

The unification of



**N.V. Koninklijke Nederlandsche Petroleum Maatschappij
(Royal Dutch Petroleum Company)**

and

The “Shell” Transport and Trading Company, p.l.c.

under a single parent company



Royal Dutch Shell plc

Australian Supplement

to

US Prospectus

20 May 2005



ONLY FOR DISTRIBUTION IN AUSTRALIA

This Australian Supplement and the accompanying US Prospectus together constitute a prospectus for the purposes of the Australian *Corporations Act 2001* (Cth). The Royal Dutch Shell plc securities offered under this prospectus will only be issued in accordance with this prospectus.

IMPORTANT NOTICES

This Australian Supplement and the accompanying US Prospectus together constitute a prospectus for the purposes of the Australian *Corporations Act 2001* (Cth). These 2 documents will be collectively referred to as “*this Prospectus*”.

ASIC lodgement

This Prospectus is dated 20 May 2005 and was lodged by Royal Dutch Shell plc with the Australian Securities and Investments Commission (*ASIC*) on that date. *ASIC* does not take any responsibility for the contents of this Prospectus.

Expiry date

No Royal Dutch Shell plc securities will be issued pursuant to the offer described in this Prospectus any later than 13 months after the date of this Prospectus.

Restrictions on distribution

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law, and persons who come into possession of it should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Reliance

No person is authorised to give any information or to make any representation in connection with the subject matter of this Prospectus, where such information or representation is not contained in this Prospectus. Any information or representation not so contained may not be relied upon as having been authorised by Royal Dutch Shell plc.

Investment decision

This Prospectus does not take into account the investment objectives, financial situation or particular needs of any holder of securities in Royal Dutch Petroleum Company. This Prospectus should be read in its entirety and consideration given to the individual’s particular investment needs, objectives and financial circumstances. If in any doubt, Royal Dutch Shell plc recommends that the advice of a financial or other professional adviser be obtained.

Definitions and glossary

Key terms and abbreviations used in this Prospectus have defined meanings which are explained in this Prospectus.

1. Contents of this Prospectus

This Prospectus comprises:

- (a) this document which is titled “Australian Supplement to US Prospectus”; and
- (b) the accompanying US Prospectus, which comprises the prospectus constituting part of the Registration Statement on Form F-4 under the US Securities Act of 1933, as amended, filed by Royal Dutch Shell with the US Securities & Exchange Commission on 18 May 2005 (including all documents incorporated by reference therein)(the *Form F-4 Registration Statement*).

2. Purpose of this Prospectus

This Prospectus is for the attention of Australian-resident holders of ordinary shares, in registered form, with a nominal value of €0.56 each in the capital of Royal Dutch Petroleum Company (N.V. Koninklijke Nederlandsche Petroleum Maatschappij) (*Royal Dutch*) registered on the share register kept in New York (the *Royal Dutch New York Registered Shares*) for whose shares Royal Dutch Shell plc (*Royal Dutch Shell*) is making the offer to acquire as set out in this Prospectus. The Royal Dutch Offer is described and defined in Section 4.2(a) of this Prospectus.

This Prospectus seeks to ensure that adequate disclosure of information relating to the Royal Dutch Offer is made to holders of Royal Dutch New York Registered Shares who are resident in Australia.

3. Availability of this Prospectus and related documents

3.1 By post

Each Australian-resident holder of Royal Dutch New York Registered Shares will be sent the following documents by post:

- (a) this Prospectus;
- (b) an Application Forms titled (i) “Letter of Transmittal to Tender New York Registry Shares” and (ii) “Notice of Guaranteed Delivery”.
- (c) a Schedule 14D-9 (Solicitation/Recommendation Statement under Section 14(d)(4) of the US Exchange Act); and
- (d) an information leaflet titled “Information for holders of Royal Dutch New York Registry Shares — Unification of Royal Dutch and Shell Transport”.

3.2 Upon request

A paper copy of this Prospectus will be provided free of charge to any holder of Royal Dutch New York Registered Shares in Australia, who in each case makes a request in writing or by telephone from Royal Dutch Shell or its information agent, Georgeson Shareholder Communications Inc, at the following addresses and telephone numbers:

Royal Dutch Shell plc
Carel van Bylandtlaan 30
2596 HR The Hague
The Netherlands
Telephone: 0011 3170 377 9111

Georgeson Shareholder Communications Inc
17 State Street
10th Floor
New York, NY 10004
Telephone: (Australia) (02) 9240 7000
(US) +1 212 440 9800

3.3 Via the internet

The Royal Dutch Offer is also available to Australian-resident holders of Royal Dutch New York Registered Shares who view and download the Prospectus in Australia at www.shell.com/unification. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus.

