



SHELL SHARE PLANS - LEAVER GUIDE

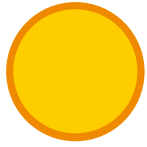
May 2018

If you cease to be employed by a Shell employing company (referred to in this guide as leaving “Shell”) and have participated in a Share Plan, the reason why you are leaving may affect the way your Share Plan is treated. If you have participated in more than one Share Plan they may be treated differently although the reason for leaving may be the same.

Please select the appropriate guide below for further information.

Please also note that if you are an Employee Insider you should also take note of the following section of the RDS Securities Dealing Code (“Code”) called “Continued Application of Code for Former Employees” click [here](#) to access the Code.





Important Action that you must take when you leave Shell

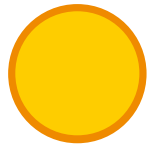
It is essential that you update your contact details

- Ideally your personal email address on your Computershare account so that you can be contacted after you leave Shell. The default position for all communications is electronic.
- If you do not do this you will not be contacted about your share plans after you leave and you may miss important communications alerting you to the fact that action is required – this in turn may lead to you forfeiting an award.
- Communications on your plans post-employment will all take place after you leave Shell so you should not leave your Shell email address on your Computershare account.
- If you do not have an external email address, please ensure your postal address is up to date as both Shell and Computershare will need to write to you if no email is available.
- It is your responsibility to keep your email address, postal address and other personal information accurate and up to date with the plan administrator. If you fail to do so none of Royal Dutch Shell plc, your employing company or any other company within the Shell group nor the administrator will be liable for any resulting loss.



Which Share Plans do you hold?

Select a Share Plan to view plan specific information about how it will be treated:



Performance Share Plan (PSP) and Long Term Incentive Plan (LTIP)

You will not be entitled to receive any shares on the date you leave or at the end of the Performance Period, unless you leave after the relevant qualifying date, in which case the award will be retained. Please refer to your award certificate which can be found in the correspondence section of your Computershare account to check the qualifying date(s) of your award(s).

When will you receive information about your vested PSP (and/or LTIP)?

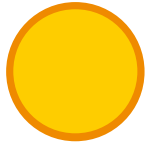
If you leave after the qualifying date you will be sent a communication by the Shell share plan team, usually in mid-March, following the confirmation of the outcomes of the performance conditions.

Your action

If you leave after the qualifying date you must keep your contact details updated. An external email address should be provided. There is no other action for you to take (other than keeping your contact details updated) until you receive the vesting communication from us. The communication will state clearly any action that is required by you.



► You can find information about another plan type by clicking the appropriate button below:



Sharesave (including BG Sharesave)

If the options were granted **more than three years** before the date you leave Shell employment, you can choose to:

1. Use some or all of your savings to buy a reduced number of shares within six months of leaving. (You may continue saving during this period).
2. Not exercise your options and withdraw savings and interest (if any).
3. Carry on saving beyond the six-month period in which case the option lapses but you can still receive the bonus (if applicable) at the end of the contract. The option to purchase shares lapses immediately.

If the options were granted **less than three years** before you leave Shell employment, the option to purchase shares lapses immediately. You can choose to:

1. Withdraw your savings with interest (if any).
2. Carry on saving in order to obtain the bonus (if applicable) at the end of the contract.

When will you receive information about Sharesave?

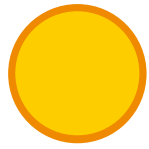
Computershare will send the maturity pack to the postal address held on your account - it is anticipated that this will be sent to you within six weeks of you leaving Shell.

Sharesave leaver materials currently cannot be sent by email.

Your action

- There is no immediate action for you to take now (other than keeping your contact details updated) until you receive the communication from Computershare.
- You must take action after you receive the leaver communication and materials.

► You can find information about another plan type by clicking the appropriate button below:



Shell All Employee Share Ownership Plan (SAESOP)

If you have transferred to Shell from BG you may also have shares in the BG Share Incentive Plan (SIP).

On your departure, all Plan Shares (Partnership Shares, Matching Shares (feature of the plan since April 2018) and Dividend Shares) will automatically be transferred to your Vested Share Account (VSA).

You are free to keep your shares in the VSA until such time as you wish to sell or transfer them.

Tax treatment of your shares

Tax and national insurance contributions (NIC) may be payable on plan shares transferred to the VSA (please see below). Where tax/NIC is payable a sufficient quantity of shares will be deducted from the shares transferred to the VSA. These shares will be used to settle any income tax and NIC withholding obligations. If the tax payable on the shares is more or less than the tax withheld it will be your responsibility to resolve this with HMRC directly.

