

ADDITIONAL INFORMATION

SHAREHOLDER INFORMATION

Royal Dutch Shell plc (the Company) was incorporated in England and Wales on February 5, 2002, as a private company under the Companies Act 1985, as amended. On October 27, 2004, the Company was re-registered as a public company limited by shares and changed its name from Forthdeal Limited to Royal Dutch Shell plc. The Company is registered at Companies House, Cardiff, under company number 4366849, and at the Chamber of Commerce, The Hague, under company number 34179503. The business address for the Directors and Senior Management is: Carel van Bylandtlaan 30, 2596 HR, The Hague, The Netherlands.

The Company is resident in the Netherlands for Dutch and UK tax purposes and its primary objective is to carry on the business of a holding company. It is not directly or indirectly owned or controlled by another corporation or by any government and does not know of any arrangements that may result in a change of control of the Company.

NATURE OF TRADING MARKET

The Company has two classes of ordinary shares: A and B shares. The principal trading market for A shares is Euronext Amsterdam and the principal trading market for B shares is the London Stock Exchange. Ordinary shares are traded in registered form.

A and B American Depositary Shares (ADSs) are listed on the New York Stock Exchange [A]. A depositary receipt is a certificate that evidences ADSs. Depositary receipts are issued, cancelled and exchanged at the office of The Bank of New York Mellon, 101 Barclay Street, New York, NY 10286, USA, as depositary (the Depositary) under a deposit agreement between the Company, the Depositary and the holders of ADSs. Each ADS represents two €0.07 shares of Royal Dutch Shell plc deposited under the agreement. More information relating to ADSs is given on page 183.

[A] At February 17, 2015, there were outstanding 439,365,883 A ADSs and 166,317,323 B ADSs, representing 22% and 13% of the respective share capital class, held by 6,556 and 873 holders of record with an address in the USA, respectively. In addition to holders of ADSs, as at February 17, 2015, there were 72,688 A shares and 695,727 B shares of €0.07 each representing 0.002% and 0.029% of the respective share capital class, held by 105 and 842 holders of record registered with an address in the USA respectively.

LISTING INFORMATION

	A shares	B shares
Ticker symbol London	RDSA	RDSB
Ticker symbol Amsterdam	RDSA	RDSB
Ticker symbol New York (ADS [A])	RDS.A	RDS.B
ISIN Code	GB00B03MLX29	GB00B03MM408
CUSIP	G7690A100	G7690A118
SEDOL Number London	B03MLX2	B03MM40
SEDOL Number Euronext	B09CBL4	B09CBN6
Weighting on FTSE as at 31/12/14	5.08%	3.28%
Weighting on AEX as at 31/12/14	14.71%	not included

[A] Each A ADS represents two A shares of €0.07 each and each B ADS represents two B shares of €0.07 each.

SHARE CAPITAL

The issued and fully paid share capital of the Company as at February 17, 2015, was as follows:

SHARE CAPITAL	Issued and fully paid	
	Number	Nominal value
Ordinary shares of €0.07 each		
A shares	3,894,584,881	€272,620,942
B shares	2,440,410,614	€170,828,743
Sterling deferred shares of £1 each	50,000	£50,000

The Directors may only allot new ordinary shares if they have authority from shareholders to do so. The Company seeks to renew this authority annually at its Annual General Meeting (AGM). Under the resolution passed at the Company's 2014 AGM, the Directors were granted authority to allot ordinary shares up to an aggregate nominal amount equivalent to approximately one-third of the issued ordinary share capital of the Company (in line with the guidelines issued by institutional investors).

The following is a summary of the material terms of the Company's ordinary shares, including brief descriptions of the provisions contained in the Articles of Association (the Articles) and applicable laws of England and Wales in effect on the date of this document. This summary does not purport to include complete statements of these provisions:

- upon issuance, A and B shares are fully paid and free from all liens, equities, charges, encumbrances and other interest of the Company and not subject to calls of any kind;
- all A and B shares rank equally for all dividends and distributions on ordinary share capital; and
- A and B shares are admitted to the Official List of the UK Listing Authority and to trading on the market for listed securities of the London Stock Exchange. A and B shares are also admitted to trading on Euronext Amsterdam. A and B ADSs are listed on the New York Stock Exchange.

As at December 31, 2014, trusts and trust-like entities holding shares for the benefit of employee share plans of Shell held (directly and indirectly) 52.7 million shares of the Company with an aggregate market value of \$1,777 million and an aggregate nominal value of €3.7 million.

SHAREHOLDER INFORMATION CONTINUED

SIGNIFICANT SHAREHOLDINGS

The Company's A and B shares have identical voting rights, and accordingly the Company's major shareholders do not have different voting rights.

Significant direct shareholdings

As at February 17, 2015, direct holdings of 3% or more of either class of the Company's shares held by registered members representing the interests of underlying investors is given below.

	A shares		B shares		Total	
	Number	%	Number	%	Number	%
BNY (Nominees) Limited	704,621,530	18.09	320,698,288	13.14	1,025,319,818	16.19
Chase Nominees Limited	45,999,727	1.18	159,215,995	6.52	205,215,722	3.24
Euroclear Nederland	1,680,524,979	43.15	13,753,435	0.56	1,694,278,414	26.75
Lynchwood Nominees Limited (2006420)	34,374,601	0.88	103,730,090	4.25	138,104,691	2.18
State Street Nominees Limited (OM02)	95,009,879	2.44	107,174,920	4.39	202,184,799	3.19
State Street Nominees Limited (OM04)	59,716,534	1.53	125,815,712	5.16	185,532,246	2.93

Significant indirect shareholdings

As at February 17, 2015, interests of investors with 3% or more of either class of the Company's shares is given below.

