

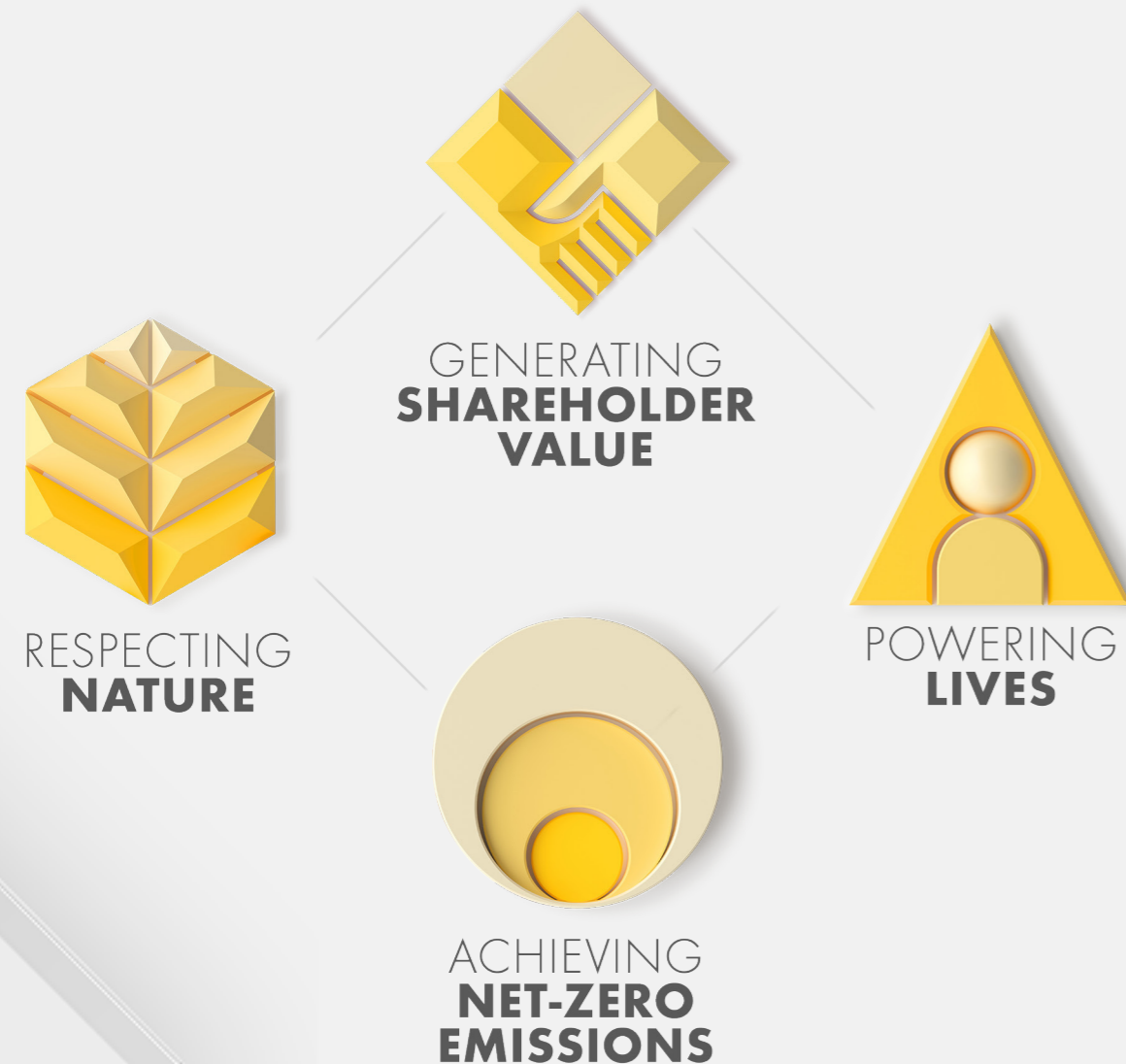


POWERING **PROGRESS** together

YOUR POWERING PROGRESS SHARE AWARD
AN EXPLANATORY GUIDE

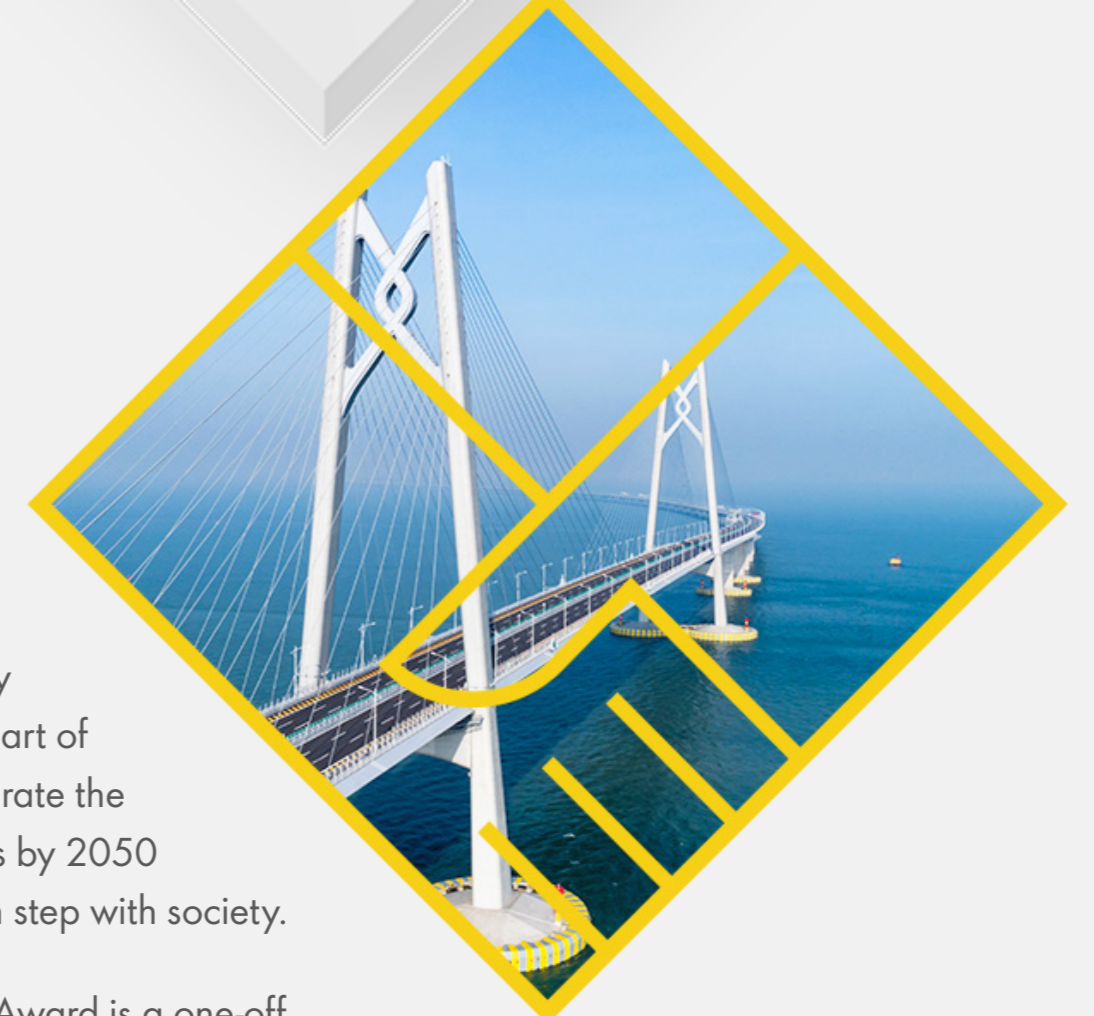
YOUR POWERING PROGRESS **SHARE AWARD**

In Powering Progress, we've set out a strategy to deliver value for our customers, for society, for our investors and for the planet. A strategy that's based on an ambitious set of goals that lay out how we believe Shell can and must play a role as the world accelerates towards a future of cleaner energy.



Achieving our goals will deliver real value for all of our stakeholders. It will build a strong and resilient company by putting customers at the heart of what we do. And it will accelerate the transition to net-zero emissions by 2050 purposefully, and profitably, in step with society.

The Powering Progress Share Award is a one-off conditional Award of **USD 1,000** in Royal Dutch Shell plc (RDS) shares. All eligible employees receive the same value of award, regardless of grade or country. It is an opportunity for us all to have a real sense of ownership, not just of the business but also a share in our future, even if you leave employment as part of the reshaped organisation.



WHAT HAPPENS **AND WHEN**

The Powering Progress Share Award is simple:

Award date
18 June 2021

12 month holding period containing **4 dividend payment**¹ months – Sept, Dec, Mar, June

Sept

Dec

Mar

Vest date
June 2022

Award date - 18 June 2021

- On 18 June 2021 eligible employees of Shell Group companies receive a conditional Award of a number of shares in RDS equal to USD 1,000.
- The number of shares conditionally awarded to you will be determined by two things²:
 - the exchange rate of USD to the currency of your Share Award³ and,
 - the relevant RDS share price determined on the Award date.
- Your conditional Award is held in your **EquatePlus** account for a 12-month holding period – you won't actually own any shares relating to the Award during this time.
- You can log-in to your **EquatePlus** account at any time during the holding period to check the share price and potential value of your conditional Award.
- If dividends are declared during the 12-month holding period, upon vesting you'll receive additional shares to reflect the value of the dividends¹.