As only whole shares can be sold for this purpose, there may be a small balance not used to pay the income tax or NI liability. Unless you tell us otherwise, this balance will be donated to a charity.

Any remaining cash amounts will also be repaid to you at withdrawal via payroll so that the correct income tax and NI can be deducted.

- Partnership Shares:

Income tax and NIC will be payable on shares held for less than five years.

- Matching Shares:

Any shares held for less than three years will be forfeit. Tax and NIC will be payable on any shares held between three and five years.

- Dividend Shares:

The value of dividend shares that you have held for less than 3 years will be treated as dividend income for the tax year of your departure.

For further information related to taxation of your shares (including Capital Gains tax) please refer to the [SAESOP plan guide](#) and the tax summary section.

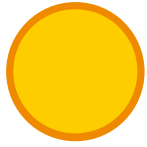
Information regarding your shares

You will receive a communication from Computershare directing you to your Computershare account where you can view your shares in the VSA.

Your action

- Please ensure your contact details remain up to date in your Computershare account at all times.

► You can find information about another plan type by clicking the appropriate button below:



BG Share Incentive Plan (SIP)

If you have transferred to Shell from BG you may also have shares in SAESOP.

Computershare will contact you with the relevant information. All Plan shares that are held in the Trust must be withdrawn. You have the choice to:

1. Have the shares registered in your own name, to your Vested Share Account.
2. Sell the shares.

Note that if the Trustees do not receive your instructions within 45 days, they will automatically arrange for the shares to be transferred into your sole name and a share certificate posted to you.

- Income tax and National Insurance contributions may be payable on any Partnership Shares (including any Flex shares or Matched shares in the BG SIP if applicable) held for less than five years.

- The value of dividend shares that cease to be subject to the Plan within three years of the date they were allocated will count towards your Dividend Allowance for that tax year.

When will you receive information about BG SIP?

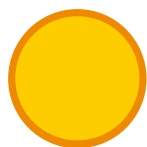
- Information cannot be sent by e-mail therefore it is important to have your postal address up to date.
- Computershare will send the leaver pack to the postal address held on your account – it is anticipated that this will be sent within 6 weeks of you leaving Shell.
- The pack will include all the instructions about your shares and the actions that you need to take and the time limits for making those choices.

Your action

- There is no immediate action for you to take now (other than keeping your contact details updated) until you receive the communication from Computershare.
- You must take action after you receive the leaver communication and materials.



► You can find information about another plan type by clicking the appropriate button below:



Global Employee Share Purchase Plan (GESPP)

Contributions to GESPP will cease as soon as you leave Shell payroll.

For contributions in the current GESPP year, you have two choices:

1. Remove contributions from the Plan, and these contributions will be refunded – shares will not be purchased. A partial withdrawal of contributions is not permitted. To initiate the refund you must contact Computershare directly and complete the relevant Refund form.

OR:

2. Leave contributions already made in the Plan until the end of the Plan year and the contributions will be used to purchase shares at the discounted share price. Shares will be transferred (net of tax withholding where applicable) to your Vested Share Account ("VSA") with Computershare or to Fidelity for US

persons. Shares in the VSA or Fidelity can be left there after you leave Shell and they will accrue dividends if and when RDS declares a dividend. They can be sold or transferred at a time that you choose.

No communication will be sent to you when you leave as there is no action for you to take at this point unless you wish to withdraw your contributions to the plan (and forfeit the company match).

When will you receive information about GESPP?

If you leave your contributions in the plan we will communicate with you after the end of the plan year with details of the delivery to you.

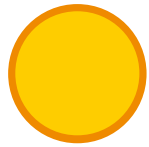
This means that it is very important that you keep your contact details updated.

Your action

There is no immediate action for you to take now (other than keeping your contact details updated) unless you wish to withdraw your contributions.



► You can find information about another plan type by clicking the appropriate button below:



BG Exchanged Award - Nil Cost Options

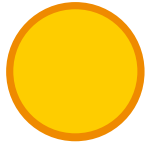
If you leave after your award has vested to the extent that the award remains unexercised, it will be exercised on your behalf as soon as possible after your date of leaving.

Your action

There is no action for you to take.



