Shell Retirement Program
Annual Report
2013
# TABLE OF CONTENTS

Report of the Trustees to the Participants ............................................. 1  
What’s New .................................................................................................. 2  
Shell Pension Plan .................................................................................... 2  
Shell Provident Fund .............................................................................. 3  
General Information ................................................................................... 9  
Saving for Retirement ............................................................................... 10  
Other Planning Tools and Resources ....................................................... 16
REPORT OF THE TRUSTEES
TO THE PARTICIPANTS

February 28, 2014

We are pleased to present to you the 2013 Annual Report for the Shell Pension Plan and the Shell Provident Fund, collectively known as the “Shell Retirement Program.” We are also delighted to announce the 75th anniversary of the Shell Provident Fund, which was established in 1939. The Shell Provident Fund was established with 8,639 members and contributions of $1.2 million. At the end of 2013, the Fund has grown to more than $10 billion and over 40,000 participants. Initially, there was one investment offering, and today there is a broad range of options available in 4 Tiers, including several low-cost index investment options in Tiers I and II.

2013 proved to be an unexpectedly good year for most investors. Total assets in the Shell Pension Plan were $11.4 billion at the end of 2013, compared to $10.5 billion at the end of 2012. The Shell Pension Plan earned a total return (net of fees and expenses) of 15%. The increases were primarily attributed to market appreciation. During 2013, Shell contributed $400 million to the Shell Pension Plan to maintain a strong funding position. As Trustees of the Shell Pension Plan, we are committed to prudently managing the assets of the Plan. We select an asset allocation consistent with our risk tolerance that optimizes the tradeoff between risk and return versus a goal of minimizing risk and maximizing returns. A key element of the Plan strategy is diversification, and we regularly assess risk and monitor overall performance. To ensure appropriate controls, the assets of the Shell Pension Plan are held in a separate trust, and performance is independently calculated by a third-party custodian. In addition, pension obligations are computed by an independent actuary.

Currently, the Shell Provident Fund provides active employees the opportunity to contribute on a pretax and/or after-tax basis, and the Company also contributes after the completion of one year of accredited service. During 2013, we continued efforts to reduce the cost of the Plan. An additional 26 funds in Tier III were converted to lower-cost “institutional class” shares. In addition, we negotiated reduced fees with Financial Engines for participants enrolled in the Professional Management program. We also conducted a recordkeeping benchmarking review which resulted in additional fee reductions. Since 2008, our efforts in this area have reduced annual plan costs by approximately $9 million. We are pleased with this outcome as it benchmarks well within the retirement plan industry and in comparison to retail funds outside of the Shell Provident Fund.

We will continue to regularly monitor market events and regulatory activity in addition to assuring compliance with all regulatory requirements on behalf of the Shell Pension Plan and the Shell Provident Fund. We encourage you to take advantage of the various tools and literature available to you as a participant in the Shell Retirement Program. As Trustees, we are proud to see such growth in Plan assets and are pleased for the many participants who have benefitted from the Shell Retirement Program over the years. We are proud to be a part of this 75-year history.

The Trustees,

Bruce Culpepper
Cynthia A.P. Deere
J.H. Hollowell
Robert W. Pease
Susan M. Ward
Dale Wunder

For additional information, please contact the Shell Benefits Service Center at 1-800-30 SHELL (1-800-307-4355) or visit NetBenefits® at www.netbenefits.com/shell.
WHAT’S NEW

PENSION FORMULA NAME CHANGE

Effective January 1, 2014, the Shell Pension Plan’s “Alternate Pension Formula” (APF) has been renamed the ”Accumulated Percentage Formula” (APF) to better describe the benefit being provided. The name change does not impact how benefits under the formula are calculated.

SHELL PENSION PLAN

The Shell Pension Plan (“Plan”) provides benefits for retired employees of the participating companies and certain beneficiaries of deceased participants. The assets of the Plan are held in the Shell Pension Trust. At the end of 2013, there were 22,113 employees in the Plan, and 26,701 pensioners receiving benefits. Over 51,000 pensions have commenced since the start of the Plan in 1938. At the end of 2013, there were 17,174 former employees eligible for a deferred vested pension. Pensions paid totaled $598 million in 2013 and $583 million in 2012.

FUNDING STATUS OF THE PLAN

Each year, the Trustees employ an actuary to independently value the Plan’s assets and liabilities to measure the funding level. At December 31, 2013, net assets were $11.4 billion and liabilities were $11.6 billion. The chart below titled Assets vs. Liabilities shows that the Plan’s funding ratio (net assets divided by the actuarial present value of accumulated Plan benefits) was 0.98 at year-end. This represents a 2% deficit. Liabilities decreased due to an increase in the interest rate that is used in the measurement calculation.

Shell Oil Company and the participating companies contributed $400 million to the Plan in 2013 and $540 million in 2012. The contributions were consistent with the provisions of the Pension Protection Act of 2006, which updated pension funding rules for U.S. corporate pension plans.

Benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC), a federal insurance agency. If the Plan were to terminate without enough money to pay all benefits, the PBGC would step in to pay pension benefits, up to the PBGC’s maximum benefit guarantee, which is set annually. Additional information about the PBGC’s pension insurance program is available at www.pbgc.gov.

2014 SPF CONTRIBUTION LIMITS

Pre-Tax: $17,500
After-Tax: $8,500
Pretax Catch-Up at age 50 or above: $5,500
Sum of employee and Company contributions cannot exceed $52,000 (excluding Catch-Up)

WHAT'S NEW

Investments Made by the Plan

The Plan’s strategic asset allocation is 56.5% Equity; 38.5% Fixed Income and 5% Real Estate. To further reduce the risk of the portfolio, the Trustees approved a strategy shift in public equities from actively managed equities to passive index funds. This allows the Trust to reallocate risk to higher return seeking strategies within private equity and real estate.
SHELL PROVIDENT FUND

The Shell Provident Fund (SPF) was established in 1939 to enable employees to save for their own retirement. Employees are eligible to contribute immediately upon hire. Company contributions begin after employees achieve one year of accredited service. Approximately 88% of employees are contributing to the SPF, with 27% of employees contributing the maximum ($17,500). Approximately 86% of employees contribute on a pretax basis, 10% contribute on an after-tax basis and 24% contribute a portion of their annual incentive compensation pay.

The SPF offers a broad range of investment options so you can build an investment portfolio that’s right for you. You have the flexibility to decide whether to choose from one or a combination of the four investment tiers based on your investment goals, risk tolerance and level of investment knowledge.

It is also a great place to consolidate retirement accounts from former employers or Individual Retirement Accounts (IRAs).

The performance of the SPF is the result of 40,000 participants making investment decisions for their SPF account. The chart to the right captures the overall asset allocation of the SPF as of December 31, 2013. In 2013, the SPF produced a return of 15.7%.

