



# GLOBAL EMPLOYEE SHARE PURCHASE PLAN

Questions & Answers

November 2013

**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.

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A number of the answers in this document refer you to other websites within the Shell Wide Web for further information.



## 1. How the Plan works

### How does it benefit me?

The Plan provides an easy opportunity to invest in shares and receive a generous company discount. Contributions are deducted from your salary and, at the end of the Plan Year, you will receive a number of Royal Dutch Shell A ordinary shares or RDS.A.ADRs\* if you have a US base country. The number of shares you receive is calculated as follows:

$$\frac{\text{Your annual contributions}}{\div}$$

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

Please note that the price at the end of the plan year is the closing price on the first trading day after the end of the year.

\*An American Depositary Receipt (ADR) is the instrument that trades on the NYSE, whereas American Depositary Shares (ADSs) represent actual shares underlying the ADR. In Shell's case 1 ADR represents 1 ADS, and 1 ADS represents 2 RDSA shares.

### Before deciding on whether to join GESPP, where can I see how the shares of Royal Dutch Shell have performed historically?

Share information can be found on the Shell Investor Centre website: [www.shell.com/home/content/investor/](http://www.shell.com/home/content/investor/).

Note that past share performance is no guarantee of future performance.

### Where can I find a copy of the Plan rules or the US Prospectus?

Copies of all the documents relating to the Plan including the Plan Rules and the US Prospectus can be found at: [sww-stockweb.shell.com/gespp/](http://sww-stockweb.shell.com/gespp/).

## 2. Enrolling in GESPP

### A. Eligibility

#### Can I join the Plan?

Eligible employees will be those who are employed by Royal Dutch Shell plc (RDS) or those of its subsidiaries and affiliates in countries who participate in the plan. All eligible employees will receive an e-mail invitation.

There are some exceptions to this that can be found at: [sww-stockweb.shell.com/gespp/](http://sww-stockweb.shell.com/gespp/).

#### Where can I find a list of participating countries?

A list of participating countries can be found at the following website: [sww-stockweb.shell.com/gespp/](http://sww-stockweb.shell.com/gespp/).

#### Where can I find out about specific issues in my country that I should know about before enrolling in the Plan?

A table with relevant information can be found at: [sww-stockweb.shell.com/gespp/](http://sww-stockweb.shell.com/gespp/).

### I am contributing to some legacy Sharesave contracts in the UK, does this stop me from joining GESPP in my new country and/or limit how much I can contribute?

There is no longer a need to offset contributions to any Sharesave contracts. If you join GESPP you can contribute up to the maximum of €6,000 even if you are continuing to contribute to Sharesave.

### Can I participate if I am on temporary leave/unpaid leave?

You must be receiving pay to make contributions. Your participation will be suspended for any periods that you do not receive pay. If 3 consecutive monthly contributions are not made then your contribution amount will be set to zero and you will need to request a savings amount, via your Computershare account, when you return to payroll.

### Can I make-up for any contributions I have missed during the Plan year?

Yes. You can increase your contribution amount in order to make up for any contributions you may have missed.



# How the Plan works

## **I am a new employee; can I join the Plan in the middle of the Plan year?**

Yes. As a new employee you will be sent an invitation to join the Plan shortly after becoming eligible. You can accept the invitation at this time, or at a later date, providing you are still eligible. Once the initial invitation has been sent no further invitations will be sent for that Plan year. An invitation will be issued for subsequent plan years if you are eligible but not participating and therefore will not be automatically re-enrolled.



**I am an employee insider; according to the RDS Securities Dealing Code (“Code”) do I need to get pre-clearance to join GESPP?**

No, there is no need to get clearance to join GESPP or to re-enrol. Please refer to the share plan tables on the requirements and your responsibilities under the Code with respect to joining GESPP, available at: [www.stockweb.shell.com/dealingcode/employee.asp](http://www.stockweb.shell.com/dealingcode/employee.asp).

Note that you will need clearance if you wish to sell any shares that you receive through GESPP.

**I am in a non-participating country but am on a short-term international assignment (STIA) from a participating country; can I join GESPP in my home country where I am still on the payroll?**

Assuming that you remain employed in your home country which participates in GESPP you can join GESPP (and continue in GESPP) while you are on a STIA.

