



## SH06

## Notice of cancellation of shares

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## Statement of capital

Complete the table(s) below to show the issued share capital. It should reflect the company's share capital immediately following the cancellation.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
<b>Currency table A</b>				
Sterling	Sterling Deferred Shares of £1 each	50,000	£50,000	
<b>Totals</b>		50,000	£50,000	0.00

<b>Currency table B</b>				
Euro €	A Ordinary shares of €0.07 each	4,122,023,559	€ 288,541,649.13	
Euro €	B Ordinary shares of €0.07 each	3,727,267,215	€ 260,908,705.05	
<b>Totals</b>		7,849,290,774.00	€549,450,354.18	0.00

<b>Currency table C</b>				
<b>Totals</b>				

Totals (including continuation pages)

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
7,849,340,774.00	€549,450,354.18	0.00

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

+ £50,000

Royal Dutch Shell plc - A Shares					
Class of shares (E.g. Ordinary/Preference etc.)	Number of shares cancelled purchased in GBP	Date Shares cancelled	Number of shares cancelled purchased in Euro	Nominal value of each share	Date Shares cancelled
A Ordinary shares of €0.07 each	542,018	03/02/2020	135,226	€ 0.07	03/02/2020
A Ordinary shares of €0.07 each	547,257	04/02/2020	137,719	€ 0.07	04/02/2020
A Ordinary shares of €0.07 each	595,492	05/02/2020	152,181	€ 0.07	05/02/2020
A Ordinary shares of €0.07 each	0	06/02/2020	130,673	€ 0.07	06/02/2020
A Ordinary shares of €0.07 each	435,992	07/02/2020	103,048	€ 0.07	07/02/2020
A Ordinary shares of €0.07 each	0	10/02/2020	21,342	€ 0.07	10/02/2020
A Ordinary shares of €0.07 each	0	11/02/2020	145,386	€ 0.07	11/02/2020
A Ordinary shares of €0.07 each	0	12/02/2020	129,661	€ 0.07	12/02/2020
A Ordinary shares of €0.07 each	0	13/02/2020	95,058	€ 0.07	13/02/2020
A Ordinary shares of €0.07 each	322,988	14/02/2020	77,775	€ 0.07	14/02/2020
A Ordinary shares of €0.07 each	2,275,690	18/02/2020	110,573	€ 0.07	18/02/2020
A Ordinary shares of €0.07 each	654,215	18/02/2020	45,143	€ 0.07	18/02/2020

Royal Dutch Shell plc - B Shares			
Class of shares (E.g. Ordinary/Preference etc.)	Number of shares cancelled	Nominal value of each share	Date Shares cancelled
B Ordinary shares of €0.07 each	0	€ 0.07	
B Ordinary shares of €0.07 each	0	€ 0.07	
B Ordinary shares of €0.07 each	0	€ 0.07	
B Ordinary shares of €0.07 each	529,603	€ 0.07	06/02/2020
B Ordinary shares of €0.07 each	0	€ 0.07	
B Ordinary shares of €0.07 each	78,546	€ 0.07	10/02/2020
B Ordinary shares of €0.07 each	644,891	€ 0.07	11/02/2020
B Ordinary shares of €0.07 each	531,163	€ 0.07	12/02/2020
B Ordinary shares of €0.07 each	355,689	€ 0.07	13/02/2020
B Ordinary shares of €0.07 each	0	€ 0.07	
B Ordinary shares of €0.07 each	0	€ 0.07	
B Ordinary shares of €0.07 each	0	€ 0.07	

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**5 Statement of capital (prescribed particulars of rights attached to shares)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in **Section 4**.

