

Company No. 54485

COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

THE "SHELL" TRANSPORT AND TRADING COMPANY,
PUBLIC LIMITED COMPANY

ORDINARY RESOLUTIONS

Passed the 14th day of May 1997



At the ANNUAL GENERAL MEETING of the above named Company, duly convened and held at The Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1 on the 14th day of May 1997 the subjoined Resolutions were duly passed as ORDINARY RESOLUTIONS:-

ORDINARY RESOLUTIONS

- Resolution 8(i) That the authorised share capital of the Company be increased from the existing £913,000,000 to £2,500,000,000 by the creation of 6,348,000,000 Ordinary shares of 25p each;
- (ii) That it is desirable to capitalise the sum of £1,657,251,621.00 being part of the amount standing to the credit of 'Revaluation reserve - Investment', and accordingly that such sum be set free for distribution amongst the holders of Ordinary shares of the Company (as specified in paragraph (iii) of this Resolution) who would be entitled to such sum if distributed by way of dividend on the footing that the same be not paid in cash but be applied in payment up in full of 6,629,006,484 of the unissued Ordinary shares of 25p each of the Company to be allotted and distributed credited as fully paid up amongst such holders in the proportion of two new Ordinary shares of 25p each for every one Ordinary share held;
- (iii) That for the purposes of paragraph (ii) of this Resolution the holders of Ordinary shares of the Company shall be:

- (a) in the case of registered shares, the persons registered as the holders thereof at the close of business on June 27, 1997; and
- (b) in the case of shares represented by warrants to bearer, the persons whose title thereto shall be established by the production of Coupon No. 198 or such other evidence as the Directors (or a duly constituted Committee thereof) may in pursuance of the powers contained in the Articles of Association require;
- (iv) That the new shares to be issued pursuant to this Resolution shall when issued not rank for any dividends declared or paid prior to the conclusion of this Annual General Meeting of the Company, but otherwise shall carry the same rights as, and rank *pari passu* in all respects with, all other Ordinary shares of the Company; and
- (v) That the foregoing provisions of this Resolution are subject to the powers of the Directors (or any such Committee as aforesaid) to provide for the sale and distribution of the proceeds of any shares to be issued pursuant to this Resolution which, being distributable in respect of shares represented by warrants to bearer, are not claimed in such manner at such place and within such time (with power to extend the same) as the Directors (or any such Committee as aforesaid) may determine and notify by such advertisement as they consider appropriate.

Resolution 9

That, subject to the passing of Resolution No. 8, the Directors be and they are hereby generally and unconditionally authorised in substitution for all subsisting authorities to the extent unused, to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £1,659,374,189.50 during the period from the date of the passing of this Resolution up to and including May 13, 2002 on which date such authority will expire save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

CERTIFIED TRUE COPY

Tyler Mansiff

Secretary