► You can find information about another plan type by clicking the appropriate button below:



Important Action that you must take when you leave Shell

It is essential that you update your contact details

- Ideally your personal email address on your Computershare account so that you can be contacted after you leave Shell. The default position for all communications is electronic.
- If you do not do this you will not be contacted about your share plans after you leave and you may miss important communications alerting you to the fact that action is required – this in turn may lead to you forfeiting an award.
- Communications on your plans post-employment will all take place after you leave Shell so you should not leave your Shell email address on your Computershare account.
- If you do not have an external email address, please ensure your postal address is up to date as both Shell and Computershare will need to write to you if no email is available.
- It is your responsibility to keep your email address, postal address and other personal information accurate and up to date with the plan administrator. If you fail to do so none of Royal Dutch Shell plc, your employing company or any other company within the Shell group nor the administrator will be liable for any resulting loss.

Important Information

The information in this guide relates to the following leaver reasons:

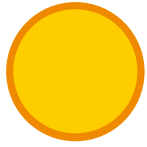
- Redundancy
- Retirement (with the company consent)
- Disability
- Injury
- Ill-Health
- Completion of a fixed term contract

Please also refer to sections on BG plans where applicable.



Which Share Plans do you hold?

Select a Share Plan to view further information about how it will be treated if you leave for any of the reasons stated above:



Performance Share Plan (PSP) and Long Term Incentive Plan (LTIP)

- **PSP only:** For awards made in 2017 onwards, outstanding awards will be retained but will be time pro-rated based on months of service during the performance period. The remainder of the award will lapse. Awards made prior to 2017 will be retained but are not time-prorated.
- **LTIP only:** Any outstanding LTIP awards already granted to you are retained. Your outstanding awards will be time pro-rated based on months of service during the performance period. The remainder of the award will lapse.
- The extent to which each award vests, or not, will be determined by the outcome of the Performance Conditions at the end of the Performance Period.

- You will receive a leaver communication from Computershare after the Shell share plan team informs them that you have left group service. This will direct you to your Computershare account to view your outstanding awards including to view the impact of pro-rating as applicable.

When will you receive information about your vested PSP or LTIP?

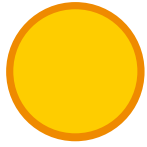
Following the confirmation of the outcomes of the performance conditions a communication will be sent to you by the Shell share plan team, usually in mid-March following the end of the Performance Period.

Your action

- There is no action for you to take (other than keeping your contact details updated) until you receive the vesting communications. The communication will state clearly any action that is required by you.
- You may find it useful to read the general information about the recent vesting as a similar process will apply to you once the vesting is confirmed to you. Please [click here](#) for more information.



► You can find information about another plan type by clicking the appropriate button below:



Sharesave (including BG Sharesave)

You have several choices as follows:

1. Use some or all of your savings to buy a reduced number of shares within six months of leaving. (You may continue saving during this period).

2. Choose not to exercise the option and withdraw your savings and interest (if any).

3. Carry on saving beyond the six month period in which case your option will lapse but you can still receive your bonus (if applicable) at the end of the contract. The option to purchase shares lapses immediately.

When will you receive information about Sharesave?

Computershare will send the maturity pack to the postal address held on your account - it is anticipated that this will be sent to you within six weeks of you leaving Shell.

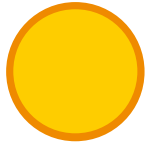
Sharesave leaver materials currently cannot be sent by email.

The pack will include all the instructions about your maturing Sharesave contracts

Your action

- There is no immediate action for you to take now (other than keeping your contact details updated) until you receive the communication from Computershare.
- You must take action after you receive the communication on maturity.
- The communication will include information about the actions you need to take and the six month time limit you will have for making those choices.
- You may find it useful to read the general information about Sharesave which can be found by clicking [here](#).

► You can find information about another plan type by clicking the appropriate button below:



Shell All Employee Share Ownership Plan (SAESOP)

If you have transferred to Shell from BG you may also have shares in the BG Share Incentive Plan (SIP).

On your departure, all Plan Shares (Partnership Shares, Matching Shares (feature of the plan since April 2018) and Dividend Shares) will become unrestricted and will automatically be transferred to your Vested Share Account (VSA). There will be no income tax and national insurance withholding.

You are free to keep your shares in the VSA until such time as you wish to sell or transfer them.

For further information related to taxation of your shares (including Capital Gains tax) please refer to the [SAESOP plan guide](#) and the tax summary section.