Class of share	A Ordinary shares of €0.07
Prescribed particulars ①	Voting Rights: Shareholders will be entitled to vote at a general meeting, whether on a show of hands or a poll, as provided in the legislation. Where a proxy is given discretion as to how to vote on a show of hands this will be treated as an instruction by the relevant shareholder to vote in the way which the proxy decides to exercise that discretion. This is subject to any special rights or restrictions as to voting which are given to any shares or upon which any shares may be held at the relevant time and the Company's Articles of Association.
Class of share	B Ordinary Shares of €0.07
Prescribed particulars ①	Voting Rights: Shareholders will be entitled to vote at a general meeting, whether on a show of hands or a poll, as provided in the legislation. Where a proxy is given discretion as to how to vote on a show of hands this will be treated as an instruction by the relevant shareholder to vote in the way which the proxy decides to exercise that discretion. This is subject to any special rights or restrictions as to voting which are given to any shares or upon which any shares may be held at the relevant time and the Company's Articles of Association.
Class of share	Sterling Deferred Shares of £1 each
Prescribed particulars ①	<p>The sterling deferred shares have the following rights and restrictions:</p> <p>(A) on a distribution of assets of the company among its shareholders on a winding up, the holders of the sterling deferred shares will be entitled (such entitlement ranking in priority to the rights of holders of ordinary shares) to receive an amount equal to the aggregate of the capital paid up or credited as paid up on each sterling deferred share;</p>

**① Prescribed particulars of rights attached to shares**

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

**Continuation pages**

Please use a Statement of Capital continuation page if necessary.

**6 Signature**

I am signing this form on behalf of the company.

Signature

Signature

X



X

This form may be signed by:

Director ②, Secretary, Person authorised ③, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

**② Societas Europaea**

If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership.

**③ Person authorised**

Under either section 270 or 274 of the Companies Act 2006.

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**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name ANTHONY CLARKE

Company name ROYAL DUTCH SHELL PLC

Address SHELL CENTRE

Post town LONDON

County/Region

Postcode S E 1 7 N A

Country

DX

Telephone

**Checklist**

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- ☐ The company name and number match the information held on the public Register.
- ☐ You have completed section 2.
- ☐ You have completed section 3.
- ☐ You have completed the relevant sections of the statement of capital.
- ☐ You have signed the form.

**Important information**

**Please note that all information on this form will appear on the public record.**

**Where to send**

**You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:**

**For companies registered in England and Wales:**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

**For companies registered in Scotland:**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland:**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.

**Further information**

For further information, please see the guidance notes on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)**

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### Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	A Ordinary Shares of €0.07
Prescribed particulars	<p>It is the intention that all voting at general meetings will take place on a poll. A poll is voting by means of a ballot where the number of shares held by each voting shareholder is counted, as opposed to voting by way of a show of hands where the actual number of shares held by voting shareholders is not taken into account. Under the Companies Act 2006, if a poll is demanded, the resolution conducted on a poll must be approved by holders of at least a majority of the votes cast at the meeting. Special resolutions require the affirmative vote of at least 75% of the votes cast at the meeting to be approved.</p> <p>On a poll, every holder of Class A ordinary shares or Class B ordinary shares present in person or by proxy has one vote for every share he or she holds. This is subject to any rights or restrictions which are given to any class of shares. No shareholder is entitled to vote if he or she has been served with a restriction notice after failure to provide the Company with information concerning interests in his or her shares required to be provided under Section 793 of the Companies Act 2006.</p> <p>Major shareholders have no differing voting rights.</p> <p><b>Dividend Rights</b> Under the applicable laws of England and Wales, dividends are payable on Class A ordinary shares and Class B ordinary shares only out of profits available for distribution, as determined in accordance with the Companies Act 2006 and under IFRS.</p> <p>Subject to the Companies Act 2006, if the Directors consider that the Company's financial position justifies the declaration of a dividend, the Company can pay an interim dividend. Shareholders can declare dividends by passing an ordinary resolution. Dividends cannot exceed the amount recommended by the Company's Directors.</p> <p>It is the intention that dividends will be declared and paid quarterly. Dividends are payable to persons registered as shareholders on the record date relating to the relevant dividend. All dividends will be divided and paid in proportions based on the amounts paid up on the Company's shares during any period for which that dividend is paid.</p> <p><b>Rights in a winding up</b> If the Company is voluntarily wound up the liquidator can distribute to shareholders any assets remaining after the liquidator's fees and expenses have been paid and all sums due to prior ranking creditors (as defined under the laws of England and Wales) have been paid. Under the Articles of Association, the holders of the sterling deferred shares would be entitled (such entitlement ranking in priority to the rights of holders of ordinary shares) to receive an amount equal to the aggregate of the capital paid up or credited as paid up on each sterling deferred share but would not be entitled to participate further in the profits or assets of the Company. Any assets remaining after the entitlements of the holders of sterling deferred shares are satisfied would be distributed to the holders of Class A and Class B ordinary shares pro rata to their shareholdings.</p>

#### ① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

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### Statement of capital (prescribed particulars of rights attached to shares) ①

Class of share	A Ordinary Shares of €0.07
Prescribed particulars	<p><b>Redeemable Shares</b></p> <p>Subject to any rights attached to existing shares, the Company can issue shares which can be redeemed. This can include shares which can be redeemed if the holders want to do so, as well as shares which the Company can insist on redeeming. The Board can decide on the terms and conditions and the manner of redemption of any redeemable share. These terms and conditions will apply to the relevant shares as if they were set out in the Articles of Association.</p>

#### ① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

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## Notice of cancellation of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares) <sup>1</sup>

Class of share	B Ordinary Shares of €0.07	
Prescribed particulars	<p>It is the intention that all voting at general meetings will take place on a poll. A poll is voting by means of a ballot where the number of shares held by each voting shareholder is counted, as opposed to voting by way of a show of hands where the actual number of shares held by voting shareholders is not taken into account. Under the Companies Act 2006, if a poll is demanded, the resolution conducted on a poll must be approved by holders of at least a majority of the votes cast at the meeting. Special resolutions require the affirmative vote of at least 75% of the votes cast at the meeting to be approved.</p> <p>On a poll, every holder of Class B ordinary shares or Class A ordinary shares present in person or by proxy has one vote for every share he or she holds. This is subject to any rights or restrictions which are given to any class of shares. No shareholder is entitled to vote if he or she has been served with a restriction notice after failure to provide the Company with information concerning interests in his or her shares required to be provided under Section 793 of the Companies Act 2006.</p> <p>Major shareholders have no differing voting rights.</p> <p><b>Dividend Rights</b> Under the applicable laws of England and Wales, dividends are payable on Class B ordinary shares and Class A ordinary shares only out of profits available for distribution, as determined in accordance with the Companies Act 2006 and under IFRS.</p> <p>Subject to the Companies Act 2006, if the Directors consider that the Company's financial position justifies the declaration of a dividend, the Company can pay an interim dividend. Shareholders can declare dividends by passing an ordinary resolution. Dividends cannot exceed the amount recommended by the Company's Directors.</p> <p>It is the intention that dividends will be declared and paid quarterly. Dividends are payable to persons registered as shareholders on the record date relating to the relevant dividend. All dividends will be divided and paid in proportions based on the amounts paid up on the Company's shares during any period for which that dividend is paid.</p> <p>The Company expects that dividends on outstanding Class B ordinary shares will be paid under the Dividend Access Mechanism described below. The Articles of Association provide that if any amount is paid by the issuer of the dividend access share by way of dividend on the dividend access share and paid by the dividend access trustee to any holder of Class B ordinary shares, the dividend that the Company would otherwise pay to such holder of Class B ordinary shares will be reduced by an amount equal to the amount paid to such holder of Class B ordinary shares by the dividend access trustee.</p>	<p><b><sup>1</sup> Prescribed particulars of rights attached to shares</b> The particulars are:</p> <ul style="list-style-type: none"> <li>a. particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b. particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p>



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## Notice of cancellation of shares

