat 4, The Hague, The Netherlands at 11.00 am (Dutch time) on **Tuesday May 20, 2008**, with an audio-visual link to a satellite meeting place at The Barbican Centre, Silk Street, London, EC2Y 8DS, United Kingdom at 10.00 am (UK time).



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

Attendance at the meeting

If you wish to attend the Annual General Meeting in either The Hague or London, please bring this Admittance Card with you and keep it with you throughout the meeting. More information about attendance at the meeting is given on pages 16 and 17 of the Notice of Meeting.

Voting arrangements

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

Appointment of a proxy

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

If you wish to instruct Equiniti Corporate Nominees Limited to vote in the way you specify or instruct them to appoint a proxy, please complete the attached Voting Instruction Form and send it to our Registrar, Equiniti (the new name for Lloyds TSB Registrars) to be received no later than 11.00 am (Dutch time), 10.00 am (UK time) on Sunday May 18, 2008 (48 hours before the meeting).

The Voting Instruction Form is pre-addressed, and no envelope is necessary if posted in the UK. If you prefer you may place the form in an envelope and address it to Equiniti, FREEPOST (SEA 7148), Aspect House, Spencer Road, Lancing, BN99 6BA.

Non-UK residents

If you are not resident in the UK and wish to instruct Equiniti Corporate Nominees Limited to vote in the way you specify or instruct them to appoint a proxy, please return the Voting Instruction Form in the enclosed pre-addressed international envelope (the pre-addressed Voting Instruction Form cannot be returned from outside the UK). No stamp is necessary on the pre-addressed envelope.

Voting or appointing a proxy online

You can vote your shares or appoint a proxy online by logging onto www.sharevote.co.uk You will need your Reference Number, Card ID and Account Number which are shown on the attached Voting Instruction Form. Your votes must be registered by no later than 11.00 am (Dutch time), 10.00 am (UK time) on Sunday May 18, 2008 (48 hours before the meeting). More information is given on page 14 of the Notice of Meeting.

Enquiries

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



Voting Instruction Form – Royal Dutch Shell Corporate Nominee

+ +

Reference Number Card ID Account Number

You may instruct Equiniti Corporate Nominees Limited to either vote in the way you specify below or to appoint a proxy to attend, speak and vote on your behalf at the meeting. If you wish to give such an instruction, please read the notes overleaf and complete and return this Voting Instruction Form so that it is received no later than 11.00 am (Dutch time), 10.00 am (UK time) on Sunday May 18, 2008. If you give such an instruction, you may still attend, speak and vote at the meeting.

To: Equiniti Corporate Nominees Limited

At the Annual General Meeting of Royal Dutch Shell plc (the 'Company') to be held on Tuesday May 20, 2008 and at any adjournment of that meeting, I/we hereby direct you to:

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

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

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

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

Date Signed

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

* See Note 2 overleaf

	For	Against	Vote Withheld		For	Against	Vote Withheld
1 Adoption of Annual Report & Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Re-appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Remuneration of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Dr. Josef Ackermann as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Sir Peter Job as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Lawrence Ricciardi as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Authority to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Re-election of Peter Voser as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Authority for certain donations and expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				13 Amendments to Long-term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				14 Amendments to Restricted Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				15 Adoption of new Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

0001-081-8

+ +

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

	For	Against	Vote Withheld		For	Against	Vote Withheld
1 Adoption of Annual Report & Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Re-appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Remuneration of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Dr. Josef Ackermann as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Sir Peter Job as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Lawrence Ricciardi as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Authority to purchase own shares and expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Re-election of Peter Voser as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Authority for certain donations and expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				13 Amendments to Long-term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				14 Amendments to Restricted Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				15 Adoption of new Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date Signed

Corporate Representatives

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

Notes

- The Voting Instruction Form must be signed and dated by the appointor or the appointor's attorney and, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must reach the Registrar no later than 11.00 am (Dutch time), 10.00 am (UK time) on Sunday May 18, 2008 (48 hours before the meeting). If your form arrives late or unsigned it will not be valid and will not replace any earlier Voting Instruction Form we have received.
- If you wish to appoint a proxy and the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Voting Instruction Form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- To appoint more than one proxy, (an) additional Voting Instruction Form(s) may be obtained by contacting the Registrar on 0800 169 1679 or +44 (0)121 415 7073 or you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which he or she is authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned together to the Registrar in an envelope (see overleaf for address).
- Where the appointor is a corporation, this Voting Instruction Form must be under seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in respect of such joint holding. For further information see page 13 of the Notice of Meeting.
- If you appoint a proxy, he or she may attend the meeting, speak and vote on a poll or show of hands. A proxy need not also be a shareholder. In the absence of instructions in respect of any resolution, the proxy will vote (or abstain from voting) as he or she thinks fit on that resolution and will vote (or abstain from voting) as he or she thinks fit on any other business which may properly come before the meeting.
- If you fill in and return this Voting Instruction Form, you will still be able to attend, speak and vote at the meeting. The admittance card overleaf authorises you to do this.
- In the absence of instructions to Equiniti Corporate Nominees Limited or absence of appointment of a proxy, no vote will be cast in respect of the shares held on your behalf.
- The 'vote withheld' option is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'vote withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'for' and 'against' a resolution.