Below is some helpful guidance on how to use the investment options in Tiers I, II, III and IV:

**TIER I – LIFECYCLE FUNDS**

- **Tier I**, Lifecycle Funds, is designed for individuals who are looking for a single fund approach to investing all or part of their assets. With Tier I funds, participants do not need to worry about managing investment options, portfolio diversification or portfolio rebalancing. Simply select the fund with a target date closest to when you plan to begin taking retirement distributions. The fund will be managed to a prescribed level of risk that will be gradually reduced as you move toward retirement. Or if you prefer a different risk profile, choose a fund with an earlier target retirement date (lower risk) or a later date (higher risk).

**TIER II – CORE FUNDS**

- **Tier II**, Core Funds, is designed for individuals who want to develop their own asset allocation and build their own investment portfolio. No single Tier II fund offers participants an acceptable level of diversification. They are intended to be used as part of an investment portfolio. Investment options in Tier II are generally low-cost passive index funds designed to perform consistent with a specific segment of the market. SPF fiduciaries and staff perform due diligence on the individual funds, but participants are responsible for how they use those funds to build a diversified investment portfolio.

**TIER III – MUTUAL FUND WINDOW**

- **Tier III**, Mutual Fund Window, is designed for experienced investors who are comfortable with performing their own investment research, are looking for a broader range of investment choices or are looking for funds that are actively managed. Actively managed funds generally are more expensive than passive index funds, but attempt to provide greater returns than a passively managed fund. SPF fiduciaries and staff do not perform due diligence on Tier III funds.

**TIER IV – FIDELITY BROKERAGELINK®**

- **Tier IV**, BrokerageLink®, is for experienced investors who want to take a very active role in managing their retirement savings. This is an online, self-directed brokerage account providing access to thousands of investments such as mutual funds, stocks, exchange-traded funds, corporate and government bonds, and certificates of deposit. Additional fees apply to a brokerage account, so please refer to the fact sheet and commission schedule for a complete listing of brokerage fees. SPF fiduciaries and Shell staff do not perform due diligence on Tier IV funds.

SPF’s fiduciaries and staff select and perform due diligence on Tier I and Tier II investment options. The due diligence process includes meeting with investment managers to evaluate and monitor each fund’s composition and performance relative to its stated objectives. The SPF’s staff reviews the investment managers’ processes for selecting portfolio composition, compliance
with investment guidelines and asset classes to the stated objectives of the fund. The Trustees, the Plan Administrator and the contributing companies do not provide investment oversight or perform due diligence on Tier III and Tier IV investment options. The SPF’s due diligence process does not provide assurance with regard to future investment performance.

It is important to periodically review your investment portfolio, your investment objectives and the investment options under the SPF to help ensure that your retirement savings will meet your retirement goals. Additional information on investing and diversification can be found at the U.S. Department of Labor’s website [www.dol.gov/ebsa/investing.html](http://www.dol.gov/ebsa/investing.html) or [www.netbenefits.com/shell](http://www.netbenefits.com/shell).
### FUND GROSS EXPENSE RATIOS

#### TIER I – LIFECYCLE FUNDS

<table>
<thead>
<tr>
<th>Fund Name</th>
<th>Expense Ratio</th>
</tr>
</thead>
<tbody>
<tr>
<td>LifePath® Retirement Portfolio</td>
<td>0.11%</td>
</tr>
<tr>
<td>LifePath® 2015 Fund</td>
<td>0.12%</td>
</tr>
<tr>
<td>LifePath® 2020 Fund</td>
<td>0.11%</td>
</tr>
<tr>
<td>LifePath® 2025 Fund</td>
<td>0.12%</td>
</tr>
<tr>
<td>LifePath® 2030 Fund</td>
<td>0.11%</td>
</tr>
<tr>
<td>LifePath® 2035 Fund</td>
<td>0.12%</td>
</tr>
<tr>
<td>LifePath® 2040 Fund</td>
<td>0.11%</td>
</tr>
<tr>
<td>LifePath® 2045 Fund</td>
<td>0.12%</td>
</tr>
<tr>
<td>LifePath® 2050 Fund</td>
<td>0.11%</td>
</tr>
<tr>
<td>LifePath® 2055 Fund</td>
<td>0.12%</td>
</tr>
</tbody>
</table>

#### TIER II – CORE FUNDS

<table>
<thead>
<tr>
<th>Fund Name</th>
<th>Expense Ratio</th>
</tr>
</thead>
<tbody>
<tr>
<td>1–3 Year Government Bond Index</td>
<td>0.06%</td>
</tr>
<tr>
<td>20+ Treasury Bond Index Fund</td>
<td>0.06%</td>
</tr>
<tr>
<td>BlackRock EAFE® Equity Index Fund</td>
<td>0.08%</td>
</tr>
<tr>
<td>Developed Real Estate Index Fund</td>
<td>0.20%</td>
</tr>
<tr>
<td>Emerging Markets Index Non-Lendable Fund</td>
<td>0.19%</td>
</tr>
<tr>
<td>Government/Credit Bond Index Fund</td>
<td>0.06%</td>
</tr>
<tr>
<td>Intermediate Government Bond Index Fund</td>
<td>0.06%</td>
</tr>
<tr>
<td>Mid-Cap Equity Index Fund</td>
<td>0.05%</td>
</tr>
<tr>
<td>Royal Dutch Shell Stock Fund</td>
<td>0.03%</td>
</tr>
<tr>
<td>Russell 1000® Growth Index Fund</td>
<td>0.06%</td>
</tr>
<tr>
<td>Russell 1000® Index Fund</td>
<td>0.06%</td>
</tr>
<tr>
<td>Russell 1000® Value Index Fund</td>
<td>0.06%</td>
</tr>
<tr>
<td>Russell 2000® Equity Index Fund</td>
<td>0.06%</td>
</tr>
<tr>
<td>Russell 2000® Growth Index Fund</td>
<td>0.07%</td>
</tr>
<tr>
<td>Russell 2000® Value Index Fund</td>
<td>0.07%</td>
</tr>
<tr>
<td>Thrift Fund</td>
<td>0.13%</td>
</tr>
<tr>
<td>U.S. Debt Index Fund</td>
<td>0.05%</td>
</tr>
<tr>
<td>U.S. Equity Index Fund</td>
<td>0.02%</td>
</tr>
<tr>
<td>U.S. Equity Market Fund</td>
<td>0.05%</td>
</tr>
<tr>
<td>U.S. Treasury Inflation Protected Securities Index Fund</td>
<td>0.05%</td>
</tr>
</tbody>
</table>

#### TIER III – MUTUAL FUND WINDOW

Investment management fees are set by the mutual fund company and are reflected in the fund’s prospectus. As of December 31, 2013, these gross expense ratios ranged from 0.05% to 10.83% (net 0.81%). See the Investment Performance Summary available in NetBenefits for a complete listing of expense ratios.