	A shares		B shares		Total	
	Number	%	Number	%	Number	%
BlackRock, Inc.	265,897,706	6.83	194,802,203	7.98	460,699,909	7.27
The Capital Group Companies, Inc.	66,318,448	1.70	188,647,986	7.73	254,966,434	4.02

NOTIFICATION OF MAJOR SHAREHOLDINGS

During the year ended December 31, 2014, the Company was notified by the following investor of its interests in the Company's shares pursuant to Disclosure and Transparency Rule 5.

INVESTOR	Date of notification	A shares		B shares		Total	
		Number	%	Number	%	Number	%
The Capital Group Companies, Inc.	August 18, 2014	63,793,188	1.62	191,671,894	7.85	255,465,082	4.00
The Capital Group Companies, Inc.	October 1, 2014	63,802,898	1.62	188,028,184	7.70	251,831,082	3.95
The Capital Group Companies, Inc.	November 12, 2014	64,538,348	1.65	189,544,083	7.77	254,082,431	4.00
The Capital Group Companies, Inc.	November 15, 2014	63,408,815	1.62	189,534,684	7.77	252,943,499	3.98

The Company received the following notification pursuant to Disclosure and Transparency Rule 5 in the period from December 31, 2014, to February 17, 2015 (being a date not more than one month prior to the date of the Company's Notice of Annual General Meeting).

INVESTOR	Date of notification	A shares		B shares		Total	
		Number	%	Number	%	Number	%
The Capital Group Companies, Inc.	January 13, 2015	66,253,448	1.70	187,698,386	7.69	253,951,834	4.00

DIVIDENDS

The following tables show the dividends on each class of share and each class of ADS for the years 2010-2014.

A AND B SHARES					\$
	2014	2013	2012	2011	2010
Q1	0.47	0.45	0.43	0.42	0.42
Q2	0.47	0.45	0.43	0.42	0.42
Q3	0.47	0.45	0.43	0.42	0.42
Q4	0.47	0.45	0.43	0.42	0.42
Total announced in respect of the year	1.88	1.80	1.72	1.68	1.68

A SHARES					€ [A]
	2014	2013	2012	2011	2010
Q1	0.35	0.34	0.35	0.29	0.32
Q2	0.36	0.34	0.34	0.29	0.32
Q3	0.38	0.33	0.33	0.32	0.31
Q4	0.43	0.32	0.33	0.32	0.30
Total announced in respect of the year	1.53	1.34	1.35	1.22	1.25
Amount paid during the year	1.42	1.34	1.34	1.20	1.25

[A] Euro equivalent, rounded to the nearest euro cent.

B SHARES					PENCE [A]
	2014	2013	2012	2011	2010
Q1	28.03	28.99	27.92	25.71	27.37
Q2	29.09	28.67	27.08	25.77	26.89
Q3	30.16	27.51	26.86	27.11	26.72
Q4	31.20	26.88	28.79	26.74	25.82
Total announced in respect of the year	118.48	112.05	110.65	105.33	106.80
Amount paid during the year	114.16	113.96	108.60	104.41	107.34

[A] Sterling equivalent.

A AND B ADSs					\$
	2014	2013	2012	2011	2010
Q1	0.94	0.90	0.86	0.84	0.84
Q2	0.94	0.90	0.86	0.84	0.84
Q3	0.94	0.90	0.86	0.84	0.84
Q4	0.94	0.90	0.86	0.84	0.84
Total announced in respect of the year	3.76	3.60	3.44	3.36	3.36
Amount paid during the year	3.72	3.56	3.42	3.36	3.36

SHAREHOLDER INFORMATION CONTINUED

HIGH, LOW AND YEAR-END SHARE PRICES

The following tables show the high, low and year-end prices, taken directly from the respective securities exchange, of the Company's registered ordinary shares:

- of €0.07 nominal value on the London Stock Exchange;
- of €0.07 nominal value on Euronext Amsterdam; and
- in the form of ADSs on the New York Stock Exchange (ADSs do not have a nominal value).

ANNUAL SHARE PRICES

	Euronext Amsterdam A shares			New York Stock Exchange A ADSs		
	High €	Low €	Year-end €	High \$	Low \$	Year-end \$
2010	25.28	19.53	24.73	68.54	49.16	66.78
2011	28.40	20.12	28.15	77.96	57.97	73.09
2012	29.18	24.30	25.98	74.51	60.62	68.95
2013	27.06	23.40	25.91	73.00	62.65	71.27
2014	31.13	24.30	27.66	83.42	60.84	66.95

	London Stock Exchange B shares			New York Stock Exchange B ADSs		
	High pence	Low pence	Year-end pence	High \$	Low \$	Year-end \$
2010	2,149	1,550	2,115	68.32	47.12	66.67
2011	2,476	1,768	2,454	78.75	58.42	76.01
2012	2,499	2,020	2,175	77.52	63.05	70.89
2013	2,375	2,070	2,280	75.18	65.02	75.11
2014	2,614	1,985	2,233	88.13	62.11	69.56

