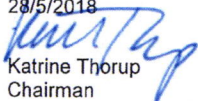

**Shell EP Holdingselskab
Danmark ApS**

Midtermolen 3, 4., DK-2100 Copenhagen Ø

**Annual Report for 1 January - 31
December 2017**

CVR No 25 07 67 88

The Annual Report was
presented and adopted at
the Annual General
Meeting of the Company on
~~28/5/2018~~


Katrine Thorup
Chairman

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Management's Statement

The Executive Board has today considered and adopted the Annual Report of Shell EP Holdingselskab Danmark ApS for the financial year 1 January - 31 December 2017.

The Annual Report is prepared in accordance with the Danish Financial Statements Act.

In our opinion the Financial Statements give a true and fair view of the financial position at 31 December 2017 of the Company and of the results of the Company operations for 2017.

Further, in our opinion, the Management's review gives a fair review of the matters discussed in the Management's review.

We recommend that the Annual Report be adopted at the Annual General Meeting.

Copenhagen, 28 May 2018

Executive Board


Lee James Hodder


Michael Lund Jensen

Independent Auditor's Report on the Financial Statements

To the Shareholder of Shell EP Holdingselskab Danmark ApS

Opinion

We have audited the Financial Statements of Shell EP Holdingselskab Danmark ApS for the financial year 1 January - 31 December 2017, which comprise an income statement, balance sheet, statement of changes in equity and notes, including accounting policies. The Financial Statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the Financial Statements give a true and fair view of the financial position of the Company at 31 December 2017 and of the results of the Company's operations for the financial year 1 January - 31 December 2017 in accordance with the Danish Financial Statements Act.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) and additional requirements applicable in Denmark. Our responsibilities under those standards and requirements are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) and additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of Financial Statements that give a true and fair view in accordance with the Danish Financial Statements Act and for such internal control as Management determines is necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting in preparing the Financial Statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it not a guarantee that an audit conducted in accordance with ISAs and additional requirements applicable in Denmark will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material, if individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Financial Statements.

As part of an audit conducted in accordance with ISAs and additional requirements applicable in Denmark, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

Independent Auditor's Report on the Financial Statements

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting in preparing the Financial Statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusion is based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and contents of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Statement on Management's Review

Management is responsible for the Management's review.

Our opinion on the Financial Statements does not cover the Management's review, and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Financial Statements, our responsibility is to read the Management's Review and, in doing so, consider whether the Management's Review is materially inconsistent with the Financial Statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether the Management's review provides the information required under the Danish Financial Statements Act.

Based on our procedures, we conclude that the Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statements Act. We did not identify any material misstatement of the Management's Review.

Copenhagen, 28 May 2018

Ernst & Young

Godkendt Revisionspartnerselskab

CVR No 30 70 02 28



Ole Hedemann
State Authorised
Public Accountant
MNE no.: mne14949



Kennet Hartmann
State Authorised
Public Accountant
MNE no.: mne40036

Company Information

The Company

Shell EP Holdingselskab Danmark ApS
Midtermolen 3, 4.
DK-2100 Copenhagen Ø

CVR No: 25 07 67 88

Financial period: 1 January - 31 December

Financial year: 18th financial year

Municipality of reg. office: Copenhagen

Executive Board

Lee James Hodder
Michael Lund Jensen

Auditors

Ernst & Young
Godkendt Revisionspartnerselskab
Osvold Helmuths Vej 4
2000 Frederiksberg
CVR No: 30 70 02 28

Management's Review

Main activity

Shell EP Holdingselskab Danmark ApS is a holding company.

Development in the year

The income statement of the Company for 2017 shows a profit of TDKK 430,958 (2016: TDKK -138), and at 31 December 2017 the balance sheet of the Company shows equity of TDKK 4,089,485 (2016: TDKK 4,089,664). During 2017, the company received a dividend from its subsidiary and subsequently paid a dividend for the equivalent amount.

Targets and expectations for the year ahead

The Company expects to continue to receive dividends from its subsidiary, the level of which will depend on the performance of the subsidiary.

Unusual events

The financial position at 31 December 2017 and the results of the activities for the financial year 2017 of the Company have not been affected by any unusual events.

Subsequent events

No events materially affecting the assessment of the Annual Report have occurred after the balance sheet date.

Income Statement 1 January - 31 December

	Note	2017 TDKK	2016 TDKK
Dividend income from subsidiaries		431,137	0
Other external expenses	1	-248	-131
Gross profit/loss		430,889	-131
Financial income	2	18	0
Financial expenses	3	0	-47
Profit/loss before tax		430,907	-177
Tax on profit/loss for the year	4	51	39
Net profit/loss for the year		430,958	-138

Distribution of profit

Proposed distribution of profit

Retained earnings	430,958	-138
	-430,958	-138

Balance Sheet 31 December

Assets

	Note	2017 TDKK	2016 TDKK
Investments in subsidiaries	5	4,077,367	4,077,367
Fixed asset investments		4,077,367	4,077,367
Non-current assets		4,077,367	4,077,367
Receivables from group enterprises		12,301	12,444
Corporation tax		51	39
Receivables		12,352	12,483
Current assets		12,352	12,483
Assets		4,089,719	4,089,850

Liabilities and equity

	Note	2017 TDKK	2016 TDKK
Share capital		800,000	800,000
Retained earnings		3,289,485	3,289,664
Equity		4,089,485	4,089,664
Trade payables		140	36
Payables to group enterprises		94	150
Current Liabilities		234	186
Liabilities		234	186
Equity and liabilities		4,089,719	4,089,850
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Statement of Changes in Equity

	Share capital	Retained earnings	Total
	TDKK	TDKK	TDKK
Equity at 1 January	800,000	3,289,664	4,089,664
Extraordinary dividend paid	0	-431,137	-431,137
Net profit/loss for the year	0	430,958	430,958
Equity at 31 December	800,000	3,289,485	4,089,485

The share capital consists of 1 share of a nominal value of TDKK 800,000. No shares carry any special rights.

