



B #:	0152-14
Date:	February 11, 2014
To:	All Participants
Category:	Dividends
From:	Supervisor, Stock Dividend Department
Attention:	Dividend Managers, Cashiers, and Reorganization Managers
Subject:	Optional Dividend: Royal Dutch Shell PLC Class 'B', Sponsored ADR CUSIP: 780259107 Class B Holders will be eligible to receive Royal Dutch Shell PLC Class 'A' ADS (CUSIP: 780259206) R/D: 02/14/2014 P/D: 03/27/2014 DTC EDS Cut-Off: 02/21/2014 8:00 P.M. New York time Rate: Gross Dividend Rate of \$0.90

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 2013**.

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

Option #1 (Cash) - Participants may elect to receive a cash dividend of \$0.90 per ADS, NOT subject to withholding Tax. (DEFAULT)

Option #2 (ADSs) - Participants may elect to receive ADSs representing **Royal Dutch Shell PLC Class "A" ADSs** ("Alternative 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 02/21/2014 8:00 p.m., New York City time will receive the default distribution in accordance with Option # 1. **(DEFAULT)**

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.

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