4. Unification of Royal Dutch and Shell Transport

4.1 About the Royal Dutch/Shell Group

The Royal Dutch/Shell Group of companies (the *Royal Dutch/Shell Group*) is a global group of energy and petrochemical companies. Currently, the corporate structure of the Royal Dutch/Shell Group consists of 2 publicly-held parent companies which are not part of the Group:

- (a) Royal Dutch, a company incorporated in the Netherlands which owns 60% of the Royal Dutch/Shell Group; and
- (b) The “Shell” Transport and Trading Company, p.l.c. (*Shell Transport*), a company incorporated in England and Wales which owns 40% of the Royal Dutch/Shell Group.

Since Royal Dutch and Shell Transport entered into a scheme of amalgamation dated 12 September 1906 and agreements from 1907 by which the scheme of amalgamation was implemented and pursuant to which they combined their interests in the oil industry, Royal Dutch has owned 60% of the Royal Dutch/Shell Group and Shell Transport has owned 40% of the Royal Dutch/Shell Group. All operating activities have been conducted through Royal Dutch and Shell Transport.

4.2 The Transaction

On 28 October 2004, the management and supervisory board of Royal Dutch and the board of directors of Shell Transport announced that they had unanimously agreed, in principle, to propose to shareholders the unification of Royal Dutch and Shell Transport under a single parent company, Royal Dutch Shell, a company incorporated in England and Wales and headquartered and resident in The Netherlands for UK and Dutch tax purposes (the *Transaction*). Royal Dutch Shell has a single tier board of directors headed by a Non-Executive Chairman, Aad Jacobs. The executive management will be led by a single Chief Executive, Jeroen van der Veer.

The Transaction will result in Royal Dutch Shell becoming the parent company of Royal Dutch and Shell Transport. The Transaction is to be effected:

- (a) by way of a public exchange offer (the *Royal Dutch Offer*) by Royal Dutch Shell for:
 - (i) the ordinary shares, in registered form, with a nominal value of €0.56 each in the capital of Royal Dutch registered on the share register kept in The Hague (the *Royal Dutch Hague Registered Shares*);
 - (ii) the ordinary shares with a nominal value of €0.56 each in the capital of Royal Dutch, held through the book-entry system of Euroclear Netherlands, or as the case may be, represented by share certificates to bearer provided with separate dividend coupons (the *Royal Dutch Bearer Shares*); and
 - (iii) the Royal Dutch New York Registered Shares,
in accordance with the *Dutch 1995 Act* on the supervision of the securities trade, the *Dutch 1995 Decree* on the supervision of the securities and the US Federal securities laws; and
- (b) by way of an English-law scheme of arrangement (the *Shell Scheme*) between Shell Transport and the holders of:
 - (i) ordinary shares of 25 pence each in the capital of Shell Transport (*Shell Transport Ordinary Shares*); and

- (ii) the bearer warrants issued by Shell Transport which entitle the holder to Shell Transport Ordinary Shares in accordance with the terms of the bearer warrants (*Shell Transport Bearer Warrants*).

Under the terms of the Transaction, holders of Royal Dutch Bearer Shares, Royal Dutch Hague Registered Shares, Royal Dutch New York Registered Shares, Shell Transport Ordinary Shares, Shell Transport Bearer Warrants and Shell Transport American depositary receipts each representing six Shell Transport Ordinary Shares (*Shell Transport ADRs*) will each receive, upon completion of the Transaction, respectively:

<ul style="list-style-type: none"> for each Royal Dutch New York Registered Share tendered: 	1 “A” American depositary receipt each representing 2 “A” Shares (“A” ADR)
<ul style="list-style-type: none"> for each Royal Dutch Bearer Share or Royal Dutch Hague Registered Share tendered: 	2 “A” class ordinary shares with a nominal value of €0.07 each in the capital of Royal Dutch Shell (“A” Shares)
<ul style="list-style-type: none"> for each Shell Transport ADR: 	0.861999198 “B” American depositary receipt each representing 2 “B” Shares
<ul style="list-style-type: none"> for each Shell Transport Ordinary Share (including Shell Transport Ordinary Shares to which holders of Shell Transport Bearer Warrants are entitled): 	0.287333066 Class B ordinary shares with a nominal value of €0.07 each in the capital of Royal Dutch Shell (“B” Shares)

The Royal Dutch Offer and the Shell Scheme are inter-conditional. The Transaction is described in detail in the US Prospectus.