**B. The enrolment process**

**When can I join GESPP?**

Shortly after you become an eligible employee you will be sent an email inviting you to join GESPP. You can then choose to join at this time, or at a later date (but no later than 15 November of the Plan year).

**How can I join the Plan?**

You can enrol on-line or via Mobile Web, through the Plan Administrator, Computershare. Their website address is:

[www.computershare.com/employee/shellshareawards](http://www.computershare.com/employee/shellshareawards). The website is available in English, Dutch and French.

To enrol using the Mobile Site, designed for tablet (e.g. iPad) and Smartphone (including Blackberry) you will need to access the following website:

<http://www.computershare.com/employee/shellshareawards/mobile>

**What information do I need to have available in order to enrol?**

You will need your unique Global ID and PIN to access the Computershare site.. Your Global ID is stated on your invitation e-mail and your PIN will be sent in a separate e-mail. If you already have a share plan account with Computershare you should use your existing Global ID and PIN – you will not be sent a new one. Before applying you should take note of any information applicable to your country and be aware of any specific country limitations that may affect your contribution amount. This information is available at: [www.stockweb.shell.com/gespp/](http://www.stockweb.shell.com/gespp/).

If your base country is the US you will be asked at enrolment to indicate if you would like the shares that will be purchased at the end of the plan year deposited in your Fidelity Account, which is the default position, or the Computershare Vested Share Account.

**Who do I contact if I don't have, or have lost, my Global ID and PIN?**

There is a video that explains where to locate your Global ID and PIN [here](#).

If, after reviewing the video, you still cannot locate your Global ID or PIN, please contact the Plan Administrator,

Computershare, via their website:

[www.computershare.com/employee/shellshareawards](http://www.computershare.com/employee/shellshareawards) or by email at: [shellgespp@computershare.com](mailto:shellgespp@computershare.com).

**Do I have to complete any personal details as part of the enrolment process?**

You do not have to submit any personal information on your Computershare account at enrolment if you do not wish to do so. However, you may be required to provide bank details at a later date, for example, if you request a refund of your contributions should you leave the Plan or the Group. Your bank details are also required for you to receive proceeds from the sale of any shares, or if you are in a restricted country and your shares must be delivered in cash.

If you are a US participant (base country US) you will not need to provide your bank details if you elect to have your shares from GESPP placed in your Fidelity Account.



### **I have US base country and I want shares sent to Fidelity but I don't have a Fidelity Account, what should I do?**

In this case, an account will be set up by Fidelity as an uncertified account. The shares will be deposited into this account and it is your responsibility to certify the account via: [www.netbenefits.com](http://www.netbenefits.com).

### **Where can I find more information to help submit my bank details?**

Please refer to the [video](#) for step by step instructions on how to enter your bank details.

There is also a document on your Computershare account stored under Plan Documents called "Completion of bank details".

## **C. Contributions and the Plan year**

### **When is the Plan year?**

It runs for 12 months from January to December.

### **How much can I contribute? What are the Plan limits?**

The minimum contribution is €10, or local currency equivalent, and there is no monthly maximum as long as your total contributions remain within the annual plan limit. The limits are set in euros and, where applicable, converted to local currency before the start of the Plan year. You may only contribute in whole units of currency. The annual limit can be found at: [sww-stockweb.shell.com/gespp/](http://sww-stockweb.shell.com/gespp/).

### **How has the maximum amount I can contribute been calculated?**

The euro limit is converted into each relevant local currency on a given date using the exchange rates on Virtual Treasurer. Those not on Virtual Treasurer are sourced separately but will be converted on the same date.

### **Can I give you the annual maximum contribution in one payment?**

Yes. However, you will not be able to make any further contributions to the Plan during the year. You must also ensure that you have enough net salary before making any contributions.

### **Can I change my contribution amount during the Plan year?**

Yes. You can change your contribution amount at any time (but no later than 15 November) during the Plan year.

To make changes to your contributions, you should log in to your Computershare account using your Global ID and PIN, and click on the "Contributions" page. You will then need to follow the on-screen instructions for changing your contributions.