QUARTERLY SHARE PRICES

	Euronext Amsterdam A shares		London Stock Exchange B shares		New York Stock Exchange A ADSs		New York Stock Exchange B ADSs	
	High €	Low €	High pence	Low pence	High \$	Low \$	High \$	Low \$
2013								
Q1	27.06	24.36	2,375	2,143	73.00	64.51	74.95	66.00
Q2	26.80	23.94	2,360	2,105	69.94	62.76	72.25	65.02
Q3	26.07	23.71	2,350	2,105	68.82	62.65	71.65	65.24
Q4	25.99	23.40	2,297	2,070	71.48	63.27	75.18	66.00
2014								
Q1	26.96	25.01	2,385	2,183	74.17	67.75	80.07	71.42
Q2	30.65	26.36	2,614	2,327	82.86	72.94	87.59	77.51
Q3	31.13	29.43	2,599	2,407	83.42	75.77	88.13	78.77
Q4	30.24	24.30	2,436	1,985	75.77	60.84	78.76	62.11

MONTHLY SHARE PRICES

	Euronext Amsterdam A shares		London Stock Exchange B shares		New York Stock Exchange A ADSs		New York Stock Exchange B ADSs	
	High €	Low €	High pence	Low pence	High \$	Low \$	High \$	Low \$
2014								
September	31.12	29.62	2,581	2,407	80.96	75.77	84.82	78.77
October	30.24	25.51	2,436	2,111	75.77	65.68	78.76	68.54
November	29.00	26.34	2,409	2,169	72.00	66.29	75.56	69.35
December	28.57	24.30	2,309	1,985	69.50	60.84	72.22	62.11
2015								
January	29.59	25.75	2,315	2,025	67.16	60.67	70.15	62.56
February	29.53	27.12	2,283	2,128	67.16	62.06	70.05	65.10

METHOD OF HOLDING SHARES OR AN INTEREST IN SHARES

There are several ways in which Royal Dutch Shell plc registered shares or an interest in these shares can be held, including:

- directly as registered shares either in uncertificated form or in certificated form in a shareholder's own name;
- indirectly through Euroclear Nederland (in respect of which the Dutch Securities Giro Act ("Wet giraal effectenverkeer") is applicable);
- through the Royal Dutch Shell Corporate Nominee; and
- as a direct or indirect holder of either an A or a B ADS with the Depository.

AMERICAN DEPOSITARY SHARES

The Depository is the registered shareholder of the shares underlying the A or B American Depositary Shares (ADSs) and enjoys the rights of a shareholder under the Articles. Holders of ADSs will not have shareholder rights. The rights of the holder of an A or a B ADS are specified in the respective Depository agreements with the Depository and are summarised below.

The Depository will receive all cash dividends and other cash distributions made on the deposited shares underlying the ADSs and, where possible and on a reasonable basis, will distribute such dividends and distributions to holders of ADSs. Rights to purchase additional shares will also be made available to the Depository who may make such rights available to holders of ADSs. All other distributions made on the Company's shares will be distributed by the Depository in any means that the Depository thinks is equitable and practical. The Depository may deduct its fees and expenses and the amount of any taxes owed from any payments to holders and it may sell a holder's deposited shares to pay any taxes owed. The Depository is not responsible if it decides that it is unlawful or impractical to make a distribution available to holders of ADSs.

The Depository will notify holders of ADSs of shareholders' meetings of the Company and will arrange to deliver voting materials to such holders of ADSs if requested by the Company. Upon request by a holder, the Depository will endeavour to appoint such holder as proxy in respect of such holder's deposited shares entitling such holder to attend and vote at shareholders' meetings. Holders of ADSs may also instruct the Depository to vote their deposited securities and the Depository will try, as far as practical and lawful, to vote deposited shares in accordance with such instructions. The Company cannot ensure that holders will receive voting materials or otherwise learn of an upcoming shareholders' meeting in time to ensure that holders can instruct the Depository to vote their shares.

Upon payment of appropriate fees, expenses and taxes:

- (i) shareholders may deposit their shares with the Depository and receive the corresponding class and amount of ADSs; and (ii) holders

of ADSs may surrender their ADSs to the Depository and have the corresponding class and amount of shares credited to their account.

Further, subject to certain limitations, holders may, at any time, cancel ADSs and withdraw their underlying shares or have the corresponding class and amount of shares credited to their account. The Depository may also deliver ADSs prior to deposit of the underlying securities subject to certain conditions, including, without limitation, that such pre-released ADSs are fully collateralised and that the underlying securities are assigned to and held for the account of the Depository.

Fees paid by holders of ADSs

The Depository collects its fees for delivery and surrender of ADSs directly from investors depositing shares or surrendering ADSs for the purpose of withdrawal or from intermediaries acting for them. The Depository collects fees for making distributions to investors by deducting those fees from the amounts distributed or by selling a portion of distributable property to pay the fees. The Depository may generally refuse to provide fee-attracting services until its fees for those services are paid. (See page 184.)

Reimbursements to the Company

The Bank of New York Mellon, as Depository, has agreed to reimburse the Company for expenses it incurs that are related maintenance expenses of the ADS programme. The Depository has agreed to reimburse the Company for its continuing annual stock exchange listing fees. The Depository has also agreed to pay certain legal expenses and the standard out-of-pocket maintenance costs for the ADSs, which consist of the expenses of postage and envelopes for mailing annual and interim financial reports, printing and distributing dividend cheques, electronic filing of US federal tax information, mailing required tax forms, stationery, postage, facsimile and telephone calls. It has also agreed to reimburse the Company annually for certain costs associated with the AGM, investor relationship programmes and special investor relations promotional activities. There are limits on the amount of expenses for which the Depository will reimburse the Company, but the amount of reimbursement available to the Company is not necessarily tied to the amount of fees the Depository collects from investors. From January 1, 2014, to February 17, 2015, the Company received \$5,042,860 from the Depository.