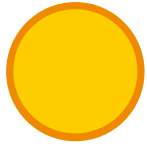
Information regarding your shares

You will receive a communication from Computershare directing you to your Computershare account where you can view your shares in the VSA.

Your action

- Please ensure your contact details remain up to date in your Computershare account at all times.

► You can find information about another plan type by clicking the appropriate button below:



BG Share Incentive Plan (SIP)

If you have transferred to Shell from BG you may also have shares in SAESOP.

Computershare will contact you with the relevant information. All plan shares that are held in the Trust must be withdrawn. You have two choices as follows:

1. keep the shares - or
2. sell the shares

If you choose to keep the shares they will be transferred to your Vested Share Account.

When will you receive information about BG SIP?

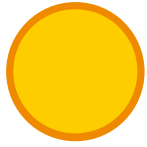
- Information cannot be sent by e-mail therefore it is important to have your postal address up to date.
- Computershare will send the leaver pack to the postal address held on your account – it is anticipated that this will be sent to you within six weeks of you leaving Shell.
- The pack will include all the instructions about your shares and the actions that you need to take and the time limits for making those choices.

Your action

- There is no immediate action for you to take now (other than keeping your contact details updated) until you receive the communication from Computershare.
- You must take action after you receive the communication from Computershare.
- You may find it useful to read the general information about the choices when you leave Shell which can be found by clicking [here](#).
- The communication will include information about the actions you need to take and the deadline that will apply – if you do not act by the deadline your shares will be transferred into your sole name and a share certificate posted to you.



► You can find information about another plan type by clicking the appropriate button below:



Global Employee Share Purchase Plan (GESPP)

Contributions to GESPP will cease as soon as you leave Shell payroll.

For contributions in the current GESPP year, you have two choices:

1. Remove contributions from the Plan, and these contributions will be refunded – shares will not be purchased. A partial withdrawal of funds is not permitted. To initiate the refund, you must contact Computershare directly and complete the relevant Refund form.

OR:

2. Leave contributions already made in the Plan until the end of the Plan year and the contributions will be used to purchase shares at the discounted share price. Shares will be transferred (net of withholding tax where applicable) your vested share account (VSA) or to Fidelity for US persons. Shares in the VSA or Fidelity can be left there after you leave Shell and they will accrue dividends if and when RDS declares a dividend. They can be sold or transferred at a time that you choose.

No communication will be sent to you when you leave as there is no action for you to take at this point unless you wish to withdraw your contributions to the plan (and forfeit the company match).

When will you receive information about GESPP?

If you leave your contributions in the plan we will communicate with after the end of the plan year with details of the delivery.

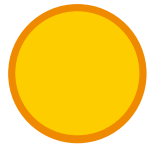
This means that it is very important that you keep your contact details updated.

Your action

- There is no immediate action for you to take now (other than keeping your contact details updated) unless you wish to withdraw your contributions.



► You can find information about another plan type by clicking the appropriate button below:



BG Exchanged Award - Nil Cost Option

Nil Cost Options granted in 2015 (that were exchanged into awards over Shell shares at the time of the Combination) vested on 12 May 2018.

What happens on leaving?

Your vested award will not lapse and, subject to the Plan rules, you will be entitled to exercise your option in full at any time within 18 months of leaving or until the original expiry date, whichever is earlier. To the extent that the award remains unexercised on the last day of the Exercise Period, it will be exercised on your behalf in accordance with the Plan rules.

When will you receive information about your vested GSA?

After you leave Shell a communication will be sent to you by Computershare directing you to your account where you can review the expiry date for your award.

Please note that the following are the leaver reasons applicable to holders of BG Exchanged awards:

- If you leave employment with the Shell group because of death, ill-health, disability, or injury; redundancy;
- If the Committee so agrees; retirement with the agreement of your employer;
- your employing company ceasing to be under the Control of Shell;
- the transfer of an undertaking or part of an undertaking in which you work to a person who is neither under the Control of Shell nor a Member of the Shell group;
- your resignation in response to a repudiatory breach of contract by your employer;
- a material diminution in your seniority, status or responsibilities, allowing for the different management structures within the enlarged group;
- and a relocation of your place of work of more than 30 miles.

Your action

- Keep your contact details up to date, both your email and address information until you receive the vesting communication from Computershare. The communication will state clearly any subsequent action that is required by you.
- You will need to ensure your MIFID information is updated when you wish to exercise your option. You can find out more [here](#).

► You can find information about another plan type by clicking the appropriate button below: