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THE HAGUE, December 3, 2015 /PRNewswire/ --

Royal Dutch Shell plc ("Shell") (NYSE: RDS.A) (NYSE: RDS.B) today announced that its recommended combination with BG Group plc ("BG") has received approval from the Australian Foreign Investment Review Board (FIRB).

Shell will commit to undertake a cooperative compliance approach to taxation arrangements for QGC, in line with our preferred approach elsewhere. QGC is a wholly-owned subsidiary of BG.

Today's approval by FIRB follows unconditional approval by the Australian Competition and Consumer Commission ("ACCC") on 19 November 2015 and completes the regulatory review process in Australia.

Together with the previously announced clearances in Brazil and EU, four of the five pre-conditions to the combination have now been satisfied. The one remaining pre-conditional clearance is from China's Ministry of Commerce (MOFCOM).

Commenting on the FIRB clearance Shell CEO, Ben van Beurden, said: "I am very pleased to receive this news. The FIRB approval is an important step towards deal completion."

He added: "The addition of BG's integrated gas assets in Australia to Shell's global portfolio is one of the main strategic drivers behind the recommended combination. The Shell-BG combination is a sign of Shell's confidence in the Australian economy. It is also a springboard to change Shell into a simpler, more profitable and resilient company. We remain on track to complete the deal in early 2016."

The pre-conditions and conditions to the combination are set out in the 8 April deal announcement.

Additional Information

This announcement is not intended to and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Shell-BG combination or otherwise, nor shall there be any sale, issuance or transfer of securities of Shell or BG pursuant to the Shell-BG combination in any jurisdiction in contravention of applicable laws.

This announcement does not constitute a prospectus or prospectus equivalent document.

Overseas jurisdictions

The release, publication or distribution of this announcement in jurisdictions other than the United Kingdom may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the United Kingdom should inform themselves about, and observe, any applicable requirements. The information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the United Kingdom.

Forward looking statements

This announcement contains certain forward looking statements with respect to the financial condition, results of operations and businesses of Shell and BG and their respective groups, and certain plans and objectives of Shell with respect to the combined group. All statements other than statements of historical fact are, or may be deemed to be, forward looking statements. Forward looking statements are statements of future expectations that are based on management's current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. Forward looking statements include, among other things, statements concerning the potential exposure of Shell, BG and the combined

group to market risks and statements expressing management's expectations, beliefs, estimates, forecasts, projections and assumptions, including as to future potential cost savings, synergies, earnings, cash flow, return on average capital employed, production and prospects. These forward looking statements are identified by their use of terms and phrases such as "anticipate", "believe", "could", "estimate", "expect", "goals", "intend", "may", "objectives", "outlook", "plan", "probably", "project", "risks", "seek", "should", "target", "will" and similar terms and phrases.

There are a number of factors that could affect the future operations of Shell, BG and the combined group and that could cause

results to differ materially from those expressed in the forward looking statements included in this announcement, including (without limitation): (a) price fluctuations in crude oil and natural gas; (b) changes in demand for Shell, BG and the combined group's products; (c) currency fluctuations; (d) drilling and production results; (e) reserves estimates; (f) loss of market share and industry competition; (g) environmental and physical risks; (h) risks associated with the identification of suitable potential acquisition properties and targets, and successful negotiation and completion of such transactions; (i) the risk of doing business in developing countries and countries subject to international sanctions; (j) legislative, fiscal and regulatory developments including regulatory measures addressing climate change; (k) economic and financial market conditions in various countries and regions; (l) political risks, including the risks of expropriation and renegotiation of the terms of contracts with governmental entities, delays or advancements in the approval of projects and delays in the reimbursement for shared costs; and (m) changes in trading conditions.

All forward looking statements contained in this announcement are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Readers should not place undue reliance on forward looking statements. Additional risk factors that may affect future results are contained in Shell's Form 20-F for the year ended 31 December 2014 (available at <http://www.shell.com/investor> and <http://www.sec.gov>). These risk factors expressly qualify all forward looking statements contained in this Announcement and should also be considered by the reader.

For a discussion of important factors which could cause actual results to differ from forward looking statements relating to BG and the BG group, refer to BG's Annual Report and Accounts for the year ended 31 December 2014.

Each forward looking statement speaks only as of the date of this Announcement. None of Shell, the Shell group, BG or the BG group undertakes any obligation to publicly update or revise any forward looking statement as a result of new information, future events or otherwise, except to the extent legally required. In light of these risks, results could differ materially from those stated, implied or inferred from the forward looking statements contained in this announcement.

In accordance with Rule 26.1 of the Code, a copy of this announcement is also available on the website of Shell at: <http://www.shell.com>

For the avoidance of doubt, the contents of the website referred to in this announcement are not incorporated into and do not form part of this announcement.

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