### 2013 Investment Allocation ($ in Millions)

- **Tier III**: 41.5% | $4,238
- **Tier II Index Funds**: 28.0% | $2,867
- **Thrift Fund**: 14.1% | $1,441
- **RDS Stock Fund**: 8.7% | $889
- **LifePath Funds**: 5.3% | $545
- **BrokerageLink**: 2.4% | $240

### Asset Values ($ in Billions)

- 2009: $8.2
- 2010: $8.7
- 2011: $8.5
- 2012: $9.0
- 2013: $10.2

- **Tier III**: 42.1%
- **Tier II Index Funds**: 27.2%
- **Thrift Fund**: 9.8%
- **RDS Stock Fund**: 5.4%
- **LifePath Funds**: 14.4%
- **BrokerageLink**: 1.1%
RECORDKEEPING FEES

The SPF conducted a recordkeeping fee benchmarking study in 2013, which served as the basis for a new recordkeeping agreement with Fidelity effective July 1, 2013. The basic structure of the new agreement is a fixed fee per participant to cover “core” services (paid quarterly), with additional fees for services and activities outside of the prescribed list of “core” services.

Under the new recordkeeping agreement, Fidelity will make quarterly payments to the SPF for the amount that quarterly “revenue sharing”1 exceeds the quarterly “core” services recordkeeping fee (Revenue Credit). The Revenue Credit is an asset of the SPF which the Plan can use to pay for costs of administering the Plan (non-“core” recordkeeping, operational costs, etc.).

In the event that Plan expenses exceed available Plan offsets and Revenue Credits, net expenses would be charged on a prorated basis against a portion of the participants’ accounts held in Tier I, II and III funds (drawn in order of the funds’ alphanumeric fund codes). In the event that Revenue Credits exceed Plan expenses, residual amounts will be allocated to participant accounts on a schedule and in a manner established by the Plan Administrator.

1Fidelity may receive payment for recordkeeping and shareholder services attributable to a non-Fidelity mutual fund that is offered as an investment option in the SPF. While a similar arrangement does not exist for Fidelity funds, Fidelity attributes a portion of the expense ratio of certain Fidelity funds to support recordkeeping services. These payments and attributions do not increase the costs above the published mutual fund fees for participants who choose that investment option, and within the industry are generally referred to as “revenue sharing.”

OPERATING/ADMINISTRATIVE COSTS

For 2013, the SPF paid administrative fees of $621,160. Plan credits provided by Fidelity and other sources were sufficient to cover these costs. As a result, there were no charges to participant accounts.

In addition to the charges mentioned above, Shell Oil Company absorbed the cost of providing Financial Engines® Online Advice. See page 15 for additional information on this service.

For more information on fund expense ratios, contact the Shell Benefits Service Center at 1-800-30 SHELL (1-800-307-4355) or visit NetBenefits at www.netbenefits.com/shell.

TIPS FOR MAXIMIZING YOUR BENEFITS

TIP 1: CONSIDER FEES WHEN MAKING YOUR INVESTMENT DECISIONS

Assume that you are an employee with 35 years until retirement and a current 401(k) account balance of $25,000. If returns on investments in your account over the next 35 years average 7% and fees and expenses reduce your average returns by 0.5%, your account balance will grow to $227,000 at retirement, even if there are no further contributions to your account. If fees and expenses are 1.5%, however, your account balance will grow to only $163,000. The 1% difference in fees and expenses would reduce your account balance at retirement by 28%. The cumulative effect of the fees and expenses on your retirement savings can be substantial (U.S. Department of Labor, www.dol.gov).
TIP 2: ADDITIONAL FACTORS TO CONSIDER IN YOUR INVESTMENT

Don’t consider fees in a vacuum. They are only one part of the bigger picture including investment risk and returns and the extent and quality of services provided. Remember that higher investment management fees do not necessarily mean better performance, nor is cheaper necessarily better. Compare the net returns relative to the risks among the available investment options (U.S. Department of Labor, www.dol.gov).

Some additional factors to consider when making investment decisions are your:

- Investment horizon
- Risk tolerance and return expectations

But remember, past performance is no guarantee of future results.

Fee Advantages of Tier I and II Funds

Although they are not identical, some of the investment options in Tier III of the SPF have similar investment styles as the investment options in Tier I and Tier II. The investments in Tier I and Tier II are less expensive for two notable reasons:

1. Tier I and Tier II are passive investments (generally index funds). Passive investments are less expensive than actively managed mutual funds; and

2. The SPF is able to negotiate pricing directly with the fund company based on the total pool of assets invested with the fund company. SPF participants benefit from economies of scale.

The result is lower fees relative to similar funds in Tier III.

The chart below identifies some of these funds and compares the expense ratios. Please note that investment fees can change without advance notice.

GROSS EXPENSE RATIO COMPARISON BY INVESTMENT STYLE AS OF DECEMBER 31, 2013

<table>
<thead>
<tr>
<th>TIER I – INVESTMENT OPTION</th>
<th>TIER III – INVESTMENT OPTION</th>
<th>GROSS EXPENSE RATIO COMPARISON BY INVESTMENT STYLE AS OF DECEMBER 31, 2013</th>
</tr>
</thead>
<tbody>
<tr>
<td>LifePath® Retirement Portfolio Fund</td>
<td>0.11%</td>
<td>Fidelity Freedom K® Income Fund</td>
</tr>
<tr>
<td>LifePath® 2015 Fund</td>
<td>0.12%</td>
<td>Fidelity Freedom K® 2015 Fund</td>
</tr>
<tr>
<td>LifePath® 2020 Fund</td>
<td>0.11%</td>
<td>Fidelity Freedom K® 2020 Fund</td>
</tr>
<tr>
<td>LifePath® 2025 Fund</td>
<td>0.12%</td>
<td>Fidelity Freedom K® 2025 Fund</td>
</tr>
<tr>
<td>LifePath® 2030 Fund</td>
<td>0.11%</td>
<td>Fidelity Freedom K® 2030 Fund</td>
</tr>
<tr>
<td>LifePath® 2035 Fund</td>
<td>0.12%</td>
<td>Fidelity Freedom K® 2035 Fund</td>
</tr>
<tr>
<td>LifePath® 2040 Fund</td>
<td>0.11%</td>
<td>Fidelity Freedom K® 2040 Fund</td>
</tr>
<tr>
<td>LifePath® 2045 Fund</td>
<td>0.12%</td>
<td>Fidelity Freedom K® 2045 Fund</td>
</tr>
<tr>
<td>LifePath® 2050 Fund</td>
<td>0.11%</td>
<td>Fidelity Freedom K® 2050 Fund</td>
</tr>
<tr>
<td>LifePath® 2055 Fund</td>
<td>0.12%</td>
<td>Fidelity Freedom K® 2055 Fund</td>
</tr>
<tr>
<td>U.S. Equity Index Fund</td>
<td>0.02%</td>
<td>Spartan® 500 Index Fund</td>
</tr>
<tr>
<td>U.S. Equity Market Fund</td>
<td>0.05%</td>
<td>Spartan® Total Market Index Fund</td>
</tr>
<tr>
<td>Mid-Cap Equity Index Fund</td>
<td>0.05%</td>
<td>Spartan® Extended Market Index Fund</td>
</tr>
<tr>
<td>Intermediate Government Bond Index Fund</td>
<td>0.06%</td>
<td>Spartan® Intermediate Treasury Bond Index Fund</td>
</tr>
<tr>
<td>20+ Treasury Bond Index Fund</td>
<td>0.06%</td>
<td>Spartan® Long-Term Treasury Bond Index Fund</td>
</tr>
<tr>
<td>1–3 Year Government Bond Index Fund</td>
<td>0.06%</td>
<td>Spartan® Short-Term Treasury Bond Index Fund</td>
</tr>
<tr>
<td>U.S. Debt Index Fund</td>
<td>0.05%</td>
<td>Spartan® U.S. Bond Index Fund</td>
</tr>
<tr>
<td>Thrift Fund</td>
<td>0.13%</td>
<td>Fidelity® Cash Reserves</td>
</tr>
</tbody>
</table>

