

## Shell announces the start of a share buyback programme

July 26, 2018

Royal Dutch Shell plc (the 'company') today announces the immediate start of a share buyback programme in accordance with authority granted by shareholders at the company's 2018 Annual General Meeting [1].

Chief Executive Officer Ben van Beurden commented: *"Today we are taking another important step towards the delivery of our world-class investment case, with the launch of a \$25 billion share buyback programme.*

*Our financial framework remains unchanged. Our free cash flow outlook and the progress we have made to strengthen our balance sheet give us the confidence to start our share buyback programme. Our intention remains to buy back at least \$25 billion of our shares over the period 2018-2020, subject to further progress with debt reduction and oil price conditions."*

The maximum number of ordinary shares which may be purchased by the company under the buyback programme is 834 million, which is the maximum pursuant to the authority granted by shareholders at the company's 2018 Annual General Meeting [1].

In the first tranche of this buyback programme (the 'initial programme') the company has entered into an irrevocable, non-discretionary arrangement with a broker to enable the purchase of A ordinary shares and/or B ordinary shares up to and including October 25, 2018. The aggregate maximum consideration for the purchase of A ordinary shares and B ordinary shares under the initial programme is \$2 billion. The shares bought back under the initial programme will be whichever of the A ordinary shares and/or B ordinary shares is economically the least expensive on a given trading day.

The broker will make its trading decisions in relation to the company's securities independently of the company. The initial programme will be carried out on the London Stock Exchange and/or on CBOE Europe Equities and will be effected within certain pre-set parameters. It will be conducted in accordance with the company's general authority to repurchase shares granted by its shareholders at the company's Annual General Meeting held on May 22, 2018 [1], and in line with Chapter 12 of the Listing Rules, Article 5 of the Market Abuse Regulation 596/2014/EU dealing with buyback programmes and the Commission Delegated Regulation (EU) 2016/1052.

The purpose of the initial programme is to reduce the issued share capital of the company to offset the number of shares issued under the Scrip Dividend Programme and to significantly reduce the equity issued in connection with the company's combination with BG Group. All shares repurchased as part of the initial programme will be cancelled.

Any further tranches of the buyback programme, which may be conducted after completion of the initial programme, will be announced in due course.

[1] The existing shareholder authority to buy back shares granted at the company's 2018 Annual General Meeting expires at the earlier of the close of business on August 22, 2019, and the end of the date of the company's 2019 Annual General Meeting. The company expects to seek renewal of shareholder authority to buy back shares at subsequent Annual General Meetings.

## CAUTIONARY STATEMENT

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 US 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 Form 20-F for the year ended December 31, 2017 (available at [www.shell.com/investor](http://www.shell.com/investor) and [www.sec.gov](http://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, July 26, 2018. 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 the United States Securities and Exchange Commission (SEC) strictly prohibits us from including in our filings with the SEC. US 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](http://WWW.SEC.GOV).

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LEI number of Royal Dutch Shell plc: 21380068P1DRHJM8KU70

Classification: Acquisition or disposal of the issuer’s own shares