5. Additional Information

5.1 Terms and Conditions

The US Prospectus sets out the full terms and conditions of the Royal Dutch Offer for addressees hereof. A summary of these terms and conditions begins on page 5 of the US Prospectus.

5.2 Acceptance of Royal Dutch Offer

Acceptance of the Royal Dutch Offer can only be made by completing and lodging an Application Form which will be provided to you by post. The Application Form is the document titled “Letter of Transmittal to Tender New York Registry Shares” and, if applicable, the “Notice of Guaranteed Delivery”. Instructions on how to complete and submit the Application Form and, if applicable, the “Notice of Guaranteed Delivery” are set out on the form and in the US Prospectus.

The Royal Dutch Shell securities to which the Royal Dutch Offer relates will only be issued or transferred to Australian-resident holders of Royal Dutch New York Registered Shares on receipt of a signed and completed Application Form.

5.3 Documents provided to regulatory authorities

Copies of the following documents have been lodged with a number of regulatory authorities in connection with the Royal Dutch Offer:

- the Form F-4 Registration Statement;
- an information leaflet titled “Information for holders of Royal Dutch New York Registry Shares — Unification of Royal Dutch and Shell Transport”;
- the Schedule 14D-9 (Solicitation/Recommendation Statement under Section 14(d)(4) of the US Exchange Act);

- (d) the Schedule TO (Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the US Exchange Act); and
- (e) the following 2 documents which are addressed to holders of Royal Dutch Registered Hague Shares and Royal Dutch Bearer Shares outside the United States:
 - (i) the Offer Document lodged by Royal Dutch Shell with the Dutch Authority for the Financial Markets on 19 May 2005 (the **Royal Dutch Offer Document**); and
 - (ii) the Listing Particulars lodged by Royal Dutch Shell with the Dutch Authority for the Financial Markets and Euronext Amsterdam N.V. on 19 May 2005 (the **Listing Particulars**),

(together, the **Documents**).

The regulatory authorities that the Documents have been lodged with include:

- (a) the U.S. Securities and Exchange Commission (the **SEC**) (in relation to the documents mentioned under (a) up to and including (d) above);
- (b) the Dutch Authority for the Financial Markets (in relation to the Royal Dutch Offer Document and the Listing Particulars); and
- (c) Euronext Amsterdam N.V. (in relation to the Listing Particulars).

In addition, the UK Listing Authority has stamped the Listing Particulars.

Copies of these Documents have also been lodged with ASIC and are available for inspection at ASIC Service Centres.

5.4 Jurisdiction of Australian courts

Royal Dutch Shell submits to the jurisdiction of the Australian courts and has nominated The Shell Company of Australia Limited (**Shell Australia**) (ABN 60 004 400 220) as its local agent in Australia for the service of documents.

Contact details for Shell Australia are as follows:

The Shell Company of Australia Limited

Level 2, 8 Redfern Road
Hawthorn East VIC 3123
Australia
Telephone: 03 9666 5444

5.5 Documents incorporated by reference

This Prospectus incorporates by reference the following documents, as described under the heading “Incorporation of certain documents by reference” in the US Prospectus:

- (a) Royal Dutch and Shell Transport’s Amendment No.1 to the Annual Report on Form 20-F for the year ended 31 December 2004 filed with the SEC on 4 May 2005;
- (b) Report on Form 6-K furnished to the SEC on 9 May 2005; and
- (c) Reports filed with the SEC by Royal Dutch or Shell Transport after the date of this Prospectus and prior to expiry of the offer period:
 - (i) under sections 13(a), 13(c) or 15(d) of the US Securities Act of 1934; and
 - (ii) on Form 6-K that indicate that they are incorporated by reference into the Form F-4 Registration Statement.

Copies of the documents described in (a) and (b) above have also been lodged with ASIC and are available for inspection at ASIC Service Centres. All of the documents described above may be obtained from the internet at www.shell.com or www.sec.gov.

