GLOBAL EMPLOYEE SHARE PURCHASE PLAN
Sharing in the success of Royal Dutch Shell plc

For US persons and residents in the US:
This document constitutes part of a Section 10(a) prospectus covering securities that have been registered under the Securities Act of 1933.

Please click here for Spanish, Chinese, French, Dutch and Danish translations of this document.
What is GESPP?

GESPP gives you an opportunity to purchase discounted shares and enables you to share in the success of Royal Dutch Shell plc (RDS) – the success that you help to create.

The plan is simple and flexible.

- You can choose to contribute monthly (from January to November), or make all your contributions in one or more months as you wish. **No contributions can be made in the month of December.**
- After the end of the Plan year your contributions are used to purchase shares at a 15% discount.
- As a shareholder, you will benefit directly through any increase in the value of your shares, as well as through any declared dividend payments. However, you should also be aware that share prices can go down as well as up, and the value of your shares could fall.

Grow your shareholding
The GESPP discount

The discounted price at which shares will be purchased is the lower of the share price on the 1st trading day of the Plan year or the 1st trading day after the end of the Plan year, less 15% discount.

- View the charts to see the GESPP share prices for the last plan year 2018, and how the discount was calculated.
- Please remember that this is historical information and when making your decision past share price performance is no indication of future activity.

Things to think about when purchasing shares
How to join GESPP - eligibility

Eligibility

GESPP is open to eligible employees of those Shell group companies which participate in the Plan.

Check the Country Fact sheet here to see whether you are in a participating country.

Once you become an eligible employee, you will be sent an invitation email from Computershare.

When you join GESPP you can decide to:

- Spread your contributions over the year in equal monthly contributions (January to November) or
- Make all your contributions in one month (e.g. all in February when any annual bonus is paid) or
- Spread your contributions over only a few months (e.g. 4 monthly contributions from June to September)

When to join:

If you want to join GESPP during the Plan year you must enrol by the 15th October for your last contribution of the plan year to be made in November. If you join GESPP after the 15th October your contributions will start in the next Plan year.

Please check carefully when you choose to make a contribution to ensure that you do not exceed or use all of your net pay for your GESPP contributions in any one pay cycle.

If you enrol in the 2019 Plan year your participation will automatically continue in subsequent Plan years, providing that:

- You remain employed by a participating employer in a participating country
- You have not set your contributions to zero; and
- There are no changes to the Plan that may require you to actively re-enrol.
How to join GESPP

1. Receive your invitation and choose if you want to enrol in the plan.
2. Decide how much you want to contribute from your net pay, within the annual limit. (Check limits here) (Play with the modeller here)
3. Enrol in the plan via the Computershare website.
4. How you spread your contributions over the period January to November is up to you.
5. After the end of the Plan year, your shares will be transferred to an account in your name – and it is then your choice to hold on to them or to sell them.
6. If you keep your shares you are eligible to receive any dividends declared by RDS.
Contributions to GESPP are taken from your post-tax income. In most jurisdictions the discount on the share purchase price, will be subject to tax (and/or social security).

Non-US base country participants

There are two different processes for operating withholding depending whether or not you are still on the same payroll that you were on when you made your last GESPP contribution.

1. If, when your shares are delivered, you are still on the same payroll from which your last GESPP contribution was deducted, the total number of shares will be delivered to your Computershare Vested Share Account (VSA) and any withholding taxes due on your discounted shares, will be deducted from your pay - this is normally done in February but may vary by payroll.

2. If, when the shares are delivered, you are no longer on the same payroll from which your last GESPP contribution was deducted, payroll will not be able to deduct the taxes due and instead, Computershare will deduct enough shares to cover the withholding liability (according to the country you were in when your last GESPP contribution was deducted) before delivering the shares to your account. You will be notified if this is the case.

US base country participants

Shares will be sold to cover applicable tax withholding requirements associated with the GESPP discount on your purchase. Net shares will be delivered to your Fidelity brokerage account.

Additional information

Details on how any withholding will be applied will be communicated to you after the end of the relevant Plan year.

It is not possible to confirm whether or not GESPP is tax approved in any particular jurisdiction and we cannot guarantee any particular tax treatment will apply.

In some countries there may be other applicable taxes - for example capital gains tax on sale and/or dividend and wealth taxes in relation to the holding of shares. These are your personal responsibility.

For IBAS assignees, income and gains arising from GESPP will be tax protected but there will be no tax protection if your eligible taxable income in the host country is less than EUR 5,000. You will not be tax equalised on GESPP. Please refer to the IM pages here [www.shell.com/hr/internationalmobility/ita/compliance/ita_tax.html] for further information.

Should you wish to find out more about your personal tax position, please discuss this with an independent tax adviser.

Further details of the tax implications in all countries where the Plan is offered will be available prior to the annual purchase of shares.

Foreign Asset Reporting

As a result of participating in Shell group share plans, employees (current and former) in certain locations will have a requirement to comply with local reporting requirements regarding their holdings of RDS shares.

