

HOUSTON, Oct. 10, 2017 /CNW/ -- Shell Gas BV, Shell Brazil Holding BV and Integral Investments BV ("Shell") today announce they have signed an agreement with Cosan Ltd. to execute an existing Put Option Agreement, which allows Shell to sell all of its 16.8% interest in Companhia de Gas de São Paulo ("Comgás") to Cosan Ltd. Under the agreement, Shell will exchange its ~21.8 million common shares in Comgás for Cosan S.A. Indústria e Comércio ("Cosan SA") shares plus cash.

The headline for the transaction is approximately US\$380 million. The transaction is expected to be completed by year-end, subject to customary closing conditions, regulatory approvals and certain consents. Shell's share position in Cosan SA will be managed for value realization over time.

Comgás is Brazil's largest gas distributor with Cosan currently a 63.4% shareholder.

"This transaction allows us to focus our efforts in Brazil on areas where we see the most strategic value for Shell longer-term," said Shell's Integrated Gas and New Energies Director, Maarten Wetselaar. "Brazil is an important country to Shell, and our portfolio of high quality assets and development opportunities positions us well for the future."

Shell retains diverse operations in Brazil that are not affected by this transaction, including its Deep Water portfolio and Downstream business, which includes participation in Raízen, one of the leading biofuel producers in Brazil.

Notes to editors

- Comgás is a gas distribution company in the São Paulo state of Brazil, primarily serving power, commercial, industrial and residential users. The Company is the largest piped natural gas distribution company in Brazil, with over 14,000 km of pipeline and over 1.7 million customers in 87 municipalities.
- Other shareholders include Cosan SA with a 63.4% interest and public investors.

Cautionary note

The companies in which Royal Dutch Shell plc directly and indirectly owns investments are separate legal entities. In this announcement "Shell", "Shell group" and "Royal Dutch Shell" are sometimes used for convenience where references are made to Royal Dutch Shell plc and its subsidiaries in general. Likewise, the words "we", "us" and "our" are also used to refer to subsidiaries in general or to those who work for them. These expressions are also used where no useful purpose is served by identifying the particular company or companies. "Subsidiaries", "Shell subsidiaries" and "Shell companies" as used in this announcement refer to companies over which Royal Dutch Shell plc either directly or indirectly has control. Entities and unincorporated arrangements over which Shell has joint control are generally referred to as "joint ventures" and "joint operations" respectively. Entities over which Shell has significant influence but neither control nor joint control are referred to as "associates". The term "Shell interest" is used for convenience to indicate the direct and/or indirect ownership interest held by Shell in a venture, partnership or company, after exclusion of all third-party interest.

This announcement contains forward-looking statements concerning the financial condition, results of operations and businesses of Royal Dutch Shell. 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 Royal Dutch Shell to market risks and statements expressing management's expectations, beliefs, estimates, forecasts, projections and assumptions. 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", "schedule", "seek", "should", "target", "will" and similar terms and phrases. There are a number of factors that could affect the future operations of Royal Dutch Shell and could cause those 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'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. There can be no assurance that future dividend payments will match or exceed previous dividend payments. All forward-looking statements contained in this announcement are expressly qualified in their entirety by the cautionary statements contained or referred to in this announcement. Readers should not place undue reliance on forward-looking statements. Additional risk factors that may affect future results are contained in Royal Dutch Shell's 20-F for the year ended December 31, 2016 (available at www.shell.com/investor and www.sec.gov). These risk factors also expressly qualify all forward looking statements contained in this announcement and should be considered by the reader. Each forward-looking statement speaks only as of the date of this announcement, October 10, 2017. Neither Royal Dutch Shell plc nor any of its subsidiaries undertake any obligation to publicly update or revise any forward-looking statement as a result of new information, future events or other information. In light of these risks, results could differ materially from those stated, implied or inferred from

the forward-looking statements contained in this announcement.

We may have used certain terms, such as resources, in this announcement that United States Securities and Exchange Commission (SEC) strictly prohibits us from including in our filings with the SEC. U.S. Investors are urged to consider closely the disclosure in our Form 20-F, File No 1-32575, available on the SEC website www.sec.gov

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Contact

Media Relations, International: +44 207 934 5550, US: +1 832 337 4355 or Investor Relations, International: +31 70 377 4540, North America: +1 832 337 2034