TIER II – INVESTMENT OPTION continued

- Fidelity® Money Market Trust Retirement Government Money Market Portfolio 0.42%
- Fidelity® Money Market Trust Retirement Money Market Portfolio 0.42%
- Fidelity® Select Money Market Portfolio 0.30%
- Fidelity® U.S. Government Reserves 0.32%

- Developed Real Estate Index Fund 0.20% Fidelity® Real Estate Investment Portfolio 0.81%
- Emerging Markets Index Non-Lendable Fund 0.19% Fidelity Emerging Market Fund 0.87% Morgan Stanley Institutional Emerging Markets Fund 1.49%
FEE ADVANTAGES OF TIER III FUNDS VS TIER IV

A fee advantage also exists for many investment options in Tier III that are also offered in Tier IV. While SPF does not select the investment options for Tier III, using the Tier III Mutual Fund Window structure allows the SPF to aggregate all participants’ investments by fund allowing participants to receive “institutional pricing” (lower cost) on many funds. This is possible in situations where investments in a fund meet the fund manager’s investment level threshold. Some examples of funds that qualify for institutional pricing in Tier III of the SPF are listed below.

Fidelity labels their institutional class funds as “Class-K,” while other fund companies label their institutional shares differently. If you are invested in mutual funds via the Brokerage window, it may be to your advantage to determine if they are available in Tier III and compare expense ratios.

<table>
<thead>
<tr>
<th>TIER III</th>
<th>GROSS EXPENSE RATIO</th>
<th>TIER IV</th>
<th>TIKER</th>
<th>GROSS EXPENSE RATIO</th>
<th>TIER III VS. TIER IV PRICING ADVANTAGE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fidelity® Contrafund® – Class K</td>
<td>0.63%</td>
<td>Fidelity Contrafund®</td>
<td>FCNTX</td>
<td>0.74%</td>
<td>–0.11</td>
</tr>
<tr>
<td>Fidelity® Puritan® Fund – Class K</td>
<td>0.47%</td>
<td>Fidelity Puritan® Fund</td>
<td>FPURX</td>
<td>0.58%</td>
<td>–0.11</td>
</tr>
<tr>
<td>PIMCO Total Return Fund – Institutional Class</td>
<td>0.46%</td>
<td>PIMCO Total Return Fund – D</td>
<td>PTTDX</td>
<td>0.75%</td>
<td>–0.29</td>
</tr>
<tr>
<td>Fidelity Low-Priced Stock Fund – Class K</td>
<td>0.68%</td>
<td>Fidelity Low-Priced Stock Fund</td>
<td>FLP SX</td>
<td>0.80%</td>
<td>–0.12</td>
</tr>
<tr>
<td>Fidelity Blue Chip Growth Fund – Class K</td>
<td>0.61%</td>
<td>Fidelity Blue Chip Growth Fund</td>
<td>FBGRX</td>
<td>0.76%</td>
<td>–0.15</td>
</tr>
<tr>
<td>Fidelity OTC Portfolio – Class K</td>
<td>0.62%</td>
<td>Fidelity OTC Portfolio</td>
<td>FOCPX</td>
<td>0.76%</td>
<td>–0.14</td>
</tr>
</tbody>
</table>

Lower share pricing in Tier III may mean more money for your retirement. It is also one of the advantages of investing in the SPF rather than in an IRA. Please note that mutual fund fees are subject to change without advanced notice.

Since 2008, approximately 180 investment funds within the Mutual Fund Window have been converted to a lower-cost share class.
GENERAL INFORMATION

TRUSTEES AND ADMINISTRATION OF THE SHELL RETIREMENT PROGRAM

Trustees
as of February 28, 2014
Bruce Culpepper
Executive Vice President Human Resources – Upstream/Americas
Shell Energy Resources Company

Cynthia A.P. Deere
VP Finance – Global Functions & U.S. Country Controller – Shell Oil Company

J.H. Hollowell
Executive Vice President, Deep Water – Upstream/Americas
Shell Energy Resources Company

Robert W. Pease
Vice President Trading & Supply Global Business Excellence

Susan M. Ward
Head, M&A and Commercial Finance – Americas
Shell Oil Company

Dale Wunder
Vice President, Human Resources Operations – Shell Oil Company

Officers
as of February 28, 2014
Bruce Culpepper
Chairman

Susan M. Ward
Vice Chairman

Cathy K. Potter
Plan Administrator

Richard W. Bohan
Secretary

David P. Winston
Assistant Secretary

Investment Committee
as of February 28, 2014
Cynthia A.P. Deere
Trustee

Cathy K. Potter
Vice Chairman of Investment Committee

Susan M. Ward
Trustee and Chairman of Investment Committee

Dale Wunder
Trustee

Shell Provident Fund
as of December 31, 2013

Pyramis/Investment Manager

Pyramis Global Advisors:
Thrift Fund

Fidelity Management Trust Company:
U.S. Equity Index Fund
Royal Dutch Shell Stock Fund

BlackRock Institutional Trust Company, N.A.:
LifePath® Retirement Portfolio Fund
LifePath® 2015 Fund
LifePath® 2020 Fund
LifePath® 2025 Fund
LifePath® 2030 Fund
LifePath® 2035 Fund
LifePath® 2040 Fund
LifePath® 2045 Fund
LifePath® 2050 Fund
LifePath® 2055 Fund
U.S. Debt Index Fund
Intermediate Government Bond Index Fund
20+ Treasury Bond Index Fund
U.S. Equity Market Fund
Mid-Cap Equity Index Fund
Government/Credit Bond Index Fund
1–3 Year Government Bond Index Fund
Russell 1000® Index Fund
Russell 1000® Growth Index Fund
Russell 1000® Value Index Fund
Russell 2000® Equity Index Fund
Russell 2000® Growth Index Fund
Russell 2000® Value Index Fund
U.S. Treasury Inflation Protected Securities Index Fund
Developed Real Estate Index Fund
BlackRock EAFE Equity Index Fund
Emerging Markets Index
Non-Lendable Fund

Brokerage Services
Fidelity Brokerage Services LLC

Advisory Services
Financial Engines® Advisors L.L.C.