### **Will anyone advise me on how much to contribute?**

No. It is not permitted for Shell to give financial advice. However, you must adhere to the contribution limits which you can find at: [sww-stockweb.shell.com/gespp/](http://sww-stockweb.shell.com/gespp/).

### **In what currency will I enrol?**

Contributions will generally be made in local currency for both locals and expatriates except where legitimate regulatory / foreign exchange reasons rule this out.

Please go to: [sww-stockweb.shell.com/gespp/](http://sww-stockweb.shell.com/gespp/) for a list of the limits per currency.

### **Do I have to make contributions via my payroll?**

Yes, unless you are prohibited by law from such payroll deductions.

### **How will my local currency contributions be converted each month?**

The contribution of your savings will generally be made into local currency accounts and then converted to euros as soon as possible. For participants with base country US the contributions are retained in US dollars.

## **D. Re-Enrolment in subsequent Plan years**

### **Will I need to re-enrol every year?**

No, as an eligible, contributing participant in a participating country immediately before the re-enrolment date, you will be automatically re-enrolled into the Plan.





However, if at the time of re-enrolment for the following Plan year (usually in November), your contributions have been set to zero or you have withdrawn completely from the Plan, you will not be automatically re-enrolled. If you wish to rejoin in time for start of the plan year, you will need to re-enrol in line with the enrolment instructions and deadline you receive from Computershare.

### **I do not want to be re-enrolled. What do I need to do?**

You should log in to your Computershare account using your Global ID and PIN during the enrolment period and click on the "Portfolio" page. You will then need to follow the on-screen instructions for changing your contributions and by setting your contribution amount to zero.

### **I am currently not contributing. Will I be automatically re-enrolled?**

No. If you are not contributing immediately before the enrolment period (either because your contribution amount has been set to zero or because you have withdrawn from the Plan), you will not be automatically re-enrolled for the next Plan year. An invitation e-mail will therefore be sent to you in order to re-enrol.

## **3. Changing or stopping your contributions during the Plan year**

### **Can I stop/start my contributions part way through the Plan year? How many times can I do this?**

You can stop and restart your contributions as many times as you wish, always taking into account the payroll cut off dates. Ordinarily, changes to the next month's contribution have to be submitted by the 15th of the previous month. If you wish to stop contributions for a period of time, you will have to initiate this yourself on the Computershare website by setting your contribution amount to zero. HR Service Desks cannot do this for you.

However, only savings in your account at the end of the Plan year will purchase shares. To make up for missed contributions, you are able to increase your contributions to the Plan, providing you do not exceed the annual limit. Remember, you must ensure that you have enough net salary before making any contributions.

### **Can I change my contributions during the Plan year?**

Yes, you can change your contributions at any time (but no later than 15 November). Changes submitted on the Computershare website by the 15th of the month will generally be effective in the following month. Changes made after the 15th of the month will be effective in the month thereafter.

### **How can I make a one off payment as well as or instead of regular payments?**

To make a one off payment, for example of €1000 in May, you must enter the €1000 contribution amount in Computershare's system before the 15 April deadline and you must then remember to go back in the system and change your contributions to zero between 16 April and 15 May. If you do not change the contribution amount to zero, a deduction will be made in June.

### **Can I withdraw my contributions from the Plan during the Plan year?**

Yes, you can withdraw your contributions from the Plan during the Plan year. However, if you do want to withdraw from the Plan, you must withdraw all of your contributions made to date. You cannot make a partial withdrawal. Withdrawals must be initiated using the Refund Form on the Computershare website and not through HR Service Desks. Your contributions will continue unless you indicate on your refund form that you wish to stop contributing.

### **Will I be able to see my contributions throughout the plan cycle?**

Yes, your Computershare account will hold information on your contributions and conversion to EUR, if applicable. Please bear in mind that there are varying payroll cut off dates across all of the countries participating in GESPP. As GESPP is a global process we are asked not to display contributions until all contributions have been received. This means that there may be a delay before you can see your contributions online. The status of the contributions received by each payroll is available to view here: <http://sww-stockweb.shell.com/gespp/ContributionStatus.asp>



## 4. Receiving your shares at the end of the Plan year

### How often will the shares be purchased?

Shares will be bought once a year after the Plan year has ended and after all contributions have been received and reconciled.

