DIRECTORS' REPORT

AND ACCOUNTS

FOR THE YEAR ENDED 31 DECEMBER 2010

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SHELL INTERNATIONAL INVESTMENTS LIMITED DIRECTORS' REPORT

The Directors present their report and audited accounts for the year ended 31 December 2010

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

Shell International Investments Limited (also referred to as the "Company") is one of the entities within the "Shell Group" In this context the term "Shell Group" and "Companies of the Shell Group" or "Group companies" means companies in which Royal Dutch Shell plc, either directly or indirectly, has control either through a majority of the voting rights or the right to exercise a controlling influence or to obtain the majority of the benefits and be exposed to the majority of the risks. Companies in which Group companies have significant influence but not control are classified as "Associated companies" Royal Dutch Shell plc, a company incorporated in the United Kingdom, is known as the "Parent Company" of the Shell Group. In this Report "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. These expressions are also used where no useful purpose is served by identifying the particular company or companies.

PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

The principal activity of the Company is to hold investments in subsidiary undertakings and participating undertakings, engaged in various branches of the oil and natural gas business

The Company wholly owns Shell Cuiaba Holdings Limited ("SCH") and has a 50% holding in Shell EP Holdingselskab Danmark ApS ("SEPHD") The investment in SCH has been fully written off SEPHD is a Danish company that owns Shell Egypt N V, the holding company for the Egyptian exploration and production business

The Company's profit for the financial year increased from US\$51 7 million to US\$101 5 million. This is principally due to reversal of impairment of US\$103 3 in 2010 as compared to US\$32 5 million in 2010 slightly offset by decrease in tax credit from US\$18 8 million to US\$1 2 million.

As at 31 December 2010 the Company is in a net liability position of US\$240 0 million (2009 US\$341 5 million) As discussed in Note 1c, a guarantee has been provided by the Company's parent, Shell Overseas Holdings Limited ("SOH") The Directors therefore consider it appropriate to prepare the accounts on a going concern basis

Dividends

The Directors recommend that no dividend be paid for the year ended 31 December 2010 (2009 US\$ Nil)

DIRECTORS' REPORT (continued)

Future Outlook

Nationalisation of the Oil and Gas industry in Bolivia will continue to be a factor in assessing the recoverability of the relevant investments and loans. This will also affect the nature of the ongoing contracts with third parties made for supply of energy.

The company is part of the Shell Group legal entity rationalization program which will ultimately result in the disposal of investments to the other Shell Group companies. The decision with regard to the timing will be taken later this year subject to further approval by the Board at the moment however there is no detailed plan in place to liquidate the company in 2011. The investments of the entity are expected to be disposed of at some point in the future and are expected to be realized at their carrying value. As a result, the going concern assumption is no longer valid and the assets and liabilities will be transferred to another Group company at their book value. The accounts continue to be prepared under the historical cost convention (see note 12).

Principal Risks and Uncertainties

The Shell Group has a single risk based control framework – The Shell Control Framework – to identify and manage risks. The Shell Control Framework applies to all wholly owned Shell companies and to those ventures and other companies in which Royal Dutch Shell plc ("Royal Dutch Shell") has directly or indirectly a controlling interest. From the perspective of the Company, the principal risks and uncertainties affecting the Company are considered to be those that affect the Shell Group. Accordingly, the principal risks and uncertainties of the Shell Group, which are discussed on page 13 to 15 of Royal Dutch Shell's Annual Report and Form 20-F for the year ended 31 December 2010 (the "Group Report") include those of the Company. (The Group Report does not form part of this report)

Key Performance Indicators

Companies of the Shell Group comprise the Upstream businesses of Exploration and Production, Gas and Power and Oil Sands and the Downstream businesses of Oil Products and Chemicals The Company's key performance indicators, that give an understanding of the development, performance and position of the business, are aligned with those of the Shell Group The development, performance and position of the various businesses is discussed on pages 19 to 43 of the Group Report and the key performance indicators through which the Group's performance is measured are as set out on pages 8 to 9 of the Group Report

DIRECTORS

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

S A Constant-Glemas

F Hinden

Appointed 28 January 2010

A D McLean

POST BALANCE SHEET EVENTS

Refer to note 12 "Post balance sheet events"

SHELL INTERNATIONAL INVESTMENTS LIMITED DIRECTORS' REPORT (continued)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Directors' 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 those 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. As at the date of signing of the Statutory Accounts the Shell Group entity rationalization program which will ultimately result in the disposal of investments to other Shell Group companies was underway. As a result, the going concern assumption is no longer valid, however given that all of the assets and liabilities will be transferred to another Group entity at their book values, the accounts continue to be prepared under the historical cost convention.