Recordkeeper
Fidelity Workplace Services LLC

Shell Pension Trust
as of December 31, 2013

Custodian
The Bank of New York Mellon

Investment Managers
AXA Equitable Life Insurance Company
BlackRock Institutional Trust Company, N.A.
Dodge & Cox
Guggenheim Partners
Logan Circle Partners, LP
Northern Trust Investments, Inc.
Payden & Rygel
Russell Implementation Services, Inc.
The Bank of New York Mellon
Wellington Management Company, LLP
Western Asset Management Company

Actuary
Buck Consultants, LLC

Consultant
Russell Investments

Recordkeeper
Fidelity Workplace Services LLC
SAVING FOR RETIREMENT

The Shell Provident Fund (SPF) was established by Shell and the participating companies in part to assist employees in preparing for retirement. In broad terms, for that to be accomplished, three functional groups must be involved and play their part: (1) the Plan Sponsor (Shell) must continue to sponsor and support the SPF; (2) the SPF fiduciaries (Trustees and Plan Administrator) must continue to ensure that the SPF is administered consistent with the sponsor’s design and regulatory requirements, and that the investment structure remains robust; and (3) the participants utilize the SPF in support of and consistent with their retirement goals.

Shell periodically reviews the design of its benefit program and benchmarks against other companies, so it is comfortable that the design is robust. The SPF fiduciaries and members of Shell Retirement Funds perform ongoing due diligence to monitor compliance with plan design and regulations and ensure that the investment structure remains robust. Additionally, a fair amount of time is spent considering whether the participants are doing their part—taking full advantage of the SPF opportunity to further their preparation for retirement.

The Trustees and members of Shell Retirement Funds get a variety of data on participant behavior, including contribution rates, asset allocations, balances, loans/leakage, etc. We can compare SPF data to industry averages or Fidelity average client data and draw some inferences. We can make assumptions based on the data, and we can extrapolate and project the data, but, candidly, we do not see retirement assets held in savings plans of former employers, retirement assets held in IRAs, or other pools of assets. We do not know the retirement lifestyle that each participant is striving for or their overall financial goals. For any given participant in the SPF, we do not know whether that individual is making effective use of the SPF to prepare for his or her retirement. The only person who knows that is you (and perhaps your financial advisor).

So the question we pose to you is: Are you doing your part?

Your part, simply stated, can be broken down into four steps:

1. Plan for your retirement.
2. Save for your retirement.
3. Invest your retirement savings.
4. Repeat/refine that process throughout your working life.

PLANNING

The planning process may look very different for someone who is 40 years from retirement versus someone who is 5 years away. The closer to retirement, the more refined the plan should become. But you need a plan to understand what you’re trying to accomplish and how you will get there. A number of tools are available to aid participants in establishing a plan (see pages 15 and 16). We can get a sense for what participants are doing by looking at how participants are using these tools.

Some SPF planning data:

- Since 2007, nearly 5,000 participants have used Financial Engines Online Advice.
- Use of Fidelity tools in 2013:
  - Retirement Quick Check: 4,600 participants*
  - Retirement Income Planner: 2,400 participants*
  - Income Strategy Evaluator: 600 participants*

That is interesting information, but represents a relatively small percentage of the 40,000 SPF participants.

There are any number of tools available via the Internet that may help you plan for your retirement, and some participants have hired personal financial planners/advisors. Use of non-plan tools is fine, we just do not have the ability to measure their usage.

According to a 2012 Wells Fargo survey, 75% of Americans describe their calculations for retirement to be “some sort of a guess.”

The question we pose to you is: When it comes to your retirement, are you GUESSING, or are you PLANNING?

If you are not a “planner,” perhaps it’s time to start, and using the tools available through the SPF is a great way to begin.

*Based on monthly utilization.
SAVING

How much do I need to save? How much should I be saving each year? Is my savings on track to meet my goal? These are all important questions that participants periodically ask.

If you have performed the “planning” step discussed above, you have a sense of the answers for your specific situation. If not, we suggest that you take 15–20 minutes and have a look at the planning tools available through the SPF.

Some SPF Data as of December 31, 2013:

- The average SPF balance is $250,000 compared to a Fidelity client-wide average for large plans of $90,000. SPF averages by age: $44,000 for participants under 36 years of age, $177,000 for participants age 36–50, and $360,000 for participants age 51–65.
- Approximately 86% of employees are making pretax contributions, and 10% are making after-tax contributions. 30% of eligible staff are making catch-up contributions.
- 27% of employees contributed the pretax maximum of $17,500 in 2013 (possibly more if they were catch-up eligible).

Employee Pretax Contribution Rates

<table>
<thead>
<tr>
<th>AT LEAST</th>
<th>LESS THAN</th>
<th>#</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td>1%</td>
<td>3%</td>
<td>1,046</td>
<td>6%</td>
</tr>
<tr>
<td>3%</td>
<td>5%</td>
<td>2,175</td>
<td>12%</td>
</tr>
<tr>
<td>5%</td>
<td>7%</td>
<td>2,682</td>
<td>14%</td>
</tr>
<tr>
<td>7%</td>
<td>9%</td>
<td>1,572</td>
<td>8%</td>
</tr>
<tr>
<td>9%</td>
<td>11%</td>
<td>3,560</td>
<td>19%</td>
</tr>
<tr>
<td>11%</td>
<td>13%</td>
<td>1,937</td>
<td>10%</td>
</tr>
<tr>
<td>13%</td>
<td></td>
<td>5,842</td>
<td>31%</td>
</tr>
</tbody>
</table>

Again, this is interesting data, and the average balance data is very positive. But we do not necessarily have a complete picture of participant savings rates, as we do not know a participant’s situation outside the SPF. We do not know about accumulated savings in prior employers’ plans or IRAs. We do not know about participant savings processes outside the SPF.

At a macro level, financial advisors generally recommend saving 10%–15% of your annual income every year, but your retirement saving needs could vary based on your personal situation. You can use that as a general guide, but we suggest that you use the tools to tailor your retirement savings to your specific circumstances.

Shell has developed an online educational tool to assist employees, “Retirement Readiness 101” at HR Online>My Benefits>United States Wealth>Save.Right.Now.