### Will interest be added to the savings to add to my contributions prior to the share purchase?

No, interest will not be added to your savings.

### What share price will be used to work out how many shares will be allocated to me with my contributions?

The share price that will determine the number of shares that will be delivered to you with your pool of contributions will be the lower of the closing price on the first trading day of the Plan year and the closing price on the first trading day after the end of the Plan year, discounted by 15%.

### When will I receive my shares?

Your shares will be added to your account as soon as possible after the end of the Plan year and normally within the first 14 trading days of January.

### How will I know if I am in a country where shares cannot be delivered?

Please visit the GESPP website at: [www-stockweb.shell.com/gespp/](http://www-stockweb.shell.com/gespp/) prior to the share

delivery for a list of countries where shares cannot be delivered.

### Is there a modeller that I can use to work out possible outcomes or an example of how the share purchase calculation works?

You can find modellers at: [www-stockweb.shell.com/gespp/](http://www-stockweb.shell.com/gespp/) (one in euro and one in US dollars) to input example share prices and contributions.

To the right are 2 examples of the share price determination for purchase of shares in GESPP, one Euro example and an example in US dollars.

#### Euro Example

Annual contribution by participant:	€ 6,000
Share price at the start of Plan year	€20
Share price at the end of Plan year	€25
Lowest Share price to apply discount	€20
Discounted by 15%	€17
Market value of shares at delivery	€25
<b>RDSA Shares delivered</b> (€6,000/€17)	<b>352</b>

Without this discount and lower share price, you would receive:

Shares attributable to own contributions	240
€6,000/€25 (market value of shares at delivery)	
Shares attributable to company contribution	112

= 15% discount plus share price differential shares.

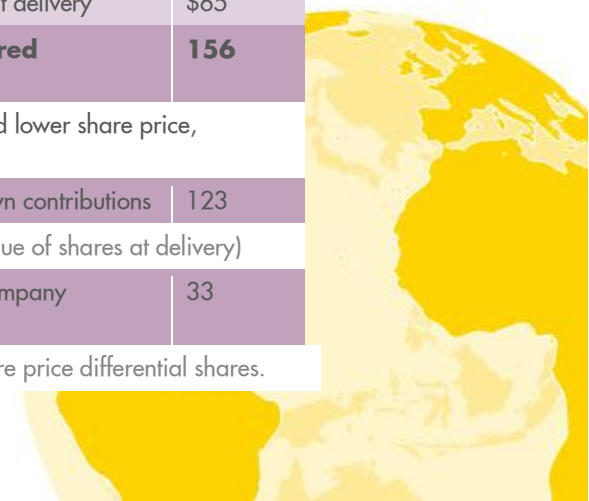
#### US Dollar Example

Annual contribution by participant:	\$ 8,000
Share price at the start of Plan year	\$60
Share price at the end of Plan year	\$65
Lowest Share price to apply discount	\$60
Discounted by 15%	\$51
Market value of shares at delivery	\$65
<b>RDSA Shares delivered</b> (\$8,000/\$51)	<b>156</b>

Without this discount and lower share price, you would receive:

Shares attributable to own contributions	123
\$8,000/\$65 (market value of shares at delivery)	
Shares attributable to company contribution	33

= 15% discount plus share price differential shares.





### **Will dividends accrue on my contributions during the Plan year?**

No, as you will not have purchased any shares during the Plan year, dividends will not accrue. Once you own the shares after the end of the cycle then declared dividends will accrue unless you sell them before the dividend record date.

### **I would prefer that you purchase RDSB shares for me, is that possible?**

No, RDSBs are not purchased through GESPP.

### **I have US base country and I have a Fidelity account, can I have my GESPP shares delivered to Fidelity instead of Computershare?**

Delivery to a Fidelity account is the default option for US base country participants. However, you may instead elect delivery to a Computershare Vested Share Account (VSA).

## **5. Selling or transferring shares - the Vested Share Account (VSA)**

### **What is the Vested Share Account (VSA)?**

The Vested Share Account (VSA) is an account that has been set up to hold all shares received through GESPP electronically. Shares are held on your behalf by a 'nominee' - Computershare.

