

Company Number: 4366849

THE COMPANIES ACT 1985 TO 2006
PUBLIC LIMITED COMPANY

**ORDINARY AND SPECIAL RESOLUTIONS OF
ROYAL DUTCH SHELL PLC**

Passed on 20 May, 2008

At the Annual General Meeting of the above named Company, duly convened and held at Circustheater, Circusstraat 4, The Hague, the Netherlands, with an audio-visual link to a satellite meeting place at The Barbican, Silk Street, London EC2Y 8DS, United Kingdom, the following RESOLUTIONS were duly passed:

ORDINARY RESOLUTION

9. AUTHORITY TO ALLOT SHARES

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.

SPECIAL RESOLUTIONS

10. DISAPPLICATION OF PRE-EMPTION RIGHTS

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

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Royal Dutch Shell plc

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.

11. AUTHORITY TO PURCHASE OWN SHARES

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.

15. ADOPTION OF NEW ARTICLES OF ASSOCIATION

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.

Michiel Brandjes
Company Secretary