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.

DISCLOSURE OF INFORMATION TO AUDITORS

All Directors in office at the date of approval of the Directors' report confirm that so far as each of the Directors is aware, there is no relevant audit information (meaning information needed by the Company's auditors in connection with preparing their report) that has not been disclosed to the Company's auditors Each of the Directors believes that he or she has taken all steps that ought to have been taken to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

By order of the Board

G Thomson

Authorised signatory for

Shell Corporate Secretary Limited

Company Secretary

20th September, 2011

INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF

SHELL INTERNATIONAL INVESTMENTS LIMITED

We have audited the accounts of Shell International Investments Limited for the year ended 31 December 2010 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, the directors are responsible for the preparation of the accounts and for being satisfied that they give a true and fair view Our responsibility is to audit and express an opinion on the accounts in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors

This report, including the opinions, has been prepared for and only for the company's member as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing

Scope of the audit of the accounts

An audit involves obtaining evidence about the amounts and disclosures in the accounts sufficient to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the accounts.

Opinion on accounts

In our opinion the accounts

- give a true and fair view of the state of the company's affairs as at 31 December 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the accounts are prepared is consistent with the accounts

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the Company accounts are not in agreement with the accounting records and returns, or
- · certain disclosures of directors' remuneration specified by law are not made, or
- · we have not received all the information and explanations we require for our audit

Gillian McCort (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Glasgow

27 September 2011

PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2010

Discontinued operations

	Note	2010 US\$'000	2009 US\$'000
Administrative expenses	_		(36)
OPERATING LOSS		-	(36)
Profit on sale of financial fixed investment	4 _		3,258
PROFIT ON ORDINARY ACTIVITIES BEFORE			
INTEREST AND TAXATION		-	3,222
Write back of amounts provided on investments	6	103,310	32,471
Interest receivable and similar income	2	54	4,565
Interest payable and similar charges	3	(3,065)	(7,354)
PROFIT ON ORDINARY ACTIVITIES BEFORE			
TAXATION		100,299	32,904
Tax on profit on ordinary activities	5	1,151	18,829
PROFIT FOR THE FINANCIAL YEAR	_	101,450	51,733

The reported profit on ordinary activities and the amount retained for the year is presented on a historical cost basis

There were no recognised gains and losses other than the profit for the current and the prior year and accordingly a statement of total recognised gains and losses has not been presented

REGISTERED IN ENGLAND AND WALES: 04798531

BALANCE SHEET

As at 31 December 2010

FIXED ASSETS	Note	2010 US\$'000	2009 US\$'000
Investments	6	426,842	323,532
CURRENT ASSETS Debtors	7	103,336	107,237
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	8	(201)	(2,242)
NET CURRENT ASSETS	-	103,135	104,995
TOTAL ASSETS LESS CURRENT LIABILITIES		529,977	428,527
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	9	(770,000)	(770,000)
NET LIABILITIES	_	(240,023)	(341,473)
CAPITAL AND RESERVES			
Called up share capital Profit and loss account	10 11	216,100 (456,123)	216,100 (557,573)
TOTAL SHAREHOLDER'S DEFICIT	_	(240,023)	(341,473)

The accounts on pages 5 to 14 were approved by the Board of Directors on 20^{th} September, 2011 and were signed on its behalf by

3 Constant Glemas

S A Constant-Glemas Director

NOTES TO THE ACCOUNTS

For the year ended 31 December 2010

1 Accounting policies

a) Accounting convention and compliance with Accounting Standards

The accounts have been prepared under the historical cost convention, in accordance with the Companies Act 2006, applicable Accounting Standards in the UK (UK GAAP), and the accounting policies as described below. As at the date of signing of the Statutory Accounts the Shell Group entity rationalization program which will ultimately result in the disposal of investments to other Shell Group companies was underway. As a result, the going concern assumption is no longer valid, however given that all of the assets and liabilities will be transferred to another Group entity at their book values, the accounts continue to be prepared under the historical cost convention.

The accounting policies have been consistently applied. There have been no changes in accounting policies in 2010.

b) Group accounts

Group accounts of the Company and its subsidiary undertakings and its participating undertakings have not been prepared. The Company is exempt from the requirement to prepare group accounts under the provisions of Section 400 of the Companies Act 2006. The accounts present information about the Company as an individual undertaking and not about its group.

