

Company Number 04366849

THE COMPANIES ACT 1985 (as amended)

RESOLUTIONS

of

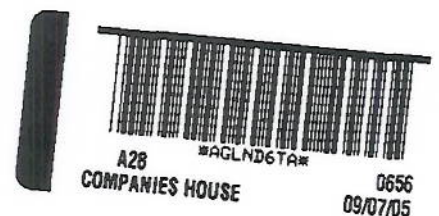
ROYAL DUTCH SHELL PLC

(the "Company")

At a duly convened Extraordinary General Meeting of the above-named Company held on Friday 13 May 2005, the following resolutions were passed as special resolutions:

1. THAT, conditional upon the proposed tender offer (the "**Royal Dutch Offer**") by the Company for the issued and outstanding ordinary shares in N.V. Koninklijke Nederlandsche Petroleum Maatschappij (the "**Royal Dutch Shares**") being declared unconditional (*gestand wordt gedaan*) in all respects:
 - (i) such number of issued euro deferred shares in the capital of the Company as is equal to the number of Royal Dutch Shares validly tendered to the Royal Dutch Offer (and not withdrawn) in the Royal Dutch Offer Acceptance Period (as that term is defined in the offer document relating to the Royal Dutch Offer to be dated on or about 19 May (the "**Royal Dutch Offer Document**")) multiplied by two, be reclassified as A shares in the capital of the Company immediately upon the Royal Dutch Offer being declared unconditional (*gestand wordt gedaan*) in all respects;
 - (ii) on each occasion that Royal Dutch Shares are validly tendered to the Royal Dutch Offer in the Subsequent Acceptance Period (if any) (as that term is defined in the Royal Dutch Offer Document), such number of issued euro deferred shares in the capital of the Company as is equal to that number of Royal Dutch Shares so tendered multiplied by two be reclassified as A shares in the capital of the Company; and
 - (iii) on each occasion that Royal Dutch Shares are offered to the Company for exchange into A shares in the capital of the Company after the later of:
 - (A) the expiry of the Royal Dutch Offer Acceptance Period; and
 - (B) the expiry of the Subsequent Acceptance Period (if any),(each as defined in the Royal Dutch Offer Document), but at the absolute discretion of the Board (and subject to applicable law), such number of issued euro deferred shares in the capital of the Company as is equal to that number of Royal Dutch Shares so offered multiplied by two be reclassified as A shares in the capital of the Company.

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2. THAT, conditional on Completion (as that term is defined in the Royal Dutch Offer Document), the 20,000 ordinary shares of £1 each in the Company be reclassified as 20,000 sterling deferred shares of £1 each in the Company.
3. THAT, conditional upon and immediately following Completion (as that term is defined in the Royal Dutch Offer Document), any share premium account arising in the books of the Company consequent on its proposed acquisition of The "Shell" Transport and Trading Company, p.l.c. be cancelled and extinguished in its entirety.


Secretary

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