

**Written Resolution under Companies Act 2006  
Company number 054485**

**PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**of**

**THE SHELL TRANSPORT AND TRADING COMPANY LIMITED  
(the "Company")**

**29 October 2009 (the "Circulation Date")**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a Special Resolution (the "**Resolution**").

**SPECIAL RESOLUTION**

That the Company's Articles of Association are amended by the deletion in Article 12 (4) of the following text:

"No dividend shall be declared on the Dividend Access Share which would result in the aggregate amount of dividends declared on the Dividend Access Share in any financial year of the Company exceeding EURO 3.3 billion. In addition..."

and so that Article 12 (4) shall read as follows:

"(4) No dividend shall be declared on the Dividend Access Share in respect of a period which would result in the aggregate amount of dividends declared on the Dividend Access Share in respect of the period exceeding the aggregate amount of dividends declared by Royal Dutch Shell on the Royal Dutch Shell "B" Shares in respect of the same period."

**AGREEMENT**

Please read the notes at the end of this document before signing your agreement to the Resolution.

WEDNESDAY



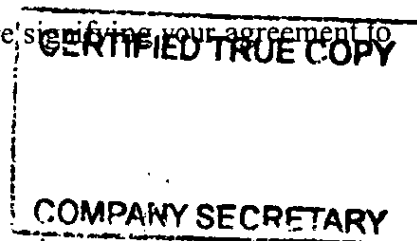
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09/12/2009

COMPANIES HOUSE


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*K. J. Hadden*  
Authorised Signatory  
For Shell Corporate Secretary Limited  
Company Secretary

The undersigned, being the sole member of the Company and being entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:

Signed by

  
.....  
S. P. HENRY  
[PRINT NAME]

.....  
[PRINT NAME]

FOR AND ON BEHALF OF  
SHELL PETROLEUM N.V.

Date... 25 November 2009 .....

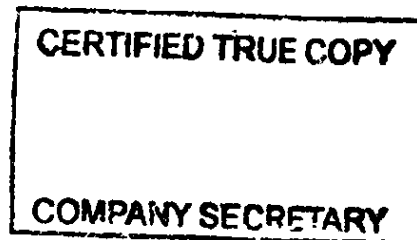
#### NOTES


1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Karin Hawkins, LCSL, The Secretary, The Shell Transport and Trading Company Limited, Shell Centre, London SE1 7NA.  
You may not return the Resolution to the Company by any other method.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by **25 NOVEMBER 2009** (being 28 days from the Circulation Date), sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.



  
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Authorised Signatory  
For Shell Corporate Secretary Limited  
Company Secretary