The immediate parent company is Shell Overseas Holdings Limited ("SOH")

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 group of undertakings to consolidate these accounts at 31 December 2010. 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) Fundamental accounting concept

The balance sheet at 31 December 2010 reports net liabilities of US\$240 0 million (2009 US\$341 5 million) A guarantee dated 24 September 2005 was given by the Company's parent, SOH to the directors of the Company Under this guarantee SOH has committed to inject further equity at a future date into the Company, sufficient to enable it to repay its US\$770 million loan from Shell Treasury Dollar Company Limited ("STDC")

As at the date of signing of the Statutory Accounts the Shell Group entity rationalization program which will ultimately result in the disposal of investments to other Shell Group companies was underway. As a result, the going concern assumption is no longer valid, however given that all of the assets and liabilities will be transferred to another Group entity at their book values, the accounts continue to be prepared under the historical cost convention

NOTES TO THE ACCOUNTS (continued)

For the year ended 31 December 2010

1 Accounting policies (continued)

d) Fixed asset investments

These comprise investments in shares that the Company intends to hold on a continuing basis. The investments are stated at cost, less provisions for impairment. The Company carries out a review for the potential impairment of an investment if events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. Such impairment reviews are performed in accordance with Financial Reporting Standard ("FRS") 11. Any impairments are recorded in the profit and loss account.

e) Corporation tax

The Company records a tax charge or credit in the profit and loss account calculated at the tax rate prevailing in the year for tax payable to HM Revenue and Customs, or for group relief to surrender to or to be received from other Group undertakings, and for which payment may be requested

f) Foreign currency translation

Income and expense items denominated in foreign currencies are translated into US Dollars at the rate ruling on their transaction date

Monetary assets and liabilities recorded in foreign currencies have been expressed in US Dollars at the rates of exchange ruling at the year end. Differences on translation are included in the profit and loss account. Non-monetary assets and liabilities that have been measured at fair value in a foreign currency are translated using exchange rates at the date when the fair value was determined. No subsequent translations are made once this has occurred.

Foreign currency amounts have been translated at 1US\$ £0.6462 (2009 1US\$ £0.6195) being relevant exchange rate prevailing at the balance sheet date

g) 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

h) 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

NOTES TO THE ACCOUNTS (continued)

For the year ended 31 December 2010

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2 Interest receivable and similar income

	2010 US\$'000	2009 US\$'000
Interest from Group undertakings		
Fellow subsidiary undertakings	54	35
Interest from Participating undertakings		
Unlisted	<u> </u>	4,530
	54	4,565
Interest payable and similar charges		
	2010 US\$'000	2009 US\$'000
Loans from Group undertakings		
Fellow subsidiary undertakings	2,674	7,354
Loss on currency translation	391	-

3,065

7,354

4 Profit on ordinary activities before taxation

Profit on ordinary activities before taxation is stated after crediting the following

	2010	2009
	US\$'000	US\$'000
Currency translation		
Financing	391	-
Profit on sale of financial investment	-	3,258
Reversal of prior year provision for impairment of investments	103,310	32,471

Audit fees of US\$13,596 (2009 US\$12,222) were paid by other entities in the Shell Group of companies on behalf of the Company

Fees paid to PricewaterhouseCoopers LLP and its associates for non-audit services to the Company itself are not disclosed in the individual accounts of Shell International Investments Limited because the consolidated accounts of Royal Dutch Shell plc are required to disclose non-audit fees on a consolidated basis

The directors did not receive any emoluments in respect of their services to the Company (2009

The Company had no employees during 2010 (2009 none)

NOTES TO THE ACCOUNTS (continued)

For the year ended 31 December 2010

5 Tax on profit on ordinary activities

The tax credit for the year of US\$ 1,151,000 (2009 US\$18,829,000) is made up as follows

	2010 US\$'000	2009 US\$'000
UK corporation tax at the standard rate of 28 0% (2009 28 0%)	(685)	(365)
Adjustments in respect of prior years	(466)	(18,464)
Total current tax credit	(1,151)	(18,829)

The tax assessed for the year differs from the standard effective rate of corporation tax in the UK for the year ended 31 December 2010 of 28% (2009 28 0%) The differences are explained below

	2010 US\$'000	2009 US\$'000
Profit on ordinary activities before taxation	(100,299)	(32,904)_
Tax on profit on ordinary activities at standard UK corporation tax rate of 28 0% (2009 28 0%)	28,084	9,213
Effects of		
Income not assessable Expenses not deductible	(28,927) 159	(9,578) -
Tax on imputed interest	(1)	-
Adjustments to tax charge in respect of prior years	(466)	(18,464)
Current tax credit for the year	(1,151)	(18,829)

The corporation tax rate for non-upstream companies was $28\,0\%$ for current tax in the year to $31\,$ December $2010\,$

Factors affecting current and future tax charges

During the year, as a result of the change in the UK main corporation tax rate from 28% to 27% that was substantively enacted on 20 July 2010 and that was to be effective from 1 April 2011, the relevant deferred tax balances have been re-measured