SCRIP DIVIDEND PROGRAMME

The Company's Scrip Dividend Programme, which enabled shareholders to increase their shareholding by choosing to receive new shares instead of cash dividends (if approved by the Board), was cancelled with effect from the second quarter 2014 interim dividend onwards. Only new A shares were issued under the programme, including to shareholders who held B shares. The programme is being reintroduced with effect from the first quarter 2015 interim dividend onwards. More information can be found at www.shell.com/scrip.

SHAREHOLDER INFORMATION CONTINUED

Persons depositing or withdrawing shares must pay:	For:
\$5.00 or less per 100 ADSs (or portion of 100 ADSs)	Issuance of ADSs, including those resulting from a distribution of shares, rights or other property; Cancellation of ADSs for the purpose of their withdrawal, including if the deposit agreement terminates; and Distribution of securities to holders of deposited securities by the Depository to ADS registered holders.
Registration and transfer fees	Registration and transfer of shares on the share register to or from the name of the Depository or its agent when they deposit or withdraw shares.
Expenses of the Depository	Cable, telex and facsimile transmissions (when expressly provided in the deposit agreement); and Converting foreign currency to US dollars.
Taxes and other governmental charges the Depository or the custodian has to pay on any ADS or share underlying an ADS, for example, share transfer taxes, stamp duty or withholding taxes	As necessary.

EXCHANGE CONTROLS AND OTHER LIMITATIONS AFFECTING SECURITY HOLDERS

Other than those individuals and entities that are subject to EU sanctions, for example, regarding Iran and Syria, there is no legislative or other legal provision currently in force in the UK, the Netherlands or arising under the Articles restricting remittances to non-resident holders of the Company's ordinary shares or affecting the import or export of capital for use by the Company.

TAXATION

General

The Company is incorporated in England and Wales and tax-resident in the Netherlands. As a tax resident of the Netherlands, it is generally required by Dutch law to withhold tax at a rate of 15% on dividends on its ordinary shares and ADSs, subject to the provisions of any applicable tax convention or domestic law. The following sets forth the operation of the provisions on dividends on the Company's various ordinary shares and ADSs to UK and US holders, as well as certain other tax rules pertinent to holders. Holders should consult their tax adviser for more details.

Dividends paid on the dividend access share

There is no Dutch withholding tax on dividends on B shares or B ADSs provided that such dividends are paid on the dividend access share pursuant to the dividend access mechanism (see "Dividend access mechanism for B shares" on page 72). Dividends paid on the dividend access share are treated as UK-source for tax purposes and there is no UK withholding tax on them. Also, under UK law, individual shareholders resident in the UK are entitled to a UK tax credit with dividends paid on the dividend access share. The amount of the UK tax credit is 10/90ths of the cash dividend; it is not repayable when it exceeds the individual's UK tax liability. In 2014, all dividends with respect to B shares and B ADSs were paid on the dividend access share pursuant to the dividend access mechanism.

Dutch withholding tax

When Dutch withholding tax applies on dividends paid to a US holder (that is, dividends on A shares or A ADSs, or on B shares or B ADSs that are not paid on the dividend access share pursuant to the dividend access mechanism), the US holder will be subject to Dutch withholding tax at the rate of 15%. A US holder who is entitled to the benefits of the 1992 Double Taxation Convention (the Convention) between the USA and the Netherlands as amended by the protocol signed on March 8, 2004, will be entitled to a reduction in the Dutch

withholding tax, either by way of a full or a partial exemption at source or by way of a partial refund or a credit as follows:

- if the US holder is an exempt pension trust as described in article 35 of the Convention, or an exempt organisation as described in article 36 thereof, the US holder will be exempt from Dutch withholding tax; or
- if the US holder is a company that holds directly at least 10% of the voting power in the Company, the US holder will be subject to Dutch withholding tax at a rate not exceeding 5%.

In general, the entire dividend (including any amount withheld) will be dividend income to the US holder and the withholding tax will be treated as a foreign income tax that is eligible for credit against the US holder's income tax liability or a deduction subject to certain limitations. A "US holder" includes, but is not limited to, a citizen or resident of the USA, or a corporation or other entity organised under the laws of the USA or any of its political subdivisions.

When Dutch withholding tax applies on dividends paid to UK tax-resident holders (that is, dividends on A shares or A ADSs, or on B shares or B ADSs that are not paid on the dividend access share pursuant to the dividend access mechanism), the dividend will typically be subject to withholding tax at a rate of 15%. Such UK tax-resident holder will be entitled to a credit (not repayable) for withholding tax against their UK tax liability. However, certain corporate shareholders are, subject to conditions, exempt from UK tax on dividends. Withholding tax suffered cannot be offset against such exempt dividends. Pension plans meeting certain defined criteria can, however, claim a full refund of the dividend tax withheld. Also, UK tax-resident corporate shareholders holding at least a 5% shareholding and meeting other defined criteria are exempted at source from dividend tax.

For shareholders who are tax-resident in any other country, the availability of a whole or partial exemption or refund of Dutch withholding tax is governed by Dutch tax law and/or the tax convention, if any, between the Netherlands and the country of the shareholder's residence.

Scrip Dividend Programme

The Scrip Dividend Programme, which enabled shareholders to increase their shareholding by choosing to receive new shares instead of cash dividends (if approved by the Board), was cancelled with effect from the second quarter 2014 interim dividend onwards. Only

new A shares were issued under the programme, including to shareholders who held B shares. The programme is being reintroduced with effect from the first quarter 2015 interim dividend onwards.

The tax consequences of electing to receive new A shares in place of a cash dividend depended on individual circumstances.

More information about the programme, including the taxation consequences, can be found at www.shell.com/scrip.