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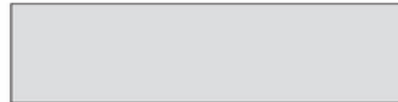
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- **VOTE BY INTERNET** - <https://www.proxypush.com/rds>
 E-consent - www.proxyconsent.com/rds
 - Go to the website address listed above.
 - **Have your proxy card ready.**
 - Follow the simple instructions that appear on your computer screen.
- **VOTE BY PHONE** - 1-866-229-4361
 - Use any touch-tone telephone.
 - **Have your proxy card ready.**
 - Follow the simple recorded instructions.
- **VOTE BY MAIL**
 - Mark, sign and date your proxy card.
 - Detach your proxy card.
 - Return your proxy card in the postage-paid envelope provided.

Your telephone or internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned the proxy card. If you have submitted your proxy by telephone or the internet there is no need for you to mail back your proxy.

The Royal Dutch Shell plc 2008 Notice of Meeting and 2007 Annual Report and Form 20-F are available on the Royal Dutch Shell plc website at: <http://www.shell.com>



1-866-229-4361
 CALL TOLL-FREE TO VOTE

▼ DETACH PROXY CARD HERE ▼

Mark, Sign, Date and Return
 the Proxy Card Promptly
 Using the Enclosed Envelope.

X
 Votes must be indicated
 (x) in Black or Blue ink.

	FOR	AGAINST	VOTE WITHHELD		FOR	AGAINST	VOTE WITHHELD		FOR	AGAINST	VOTE WITHHELD
1. Adoption of Annual Report & Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. Re-election of Peter Voser as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Authority for certain donations and expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Re-appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Amendments to Long-term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Dr. Josef Ackermann as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Remuneration of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Amendments to Restricted Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Sir Peter Job as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Adoption of new Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Lawrence Ricciardi as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Please mark this box if you wish to attend and vote at the Meeting in person in accordance with the instruction on the reverse side.	<input type="checkbox"/>		
				11. Authority to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

The Voting Instruction must be signed by the person in whose name the relevant Receipt is registered on the books of the Depository. In the case of a Corporation, the Voting Instruction must be executed by a duly authorized Officer or Attorney.

Date _____ Share Owner sign here _____ Co-Owner sign here _____



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

The Bank of New York (the "Depositary") has received notice that the Annual General Meeting (the "Meeting") of ROYAL DUTCH SHELL PLC will be held at Circustheater, Circusstraat 4, The Hague, The Netherlands on May 20, 2008 at 11:00 a.m. (Dutch time), with an audio-visual link to a satellite meeting place at The Barbican Centre, Silk Street, London EC2Y 8DS, United Kingdom at 10:00 a.m. (UK time) for the purposes set forth in the Notice of Annual General Meeting.

This voting instruction card may be used by the registered holder of the ADSs in the name of the undersigned on the books of the Depositary as of the close of business on April 9, 2008, to either (i) request the Depositary, its Custodian or nominee (as appropriate) to appoint the registered holder as its proxy to attend the meeting and vote with respect to the number of Shares or other Deposited Securities represented by ADSs or (ii) instruct the person nominated by the Depositary, its Custodian or nominee as its proxy as to the exercise of the voting rights pertaining to that number of Shares or other Deposited Securities.

If you wish to attend and vote in person at the meeting the number of Deposited Securities represented by the ADSs please mark the box on the reverse side of this voting instruction card, or if you wish you may instruct the person nominated by the Depositary, its Custodian or nominee as its proxy as to the exercise of the voting rights pertaining to that number of Shares or other Deposited Securities. The voting instruction card must be received by the Depositary prior to the close of business on May 13, 2008.

The Bank of New York, as Depositary

ROYAL DUTCH SHELL PLC

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

The undersigned, a registered holder of American Depositary Shares ("ADSs") representing ordinary shares of ROYAL DUTCH SHELL PLC on the books of the Depositary on the record date of April 9, 2008 hereby delivers this Voting Instruction Card to the Depositary and requests and authorizes the Depositary, its Custodian or its nominee to vote or execute a proxy to vote the underlying ordinary shares represented by such ADSs, on the resolutions at the Annual General Meeting of ROYAL DUTCH SHELL PLC to be held on May 20, 2008 including any adjournment thereof (the "Meeting"), in accordance with the instructions set forth herein.

In order to have the Depositary, its Custodian or its nominee vote the ordinary shares represented by such ADSs, this Voting Instruction Card must be received by the Depositary prior to the close of business on May 13, 2008.

If you wish to attend and vote in person at the Meeting, please indicate so on the reverse side of this voting instruction card. This card must be received by the Depositary prior to the close of business on May 13, 2008.

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

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

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

ROYAL DUTCH SHELL PLC
PROXY PROCESSING
PO BOX 3549
S HACKENSACK NJ 07606-9249

To change your address, please mark this box.