Although we cannot provide individual tax advice, some high level information is available to you for certain locations where there are Foreign Asset Reporting requirements to ease your understanding of your obligations.

Read more about Foreign Asset Reporting
Transferring within the Shell Group

Transfer to a participating country
If you are participating in GESPP and transfer to another participating country you can continue to contribute to the Plan. You do not need to take any action. Generally, your transfer will be picked up automatically and your contributions will continue although you should note that the contributions may not start immediately in the new country.

If your deductions do not restart within two months of your transfer, please contact HR Operations. You can make up for any missed contributions by increasing the amount of your remaining contributions should you wish to do so.

US base country employees
If you are transferring to a participating country, your GESPP contributions will continue to be deducted from US payroll. There should be no break in contributions as long as your US net pay is high enough to cover the deduction.

Transfer to a non-participating country
If you transfer to a non-participating country your contributions will be automatically stopped. If you later transfer to a participating country you will be invited to join the Plan again. Any contributions already made can remain in the Plan and be used to purchase shares after the end of the Plan year.
Leaving Shell

Contributions to GESPP will cease as soon as you leave Shell group employment. For contributions already made in the current GESPP year, you have two choices:

1. Leave contributions already made in the Plan until the end of the Plan year and the contributions will be used to purchase shares at the discounted share price.

OR

2. Remove all contributions from the Plan. These contributions will be refunded direct to your bank account and no shares will be purchased. You should also be aware that you may suffer an exchange rates loss or be charged a wire fee, and you might not get back the same amount you contributed through payroll.

To request the refund form you must contact Computershare directly at shellgespp@computershare.co.uk

Keeping in touch!
Do remember to keep your personal details (email and postal address) up to date on your Computershare account; otherwise you may miss important communications about your shareholdings.
Changing or stopping your contributions

Changing your contributions
You can choose to change your monthly contribution amount at any time during the Plan year. Remember that for a change to be effective in the same plan year it must be made by 15th October.

Changes made by the 15th of one month will be effective in the following month. You should check carefully when changing your contribution to ensure that you do not exceed or use all of your net pay for your GESPP contributions in any one pay cycle.

Stopping your contributions
If you wish to stop contributing to the Plan you have two choices which must be made by 15th October:

1. Make no further contributions but remain in the Plan until the end of the year.

2. Withdraw all of your contributions and leave the plan

Refunds of contributions are permitted only in exceptional cases of financial hardship or departure from the Shell group. Please contact Computershare (shellgespp@computershare.co.uk) to request the refund form and read and understand the conditions.

Following any refund you will not be able to re-enrol until the following plan year.

For a video that shows you how to stop/change contributions please click here.

Unpaid leave
If you take a period of unpaid leave you will be unable to contribute to GESPP. Therefore, you should login to your Computershare account and set your deductions to zero. On your return, and if still employed by a participating company, you can restart contributions again via your account. You may also make up for any missed contributions by adjusting your monthly contribution.

If you do not set your contributions to zero Computershare will send you an email reminding you of your actions.

Note: Should you change your mind, you can rejoin the Plan and also make up for any missed contributions at a later date in the Plan year (providing you are still an eligible employee in a participating company) by selecting a higher contribution amount when you start.

Your contributions will remain in the Plan and after the end of the Plan year, you will receive shares based on the value of all accumulated contributions.

OR

For a video that shows you how to stop/change contributions please click here.

Please refer to the Maternity/Leave of Absence guide for further information here.
Receiving your shares

Your shares and when you get them

The contributions you make to the Plan are held centrally by Computershare. After the end of the year you will receive a number of RDS shares based on the contributions you have made during the year, calculated as follows:

Your annual contributions

The share price at either the beginning or end of the Plan Year (whichever is the lower), discounted by 15%.

These shares are then transferred to a Vested Share Account (VSA) (unless prohibited in any jurisdiction by law) or to Fidelity for US persons.

Your shares will normally be transferred within the first 14 days of trading in January, to an account in your name where they will be eligible to earn any declared dividends. For information regarding taxation of shares, please refer to Tax and legal.

Cash Delivery - countries where we cannot deliver shares (must settle in cash)

In certain countries, restrictions are in place, which mean that shares cannot be delivered to you. The countries currently affected are:

- China - Chinese nationals and locally hired foreigners who have left the Shell group
- Saudi Arabia

Where this is the case, you will receive a cash sum equivalent in value to that of the shares you would otherwise have received. You will be made aware of this at the time of delivery if this applies to you.

For US base country employees in any of those countries, payment will be made via your US payroll.

Otherwise, Computershare will make the payment to your bank account and you must ensure you provide bank details as instructed in the delivery communications that will be sent to you before the delivery so as to avoid delays in payment.
Becoming a Shareholder

Once you have shares transferred into your VSA or Fidelity account as applicable you have become a shareholder in RDS i.e. you own part of RDS. The value of your holding will rise or fall depending on the number of shares you hold at any time and the RDS share price over time.

Dividends – grow your shareholding

If you hold shares on the dividend record date, you will start to receive dividend re-investment shares in the VSA if and when a dividend is declared by RDS. The reinvestment of dividends means that your shareholding will start to grow if and when a dividend is paid.