5.6 ASIC relief

ASIC has granted an exemption to Royal Dutch Shell in respect of the Royal Dutch Offer to Australian-resident holders of Royal Dutch New York Registered Shares from all of the provisions of Parts 6D.2 and 6D.3 of the Corporations Act other than:

- (a) sections 706, 707, 708, 710, subsection 711(1), and sections 718, 728, 729, 731, 733, 736 and 738;
- (b) subsection 711(6), on condition that this Prospectus contains a statement that no securities will be issued to a person whose address is within Australia on the basis of this Prospectus after the expiry date specified in this Prospectus (being a date not later than 13 months after the date of this Prospectus);
- (c) subsection 723(1), but only in relation to the issue of securities to Australian-resident holders of registered ordinary shares in Royal Dutch; and
- (d) subsections 727(1), 727(2) and 727(4), but insofar as those subsections require a prospectus to comprise one document only, ASIC has modified those subsections so that this Prospectus may comprise not more than 4 documents plus the application form, one of which documents:
 - (i) includes the disclosures required by subsections 711(6), 711(7) and 711(8) of the Corporations Act;
 - (ii) complies with subsection 716(1) of the Corporations Act; and
 - (iii) lists and describes all accompanying documents and notes that such documents constitute part of this Prospectus.

ASIC has also granted an exemption to Royal Dutch Shell from Parts 6D.2 and 6D.3 of the Corporations Act to enable this Prospectus to be issued electronically. The terms and conditions of this exemption are substantively identical to those in Class Order 00/044 (“Electronic disclosure documents or application forms”), except that Condition 7 of that Class Order (which requires an electronic application form to contain certain prescribed content) has not been included.

6. Material Australian income tax consequences

The following is a discussion of the material Australian income tax implications of the Royal Dutch Offer for Australian-resident holders of Royal Dutch New York Registered Shares who accept the Royal Dutch Offer and exchange their Royal Dutch New York Registered Shares for “A” ADRs.

The discussion below does **not** address the Australian income tax implications of the Royal Dutch Offer for Australian-resident holders of Royal Dutch New York Registered Shares whose shares were acquired under an employee share scheme.

This discussion is based on Australian tax law and practice as at the date of this Prospectus.

The Australian tax implications of acceptance of the Royal Dutch Offer for Australian-resident holders of Royal Dutch New York Registered Shares depend on a range of factors, including their taxation status and the nature of their holding of Royal Dutch New York Registered Shares.

The discussion below does not address all possible Australian income tax consequences of acceptance of the Royal Dutch Offer and exchange of Royal Dutch New York Registered Shares for “A” ADRs that may be relevant to particular holders of Royal Dutch New York Registered Shares, including any holders that are subject to special tax rules. Except as expressly indicated below, this discussion does not address the consequences of

acceptance of the Royal Dutch Offer and exchange of Royal Dutch New York Registered Shares for “A” ADRs other than individuals who are residents of Australia for tax purposes.

Each holder of Royal Dutch New York Registered Shares is urged to seek their own advice regarding the Australian tax consequences of acceptance of the Royal Dutch Offer and exchange of Royal Dutch New York Registered Shares for “A” ADRs, having regard to their own particular circumstances.

Subject to these qualifications, the Australian tax implications of acceptance of the Royal Dutch Offer and exchange of Royal Dutch New York Registered Shares for “A” ADRs may be summarised as follows.

6.1 Capital Gains Tax (CGT)

Acceptance of the Royal Dutch Offer and exchange of Royal Dutch New York Registered Shares for “A” ADRs will result in persons who hold Royal Dutch New York Registered Shares on capital account for tax purposes disposing of their Royal Dutch New York Registered Shares for Australian tax purposes.

A capital gain will arise for holders of Royal Dutch New York Registered Shares to the extent that the capital proceeds (ie the market value of the “A” ADRs received) exceed the cost base of the Royal Dutch New York Registered Shares. A capital loss will arise to the extent that the capital proceeds are less than the reduced cost base of those shares. Capital losses can be used to reduce other capital gains but cannot be deducted against ordinary income.

Holders of Royal Dutch New York Registered Shares that are individuals, complying superannuation entities or trustees of a trust estate may choose to adjust the cost base of the Royal Dutch New York Registered Shares for indexation by reference to changes in the consumer price index. This choice can be made in respect of Royal Dutch New York Registered Shares acquired on or before 11.45 am on 21 September 1999. Holders of Royal Dutch New York Registered Shares that are companies will make this adjustment in respect of Royal Dutch New York Registered Shares that were acquired on or before 11.45 on 21 September 1999. These indexation adjustments are taken into account only for the purposes of calculating whether a taxable capital gain arises. They are ignored when calculating the amount of any capital loss.

Holders of Royal Dutch New York Registered Shares that are individuals, complying superannuation entities or trustees of a trust estate that have held the Royal Dutch New York Registered Shares for at least 12 months and do not choose to index the cost base of the Royal Dutch New York Registered Shares will be entitled to apply a discount to the capital gain. The amount of this discount is 50% in the case of individuals and trusts and 33¹/₃% for complying superannuation entities. Companies are not entitled to apply the discount.

6.2 Pre CGT interests

Any capital gain or capital loss made by a holder of Royal Dutch New York Registered Shares in respect of the exchange of Royal Dutch New York Registered Shares that were acquired before 20 September 1985 is disregarded, unless the Royal Dutch New York Registered Shares are deemed to have been acquired after 19 September 1985.

6.3 CGT Roll-over Relief

In some circumstances where a holder of shares exchanges shares in one company for shares in another company and realises a capital gain, CGT roll-over relief under Subdivision 124-M of the *Income Tax Assessment Act 1997* (**Roll-over Relief**) is available. If Roll-over Relief is available and chosen, any capital gain arising for a holder of Royal Dutch New York Registered Shares as a result of the acceptance of the Royal Dutch Offer and exchange of Royal Dutch New York Registered Shares for “A” ADRs will be disregarded. However, whilst the capital gain will be disregarded, the taxation of the capital gain is effectively only deferred until the disposal of the “A” ADRs acquired in exchange for the Royal Dutch New York Registered Shares. That is, choosing Roll-over Relief will affect the cost base of the “A” ADRs acquired which will in turn affect the tax consequences of a future disposal of those “A” ADRs. These consequences are discussed at section 6.5 below.

As there is some uncertainty about whether Roll-over Relief will be available, a ruling has been sought from the Australian Taxation Office (*ATO*) on whether Roll-over Relief will be available. If and when that ruling is issued by the ATO, it will be publicly available on the ATO website.

6.4 Shares held for trading purposes

Holders of Royal Dutch New York Registered Shares who hold their shares on revenue or trading account for tax purposes will not qualify for any rollover relief or discounts as these do not apply to gains of a revenue or trading nature.

6.5 Taxation on future disposal of “A” ADRs

Persons who acquire “A” ADRs as a result of the acceptance of the Royal Dutch Offer and who hold those “A” ADRs on capital account for tax purposes may be subject to CGT in Australia on the future disposal of the “A” ADRs. The amount of any capital gain or loss will depend on the difference between the capital proceeds received from the disposal of the “A” ADRs and the Australian cost base of those “A” ADRs.

The Australian cost base of the “A” ADRs acquired will depend on whether the Royal Dutch New York Registered Shares exchanged for the “A” ADRs were pre CGT interests and whether Roll-over Relief was available and, in the case of post CGT interests, whether Roll-over Relief was available and chosen.

(a) Cost base of “A” ADRs acquired by exchanging pre CGT interests

If the Royal Dutch New York Registered Shares exchanged for “A” ADRs were pre CGT interests and Roll-over Relief was not available, the “A” ADRs acquired will generally have a cost base equal to the market value of the Royal Dutch New York Registered Shares at the time the “A” ADRs were acquired. The “A” ADRs acquired will not be taken to be pre CGT interests.

If Roll-over Relief was available, the “A” ADRs acquired will generally have a cost base equal to the market value of the “A” ADRs at the time they were acquired. The “A” ADRs acquired will not be taken to be pre CGT interests.

(b) Cost base of “A” ADRs acquired by exchanging post CGT interests

If the Royal Dutch New York Registered Shares exchanged for “A” ADRs were post CGT interests and Roll-over Relief was not available or was available but not chosen, the “A” ADRs acquired will generally have a cost base equal to the market value of the Royal Dutch New York Registered Shares at the time the “A” ADRs were acquired.

If Roll-over Relief was available and chosen, the “A” ADRs acquired will generally have a cost base equal to the cost base of the Royal Dutch New York Registered Shares that were exchanged.

6.6 Dividends

The Australian tax treatment of dividends on “A” ADRs will be the same as for any dividends received on Royal Dutch New York Registered Shares. The Australian-Netherlands double tax agreement provides for dividend withholding tax at the rate of 15% of the gross amount of the dividends. Each holder of “A” ADRs will in general be subject to income tax on the gross amount of the dividends paid on the relevant “A” ADRs rather than on the amount actually received net of any Dutch withholding tax. A foreign tax credit will be allowed for foreign tax paid on the dividends on “A” ADRs, up to the amount of Australian tax payable in respect of the dividend income.

Signed for and on behalf of Royal Dutch Shell plc

Mr. Michiel Brandjes

Company Secretary, Royal Dutch Shell plc