

Section 94

**Return of Final Meeting in a
Members' Voluntary Winding Up****Pursuant to Section 94 of the
Insolvency Act 1986**

To the Registrar of Companies

S.94

Company Number

04798531

Name of Company

Shell International Investments Ltd

I / We

John David Thomas Milsom 15 Canada Square, Canary Wharf, London, E14 5GL

Allan Watson Graham, 15 Canada Square, Canary Wharf, London, E14 5GL

Note: The copy account must be
authenticated by the written
signature(s) of the Liquidator(s)

give notice that a general meeting of the company was duly held on/summoned for 9 December 2015 pursuant to section 94 of the Insolvency Act 1986, for the purpose of having an account (of which a copy is attached) laid before it showing how the winding up of the company has been conducted, and the property of the company has been disposed of and that ~~the same was done accordingly~~ / no quorum was present at the meeting

~~The meeting was held at 15 Canada Square, London, E14 5GL~~

The winding up covers the period from 1 September 2015 (opening of winding up) to the final meeting (close of winding up)

The outcome of the meeting (including any resolutions passed at the meeting) was as follows

No quorum was present at the meeting and the chairman noted that the liquidators would accordingly vacate their office and have their release, pursuant to 173(2)(d) of the Insolvency Act 1986, immediately after sending a copy of the final account to the Registrar of Companies

Signed



Date 11 December 2015

KPMG LLP
15 Canada Square
Canary Wharf
London
E14 5GL

Ref SF812E4424/JEM/MS

FRIDAY



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COMPANIES HOUSE

Shell International Investments Limited – in Members' Voluntary Liquidation (the 'Company')

Joint Liquidators final progress report for the period from 1 September 2015 to 9 December 2015 presented at the final meeting of members held on 9 December 2015

Name	Shell International Investments Limited
Trading name / Former names	N/A
Company number	04798531
Previous registered office	Shell Centre, London SE1 7NA
Present registered office	KPMG LLP, 15 Canada Square, London E14 5GL
Joint Liquidators	John David Thomas Milsom and Allan Watson Graham
Joint Liquidators' address	KPMG LLP, 15 Canada Square, London E14 5GL
Date of appointment	1 September 2015
Appointed by	Members

*Shell International Investments Limited - in Members' Voluntary Liquidation
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December 2015*

Receipts and payments

Declaration of solvency			
USD\$	ASSET REALISATIONS	USD\$	USD\$
8,053,000	Inter-company debt	<u>NIL</u>	
	LIABILITIES		
(6,000)	Corporation Tax payable	<u>NIL</u>	
	DISTRIBUTIONS		
	Ordinary shareholders	<u>NIL</u>	<u>NIL</u>
<u>8,047,000</u>			<u>NIL</u>

The declaration of solvency, sworn by the directors prior to the commencement of the liquidation, showed an intercompany debt of £8,053,000. However, following their appointment the Joint Liquidators determined that the debt as at the date of liquidation totalled £7,602,590 due from Shell Treasury Centre Limited ("STCL") (the 'Debt'). The Debt has been distributed by assignment to Shell Overseas Holdings Limited ("SOHL"), the sole shareholder of the Company (see "Distributions" below).

Creditors

Notices to creditors to prove their claims in the liquidation were advertised in The London Gazette newspaper on 9 September 2015. No creditors were forthcoming as a result of this advertisement.

Tax

All pre-liquidation corporation tax matters were handled by Shell who prepared and submitted all outstanding returns up to the date of the commencement of the liquidation to HM Revenue & Customs ("HMRC"). The joint liquidators have sought and received confirmation from HMRC that the Company has no outstanding corporation tax returns or liabilities, that it will not raise enquiries into any pre or post liquidation periods and that it has no objection to the liquidators calling a final meeting of members to conclude the liquidation.

A similar assurance was sought and received from HMRC in respect of VAT and PAYE matters.

Distributions

On 2 November 2015, the Joint Liquidators declared a first and final distribution of the assets of the Company to SOHL, as sole shareholder of the Company

The distribution was at the rate of USD \$0.018642937714 per USD \$1 Ordinary share and was effected by assignment of the debt of USD \$7,602,590 due to the Company by STCL.

Joint Liquidators' remuneration and expenses

A written resolution was passed on 1 September 2015 that the remuneration of the Joint Liquidators be fixed at their normal charging rates according to the time properly spent by them and members of their staff in attending to matters arising in the winding up of the Company

In the event, the Liquidators' remuneration is being paid by another group company and accordingly no detailed analysis is included in this report



Signed

John David Thomas Milsom
Joint Liquidator

John David Thomas Milsom and Allan Watson Graham are authorised to act as Insolvency Practitioners by the Institute of Chartered Accountants in England & Wales