Dutch capital gains taxation

Capital gains on the sale of shares of a Dutch tax-resident company by a US holder are generally not subject to taxation by the Netherlands unless the US shareholder has a permanent establishment therein and the capital gain is derived from the sale of shares that are part of the business property of the permanent establishment.

Dutch succession duty and gift taxes

Shares of a Dutch tax-resident company held by an individual who is not a resident or a deemed resident of the Netherlands will generally not be subject to succession duty in the Netherlands on the individual's death unless the shares are part of the business property of a permanent establishment situated in the Netherlands.

A gift of shares of a Dutch tax-resident company by an individual, who is not a resident or a deemed resident of the Netherlands, is generally not subject to Dutch gift tax.

UK stamp duty and stamp duty reserve tax

Sales or transfers of the Company's ordinary shares within a clearance service (such as Euroclear Nederland) or of the Company's ADSs within the ADS depository receipts system will not give rise to a stamp duty reserve tax (SDRT) liability and should not in practice require the payment of UK stamp duty.

The transfer of the Company's ordinary shares to a clearance service (such as Euroclear Nederland) or to an issuer of depository shares (such as ADSs) will generally give rise to a UK stamp duty or SDRT liability at the rate of 1.5% of consideration given or, if none, of the value of the shares. A sale of the Company's ordinary shares that are not held within a clearance service (for example, settled through the UK's CREST system of paperless transfers) will generally be subject to UK stamp duty or SDRT at the rate of 0.5% of the amount of the consideration, normally paid by the purchaser.

Capital gains tax

For the purposes of UK capital gains tax, the market values [A] of the shares of the former public parent companies of the Royal Dutch/Shell Group at the relevant dates were:

	£	
	March 31, 1982	July 20, 2005
Royal Dutch Petroleum Company (N.V. Koninklijke Nederlandsche Petroleum Maatschappij) which ceased to exist on December 21, 2005	1.1349	17.6625
The "Shell" Transport and Trading Company, p.l.c. which delisted on July 19, 2005	1.4502	Not applicable

[A] Restated where applicable to reflect all capitalisation issues since the relevant date. This includes the change in the capital structure in 2005, when Royal Dutch Shell plc became the single parent company of Royal Dutch Petroleum Company and of The "Shell" Transport and Trading Company, p.l.c., now The Shell Transport and Trading Company Limited, and one share in Royal Dutch Petroleum Company was exchanged for two Royal Dutch Shell plc A shares and one share in The "Shell" Transport and Trading Company, p.l.c. was exchanged for 0.287333066 Royal Dutch Shell plc B shares.

SECTION 13(r) OF THE US SECURITIES EXCHANGE ACT OF 1934 DISCLOSURE

In accordance with our General Business Principles and Code of Conduct, Shell seeks to comply with all applicable international trade laws including applicable sanctions and embargoes.

The activities listed below have been conducted outside the USA by non-US Shell subsidiaries. None of the payments disclosed below were made in US dollars, however, for disclosure purposes, all have been converted into US dollars at the appropriate exchange rate. We do not believe that any of the transactions or activities listed below violated US sanctions.

In 2010, we ceased all of our Upstream commercial activities in Iran and suspended new business development, as a direct consequence of the international sanctions imposed on the country.

In 2013, we closed our small representative office in Iran. In 2014, we paid \$6,140 to the Iranian Ministry of Finance, consisting of a final settlement of corporate income tax related to the financial year ended December 31, 2007, an income tax penalty payment related to the financial year ended December 31, 2011, and stamp duties. These payments were made through cheques guaranteed by Bank Karafarin, where we maintain accounts. These transactions did not generate gross revenue or net profit. However, our cash deposits in Bank Karafarin (balance of \$3.1 million at December 31, 2014) generated non-taxable interest income of \$0.5 million in 2014. In the future, we expect to make additional payments as a result of the ongoing liquidation process, including tax payments.

Payments to the Iranian Civil Aviation Authority for the clearance of overflight permits for Shell Aircraft over Iranian airspace amounted to \$5,960 in 2014. There was no gross revenue or net profit associated with these transactions. On occasion, our aircraft may be routed over Iran and therefore these payments may continue in the future.

An amount of \$202 was paid to the Consulate of Iran in the UK, relating to a British citizen, born in Iran, who was relocating with her Shell-employed spouse to the United Arab Emirates. The costs were for duplicates of birth certificates and other documents required to obtain a residence permit in the United Arab Emirates. This transaction generated no gross revenue or net profit, and is in accordance with Shell's expatriate policy.

In Downstream, through our subsidiary Deheza S.A.I.C.F.el., we provided retail services in August 2014 to the Iranian embassy in Argentina (Embajada de la República Islámica de Irán). This transaction generated a gross revenue of \$63 and an estimated net profit of \$6. We have no contractual agreement with this embassy.

At December 31, 2014, we have \$2,164 million payable to, and \$12 million receivable from, the National Iranian Oil Company. The payable amount decreased by \$265 million during 2014 as a result of currency movements. There was no change in the principal amount. We are unable to settle the payable position as a result of applicable sanctions.

