



Share Plan Information

Divestment guide - August 2018



Introduction

- This document helps you to understand what happens to your Shell Share Plans in event of a divestment (referred to in this guide as leaving “Shell”.)
- It also covers important information on **HOW** and **WHEN** you need to take action. So please read the guide below carefully and follow the instructions given.

While you still hold shares in the VSA, always maintain your personal information. Royal Dutch Shell plc, your employing company or any other company within the Shell group, or the administrator will not be liable for any resulting loss.

IMPORTANT! Update your personal information before you leave Shell

Communications concerning your share plans will be sent to you after your departure from Shell. It is essential therefore that you update your contact details on your Computershare account as you may need to take actions in order to access your shares:

- Remove your Shell email address.
- Update your personal email address.
- Update your postal address.

Which Share Plans do you hold?

Select a Share Plan to view plan specific information about what will happen in the event of a divestment:

INTRODUCTION

Performance Share Plan (PSP)

The Performance Share Plan (PSP) is a conditional award of shares (based on individual performance) and those shares vest 3 years later. The amount of shares delivered depends on how well the company performs against the performance conditions set when the award is made.

What happens on divestment?

IMPORTANT NOTE:

For awards made prior to 2017 outstanding awards will vest in full subject to performance as described below.

For awards made in 2017 onwards, outstanding awards will be time pro-rated based on months of service during the performance period. The remainder of the award will lapse.

- The performance period for your outstanding awards will end on the completion date of the divestment.
- The performance conditions on any performance share plan awards will be measured at the date of cessation/ completion which marks the end of the performance period. The extent to which the award(s) vest will depend on the confirmed outcomes of those performance conditions.

- The TSR component of the performance conditions has a measurement period that spans 90 days (45 days either side of the date of cessation). Thereafter the outcome is reviewed and approved.
- Following the confirmation of the outcomes of the performance conditions a communication will be sent to you.

When will you receive information about your vested PSP?

- You will not receive a communication on the vesting until after the 45 days have elapsed from the date of cessation and the outcome has been approved.
- Provided your contact information is up to date you will receive a communication shortly after the performance outcome has been approved. This will contain all the relevant information on the delivery; generally the delivery of your vested award will be made directly to your Vested Share Account (or your bank account if we are required to settle in cash if you are in a restricted country) without further action from you.

PSP - Your action

- Please ensure that you keep your email address and postal address updated at your Computershare account at all times, otherwise we cannot contact you.
- Generally there is no other action for you to take in advance of the delivery of the Award **BUT** in some cases we may be missing important information ahead of the delivery and if this is the case a communication will be sent to you at the email address on your Computershare account **prior to** the vesting communication. **If you receive a communication please take the action requested without delay otherwise you will not be able to receive your vested award.**

- **After you receive the vesting communication there is no action for you to take** as the vested award will then be delivered to you. The communication will be sent to the email address on your Computershare account and will provide information on the delivery, where to go to review details of the transaction including information on any tax withholding.
- Please ensure you remain familiar with any adjustment events that apply post vesting e.g. clawback, as described in your award certificate(s).
- You may find it useful to read the general information about the recent PSP vesting as a similar process will apply to you once the delivery window is confirmed to you. You can find information related to the delivery [here](#).

You are free to keep any shares in the VSA (or Fidelity for US) until such time as you wish to sell or transfer them.

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

Long Term Incentive Plan (LTIP)

The Long Term Incentive Plan (LTIP) is a conditional award of shares made to Senior Executive Group employees. The amount of shares delivered at the end of the three year vesting period depends on how well the company performs against the performance conditions set when the award is made.

What happens on divestment?

- 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 performance period for your outstanding awards will end on the completion date of the divestment.
- The performance conditions on your outstanding awards will be measured at the date of cessation/completion which marks the end of the performance period. The extent to which the award(s) vest will depend on the outcome of those performance conditions.
- The TSR component of the performance conditions has a measurement period that spans 90 days (45 days either side of the date of cessation). Thereafter the outcome is reviewed and approved.
- Following the confirmation of the outcomes of the performance conditions a communication will be sent to you.

When will you receive information about your vested LTIP?

- You will not receive a communication on the vesting until after the 45 days have elapsed from the date of cessation and the outcome has been approved.
- Provided your contact information is up to date you will receive a communication shortly after the performance outcome has been confirmed. This will contain all the relevant information on the delivery; generally the delivery of your vested award will be made directly to your Vested Share Account (or your bank account if we are required to settle in cash if you are in a restricted country) without further action from you.