### **What are the advantages of the VSA?**

- The VSA allows you to hold your shares safely and securely without the need to set up your own brokerage account.
- It will give you access to a share dealing service should you wish to transfer or sell your shares.
- Your details will remain private as they will not be held on the main Royal Dutch Shell plc share register.
- Automatic re-investment of dividends into additional shares.

### **How can I keep track of my holdings in the VSA?**

The VSA will be visible alongside any other Share Plan Awards that you may have that are administered by Computershare. You should log in to your Computershare account using your Global ID and PIN - and then you can select your VSA holding by clicking on "Vested Share Account".

### **I am a US participant with a Fidelity Account, how do I keep track of my holdings?**

To access your portfolio and your Individual Brokerage Account you should log into your Fidelity account, via the [www.netbenefits.com](http://www.netbenefits.com) website.

### **I am concerned that I am resident in a country where I should not hold shares, what should I do?**

If you believe this to be the case you should get independent professional advice and you should consider removing your shares from the VSA or your Fidelity Account. It is always your responsibility as a shareholder to check that you are allowed to hold shares.

### **If I leave Shell do I need to remove my shares from the VSA or from my Fidelity Account?**

No. You can keep your shares in the VSA or your Fidelity Account for as long as you wish, even after leaving the Shell group. However, it is always your personal responsibility to ensure that you are not breaching any laws by holding your shares in this account.

### **I have some RDS shares that I bought on the open market; can I move these into the VSA?**

No, you cannot do this.



## Selling Shares

### Can I sell the shares from the VSA or from a Fidelity Account?

Yes, you will be able to sell shares from your VSA. Participants with US base country who have their shares in a Fidelity Account can sell their shares from that account. Please note that you will incur a transaction fee, details of which can be found in the terms and conditions on the Computershare website (for the VSA) or from Fidelity for those with Fidelity Accounts.

Note also that if you are an **employee insider**, you will need to get pre-clearance to sell in accordance with the RDS Securities Dealing Code which can be found at [www-stockweb.shell.com/dealingcode/](http://www-stockweb.shell.com/dealingcode/).

### If my shares are sold in euro and proceeds converted to local currency, will I lose money?

If the proceeds that you receive when you sell your shares are converted to local currency, this will be affected by the exchange rate at the time of sale. Whether you lose money will depend on the exchange rate at the time. Please see the Terms and Conditions on the Computershare website for further information.

### I don't want to keep the shares in the VSA, what should I do?

You will be able to move the shares to a brokerage account or nominee of your choice from the VSA.

If you have RDSB shares, from previous GESPP cycles or delivered from other share plans, you will also be able to

request delivery of a share certificate - please note that it can take up to 6 weeks for you to receive a certificate.

If you decide to transfer your shares into an existing brokerage account it is vital that the information you provide to Computershare to transfer the shares matches **exactly** with the receiving account information. A slight mis-match of any data item could mean a failure in the share delivery and/or the creation of a new account at the receiving end.

Computershare will take your delivery instructions and will not be able to check that you have given them accurate information about the receiving account. It is your responsibility to ensure that the data you give to Computershare is complete and accurate and that you give accurate and timely information to your broker. Due to the complexities of share transfer you should be aware that it can take several weeks in some circumstances to complete.

There are no transaction fees should you transfer your shares out of the VSA to your own brokerage account.

### What are the transaction costs that I will pay on sale or transfer of the shares?

There are no transaction costs associated with a share transfer from the VSA or from a Fidelity Account. The transaction costs for a sale of shares can be found in the Terms and Conditions on the Computershare website for the VSA or at [www.netbenefits.com](http://www.netbenefits.com) for a Fidelity Account.

### I am an employee insider, according to the RDS Securities Dealing Code ("Code") do I need to get pre-clearance to have dividends automatically reinvested in the VSA?

No, since you have no choice about the dividend reinvestment in the VSA this is not considered to be dealing under the Code and therefore pre-clearance for this feature is not required.



### **I would prefer to hold my shares in my existing RDS Nominee account, how can I do this?**

You can decide to transfer your shares into the RDS nominee account should you wish to do so by following the standard transfer process available within the VSA. There is a form that you can complete for such a transfer. As with all share transfers it is vital that the information you provide to Computershare matches **exactly** with the receiving account information. A slight mis-match of any data item could mean a failure in the share delivery and/or the creation of a new account at the receiving end.

