

IMPORTANT NOTICE

~~The Depository Trust Company~~



B#: 0164-13
Date: 02/06/2013
To: All Participants
Category: Dividends
From: Specialist, Stock Dividend Department
Attention: Dividend Managers, Cashiers, and Reorganization Managers
Subject: Optional Dividend: Royal Dutch Shell PLC Class "A"
Cusip: 780259206 R/D 02/15/2013 P/D 03/28/2013
DTC EDS Cut-Off: 02/22/2013, 8:00p.m., N.Y.C. time
Rate: Gross Dividend Rate \$0.86
Please see the attached Globe Tax Important notice for further details.

Note: It is imperative that participants read this notice carefully.

Royal Dutch Shell has announced an interim optional scrip or cash dividend with respect to the **fourth quarter of fiscal year 2012**.

The available dividend election is explained in the following documents, which are available on the Shell website at www.shell.com/dividend or DTC Len system "Len number **LG20101102-097**

- Scrip Dividend Program – Q&A Booklet for ADS Holders

The reference prices used to determine the amount of new ADSs that will be issued in respect of ADSs that elect to receive new ADSs will be available on the above Shell website at a time **TBD**.

In addition, certain categories of investor entities are eligible for exemption from Dutch dividend withholding tax on the portion of their Shell dividends that are otherwise subject to that tax. You should review the separate notice that has been provided to DTC regarding the tax exemption process and certify eligibility for that exemption on behalf of those investor accounts that qualify.

Non-Confidential

DTCC is now offering enhanced access to all important notices via a new, Web-based subscription service. The new notification system leverages RSS Newsfeeds, providing significant benefits including real-time updates and customizable delivery. To learn more and to set up your own DTCC RSS alerts, visit http://www.dtcc.com/subscription_form.php.

To remove your name from the former system of email notifications, send a message to unsubscribe@dtcc.com.

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Option #1- (All Cash) Participants may elect to receive a cash dividend of \$0.86 rate per ADS, subject to 15% Dutch Withholding tax at a net dividend rate of **\$0.731 (DEFAULT OPTION)**.

Option #2 - (All Cash) Participants may elect to receive a cash dividend of **\$0.8525 rate per share which includes a tax reclamation fee of \$0.0075. NOT subject to Dutch Withholding Tax** ("U.S. PENSIONS & IRAs ONLY, DOCUMENTATION REQUIRED").

Option #3 - (ADSs with Fractions in Cash (CIL)) To elect "A" ADSs of Royal Dutch Shell PLC at a Reference ADS Price. Cash in Lieu may be subject to 15% Withholding Tax.

PARTICIPANTS SHOULD SUBMIT ELECTION INSTRUCTIONS OVER THE PARTICIPANT TERMINAL SYSTEM (PTS) THROUGH THE ELECTIVE DIVIDEND SYSTEM (EDS) FUNCTION.

Participants not responding to the above option by 02/22/2013, 8:00 p.m., New York City time, will receive the default distribution in accordance with Option # 1 (DEFAULT-All Cash).

To confirm your Record Date positions, DTC participants should access the Dividend and Allocation History (DPAL) Menu Option, via the PTS Dividend Announcement Inquiry Function (DIVA).

If you have questions regarding this Important Notice or the processing of election instructions through EDS, participants should contact DTC's Customer Service Help Center at 888-382-2721.

If there are any questions regarding Royal Dutch Shell PLC Global Tax Important Notice accompanying this Important Notice please contact BRENDAN JORDAN AT GLOBETAX.COM
Globe Tax telephone# 800-915-3536 or 212-747-9100.



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