LTIP - Your action

- Please ensure that you keep your email address and postal address updated at your Computershare account at all times, otherwise we cannot contact you.
- Generally there is no other action for you to take in advance of the delivery of the Award **BUT** in some cases we may be missing important information ahead of the delivery and if this is the case a communication will be sent to you at the email address on your Computershare account **prior to** the vesting communication. **If you receive a communication please take the action requested without delay otherwise you will not be able to receive your vested award.**

- **After you receive the vesting communication there is no action for you to take** as the vested award will then be delivered to you. The communication will be sent to the email address on your Computershare account and will provide information on the delivery, where to go to review details of the transaction including information on any tax withholding.
- Please ensure you remain familiar with any adjustment events that apply post vesting e.g. clawback, as described in your award certificate(s).

You are free to keep any shares in the VSA (or Fidelity for US) until such time as you wish to sell or transfer them.

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

Global Employee Share Purchase Plan (GESPP)

GESPP is a contributory plan in which eligible participants can decide how much to contribute (up to the plan maximum) each year. Shares can then be purchased at the end of the plan year at the lower of the share price at the beginning or end of the plan year, less 15%.

What happens on divestment?

- Your contributions to GESPP will automatically cease on the completion date of the divestment.
- Contributions already made may be left in the plan and used to purchase shares after the end of the plan year in the normal way.
- The annual maximum contribution is €6,000 (or equivalent in local currency), and you may wish to consider increasing your contributions prior to departure. Please check the timetable [here](#).
- Alternatively, you may withdraw entirely from the plan and request a refund of contributions. Please contact [Computershare](#) to request the form. Be aware that you may experience exchange rate loss and wire fees and may not get back the same monies as you contributed through payroll.

When will you receive information about GESPP?

- If you leave your contributions in the plan, they will be used to purchase shares and we will communicate with you after the end of the plan year.
- This means that it is very important that you keep your contact details updated.

GESPP - Your action

Please ensure that you keep your email address and postal address updated at your Computershare account at all times, otherwise we cannot contact you. Otherwise, there is no immediate action for you to take unless you wish to amend or withdraw your contributions.

You are free to keep any shares in the VSA (or Fidelity for US) until such time as you wish to sell or transfer them.

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

BG Exchanged Awards - Nil Cost Options

Nil Cost Options

Nil Cost Option 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 divestment?

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 Nil Cost Option?

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.

Nil Cost Option - Your action

Please ensure that you keep your email address and postal address updated at your Computershare account at all times, otherwise we cannot contact you.

You are free to keep any shares in the VSA (or Fidelity for US) until such time as you wish to sell or transfer them.

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

UK Sharesave

Sharesave is no longer offered to new participants. It is a contributory plan in which participants contribute to a sharesave contract for 3 or 5 years and at the end of that contract, the participant can choose to take their funds back (with bonus) or exercise their option to purchase shares at the grant price.

What happens on divestment?

You have several choices as follows:

- 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).
- Choose not to exercise the option and withdraw your savings and interest (if any).
- Carry on saving beyond the six month period in which case your option will lapse but you can still receive any bonus 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 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.

UK Sharesave - Your action

- Sharesave information **cannot** be sent by e-mail therefore it is important to have your postal address up to date
- There is no immediate action for you to take now (other than keeping your email address and home address updated at your Computershare account).
- 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 are free to keep any shares in the VSA until such time as you wish to sell or transfer them.

You can find divestment 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.

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

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 that you keep your email address and postal address updated at your Computershare account at all times, otherwise we cannot contact you.

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

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

BG Share Incentive Plan (SIP)

Employees who have transferred to Shell from BG may also have shares in the Shell All Employee Share Ownership Plan (SAESOP).

- It is not possible to keep shares in the BG SIP Trust once you leave Shell.
- On divestment your shares become unrestricted and can be removed from the plan without income tax and national insurance withholding.
- The Trustee (Computershare) will send a letter to your postal address to ask what you would like to do with the shares that have been purchased and the Dividend Shares that have been earned.
- You have two choices, either to:
 - keep the shares, or
 - 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?

- Computershare will send the leaver pack to the postal address held on your account - it is anticipated that this will be sent within six weeks for you leaving Shell.
- Leaver materials currently cannot be sent by email.
- The pack will include all the instructions about your BG SIP shares and the actions that you need to take and the time limits for making those choices

BG SIP - Your action

- Information cannot be sent by e-mail therefore it is important to have your postal address up to date.
- There is no immediate action for you to take now (other than keeping your email address and postal address updated at your Computershare account).
- You must take action after you receive the communication from Computershare about your plans.
- 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 to a certificate in your sole name and posted to you.

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

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

Where to find more information on the share plans

You can also find share plan materials on your Computershare account under Plan Documentation. Any personalised plan information that you may have is stored under Correspondence on your Computershare account.

VSA/Fidelity

You may still hold your vested shares in the VSA (or Fidelity for US) even after your departure from Shell.



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