NON-GAAP MEASURES RECONCILIATIONS

NET CAPITAL INVESTMENT

RECONCILIATION OF NET CAPITAL INVESTMENT TO NET CASH USED IN INVESTING ACTIVITIES		\$ MILLION	
	2014	2013	
Net capital investment			
Upstream	20,704	39,217	
Downstream	3,079	4,885	
Corporate	116	201	
Total	23,899	44,303	
Exploration expense, excluding exploration wells written off	(2,244)	(2,506)	
Finance leases	(2,124)	(1,323)	
Other	126	(328)	
Net cash used in investing activities	19,657	40,146	

CAPITAL INVESTMENT

RECONCILIATION OF CAPITAL INVESTMENT TO CAPITAL EXPENDITURE		\$ MILLION	
	2014	2013	
Capital investment			
Upstream	31,293	40,303	
Downstream	5,910	5,528	
Corporate	136	210	
Total	37,339	46,041	
Investments in joint ventures and associates	(1,426)	(1,538)	
Exploration expense, excluding exploration wells written off	(2,244)	(2,506)	
Finance leases	(2,124)	(1,323)	
Other	309	(529)	
Capital expenditure	31,854	40,145	

INDEX TO THE EXHIBITS

Exhibit No.	Description	Page
1.1	Memorandum of Association of Royal Dutch Shell plc, together with a special resolution of Royal Dutch Shell plc dated May 18, 2010, (incorporated by reference to Exhibit 4.12 to the Registration Statement on Form F-3 (No. 333-177588) of Royal Dutch Shell plc filed with the US Securities and Exchange Commission on October 28, 2011).	
1.2	Articles of Association of Royal Dutch Shell plc, together with a special resolution of Royal Dutch Shell plc dated May 18, 2010, (incorporated by reference to Exhibit 4.11 to the Registration Statement on Form F-3 (No. 333-177588) of Royal Dutch Shell plc filed with the US Securities and Exchange Commission on October 28, 2011).	
2	Dividend Access Trust Deed (incorporated by reference to Exhibit 2 to the Annual Report for fiscal year ended December 31, 2006, on Form 20-F (File No. 001-32575) of Royal Dutch Shell plc filed with the US Securities and Exchange Commission on March 13, 2007).	
4.1	Shell Provident Fund Regulations and Trust Agreement (incorporated by reference to Exhibit 4.7 to the Post-Effective Amendment to Registration Statement on Form S-8 (No. 333-126715) of Royal Dutch Shell plc filed with the US Securities and Exchange Commission on June 18, 2007).	
4.2	Form of Director Indemnity Agreement (incorporated by reference to Exhibit 4.3 to the Annual Report for the fiscal year ended December 31, 2005, on Form 20-F (File No. 001-32575) of Royal Dutch Shell plc filed with the US Securities and Exchange Commission on March 13, 2006).	
4.3	Senior Debt Securities Indenture dated June 27, 2006, among Shell International Finance B.V., as issuer, Royal Dutch Shell plc, as guarantor, and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.3 to the Registration Statement on Form F-3 (No. 333-126726) of Royal Dutch Shell plc filed with the US Securities and Exchange Commission on July 20, 2005, amended from then to be dated as of June 27, 2006, and with the parties signatures).	
4.4	Form of contract of employment for Executive Directors (incorporated by reference to Exhibit 4.5 to the Annual Report for fiscal year ended December 31, 2013, on Form 20-F (File No. 001-32575) of Royal Dutch Shell plc filed with the US Securities and Exchange Commission on March 13, 2014).	
4.5	Form of Letter of appointments for Non-executive Directors (incorporated by reference to Exhibit 4.11 to the Annual Report for fiscal year ended December 31, 2006, on Form 20-F (File No. 001-32575) of Royal Dutch Shell plc filed with the US Securities and Exchange Commission on March 13, 2007).	
7.1	Calculation of Ratio of Earnings to Fixed Charges.	E1
7.2	Calculation of Return on Average Capital Employed (ROACE) (incorporated by reference to page 51 herein).	
7.3	Calculation of gearing (incorporated by reference to page 21 and Note 14 to the Consolidated Financial Statements on page 124 herein).	
8	Significant Shell subsidiaries as at December 31, 2014.	E2
12.1	Section 302 Certification of Royal Dutch Shell plc.	E4
12.2	Section 302 Certification of Royal Dutch Shell plc.	E5
13.1	Section 906 Certification of Royal Dutch Shell plc.	E6
99.1	Consent of PricewaterhouseCoopers LLP, London.	E7
99.2	Consent of PricewaterhouseCoopers CI LLP, Jersey, Channel Islands, relating to the Royal Dutch Shell Dividend Access Trust.	E8

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorised the undersigned to sign the Annual Report on Form 20-F on its behalf.

Royal Dutch Shell plc

/s/ Ben van Beurden

Ben van Beurden
Chief Executive Officer
March 11, 2015

EXHIBIT 7.1

CALCULATION OF RATIO OF EARNINGS TO FIXED CHARGES					\$ MILLION
	2014	2013	2012	2011	2010
Pre-tax income from continuing operations					
before income from equity investees	22,198	26,317	41,564	46,806	29,391
Total fixed charges	2,113	1,710	1,712	1,608	1,684
Distributed income from equity investees	6,902	7,117	10,573	9,681	6,519
Less: interest capitalised	757	762	567	674	969
Total earnings	30,456	34,382	53,282	57,421	36,625
Interest expensed and capitalised	1,522	1,412	1,461	1,209	1,218
Interest within rental expense	591	298	251	399	466
Total fixed charges	2,113	1,710	1,712	1,608	1,684
Ratio of earnings to fixed charges	14.41	20.11	31.12	35.71	21.75

EXHIBIT 8

SIGNIFICANT SUBSIDIARIES (AUDITED)

Significant subsidiaries at December 31, 2014, and Shell's percentage of share capital (to the nearest whole number) are set out below. All of these subsidiaries have been included in the "Consolidated Financial Statements" on pages 106-141. Those held directly by the Company are marked with an asterisk (*). A complete list of investments in subsidiaries, incorporated joint arrangements and associates will be attached to the Company's annual return made to the Registrar of Companies.

Company name	%	Country of incorporation	Principal activities	Class of shares held
Shell Australia Pty Ltd	100	Australia	Upstream	Ordinary
Shell Energy Holdings Australia Limited	100	Australia	Upstream	Ordinary, redeemable [A]
Qatar Shell GTL Limited	100	Bermuda	Upstream	Ordinary
Tacoma Company Limited	100	Bermuda	Upstream	Ordinary
Shell Brasil Petroleo Ltda	100	Brazil	Upstream	Quotas (Voting)
Shell Canada Energy	100	Canada	Upstream	Ordinary
Shell Gabon SA	75	Gabon	Upstream	Ordinary
Shell Italia E&P Spa	100	Italy	Upstream	Ordinary
Sarawak Shell Berhad	100	Malaysia	Upstream	Ordinary
Shell Kazakhstan Development B.V.	100	Netherlands	Upstream	Redeemable [A], non-redeemable
Shell Olie – OG Gasudvinding Danmark B.V.	100	Netherlands	Upstream	Ordinary
Shell Philippines Exploration B.V.	100	Netherlands	Upstream	Redeemable [A], non-redeemable
Shell Nigeria Exploration and Production Company Limited	100	Nigeria	Upstream	Ordinary
The Shell Petroleum Development Company of Nigeria Limited	100	Nigeria	Upstream	Ordinary
A/S Norske Shell	100	Norway	Upstream	Ordinary
Enterprise Oil Limited	100	UK	Upstream	Ordinary
Shell U.K. Limited	100	UK	Upstream	Ordinary
Enterprise Oil North America Inc.	100	USA	Upstream	Ordinary
Shell Gulf of Mexico Inc.	100	USA	Upstream	Ordinary
Shell Offshore Inc	100	USA	Upstream	Ordinary
Shell US E&P Investments LLC	100	USA	Upstream	Equity (Voting)
SOI Finance Inc.	100	USA	Upstream	Ordinary
SWEPI LP	100	USA	Upstream	Partnership Capital
Shell Compania Argentina De Petroleo S.A.	100	Argentina	Downstream	Nominative
Shell Western Supply & Trading Limited	100	Barbados	Downstream	Ordinary
Shell International Trading Middle East Limited	100	Bermuda	Downstream	Ordinary
Shell Canada Limited	100	Canada	Downstream	Ordinary, redeemable [A]
Shell Canada Products	100	Canada	Downstream	Ordinary
Deutsche Shell GmbH	100	Germany	Downstream	Ordinary
Deutsche Shell Holding GmbH	100	Germany	Downstream	Ordinary
Shell Deutschland Oil GmbH	100	Germany	Downstream	Ordinary
Shell Luxembourg Sarl	100	Luxembourg	Downstream	Ordinary
Shell Nederland Raffinaderij B.V.	100	Netherlands	Downstream	Ordinary
Shell Trading Rotterdam B.V.	100	Netherlands	Downstream	Ordinary
Shell Eastern Petroleum (Pte) Limited	100	Singapore	Downstream	Ordinary, redeemable
Shell Eastern Trading (Pte) Limited	100	Singapore	Downstream	Ordinary, redeemable
Shell Energy Europe Limited	100	UK	Downstream	Ordinary
Shell Trading International Limited	100	UK	Downstream	Ordinary
Equilon Enterprises LLC	100	USA	Downstream	Membership Interest
SCOGI, G.P.	100	USA	Downstream	Equity
Shell Chemical LP	100	USA	Downstream	Partnership Capital
Shell Energy North America (US), LP	100	USA	Downstream	Partnership Capital
Shell Trading (US) Company	100	USA	Downstream	Ordinary
SOPC Holdings East LLC	100	USA	Downstream	Membership Interest
SOPC Holdings West LLC	100	USA	Downstream	Ordinary
TMR Company	100	USA	Downstream	Ordinary

[A] Non-voting class of share.

Company name	%	Country of incorporation	Principal activities	Class of shares held
Shell Oman Trading Limited	100	Bermuda	Corporate	Ordinary
Solen Insurance Limited	100	Bermuda	Corporate	Ordinary
Shell Finance Luxembourg Sarl	100	Luxembourg	Corporate	Ordinary
Shell Treasury Luxembourg Sarl	100	Luxembourg	Corporate	Ordinary
B.V. Dordtsche Petroleum Maatschappij	100	Netherlands	Corporate	Ordinary
Shell Brazil Holding B.V.	100	Netherlands	Corporate	Ordinary
Shell Finance (Netherlands) B.V.	100	Netherlands	Corporate	Ordinary
Shell Gas B.V.	100	Netherlands	Corporate	Ordinary
Shell International Finance B.V. *	100	Netherlands	Corporate	Ordinary
Shell Nederland B.V.	100	Netherlands	Corporate	Ordinary
Shell Overseas Investments B.V.	100	Netherlands	Corporate	Ordinary
Shell Petroleum N.V. *	100	Netherlands	Corporate	Ordinary
Shell Treasury Centre East (Pte) Limited	100	Singapore	Corporate	Ordinary
Shell Finance Switzerland AG	100	Switzerland	Corporate	Ordinary
Solen Versicherungen AG	100	Switzerland	Corporate	Registered (Voting)
Shell Energy Investments Limited	100	UK	Corporate	Ordinary
Shell Holdings (U.K.) Limited	100	UK	Corporate	Ordinary
Shell Overseas Holdings Limited	100	UK	Corporate	Ordinary
Shell Treasury Centre Limited	100	UK	Corporate	Ordinary
Shell Treasury Dollar Company Limited	100	UK	Corporate	Ordinary, redeemable
Shell Treasury U.K. Limited	100	UK	Corporate	Ordinary
The Shell Petroleum Company Limited	100	UK	Corporate	Ordinary
The Shell Transport and Trading Company Limited	100	UK	Corporate	Ordinary, redeemable
Pecten Victoria Company	100	USA	Corporate	Ordinary
Shell Oil Company	100	USA	Corporate	Ordinary
Shell Petroleum Inc.	100	USA	Corporate	Ordinary