The question we pose to you is: Is your retirement savings rate sufficient to accumulate retirement assets to support your future planned retirement lifestyle? If you’re not sure, perhaps it’s time to take advantage of the SPF tools… today.

The earlier you start saving, the better off you will be. The following illustrates that point.

SAVE EARLY

Let’s say that you put $1,000 at the beginning of each year into the SPF from age 20 through age 30 (11 years) and then never put in another dime. And let’s assume the account earns 7% annually. When you retire at age 65 you’ll have $168,514 in the account. A friend doesn’t start until age 30, but saves the same amount annually for 35 years straight. Despite putting in three times as much money, your friend’s account grows to only $147,913.*1

TAKE ADVANTAGE OF THE POWER OF COMPOUNDING

Save, invest and let your money work for you. The chart below depicts the value of $1,000 compounded at various rates of return over time:*1

<table>
<thead>
<tr>
<th>YEARS</th>
<th>4%</th>
<th>6%</th>
<th>8%</th>
<th>10%</th>
</tr>
</thead>
<tbody>
<tr>
<td>10</td>
<td>$1,481</td>
<td>$1,791</td>
<td>$2,159</td>
<td>$2,594</td>
</tr>
<tr>
<td>20</td>
<td>$2,191</td>
<td>$3,207</td>
<td>$4,661</td>
<td>$6,728</td>
</tr>
<tr>
<td>30</td>
<td>$3,243</td>
<td>$5,743</td>
<td>$10,063</td>
<td>$17,449</td>
</tr>
</tbody>
</table>

*Your own Plan account may earn more or less than this example, and income taxes will be due when you withdraw from your account. Investing in this manner does not ensure a profit or guarantee against a loss in declining markets.

1Source: Savings Fitness: A Guide to Your Money and Your Financial Future, available to consumers by the U.S. Department of Labor and the Certified Financial Planner Board of Standards.
To borrow a phrase often quoted in the retirement industry “you cannot invest your way out of a savings problem,” which essentially means that the best way to increase retirement savings is to increase your savings rate, not increase your investment risk in an effort to squeeze out incremental returns. That said, it is important to invest your retirement assets in a diversified portfolio, consistent with your appetite for risk and your ability to take risk.

According to a 2012 Wells Fargo survey, 74% of those surveyed felt that employers should provide personal advice to help employees manage their retirement savings.

Although neither Shell nor the SPF provides participants with individual investment advice, there are several tools available within the SPF to assist participants in making investment decisions and building diversified portfolios. (See tools page 15.) The SPF offers participants “prebuilt” diversified portfolios through two different target date fund families: BlackRock LifePath funds in Tier I, and Fidelity’s Freedom funds in Tier III. Participants can also enroll in Financial Engines Professional Management program (fee based) and let Financial Engines build a diversified portfolio on their behalf, or use Financial Engines Online Advice Service or Fidelity’s Portfolio Review.

At a plan level, the asset allocation of the SPF looks very similar to the average for all large Fidelity clients:

Approximately 36% of SPF participants are invested in a diversified portfolio within the SPF. As of December 31, 2013:

- 22% of SPF participants were 75% or more invested in target date funds (LifePath or Freedom series)
- 14.2% of SPF participants had enrolled in Financial Engine’s Professional Management product

Presumably, many participants are building diversified portfolios without using the above easily quantifiable approaches, which is great.

However, some participants have 75% or more of their SPF assets invested in nondiversified investment options, including:

1. Royal Dutch Shell Stock Fund: 1,960 participants (5% of participants)
2. Thrift Fund: 4,300 participants (11% of participants)

These positions may or may not be part of a broader diversified investment strategy for the individuals who include assets outside of the SPF.

The question we pose to you is: Is your asset allocation a conscious decision that reflects a variety of factors including your ability to take risk, personal risk tolerance, retirement income needs, expected sources of retirement income, expected volatility of the financial markets and expected longevity?

If no, perhaps it’s time to take advantage of the SPF tools. Fifteen minutes can put you on a path to a better retirement.
LET’S TALK ABOUT RETIREMENT SAVINGS LEAKAGE

“It’s your money, use it when you want to use it.” As a concept statement, that well-known advertising line is also true for your SPF account balance, but we would encourage you to refrain from doing so preretirement if at all possible.

The SPF generally allows participants to borrow up to 50% of their SPF account balance, up to a maximum of $50,000, as well as apply for hardship withdrawals (consult your Summary Plan Description for details). As of December 31, 2013, 8,100 participants had outstanding loans totaling $149 million, and 259 participants took hardship withdrawals totaling $3 million during 2013.

Use of these Plan features is called “leakage” within the retirement industry because your SPF account is intended to be a vehicle for accumulating assets for retirement. To the extent that you remove assets from your account, those assets are no longer working toward that objective, hence the term leakage. Participants taking loans and withdrawals preretirement are making a decision to sacrifice some of their future retirement accumulation in exchange for immediate spending. That decision is theirs to make but should not be taken lightly. As you evaluate your personal financial situation and whether you should utilize those Plan features, please keep in mind the drawbacks which include the following:

I. LOANS

1. Loss of Investment Return. Plan loans are subject to an interest rate as provided in the Plan. At December 31, 2013, this rate was 3.25%. Many participants rationalize that SPF loans are more advantageous than a bank loan because they are paying interest to themselves. However, to the extent that the loan interest is less than the expected return of assets inside the SPF, accumulation of retirement savings has been negatively impacted.

2. Suspension of Contributions During Period of a Loan. Employees are permitted (in fact encouraged) to continue making contributions to the SPF during the period of a loan. A 2011 study by AonHewitt estimated that ceasing deferrals during the period of a 5-year loan can erode future retirement income by 10%–13% for individuals in the early to middle part of their careers.

3. Employment Termination May Accelerate a Loan. The Plan requires that monthly loan payments for active employees be made via payroll deduction. To the extent that an employee terminates with an outstanding loan, loan payments are permitted to continue via coupon book. However, in situations where the employee has previously defaulted on a loan, termination may trigger an immediate acceleration of the loan, and, if not repaid, will be defaulted.

4. IRS Penalties on Early Withdrawal. Certain distributions, including loan defaults, prior to age 59½ can be considered an early distribution from your SPF account, subject to income tax in the year of default as well as a 10% early withdrawal penalty.

II. HARDSHIP WITHDRAWALS

1. Hardship withdrawals are considered taxable income to the participant, and, if taken prior to age 59½, may be subject to a 10% early withdrawal penalty.

2. Employee contributions to the SPF are suspended for 183 days following a hardship withdrawal, and will not be automatically reinstated. Employees must re-establish employee deferrals to resume their contributions to SPF.