There have been no changes in the share capital during the last five years.

Notes to the Financial Statements

1 Staff costs

The Company has no employees. No wages or salaries were paid in the financial year.

No fees were paid to members of the Executive Board in the year.

	2017	2016
	TDKK	TDKK
2 Financial income		
Exchange gains	18	0
	18	0

3 Financial expenses

Exchange loss	0	-47
	0	-47

4 Tax on profit/loss for the year

Current tax for the year	-51	-39
	-51	-39

5 Investments in subsidiaries

	2017	2016
	TDKK	TDKK
Cost at 1 January	8,888,681	8,888,681
Cost at 31 December	8,888,681	8,888,681
Value adjustments at 1 January	-4,811,314	-4,811,314
Value adjustments at 31 December	-4,811,314	-4,811,314
Carrying amount at 31 December	4,077,367	4,077,367

Investment in subsidiary consists of the 100 % owned Shell Egypt N.V., the Hague, the Netherlands.

Profit after tax and equity for Shell Egypt N.V., the Hague, the Netherlands:

2017 (unaudited): Profit/loss after tax USD -2.1 million (2016: USD -72.3 million).

2017 (unaudited): Equity USD 446 million (2016: USD 517 million).

Notes to the Financial Statements

6 Contingent assets, liabilities and other financial obligations

The Company is jointly taxed with other Danish group entities and is jointly and severally unlimited liable for payment of Danish income taxes.

There are no other contingencies or other financial obligations.

7 Group information

Shell EP Holdingselskab Danmark ApS is included in the Consolidated Financial Statements of Royal Dutch Shell plc, the Hague the Netherlands, which is the ultimate Parent Company. Consolidated Financial Statements for Royal Dutch Shell plc can be found at the website, www.shell.com.

Notes to the Financial Statements

8 Accounting Policies

Basis of Preparation

Financial Statements of Shell EP Holdingselskab Danmark ApS for 2017 has been prepared in accordance with the provisions of the Danish Financial Statements Act applying to enterprises of reporting class B as well as selected rules applying to reporting class C.

In accordance with section 112(1) of the Danish Financial Statements Act, the Company has not prepared consolidated financial statements.

The accounting policies applied remain unchanged from the prior year.

Financial Statements for 2017 are presented in TDKK.

Recognition and measurement

Value adjustments of financial assets and liabilities measured at fair value or amortised cost, are recognised. Moreover, all expenses incurred to achieve the earnings for the year are recognised in the income statement, including impairment losses and provisions as well as reversals due to changed accounting estimates of amounts that have previously been recognised in the income statement.

Assets are recognised in the balance sheet when it is probable that future economic benefits attributable to the asset will flow to the Company, and the value of the asset can be measured reliably.

Liabilities are recognised in the balance sheet when it is probable that future economic benefits will flow out of the Company, and the value of the liability can be measured reliably.

Assets and liabilities are initially measured at cost. Subsequently, assets and liabilities are measured as described for each item below.

Translation policies

Transactions in foreign currencies are translated at the exchange rates at the dates of transaction. Gains and losses arising due to differences between the transaction date rates and the rates at the dates of payment are recognised in financial income and expenses in the income statement.

Receivables, payables and other monetary items in foreign currencies that have not been settled at the balance sheet date are translated at the exchange rates at the balance sheet date. Any differences between the exchange rates at the balance sheet date and the transaction date rates are recognised in financial income and expenses in the income statement.

Notes to the Financial Statements

8 Accounting Policies – continued

Other external expenses

Other external expenses comprise of administrative expenses etc.

Dividend from subsidiary

Result of investment in subsidiary consists of dividend received from subsidiary.

Financial income and expenses

Financial income and expenses comprise realised and unrealised gains and losses on payables and transactions denominated in foreign currencies and are recognised in the income statement at the amounts relating to the financial year.

Tax on profit/loss for the year

Tax for the year consists of current tax for the year. The tax attributable to the profit for the year is recognised in the income statement. The Company is jointly taxed with the Danish Shell Companies. The tax effect of the joint taxation is allocated to Danish enterprises in proportion to their taxable incomes.

Investments in subsidiaries

Investments in subsidiaries are measured at cost. Where cost exceeds the recoverable amount, write-down is made to this lower value.

The carrying amounts of investments in subsidiaries are reviewed on an annual basis to determine whether there is any indication of impairment. If so an impairment test is carried out and is lower than the carrying amount, the asset is written down to its lower recoverable amount.

The recoverable amount of the asset is calculated as the higher of the net selling price and value in use.

Receivables

Receivables are recognised in the balance sheet at amortised cost, which substantially corresponds to nominal value. Provisions for estimated bad debts are made.

Income tax and deferred tax

Current tax receivables are recognised in the balance sheet as tax computed on the taxable income for the year, adjusted for tax on prior year taxable income and tax paid on account.

Financial liabilities

Financial liabilities are measured at amortised cost, substantially corresponding to nominal value.