

SHELL SUBSIDIARY DISTRIBUTORS PENSION TRUSTEE LIMITED

**DIRECTORS' REPORT
AND ACCOUNTS
FOR THE YEAR ENDED 31 DECEMBER 2014**

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SHELL SUBSIDIARY DISTRIBUTORS PENSION TRUSTEE LIMITED

STRATEGIC REPORT

The Directors present their strategic report on the Shell Subsidiary Distributors Pension Trustee Limited (also referred to as the “Company”) for the year ended 31 December 2014.

BUSINESS REVIEW

The Company has carried on no business activity during the year and accordingly there is no Profit and Loss Account for the year.

During the financial year the Company has not traded and is therefore dormant within the meaning of Section 480 of the Companies Act 2006.

SHELL SUBSIDIARY DISTRIBUTORS PENSION TRUSTEE LIMITED

DIRECTORS' REPORT

The Directors' report and accounts of the Company have been prepared in accordance with the Companies Act 2006.

The Directors recommend that no dividend be paid for the year ended 31 December 2014 (2013: £nil).

FUTURE OUTLOOK

No significant change in the business of the Company has taken place during the year or is expected in the immediately foreseeable future.

DIRECTORS

The Directors of the Company who served throughout the year and to the date of this report (except as noted) were:

J. Cryans
J.G. Mcinnes
L.R. Gregson
L. Greenland
The Law Debenture Pension Trust
Corporation plc

SHELL SUBSIDIARY DISTRIBUTORS PENSION TRUSTEE LIMITED

DIRECTORS' REPORT

STATEMENT OF DIRECTORS' RESPONSIBILITIES

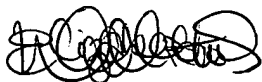
The Directors are responsible for preparing the Directors' Report, Strategic Report and the Company's accounts in accordance with applicable law and regulations.

Company law requires the Directors to prepare accounts for each financial year. Under that law the Directors have elected to prepare the Company's accounts in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the accounts unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these accounts, the Directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- State whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the accounts; and
- Prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the accounts comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the Board



William Elizabeth
Authorised signatory for
Shell Corporate Secretary Limited
Company Secretary
21 July 2015

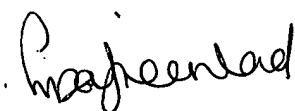
SHELL SUBSIDIARY DISTRIBUTORS PENSION TRUSTEE LIMITED**REGISTERED IN ENGLAND AND WALES: 02179801****BALANCE SHEET****As at 31 December 2014**

	Note	2014 £	2013 £
CURRENT ASSETS			
Debtors	2	2	2
NET ASSETS		<u>2</u>	<u>2</u>
 CAPITAL AND RESERVES			
Called up share capital	3	2	2
TOTAL SHAREHOLDER'S FUNDS		<u>2</u>	<u>2</u>

The Notes on pages 4 and 5 form part of these accounts.

- (a) For the year ended 31 December 2014 the Company is exempt from the requirements relating to preparing audited accounts in accordance with Section 480 of the Companies Act 2006.
- (b) The members have not required the Company to obtain an audit of its accounts for the year ended 31 December 2014 in accordance with Section 476 of the Companies Act 2006.
- (c) The Directors acknowledge their responsibility for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of accounts.

The accounts were approved by the Board of Directors on 21 July 2015 and were signed on its behalf by:



L. Greenland
Director

SHELL SUBSIDIARY DISTRIBUTORS PENSION TRUSTEE LIMITED

NOTES TO THE ACCOUNTS

For the year ended 31 December 2014

1. Accounting policies

(a) Accounting convention and compliance with Accounting Standards

The accounts have been prepared on a going concern basis under the historical cost convention and in accordance with the Companies Act 2006 and applicable Accounting Standards in the UK and the accounting policies as described below.

(b) Group accounts

The immediate parent company is Shell Distributor (Holdings) Limited.

The ultimate parent company and controlling party is Royal Dutch Shell plc which is incorporated in England and Wales.

Royal Dutch Shell plc is the parent undertaking of the largest and smallest group to consolidate these accounts.

The consolidated accounts of Royal Dutch Shell plc are available from:

Royal Dutch Shell plc
Tel: +31 888 800 844
Email: order@shell.com

(c) Cash flow statement

In accordance with the exemption allowed by paragraph 5(a) of FRS 1, a cash flow statement for the Company has not been provided.

(d) Related party disclosures

In accordance with the exemption allowed by paragraph 3(c) of FRS 8, no disclosure is made of transactions with other member companies of the Shell Group or investees of the Group qualifying as related parties.

SHELL SUBSIDIARY DISTRIBUTORS PENSION TRUSTEE LIMITED**NOTES TO THE ACCOUNTS (continued)****For the year ended 31 December 2014****2. Debtors**

	2014 Within 1 Year £	2013 Within 1 Year £
Amounts owed by Parent undertaking	<u>2</u>	<u>2</u>

3. Called up share capital

	2014 £	2013 £
Authorised 100 (2013: 100) ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted, called up and fully paid 2 (2013: 2) ordinary shares of £1 each	<u>2</u>	<u>2</u>

4. Profit and loss account

During the year the Company has not traded, received no income and incurred no expenditure and made neither a profit nor a loss. Consequently no Profit and Loss Account has been presented. In the year, the Company had no other recognised gains or losses.

None of the Directors received any emoluments in 2014 (2013: none) in respect of their services to the Company.

The Company had no employees during 2014 (2013: none).