To include any comments, please mark this box.

Please complete and date this proxy on the reverse side and return it promptly in the accompanying envelope.



• **VOTE BY INTERNET** - <https://www.proxypush.com/rds>
E-consent - www.proxyconsent.com/rds

- Go to the website address listed above.
- **Have your proxy card ready.**
- Follow the simple instructions that appear on your computer screen.

• **VOTE BY PHONE** - 1-866-229-4361

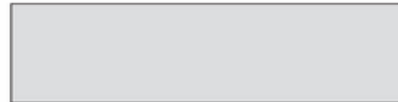
- Use any touch-tone telephone.
- **Have your proxy card ready.**
- Follow the simple recorded instructions.

• **VOTE BY MAIL**

- Mark, sign and date your proxy card.
- Detach your proxy card.
- Return your proxy card in the postage-paid envelope provided.

Your telephone or internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned the proxy card. If you have submitted your proxy by telephone or the internet there is no need for you to mail back your proxy.

The Royal Dutch Shell plc 2008 Notice of Meeting and 2007 Annual Report and Form 20-F are available on the Royal Dutch Shell plc website at: <http://www.shell.com>



1-866-229-4361

CALL TOLL-FREE TO VOTE

▼ DETACH PROXY CARD HERE ▼

Mark, Sign, Date and Return
the Proxy Card Promptly
Using the Enclosed Envelope.

X
Votes must be indicated
(x) in Black or Blue ink.

	FOR	AGAINST	VOTE WITHHELD		FOR	AGAINST	VOTE WITHHELD		FOR	AGAINST	VOTE WITHHELD
1. Adoption of Annual Report & Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. Re-election of Peter Voser as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Authority for certain donations and expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Re-appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Amendments to Long-term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Dr. Josef Ackermann as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Remuneration of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Amendments to Restricted Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Sir Peter Job as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Adoption of new Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Lawrence Ricciardi as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
				11. Authority to purchase own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Please mark this box if you wish to attend and vote at the Meeting in person in accordance with the instruction on the reverse side.	<input type="checkbox"/>		

The Voting Instruction must be signed by the person in whose name the relevant Receipt is registered on the books of the Depository. In the case of a Corporation, the Voting Instruction must be executed by a duly authorized Officer or Attorney.

Date _____ Share Owner sign here _____ Co-Owner sign here _____



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

The Bank of New York (the "Depositary") has received notice that the Annual General Meeting (the "Meeting") of ROYAL DUTCH SHELL PLC will be held at Circustheater, Circusstraat 4, The Hague, The Netherlands on May 20, 2008 at 11:00 a.m. (Dutch time), with an audio-visual link to a satellite meeting place at The Barbican Centre, Silk Street, London EC2Y 8DS, United Kingdom at 10:00 a.m. (UK time) for the purposes set forth in the Notice of Annual General Meeting.

This voting instruction card may be used by the registered holder of the ADSs in the name of the undersigned on the books of the Depositary as of the close of business on April 9, 2008, to either (i) request the Depositary, its Custodian or nominee (as appropriate) to appoint the registered holder as its proxy to attend the meeting and vote with respect to the number of Shares or other Deposited Securities represented by ADSs or (ii) instruct the person nominated by the Depositary, its Custodian or nominee as its proxy as to the exercise of the voting rights pertaining to that number of Shares or other Deposited Securities.

If you wish to attend and vote in person at the meeting the number of Deposited Securities represented by the ADSs please mark the box on the reverse side of this voting instruction card, or if you wish you may instruct the person nominated by the Depositary, its Custodian or nominee as its proxy as to the exercise of the voting rights pertaining to that number of Shares or other Deposited Securities. The voting instruction card must be received by the Depositary prior to the close of business on May 13, 2008.

The Bank of New York, as Depositary

ROYAL DUTCH SHELL PLC

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

The undersigned, a registered holder of American Depositary Shares ("ADSs") representing ordinary shares of ROYAL DUTCH SHELL PLC on the books of the Depositary on the record date of April 9, 2008 hereby delivers this Voting Instruction Card to the Depositary and requests and authorizes the Depositary, its Custodian or its nominee to vote or execute a proxy to vote the underlying ordinary shares represented by such ADSs, on the resolutions at the Annual General Meeting of ROYAL DUTCH SHELL PLC to be held on May 20, 2008 including any adjournment thereof (the "Meeting"), in accordance with the instructions set forth herein.

In order to have the Depositary, its Custodian or its nominee vote the ordinary shares represented by such ADSs, this Voting Instruction Card must be received by the Depositary prior to the close of business on May 13, 2008.

If you wish to attend and vote in person at the Meeting, please indicate so on the reverse side of this voting instruction card. This card must be received by the Depositary prior to the close of business on May 13, 2008.

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

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

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

To change your address, please mark this box.

**ROYAL DUTCH SHELL PLC
PROXY PROCESSING
PO BOX 3549
S HACKENSACK NJ 07606-9249**

To include any comments, please mark this box.

Please complete and date this proxy on the reverse side and return it promptly in the accompanying envelope.