

Rules 8.1, 8.2 and 8.4 of the Takeover Code (the "Code")

LONDON, December 21, 2015 /PRNewswire/ --

FORM 8 (DD)

(NYSE: RDS.A) (NYSE: RDS.B)

1. KEY INFORMATION

(a) Full name of discloser: Ben van Beurden

(b) Owner or controller of interests and short positions disclosed, if different from 1(a): N/A

The naming of nominee or vehicle companies is insufficient. For a trust, the trustee(s), settlor and beneficiaries must be named.

(c) Name of offeror/offeree in relation to whose relevant securities this form relates: Royal Dutch Shell plc (offeror)

Use a separate form for each offeror/offeree

(d) Status of person making the disclosure: Person acting in concert with offeror (Royal Dutch Shell plc) 18 December 2015

e.g. offeror, offeree, person acting in concert with the offeror/offeree (specify name of offeror/offeree)

(e) Date dealing undertaken:

(f) In addition to the company in 1(c) above, is the discloser making disclosures in respect of any other party to the offer? NO

If it is a cash offer or possible cash offer, state "N/A"

2. POSITIONS OF THE PERSON MAKING THE DISCLOSURE

If there are positions or rights to subscribe to disclose in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 2(a) or (b) (as appropriate) for each additional class of relevant security.

(a) Interests and short positions in the relevant securities of the offeror or offeree to which the disclosure relates following the dealing

Class of relevant security:

| | A ordinary shares | | | |
|--|---------------------|----------|---------------------------|-----|
| | Interests Number | %[1] | Short positions Number | % |
| (1) Relevant securities owned and/or controlled: | 27,565 | 0.000691 | Nil | Nil |
| (2) Cash-settled derivatives: | Nil | Nil | Nil | Nil |
| (3) Stock-settled derivatives (including options) and agreements to purchase/sell: | Nil | Nil | Nil | Nil |
| TOTAL: | 27,565 | 0.000691 | Nil | Nil |

Class of relevant security:

| | B ordinary shares | | | |
|--|---------------------|-----|---------------------------|-----|
| | Interests Number | % | Short positions Number | % |
| (1) Relevant securities owned and/or controlled: | Nil | Nil | Nil | Nil |
| (2) Cash-settled derivatives: | Nil | Nil | Nil | Nil |
| (3) Stock-settled derivatives (including options) and agreements to purchase/sell: | Nil | Nil | Nil | Nil |
| TOTAL: | Nil | Nil | Nil | Nil |

1. Percentage calculations are based on Royal Dutch Shell plc's total number of A ordinary shares in issue being 3,990,921,569 and B ordinary shares in issue being 2,440,410,614.

All interests and all short positions should be disclosed.

Details of any open stock-settled derivative positions (including traded options), or agreements to purchase or sell relevant securities, should be given on a Supplemental Form 8 (Open Positions).

Details of any securities borrowing and lending positions or financial collateral arrangements should be disclosed on a Supplemental Form 8 (SBL).

(b) Rights to subscribe for new securities (including directors' and other employee options)

Class of relevant security in relation to which subscription right exists:

A ordinary shares

Details, including nature of the rights concerned and relevant percentages:

Interests held under the Royal Dutch Shell plc Long Term Incentive Plan*: 425,818[A] (0.010670%)

Interests held under the Royal Dutch Shell plc Deferred Bonus Plan*: 86,864[B] (0.0.002177%)

The exercise price is nil for all the shares.

[A] The vesting of these shares is subject to performance conditions.

[B] The vesting of 7,025 of these shares is subject to performance conditions.

*The exact vesting date of the shares under these plans cannot be specified. All awards under these plans have a three year performance or a three year deferral period. The timing of the vesting of the awards after such period has ended is dependent on a number of factors including, for example, approval by Royal Dutch Shell plc's remuneration committee and / or the timing of close periods. Further details of these plans are set out in Royal Dutch Shell's annual report and accounts for the year ending 31 December 2014.

(<http://www.shell.com/global/aboutshell/investor/financial-information/annual-reports-and-publications.html>).