Vest date - June 2022

- In June 2022 – Your conditional Award will vest and shares will be delivered, subject to applicable withholding tax and/or similar obligations.
- Your shares will be delivered to your EquatePlus account or Fidelity Stock Plan account (for US employees), subject to the terms and conditions of the Award.
- If a Fidelity Stock Plan account has not been previously created by Fidelity Stock Plan Services for another RDS plc share plan (e.g. GESPP or PSP), Fidelity Stock Plan Services will send a communication before 31 December 2021 to help get your account established and opened⁴. Until you complete the online account opening process, you will not have access to your vested shares.
- When you become a shareholder you will enjoy the benefits of any future dividends¹ and be able to vote at Shell's Annual General Meeting (AGM).
- In certain countries⁵ it will be necessary to cash settle your Award, due to local regulatory reasons.

¹ Please note that no assurance is provided that future dividend payments (if any) will match or exceed previous dividend payments.

² Please refer to the [FAQ](#) to see how your number of shares have been determined.

³ Dependent on your base country location you will be allocated RDSA (Global employees/EUR), RDSB (UK employees/GBP) or RDS.A (US employees/USD) shares.

⁴ If you leave employment and are eligible to retain your Award then you will receive your communication from Fidelity Stock Plan Services before your last day on payroll.

⁵ In these cases, the amount of cash delivered (before tax) will be equal to the value of the vested shares you would otherwise have received and of the notionally accumulated dividends. This will be paid to you after the 12-month holding period.

WILL I NEED **TO PAY TAX?**

You may need to pay tax (and social security, where applicable) at the end of the 12-month holding period.



If you are in a country where there is a withholding obligation for Shell, a sufficient number of shares (or cash in case of a cash settled award) will be withheld to cover the estimated taxes⁶. Any over-withholding will be refunded to you by your payroll or through your personal tax return.



If you are in a country with no withholding obligation, you may need to pay tax through your personal tax return when you declare your income.



You may also be subject to tax on the sale of your shares and/or any dividends you receive after the shares have been delivered to you.

Further details of the tax implications of your award can be found in the **Country Tax Matrix**.

Please note that the positions set out in the Country Tax Matrix are intended as general guidance only. The precise tax implications may vary depending on your personal circumstances.

It is your responsibility to take the necessary actions in respect of your personal tax obligations and you may wish to consult your personal tax adviser.

⁶ This will be dependent on country specific requirements.

WHAT HAPPENS IF I LEAVE EMPLOYMENT BEFORE THE VEST DATE IN JUNE 2022?

What happens to your conditional share Award depends on your reason for leaving employment.

If you leave employment by reason of:

Redundancy (including as part of Reshape)⁷, selective voluntary severance, retirement as determined by the employer, certain divestments, completion of a fixed term contract, disability, injury or ill-health.

You will retain your Powering Progress Share Award. The shares underlying the Award will be delivered to you in June 2022, as described above.

For any other reason (e.g. resignation or dismissal)

You will forfeit your Powering Progress Share Award. You will not receive any shares at the end of the vesting period, regardless of the date you leave.

If you die before the end of the 12-month vesting period, your Award will vest and be delivered to your estate as soon as possible, subject to local legal and tax requirements.



⁷ Please note that the Grantor retains discretion to determine whether Awards are retained in cases other than redundancy.

WHERE CAN I **FIND OUT MORE?**

- You will have received an email confirming your conditional Award.
- Your Award certificate details the number of conditional shares awarded to you and the terms and conditions of your Award. It is accessible from the documents section of your EquatePlus account.
- More details about your conditional Award (including Frequently Asked Questions) can be found on **HR Online** or the **Shell Share Plans** microsite accessible outside the Shell network.
- This Explanatory Guide is a summary. Your conditional Award is granted subject to the rules of the Plan. If there is a conflict between this Explanatory Guide and the rules of Plan, the rules of Plan will prevail. The rules of the Plan are available on **HR Online**.
- This document constitutes part of a Section 10(a) prospectus covering securities that have been registered under the Securities Act of 1933.
- If you have any queries please use the Help section in your EquatePlus account. Please also refer to the contact details **here**.
- Don't forget, you can log into your EquatePlus account via **SSO here** or via HR Online > Policies and Benefits > My EquatePlus Account, or at **www.equateplus.com**



Further information concerning the vest and delivery of your conditional Award will be sent to you in June 2022.

It is important to remember that share prices can go down as well as up and there is some risk attached to owning shares in any company, including RDS plc. If the RDS plc shares you receive are in a currency different to your local currency, the value of your shares will be subject to exchange rate risk.