For shares in the VSA you cannot choose to take dividends as cash (note however that country legislation might require a default into cash which will be managed centrally if required - individuals will be informed and will need to enter their bank details into the Computershare website).

If you are a US participant who has shares deposited into a Fidelity account, you can choose to take dividends as cash or choose dividend reinvestment. Please visit www.netbenefits.com/shell for more information.

For information on Royal Dutch Shell plc dividends, please click here. Note that there can be no assurance that future dividend payments will match or exceed previous dividend payments.

Voting at the Shareholder meetings – a chance to have your say as an owner of part of RDS

As a shareholder you will be invited to vote at shareholder meetings such as the Annual General Meeting (AGM) should you wish to do so. The AGM is usually in May each year.

If you hold shares in a Computershare Vested Share Account you will receive an email from Computershare in advance of the meeting with instructions on how to view the resolutions and how to record your vote online should you wish to do so.

If you hold shares in a Fidelity account, you will be notified in advance of the meeting based on the communication settings applicable to your account (e.g. regular mail or email delivery). Visit the “Proxy Materials” page on www.fidelity.com under the “Statements” tab for more information. You can record your vote online or via regular mail.

See how our GESPP has performed over recent years; the value of shares allocated, and any dividends that would have been paid.
Selling or transferring your shares

Selling shares
You can sell your shares online at Computershare’s website www.computershare.com/employee/shellshareawards.

The transaction costs for a sale of shares can be found in the terms and conditions.

It is important to remember that, following introduction of EU legislation (Markets in Financial Instruments Directive 2 (MiFID II)), you will be required to provide additional personal details in order for you to be able to sell your shares. It is best to provide this information as soon as you can, so as to avoid delays in future if and when you decide to sell your shares.

Securities Dealing Code
You can sell your RDS shares subject to compliance with the Securities Dealing Code (Code).

The Code is intended to ensure that employees do not find themselves in breach of the various legal requirements relating to dealing in any publicly traded or quoted shares or debt instruments of RDS or derivatives or other financial instruments linked to any of them (including ADSs).

There may be times when there are restrictions on dealing during certain periods.

Compliance with the Code is compulsory. Non-compliance will expose employees to disciplinary action.

Whilst the Code is intended to ensure compliance in observing market abuse prohibitions, it cannot and does not provide for every eventuality. Nothing in the Code sanctions the breach of any applicable domestic or national insider dealing provision or any other relevant legal or regulatory requirements.

More information on the Code is found here.

Transferring shares
You can also transfer your shares into your own personal brokerage account at any time through Computershare’s website. There will be no transaction cost for doing this.

US Participants
Shares are held in your Fidelity account and you can retain, sell or transfer them:

- online through www.netbenefits.com/shell
- or through a Fidelity Representative at 1-800-30-SHELL

Proceeds from a sale within your Fidelity account will be deposited into that account unless you advise Fidelity otherwise. For details regarding transaction fees please contact Fidelity directly.
Your GESPP resource centre

There are important compliance issues which you must be aware of if you participate in any share Plan. Please refer to the following links for details concerning:

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<td>If you are an employee insider you must abide by the dealing code should you wish to sell any shares.</td>
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**Additional reference information**

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Definitions for the Plan Guide

The following terms are used in the Guide. They are underlined in the text.

Computershare
The Plan administrator appointed to operate GESPP.

Dividend
If you buy shares, you invest in that company. If the company does well, you could receive a return on that investment and make money on your shares. These payments are called ‘dividends’. You only receive dividends if you hold the shares on the dividend record date before they are paid. Dividends on RDSA shares and RDS.A ADRs are normally declared four times a year.

For information on RDS dividends please refer to: www.shell.com/investors/dividend-information.html

Open market
Shares are traded on a number of different stock markets where they are available (or ‘open’) for anyone to purchase. The market on which RDSA shares are traded for the purposes of GESPP is Euronext in Amsterdam. The market on which RDS.A ADRs are traded for the purposes of GESPP is New York Stock Exchange in New York.

Sell
Shares delivered under GESPP may be sold, except when dealing restrictions prevent this, through Computershare. There will be transaction fees that will be deducted from the proceeds. For US participants with shares held with Fidelity, shares can be sold via the Fidelity website, telephone service or with a Fidelity representative. Refer here for details.

Shareholder
A share is part of a company. Having shares in a company means that you ‘own’ part of it and you become a shareholder in that company. If you are a shareholder of Royal Dutch Shell plc you will receive dividend payments if declared and also have the right to vote in shareholder meetings.

Shell Group
Royal Dutch Shell and any of its subsidiaries as defined by Section 1159 of the Company Act 2006.

Transfer
The movement of shares from one account to another without selling. Under GESPP, shares may be transferred from the Vested Share Account to a personal brokerage account. It should be noted that this is a complex and quite time-consuming process. For US participants with shares held with Fidelity, shares can be transferred via the Fidelity website, telephone service or with a Fidelity representative. Refer here for details.

Shell and Fidelity investments are not affiliated.

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