3. DEALINGS BY THE PERSON MAKING THE DISCLOSURE

Where there have been dealings in more than one class of relevant securities of the offeror or offeree named in 1(c), copy table 3(a), (b), (c) or (d) (as appropriate) for each additional class of relevant security dealt in.

The currency of all prices and other monetary amounts should be stated.

(a) Purchases and sales

(i) Party to an offer or person acting in concert (except for a principal trader in the same group as a connected adviser)

Class of relevant security

Purchase/sale

Number of securities

Price per unit

(ii) Principal trader where the sole reason for the connection is that the principal trader is in the same group as a connected adviser

Class of relevant security

Purchases/ sales

Total number of securities

Highest price per unit paid/received

Lowest price per unit paid/received

(b) Cash-settled derivative transactions

| Class of relevant security | Product description e.g. CFD | Nature of dealing e.g. opening/closing a long/short position, increasing/reducing a long/short position | Number of reference securities | Price per unit |
|----------------------------|---------------------------------|---|--------------------------------|----------------|
|----------------------------|---------------------------------|---|--------------------------------|----------------|

(c) Stock-settled derivative transactions (including options)

(i) Writing, selling, purchasing or varying

| Class of relevant security | Product description e.g. call option | Writing, purchasing, selling, varying etc. | Number of securities to which option relates | Exercise price per unit | Type e.g. American, European etc. | Expiry date | Option money paid/received per unit |
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|
|----------------------------|---|--|--|-------------------------|--------------------------------------|-------------|-------------------------------------|

(ii) Exercise

| Class of relevant security | Product description e.g. call option | Exercising/exercised against | Number of securities | Exercise price per unit |
|----------------------------|---|------------------------------|----------------------|-------------------------|
|----------------------------|---|------------------------------|----------------------|-------------------------|

(d) Other dealings (including subscribing for new securities)

| Class of relevant security | Nature of dealing e.g. subscription, conversion | Details | Price per unit (if applicable) |
|----------------------------|--|---------|--------------------------------|
| A ordinary shares | Rollover of cash dividends into Royal Dutch Shell plc shares held under the Long-Term Incentive Plan | 8,831 | EUR20.30 |
| A ordinary shares | Rollover of cash dividends into Royal Dutch Shell plc shares held under the Deferred Bonus Plan | 1,801 | EUR20.30 |

4. OTHER INFORMATION

(a) Indemnity and other dealing arrangements

Details of any indemnity or option arrangement, or any agreement or understanding, formal or informal, relating to relevant securities which may be an inducement to deal or refrain from dealing entered into by the party to the offer or person acting in concert making the disclosure and any other person:

Irrevocable commitments and letters of intent should not be included. If there are no such agreements, arrangements or understandings, state "none"
None.

(b) Agreements, arrangements or understandings relating to options or derivatives

Details of any agreement, arrangement or understanding, formal or informal, between the party to the offer or person acting in concert making the disclosure and any other person relating to:

(i) the voting rights of any relevant securities under any option; or

(ii) the voting rights or future acquisition or disposal of any relevant securities to which any derivative is referenced:

If there are no such agreements, arrangements or understandings, state "none" None.

(c) Attachments

Are any Supplemental Forms attached?

| | |
|--------------------------------------|----|
| Supplemental Form 8 (Open Positions) | NO |
| Supplemental Form 8 (SBL) | NO |

| | |
|---------------------|--------------------|
| Date of disclosure: | 21 December 2015 |
| Contact name: | Mark Edwards |
| Telephone number: | +44(0)207-934-2817 |

Public disclosures under Rule 8 of the Code must be made to a Regulatory Information Service and must also be emailed to the Takeover Panel at monitoring@disclosure.org.uk. The Panel's Market Surveillance Unit is available for consultation in relation to the Code's dealing disclosure requirements on +44-(0)20-7638-0129.

The Code can be viewed on the Panel's website at <http://www.thetakeoverpanel.org.uk>.

SOURCE Royal Dutch Shell plc