There is no charge if you choose to transfer your shares from the VSA to the RDS Nominee.

### **Can I opt out of the dividend reinvestment in the Vested Share Account?**

No, dividend reinvestment is currently a default position in the VSA.

### **I would like to take part in the scrip dividend programme. How do I do this?**

You would need to remove your shares from the VSA as the scrip dividend is not offered in the VSA. For further information on the scrip dividend, please go to: [www.shell.com/dividend](http://www.shell.com/dividend).

### **Will I be the beneficial owner of the vested shares?**

Yes.

### **When will I become the beneficial owner of the vested shares?**

You will become the beneficial owner of the shares as soon as they are transferred to your account.

## **6. Transferring within the Shell group**

### **Where can I find information about what happens to my shares in GESPP when I transfer from one country to another? Is there a transfer guide?**

Please refer to the Transferring within Shell checklist found here and also the section of our for further information:

[www-stockweb.shell.com/gespp/](http://www-stockweb.shell.com/gespp/).

Transfers of contributions will be automatically processed by Shell and Computershare for GESPP. You will not need to take any action. If, however, your deductions do not restart within two months of your transfer, please contact [your respective HR Service Desk](#).

### **Where can I find a list of participating countries?**

A list of participating countries can be found at: [www-stockweb.shell.com/gespp/](http://www-stockweb.shell.com/gespp/).

### **What happens if I transfer to a Participating Country?**

If you transfer to a participating country the change will be activated automatically and your contributions will continue (in the relevant currency). It is possible that you

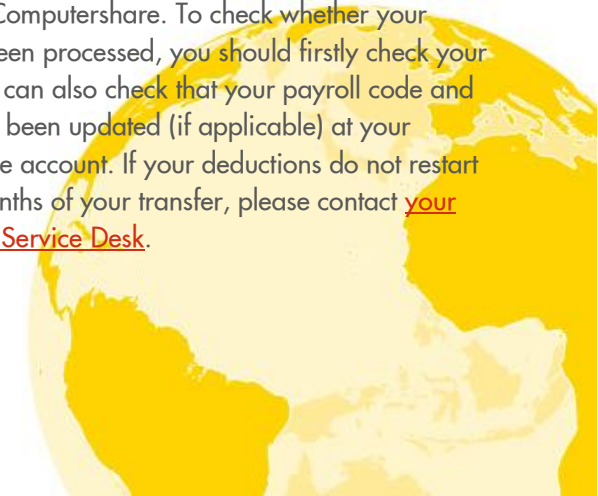
will miss two or more contributions due to early payroll cut-off dates in many countries as well as payroll records not being set up. However, you will be able to make-up for any missed contributions by logging into your Computershare account and increasing your contribution amount.

If you are transferring towards the end of the plan year, from 1 October onwards, it will not be possible for you to make up any missed contributions from your new payroll. To ensure you are able to make your maximum contributions you could increase your contributions from your current payroll in advance of the transfer.

If you transfer to a participating country but no longer wish to participate in GESPP then you should stop your contributions to the Plan. You will have to initiate this on the Computershare website by reducing your contribution amount to zero. Your HR Service desk cannot do this for you.

### **How do I know if the necessary actions regarding my transfer have been processed by Shell and / or Computershare?**

Transfers of contributions will be automatically processed by Shell and Computershare. To check whether your transfer has been processed, you should firstly check your pay slip. You can also check that your payroll code and currency have been updated (if applicable) at your Computershare account. If your deductions do not restart within two months of your transfer, please contact [your respective HR Service Desk](#).



### **Can I change my contribution amount when I transfer?**

Yes, you can change your contribution amount at any time (but no later than 15 November).

### **I want to carry on contributing to GESPP when I transfer, but the currency in my new country is different from my previous country - what do I need to do?**

Your contributions will automatically be adjusted into the new local currency.

### **What happens if I transfer to a non-participating Country?**

Your contributions to the Plan will stop automatically and you can also choose to withdraw from the Plan. Any contributions you made prior to transfer may be used to purchase shares after the end of the year or you may withdraw from the Plan.