Further reductions to the UK corporation tax rate were announced in the March 2011 Budget, including a further reduction to the UK main corporation tax rate of 26% which became effective on 1 April 2011 Further changes, which are expected to be enacted separately each year, propose to reduce the rate by 1% per annum to 23% by 1 April 2014 These changes had not been substantively enacted at the balance sheet date and, therefore, are not recognised in these accounts

NOTES TO THE ACCOUNTS (continued)

For the year ended 31 December 2010

6 Fixed assets - Investments

	Shares in group undertakings US\$'000	Shares in participating undertakings US\$'000	Total US\$'000
Cost			
Balance at 1 January 2010 and 31 December 2010	55,950	770,000	825,950
Amounts provided			
Balance at 1 January 2010	(55,950)	(446,468)	(502,418)
Write back of amounts provided	-	103,310	103,310
Balance at 31 December 2010	(55,950)	(343,158)	(399,108)
Net book amount			
At 31 December 2010		426,842	426,842
At 31 December 2009	_	323,532	323,532
	-		

The directors believe that the carrying value of investments is supported by their underlying net asset values

Shares in group undertakings relate to holdings of ordinary shares in SCH

Shares in participating undertakings relate to a 50% investment in SEPHD. The Company is in the process of divesting this investment (see Note 12). The carrying value of the Company's investment in SEPHD has been written back by US\$103.3 million to US\$ 426.8 million. There has been a significant turnaround in the performance level of the underlying operating business compared to the level that caused the original impairment. This is supported by the fact that actual performance of four consecutive years significantly exceeds the previously impaired carrying value.

NOTES TO THE ACCOUNTS (continued)

For the year ended 31 December 2010

6 Fixed assets – Investments (continued)

List of Investments

1) Principal subsidiary undertakings

The principal subsidiary undertakings at 31 December 2010 were as follows

	Country of incorporation	Class of share	Principal activity	% of shares held directly
Shell Cuiaba Holdings Limited	Bermuda	Ordinary	Holding Company	100%

11) Principal participating undertakings

The principal participating undertakings at 31 December 2010 were as follows

		Country of incorporation	Class of share	Prmcipal activity	% of shares held directly
	Shell EP Holdingselskab Danmark ApS	Denmark	Ordinary	Holding Company	50%
7	Debtors				
				2010 Withm 1 Year US\$'000	2009 Within 1 Year US\$'000
	Amounts owed by Group undertaking Fellow subsidiary undertaking Tax receivable	_		101,835	85,907
	1 ax receivable			1,501	21,330 107,237

NOTES TO THE ACCOUNTS (continued)

For the year ended 31 December 2010

8 Creditors: amounts falling due within one year

	2010	2009
	US\$'000	US\$'000
Amounts owed to Group undertakings		
Parent undertaking	-	2,067
Fellow subsidiary undertaking	201	175
	201	2,242

Amount owed to Fellow subsidiary undertakings are amounts due to Shell Treasury Dollar Company Limited Details of interest policy are given in Note 9

9 Creditors: amounts falling due after more than one year

	2010 US\$'000	2009 US\$'000
Loan from a fellow subsidiary undertaking	770,000	770,000

Amounts payable to the fellow subsidiary undertaking are amounts due to Shell Treasury Dollar Company Limited to fund the Company's interest in SEPHD. The loan accrues interest at LIBOR and is repayable in August 2015.

The maturity profile of the carrying amount of the Company's financial liabilities at 31 December 2010 was as follows

		2010 US\$'000	2009 US\$'000
	Within two to five years	770,000	770,000
10	Called up share capital		
		2010 US\$'000	2009 US\$'000
	Authorised		
	280,000,000 (2009 280,000,000) ordinary shares of US\$1 each	280,000	280,000
	Allotted and fully paid		
	216,100,000 (2009 216,100,000) ordinary shares of US\$1 each	216,100	216,100

NOTES TO THE ACCOUNTS (continued)

For the year ended 31 December 2010

11 Reconciliation of movements in reserves and shareholder's funds

	Profit and loss account US\$'000	Share capital US\$'000	Shareholder's funds US\$'000
At 1 January 2009 Profit for the year	(609,306) 51,733	216,100	(393,206) 51,733
At 1 January 2010 Profit for the year	(557,573) 101,450	216,100	(341,473) 101,450
At 31 December 2010	(456,123)	216,100	(240,023)

12 Post balance sheet events

The Company is in process of divesting its investment in SCH to its parent company, SOH

The Company is in process of divesting its investment in SEPHD to a fellow subsidiary company