

Royal Dutch Shell plc: Notice of 2019 Annual General Meeting

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LONDON, April 11, 2019 - Royal Dutch Shell plc (the "Company") (NYSE: RDS.A) (NYSE: RDS.B) announces that its 2019 Annual General Meeting ("AGM") will be held at the Circustheater, Circusstraat 4, 2586 CW The Hague, The Netherlands at 10:00 (Dutch time) on Tuesday May 21, 2019. The Notice of Annual General Meeting (the "Notice") can be viewed and downloaded from www.shell.com/agm.

The AGM will be webcast on the day so shareholders unable to attend in person can still follow proceedings. More information about the webcast arrangements can be found in the Notice and via the website referred to above.

Included in the 2019 Notice of AGM (in Resolution 22 on page 6) is a resolution requisitioned by a group of shareholders coordinated by Follow This.

UPDATE SINCE THE SHAREHOLDER RESOLUTION WAS RECEIVED

Shell welcomes the announcement on April 7, 2019 by the Dutch shareholder group Follow This of its intention to withdraw the shareholder resolution which had been requisitioned by a group of shareholders coordinated by Follow This and which is set out in Resolution 22 of the 2019 Notice of AGM. Shell understands that Follow This is now in the process of collecting the requisite support to request withdrawal of the shareholder resolution. Shell will ensure that due procedure is followed ahead of any decision by Shell to propose the withdrawal of Resolution 22 from the 2019 AGM but at present Resolution 22 remains on the agenda and shareholders are requested to vote.

The Directors of Royal Dutch Shell plc maintain that Resolution 22 is not in the best interests of Royal Dutch Shell plc and its shareholders as a whole and unanimously recommend that shareholders vote against Resolution 22 for the reasons set out on page 7 of the 2019 Notice of AGM.

We will keep shareholders informed in advance of the AGM on the progress by Follow This and of any subsequent decisions taken by Shell.

SHAREHOLDER PRESENTATION, LONDON

A presentation has been arranged for shareholders at 11:00 (UK time) on Thursday May 23, 2019 (two days after the AGM) at Central Hall Westminster, Storey's Gate, Westminster, London, SW1H 9NH, United Kingdom. The Chair, the Chief Executive Officer, the Chief Financial Officer and the Company Secretary will be present.

This presentation is not part of the AGM. Further details can be found in the Notice of AGM.

NATIONAL STORAGE MECHANISM

In accordance with the Listing Rules, a copy of each of the documents below will be submitted to the National Storage Mechanism and available for inspection at: <http://www.morningstar.co.uk/uk/nsm>.

Annual Report and Form 20-F for the year ended December 31, 2018
Notice of the 2019 Annual General Meeting
Notice of Availability of Shareholder Documents

Proxy Form relating to the 2019 Annual General Meeting

The Annual Report and Form 20-F for the year ended December 31, 2018 can also be viewed and downloaded from the Company's website: www.shell.com/annualreport.

Printed copies of the Notice and associated documents will be despatched to those shareholders who have elected to receive paper communications.

April 11, 2019

Anthony Clarke
Deputy Company Secretary

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 Royal Dutch Shell plc and subsidiaries in general or to those who work for them. These terms are also used where no useful purpose is served by identifying the particular entity or entities. "Subsidiaries", "Shell subsidiaries" and "Shell companies" as used in this announcement refer to entities 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 an entity or unincorporated joint arrangement, after exclusion of all third-party interest.

This announcement contains forward-looking statements (within the meaning of the U.S. Private Securities Litigation Reform Act of 1995) 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 "aim", "ambition", "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. No assurance is provided 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 section. 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, 2018 (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, April 11, 2019. 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.

ENQUIRIES

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