III. CASHOUTS ON TERMINATION

Cashing out your retirement account on termination is potentially the most injurious form of leakage. The AonHewitt study found that cashouts were more prevalent with younger workers, and estimated that cashing out balances (rather than keeping them with their former employer, or rolling to an IRA or future employer) impacted final retirement benefits by 11%–67% depending on the number of job changes and size of account balances. The Shell Benefits Service Center (SBSC) will mail terminated staff a brochure within 30 days of termination that outlines options for their Shell Provident Fund account. That brochure is also available for order via NetBenefits or by calling the Shell Benefits Service Center.

So in summary, it’s your money, use it when you want to use it, but be aware of the implications. Perhaps the better descriptor is “it’s your money, but don’t use it preretirement unless you absolutely need to use it.”
REMINDER OF THE IMPORTANCE OF A DIVERSIFIED PORTFOLIO

To help achieve long-term retirement security, you should give careful consideration to the benefits of a well-balanced and diversified investment portfolio. Spreading your assets among different types of investments can help you achieve a favorable rate of return, while reducing your overall risk of losing money. This is because market or other economic conditions that cause one category of assets, or one particular security, to perform very well often cause another asset category, or another particular security, to perform poorly. Although diversification is not a guarantee against loss, it is an effective strategy to help you manage investment risk. In deciding how to invest your retirement savings, you should take into account all your assets, including any retirement savings outside of the SPF. No single approach is right for everyone because, among other factors, individuals have different financial goals, different time horizons for meeting their goals and different tolerances for risk.

SPF participants are responsible for the investment of their SPF account as well as their other assets. For participants who are looking for a simple way to achieve a diversified portfolio, target date funds are worth a look—either the LifePath funds offered in Tier I or the Freedom funds in Tier III. Approximately 22% of SPF participants are using these funds to invest at least 75% of their SPF account. Target date funds are an easy way to invest in a prebuilt diversified portfolio that will be periodically rebalanced by the fund manager, but you should review the fund’s literature before investing to determine whether it’s the right investment for you.

Another simple approach is to enroll in Financial Engines Professional Management program. Approximately 12% of SPF participants are currently taking advantage of this avenue to a diversified portfolio. You can enroll in their Professional Management program by logging on to NetBenefits and following the Financial Engines prompts.

For participants who prefer to take a more active role in managing their SPF account, the SPF provides participants with an excellent selection of investment options to build a portfolio consistent with their desired risk appetite. Financial Engines Online Advice is one service offered to participants to aid in that process. You can access their Online Advice service by logging on to NetBenefits and following the Financial Engines prompts.

It is important to periodically review your investment portfolio, your investment objectives and the investment options under the SPF to help ensure that your retirement savings will meet your retirement goals. Additional information on investing and diversification can be found on the U.S. Department of Labor’s website at www.dol.gov/ebsa/investing.html.

Your SPF portfolio should be viewed as one piece of your long-term financial portfolio. That financial portfolio also includes your pension benefits, personal savings and Social Security benefits. You should establish a target asset allocation consistent with your appetite for risk, investment time horizon and projected retirement needs. Your target asset allocation will change over time based on changes in your personal factors. You will want to periodically rebalance your portfolio (at least annually) back to your target asset allocation, and that rebalancing may occur more frequently during periods of large market movement. You are encouraged to take advantage of the educational and portfolio management tools available through NetBenefits to determine the investment strategy that is right for you and your personal situation.
TOOLS AND RESOURCES AVAILABLE THROUGH NETBENEFITS

RETIREMENT INCOME PLANNER
You are saving for retirement, but how do you know if you will have enough income to last throughout your retirement? This tool helps you complete an estimate of your retirement expenses, review asset allocation and investment strategies and experiment with changes to improve your plan.

INCOME STRATEGY EVALUATOR
This tool helps you determine an appropriate investment strategy for your income needs in retirement.

INVESTMENT PERFORMANCE AND RESEARCH
Provides the capability of searching, sorting and comparing the investment options available in the SPF by a wide variety of criteria including performance, asset class, Morningstar ratings and more. This tool includes:

- Investment Options Evaluator: offers the capability to research SPF investment options based on defined criteria;
- Comparison Tool: allows for detailed, side-by-side comparison of up to five investment options; and
- Quick Search Tool: allows easy identification of an investment option based on an investment name, symbol, fund family or top holding.

RETIREMENT QUICK CHECK
If your retirement is still years away, use this tool to find out if you’re on track to save enough for retirement.

PORTFOLIO REVIEW
If you need help choosing investments, you may use this tool to review your goals and receive a target investment mix.

FINANCIAL ENGINES®
Two different services are available to you from Financial Engines Advisors L.L.C., an independent investment advisory firm:

- Online Advice: A financial modeling service available at no cost to you; and
- Professional Management: You may enroll in this discretionary management program for an incremental fee deducted from your SPF account.

Advisory services, including Online Advice and Professional Management, provided by Financial Engines Advisors L.L.C., a federally registered investment advisor and wholly owned subsidiary of Financial Engines, Inc. Future results are not guaranteed by Financial Engines or any other party. Financial Engines is not affiliated with Fidelity Investments or its affiliates.

PORTFOLIO REBALANCE
Provides the capability to complete multiple exchanges of existing retirement balances in a single, simple transaction:

- Rebalances portfolio based on desired percentage elections; and
- Offers the opportunity to rebalance as often as desired.

ANNUAL INCREASE PROGRAM
Enroll in a program to automatically increase your contribution amount election each year.

FINANCIAL ENGINES®
Two different services are available to you from Financial Engines Advisors L.L.C., an independent investment advisory firm:

- Online Advice: A financial modeling service available at no cost to you; and
- Professional Management: You may enroll in this discretionary management program for an incremental fee deducted from your SPF account.

Advisory services, including Online Advice and Professional Management, provided by Financial Engines Advisors L.L.C., a federally registered investment advisor and wholly owned subsidiary of Financial Engines, Inc. Future results are not guaranteed by Financial Engines or any other party. Financial Engines is not affiliated with Fidelity Investments or its affiliates.

PORTFOLIO REBALANCE
Provides the capability to complete multiple exchanges of existing retirement balances in a single, simple transaction:

- Rebalances portfolio based on desired percentage elections; and
- Offers the opportunity to rebalance as often as desired.

ANNUAL INCREASE PROGRAM
Enroll in a program to automatically increase your contribution amount election each year.
OTHER PLANNING TOOLS AND RESOURCES

AMERIPRISE FINANCIAL, INC.*

This financial advisor offers fee-based investment advice.

INVESTMENT EDUCATION COURSES**

Various free seminars are offered for Shell/Motiva employees. Fidelity Investments and Ameriprise Financial have presented financial topics such as:

- Getting on the Right Path with Your Workplace Savings;
- Actions You Can Take in a Volatile Market;
- Financial Insights;
- Confident Investing in Any Market;
- Designing Your Financial Roadmap;
- Making the Most of Your Success: Investment Planning; and
- Retirement Readiness.