EXHIBIT 12.1

I, Ben van Beurden, certify that:

1. I have reviewed the Annual Report on Form 20-F of Royal Dutch Shell plc (the Company);
2. Based on my knowledge, the report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the report;
3. Based on my knowledge, the financial statements, and other financial information included in the report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in the report;
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
 - designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which the report is being prepared;
 - designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - evaluated the effectiveness of the Company's disclosure controls and procedures and presented in the report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by the report based on such evaluation; and
 - disclosed in the report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.
5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's Board of Directors (or persons performing the equivalent functions):
 - all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarise and report financial information; and
 - any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

/s/ Ben van Beurden

Ben van Beurden
Chief Executive Officer
March 11, 2015

EXHIBIT 12.2

I, Simon Henry, certify that:

1. I have reviewed the Annual Report on Form 20-F of Royal Dutch Shell plc (the Company);
2. Based on my knowledge, the report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by the report;
3. Based on my knowledge, the financial statements, and other financial information included in the report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in the report;
4. The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
 - designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which the report is being prepared;
 - designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - evaluated the effectiveness of the Company's disclosure controls and procedures and presented in the report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by the report based on such evaluation; and
 - disclosed in the report any change in the Company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.
5. The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's Board of Directors (or persons performing the equivalent functions):
 - all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarise and report financial information; and
 - any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

/s/ Simon Henry

Simon Henry
Chief Financial Officer
March 11, 2015

EXHIBIT 13.1

In connection with the Annual Report on Form 20-F of Royal Dutch Shell plc (the Company) for the year ended December 31, 2014, as filed with the Securities and Exchange Commission on the date hereof (the Report), each of the undersigned officers of the Company certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to such officer's knowledge, that:

1. The Report fully complies, in all material respects, with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of, and for, the periods presented in the Report.

The foregoing certification is provided solely for purposes of complying with the provisions of Section 906 of the Sarbanes-Oxley Act of 2002 and is not intended to be used or relied upon for any other purpose.

/s/ Ben van Beurden

Ben van Beurden
Chief Executive Officer

/s/ Simon Henry

Simon Henry
Chief Financial Officer
March 11, 2015

EXHIBIT 99.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form F-3 (No. 333-199736) and the Registration Statements on Form S-8 (No. 333-126715, 333-141397, 333-171206, 333-192821 and 333-200953) of Royal Dutch Shell plc of our report dated March 11, 2015, relating to the Consolidated Financial Statements and the effectiveness of internal control over financial reporting, which appears in this Annual Report on Form 20-F.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

London

March 11, 2015

EXHIBIT 99.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form F-3 (No. 333-199736) and the Registration Statements on Form S-8 (No. 333-126715, 333-141397, 333-171206, 333-192821 and 333-200953) of the Royal Dutch Shell Dividend Access Trust of our report dated March 11, 2015, relating to the Royal Dutch Shell Dividend Access Trust Financial Statements, and the effectiveness of internal control over financial reporting, which appears in this Annual Report on Form 20-F.

/s/ PricewaterhouseCoopers CI LLP

PricewaterhouseCoopers CI LLP

Jersey, Channel Islands

March 11, 2015

FINANCIAL CALENDAR IN 2015

The Annual General Meeting will be held on May 19, 2015.

	2014 Fourth quarter [A]	2015 First quarter [B]	2015 Second quarter [B]	2015 Third quarter [B]
Results announcements	January 29	April 30	July 30	October 29
Interim dividend timetable				
Announcement date	January 29 [C]	April 30	July 30	October 29
Ex-dividend date A and B ADSs [D]	February 11	May 13	August 12	November 10
Ex-dividend date A and B shares [D]	February 12	May 14	August 13	November 12
Record date	February 13	May 15	August 14	November 13
Closing date for currency election [E]	February 27	June 1	August 28	November 27
Euro and sterling equivalents announcement date	March 6	June 8	September 4	December 4
Payment date	March 20	June 22	September 21	December 18

[A] In respect of the financial year ended December 31, 2014.

[B] In respect of the financial year ended December 31, 2015.

[C] The Directors do not propose to recommend any further distribution in respect of 2014.

[D] The London Stock Exchange and Euronext Amsterdam, with effect from October 6, 2014, reduced the standard settlement cycle in accordance with the Regulation of the European Parliament and of the Council on improving securities settlement in the European Union (EU) and on Central Securities Depositories (CSDs) and amending Directive 98/26/EC (the CSD Regulation). The CSD Regulation aims to harmonise EU securities settlement cycles towards a T + 2 cycle. As a result, the ex-dividend dates for A and B shares traded on these markets are one trading day later than A ADSs and B ADSs traded in the USA. Record dates are not affected.

[E] A different currency election date may apply to shareholders holding shares in a securities account with a bank or financial institution ultimately holding through Euroclear Nederland. Such shareholders can obtain the applicable deadlines from their broker, financial intermediary, bank or financial institution where they hold their securities account.

REGISTERED OFFICE

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Registered in England and Wales
Company number 4366849
Registered with the Dutch Trade Register
under number 34179503

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