If you wish to contribute the maximum before your transfer you could increase your monthly contributions from your current payroll in advance of the transfer.

If you withdraw from the Plan you will remove all contributions made to date in the Plan year and no shares will be purchased. If, in the future, you move to a participating country you will receive an invitation and will be able to recommence your contributions.

### **I am transferring to a non-participating country on a short-term international assignment (STIA) from a participating**

### **country. Can I remain in GESPP in my home country where I am still on the payroll?**

Yes. Assuming that you remain employed in your home country which participates in GESPP you can continue in GESPP while you are on a STIA.

## **7. Leaving the Plan**

### **What happens to my shares in GESPP if I leave the Plan?**

Irrespective of your reasons for leaving the Plan, all leavers are treated the same. Once you leave you will no longer be able to contribute towards the Plan. However, you will have a choice with regards to the savings you have already made. This choice applies whether you leave the Plan as a result of resignation, redundancy, retirement or divestment of the Shell company you work for.

You can either take a straight refund of your contributions (with no delivery of shares at the end of the Plan year) or you can leave the contributions in the Plan and receive the benefit of the discounted share price to determine the number of shares allocated to you at the end of the Plan year.

These shares will then be moved to your Vested Share Account (unless this contravenes regulations applying in your circumstances) or to your Fidelity account if you are a US participant who did not elect VSA delivery at the time of enrolment.

If you have shares in the VSA or in a Fidelity account there will be no time limit in which you have to sell or transfer the shares.

### **What happens to my shares in GESPP should I die?**

Your beneficiary or, if applicable, the representative of your estate will have the choice with regards to the savings you have made during the current cycle.

Your beneficiary or, if applicable, the representative of your estate can either take a straight refund of your contributions or they can leave the contributions in the Plan and receive the benefit of the discounted share price to determine the number of shares allocated in respect of you at the end of the savings cycle.

These shares will then be moved to the Vested Share Account (unless this contravenes regulations in certain jurisdictions) or Fidelity Account for US participants who did not elect delivery to a VSA. Once the shares have moved to an account there will be no time limit in which your beneficiary or, if applicable, the representative of your estate has to sell or transfer the shares.



## 8. General Tax Questions

### Where can I find detailed tax information for each country?

Basic details of the tax implications in all countries where the Plan is offered is available at: [www-stockweb.shell.com/gespp/](http://www-stockweb.shell.com/gespp/). Should you wish to determine your personal tax position with regards to GESPP, you will need to contact an independent tax adviser.

### Will there be a tax liability on the amount that the company contributes to the plan (the 15% discount on the lower of the share price at the beginning and end of the cycle)?

Depending on the tax rules in operation in your country, there may be a tax liability due on the company contribution. Generally, where possible, any withholding taxes which are due to be deducted will be deducted by payroll later in the year following the purchase (timings vary between countries / payrolls). Where payroll cannot withhold the taxes for you, the Plan Administrator may sell enough shares to cover the taxes due. These funds will be sent by the Plan Administrator to the relevant payroll and that payroll will forward on to the respective tax authority.

### Are dividend shares subject to tax?

Taxability of dividends is an individual tax matter.

### Will the taxes be withheld or will I have to arrange payment myself?

If you are still on the same payroll from where your last GESPP contribution was deducted, any income taxes due will generally be deducted via payroll. If you are no longer on the same payroll from where your last GESPP contribution was deducted or if country payroll processes require different treatment, we may sell enough shares to cover any tax (including both income and social taxes) due. You may have deductions for more than one country depending on the rules in place in the countries that you have worked in throughout the life of your GESPP participation. If the company is not legally required to make a deduction from your income, but taxes are due on this, you will have to make this payment as part of the tax return process.

Capital Gains taxes due at sale will not be withheld and it will be your own responsibility to ensure that this payment is made.

### I would prefer to pay the tax myself – please do not deduct this and I will pay on my tax return.

If the company is legally obliged to withhold taxes in your country, the company will ensure that this happens and they will not refund the taxes withheld to you.

### How do the taxes get paid to the tax authorities?

In most cases payment of taxes is made via the payroll process in the relevant country. This is in order to comply with the tax rules in the country. This often applies also even if you have left Shell employment in that country.