PENSION CHOICE

For employees hired before January 1, 2013, the decision to be in either the Shell Pension Plan 80-Point Pension Formula or the Accumulated Percentage Formula is personal, and highly fact-dependent. As such, Shell does not provide advice to employees on which formula might be the best choice for you. There are a couple of tools available to assist in your decision:

- The brochure Your Guide to Pension Formula Choice Under the Shell Pension Plan discusses items to consider when making your pension election. It is available via NetBenefits by clicking on “Shell Provident Fund,” then “Plan Information and Documents,” on the Shell Benefit Americas site: HR Online Home>My Benefits>United States Wealth>Shell Pension Plan>Pension Choice, or by calling the Shell Benefits Service Center at 1-800-30 SHELL; and
- The Shell Pension Choice Modeler is available on HR Online Home>My Benefits>United States Wealth>Shell Pension Plan>Pension Choice, which allows you to model different pension choice scenarios.

You may also wish to consult your financial advisor.

RETIREMENT PLANNING PROGRAM**

Shell Oil Company offers a two-day Retirement Planning Program that helps participants prepare for the psychological and financial impacts of retirement. The following topics are covered:

- Transition to Retirement;
- Retirement Lifestyles;
- Shell Retirement Benefits; and
- Financial, Tax and Estate Planning.

The program is open to Shell and Motiva employees who are age 55 or older regardless of service, employees who are at least 50 years old and have at least 20 years of service and employees who are 50 years old and have 80 points.

*Office locations and phone numbers are available on www.ameriprise.com, or call 1-800-862-7919.
**The My News Week email contains registration information.
**REMINDER**

**PARTICIPANT STATEMENTS**

You may access your SPF statement and history, review your Shell Pension Plan vested accrued benefit amount and estimate future pension benefits at **www.netbenefits.com/shell**.

**DESIGNATION OF BENEFICIARIES**

You have the ability to name a beneficiary or beneficiaries to receive your SPF account in the event of your death. If you do not name a beneficiary, your account will be paid to your spouse if you are married, or to your estate if you are single.

If you are married and name someone other than your spouse as your primary beneficiary, generally your spouse must consent to the designation in writing and this consent must be witnessed by a notary public. If you get married, any prior beneficiary designations are no longer valid because they lack your spouse’s consent.

You should periodically review the beneficiary designation on file with Fidelity, especially after the birth or death of a family member, marriage, divorce or a change in your family’s financial status. You can designate your beneficiaries via NetBenefits or by contacting the Shell Benefits Service Center for a paper form.

**CURRENT ADDRESS**

If you are an employee, please ensure that you input any address updates in HR Online. Otherwise, you can update your address directly in NetBenefits or by calling the Shell Benefits Service Center. Failure to keep your information current could result in failure to receive plan correspondence, including your annual statement for the SPF.

**UNCASHED CHECKS**

Occasionally checks are returned to the Plans or may remain uncashed for several months. Please promptly deposit or cash all checks that you receive. Please consider utilizing direct deposit.
SHELL PENSION PLAN (SPP)
HIGHLIGHTS—TIMELINE

1938
- Shell Pension Trust was established.
- Company contributed $2.3 million.
- Plan paid benefits to 27 participants.
- Provided full pension of 40% of Average Final Compensation (AFC) at age 60 with 20 years’ service.

1939
- First Trustee meeting held in New York.
- 136 pensions commenced.
- Appointed George R. Buck as Actuary.
- Appointed Price, Waterhouse & Company as Auditor.
- Normal retirement age was age 60 for males, and 55 for females.

1948
Employees’ vested interest became effective, permitting retirement of males upon reaching 80 points and 75 points for females; could retire any time after attaining age 50.

1958
- Normal retirement age was changed to age 65 for both male and female employees.

1974
- Establishment of the Employee Retirement Income Security Act (ERISA) and the Pension Benefit Guarantee Corporation (PBGC).
- Pension multiplier increased to 1.4%; and AFC now highest 3 out of last 10 years of service.

1984
- Pension multiplier increased to 1.6%; early retirement discount schedule revised to full at age 60, 5% per year reduction thereafter.

1997
- SPP recordkeeping outsourced to Fidelity.

1999
- Alternate Pension Formula was adopted.

2006
- Pension Protection Act passed.

2013
- Plan assets above $11 billion.
**SHELL PROVIDENT FUND (SPF) HIGHLIGHTS—TIMELINE**

**1939**
- Shell Provident Fund was established with 8,639 members and contributions of $1.2 million.
- Members could contribute 10% of their net salary, up to a maximum of $80 per month with 100% matching by Company.
- Initial contributions were invested in the Thrift Fund.
- Initial custodian was Central Hanover Bank & Trust.
- Upon termination of employment, and if a member was employed for less than 5 years, members could receive their contributions plus earnings, but not Company contributions. A member could elect to cease making contributions when total credit in account reached $48,000.

**1944**
All employees were eligible to participate provided they had completed 1 year of accredited service and Company contributions were now based on length of accredited service:

<table>
<thead>
<tr>
<th>ACCREDITED SERVICE</th>
<th>CONTRIBUTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>2nd and 3rd years</td>
<td>2½%</td>
</tr>
<tr>
<td>4th, 5th and 6th years</td>
<td>5%</td>
</tr>
<tr>
<td>7th year and thereafter</td>
<td>10%</td>
</tr>
</tbody>
</table>

**1959**
Equities Fund was established whereby all or part of Member contributions could be invested in a common stock portfolio; member could direct 25%, 50%, 75% or 100% with remaining portion to be invested in the Thrift Fund, and member had right to change election no more frequently than twice a year.

**1962**
Shell Stock Fund was introduced whereby all or a part of Company contributions could be used to purchase the common stock of Shell Oil Company.

**1972**
Office of the Trustees established at One Shell Plaza, Houston. Formerly meetings were held in New York.

**1978**
Company would contribute at the maximum rate (2½%, 5% or 10%) for which any employee is eligible regardless of the amount contributed by the employee.

**1984**
Shell Pay Deferral Investment established.

**1991**
Diversified Fund & U.S. Treasury Fund added as investment options.

**1999**
- The investment options are structured into four Tiers and new funds are added.

**2007**
Shell Pay Deferral Investment Fund merged into Shell Provident Fund.

**2013**
Assets of $10.2 billion, with 40,174 participants.
- Current Structure: Tier I: LifePath Funds, Tier II: Core, Tier III: Mutual Fund Window, Tier IV: Brokerage Window.
For additional information on any of the above-mentioned items, please contact the Shell Benefits Service Center at 1-800-30 SHELL (1-800-307-4355) or visit NetBenefits at www.netbenefits.com/shell.

The information contained herein has been provided by Shell Retirement Funds and is not the responsibility of Fidelity Investments or its affiliates.