5	Statement of capital (prescribed particulars of rights attached to shares) <sup>1</sup>	
Class of share	B Ordinary Shares of €0.07	
Prescribed particulars	<p><b>Dividend Access Mechanism</b> It is the expectation and the intention, although there can be no certainty, that holders of Class B ordinary shares will receive dividends through the Dividend Access Mechanism. Any dividends paid on the dividend access share will have a UK source for UK and Dutch tax purposes. There will be no Dutch withholding tax on such dividends and certain holders (not including US holders of Class B ordinary shares or Class B American Depositary Receipts (ADSs)) will be entitled to a UK tax credit in respect of their proportional shares of such dividends.</p> <p><b>Rights in a winding up</b> If the Company is voluntarily wound up the liquidator can distribute to shareholders any assets remaining after the liquidator's fees and expenses have been paid and all sums due to prior ranking creditors (as defined under the laws of England and Wales) have been paid. Under the Articles of Association, the holders of the sterling deferred shares would be entitled (such entitlement ranking in priority to the rights of holders of ordinary shares) to receive an amount equal to the aggregate of the capital paid up or credited as paid up on each sterling deferred share but would not be entitled to participate further in the profits or assets of the Company. Any assets remaining after the entitlements of the holders of sterling deferred shares are satisfied would be distributed to the holders of Class B and Class A ordinary shares pro rata to their shareholdings.</p> <p><b>Redeemable Shares</b> Subject to any rights attached to existing shares, the Company can issue shares which can be redeemed. This can include shares which can be redeemed if the holders want to do so, as well as shares which the Company can insist on redeeming. The Board can decide on the terms and conditions and the manner of redemption of any redeemable share. These terms and conditions will apply to the relevant shares as if they were set out in the Articles of Association.</p>	

**1 Prescribed particulars of rights attached to shares**  
The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

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## Notice of cancellation of shares

5	Statement of capital (prescribed particulars of rights attached to shares) <sup>①</sup>	
Class of share	Sterling Deferred Shares of £1 each	
Prescribed particulars	<p>(B) save as provided in paragraph (A), the holders of the sterling deferred shares will not be entitled to any participation in the profits or assets of the company;</p> <p>(C) the holders of sterling deferred shares will not be entitled to receive notice of or to attend and/or speak or vote (whether on a show of hands or on a poll) at general meetings of the company;</p> <p>(D) the written consent of the holders of three-quarters in nominal value of the issued sterling deferred shares or the sanction of a special resolution passed at a separate general meeting of the holders of the sterling deferred shares is required if the special rights and privileges attaching to the sterling deferred shares are to be abrogated, or adversely varied or otherwise directly adversely affected in any way. The creation, allotment or issue of shares or securities which rank in priority to or equally with the sterling deferred shares (or of any right to call for the allotment or issue of such shares or securities) is for these purposes deemed not to be an abrogation or variation or to have an effect on the rights and privileges attaching to sterling deferred shares;</p> <p>(E) all provisions of the articles relating to general meetings of the company will apply, with necessary modifications, to every general meeting of the holders of the sterling deferred shares;</p> <p>(F) subject to the legislation, the company will have the right at any time to redeem any such sterling deferred share (provided that it is credited as fully paid) at a price not exceeding £1 for all the sterling deferred shares redeemed at any one time (to be paid on such date as the board shall select as the date of redemption to such one of the holders (if more than one) as may be selected by lot) without the requirement to give notice to the holder(s) of the sterling deferred shares;</p> <p>(G) if any holder of a sterling deferred share to be redeemed fails or refuses to surrender the share certificate(s) or indemnity for such sterling deferred share or if the holder selected by lot to receive the redemption monies fails or refuses to accept the redemption monies payable in respect of it:</p> <p>(i) such sterling deferred share will, notwithstanding the foregoing, be redeemed and cancelled by the company; and</p> <p>(ii) in the event of a failure or refusal to accept the redemption monies, the company will retain such money and hold it on trust for the selected holder without interest, and the company will have no further obligation whatsoever to the holder of such sterling deferred share; and</p> <p>(H) no sterling deferred share will be redeemed otherwise than out of distributable profits or the proceeds of a fresh issue of shares made for the purposes of the redemption or out of capital to the extent permitted by the legislation.</p>	

### ① Prescribed particulars of rights attached to shares

The particulars are:

- particulars of any voting rights, including rights that arise only in certain circumstances;
- particulars of any rights, as respects dividends, to participate in a distribution;
- particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.