### I am on a long-term expatriate (IBAS) assignment, will I be tax equalised or tax protected on any tax liability arising from my participation in GESPP?

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 €5000. You will not be tax equalised on GESPP.

### I currently live in country X, I will soon be transferring to country Y. What advice can you give me about the tax implications of continuing with my contributions?

Shell Group Tax will not assist in tax planning around share plans. Tax rules for many countries will be placed on the website under the country name. In addition to the information about the country you find at the website, you may want to consult an independent tax adviser.





## 9. General shareholder questions

### **As a shareholder, where can I find relevant shareholder information on RDS?**

A range of useful information for shareholders is to be found on the Investor site of RDS:

<http://www.shell.com/home/content/investor/>

### **Where can I find out information about dividends on RDS shares?**

This information is available by selecting “Dividend Information” on the left hand menu bar of the following website: <http://www.shell.com/home/content/investor/>

### **Will I receive shareholder communications?**


You will be notified when shareholder materials are available. You will be able to review Annual Reports and other financial information on line at:

<http://www.shell.com/home/content/investor/>





## 10. Who should I contact for more information?

<p><b>The Plan website</b>  <a href="http://www-stockweb.shell.com/gespp/">www-stockweb.shell.com/gespp/</a></p>	<ul style="list-style-type: none"> <li>■ details of the Plan</li> <li>■ local country variations</li> <li>■ tax information</li> <li>■ GESPP contribution Modeller</li> <li>■ document translations</li> </ul>
<p><b>The Plan Administrator, Computershare</b>  <a href="http://www.computershare.com/employee/shellshareawards">www.computershare.com/employee/shellshareawards</a>                  Email: <a href="mailto:shellgespp@computershare.com">shellgespp@computershare.com</a>                  Direct dial number*: +44 (0)870 707 1430                  US toll free number**: 866 201 4448                  Fax: +44 (0)870 703 6110</p>	<ul style="list-style-type: none"> <li>■ enrolment in the Plan</li> <li>■ details of your share account</li> <li>■ sale or transfer of your shares</li> <li>■ if you lose your PIN</li> <li>■ to change your contribution amount</li> </ul>
<p><b>The Shell Share Plans website</b>  <a href="http://www.shellshareplans.com/">http://www.shellshareplans.com/</a></p>	<ul style="list-style-type: none"> <li>■ for share plan information and documentation</li> <li>■ including videos with step by step instructions</li> <li>■ updates, blog and links to Shell investor centre</li> <li>■  Twitter – follow us at <a href="https://twitter.com/shellshareplans">https://twitter.com/shellshareplans</a></li> </ul>
<p><b>Your Respective HR Service Desk</b>  <a href="https://sww-shellpeople.europe.shell.com/irj/portal/HR/HR">https://sww-shellpeople.europe.shell.com/irj/portal/HR/HR</a></p>	<ul style="list-style-type: none"> <li>■ Any questions not answered by the above resources</li> </ul>
<p><b>For US Participants, Fidelity</b>  <a href="http://www.netbenefits.fidelity.com">www.netbenefits.fidelity.com</a>                  Telephone: Fidelity Automated Service 1-800-544-5555                  Telephone: Fidelity Representative 1-800-30-SHELL</p>	<ul style="list-style-type: none"> <li>■ to sell or transfer shares held in a Fidelity account</li> </ul>

\* If you are making an international call, you must first dial the international call prefix. The general standard international call prefix is 00, however some countries may use a different international prefix (for example Canada use 011).

Before making an international call, please check your country international call prefix.

\*\* Use of the US Toll Free Number may not be supported by your local telephone service provider or may be chargeable. In the event you are not able to use the Toll Free Number, you may dial the Direct Dial Number. Please note, the US Toll Number can be dialled within the US only – if you are outside of the US, you will not be able to use the US Toll Number. You may use the Direct Dial Number instead.

This Q&A is not a legal document and does not give you any rights to benefits. The only authoritative documents concerning the Plan are the Plan Rules. In the event of any conflict between this Q&A and the terms of the Plan Rules, the terms of the Plan Rules shall prevail. Further information, including copies of these, can be found on the Plan website.

**Shell and Fidelity investments are not affiliated.**

