

Summary of the Proposed Combination

*[In terms of Regulation 13 (1B) of the Competition Commission of India
(Procedure in regard to the transaction of business relating to
combinations), 2011, as amended on 1 July 2015]*

1. On 8 April 2015, Royal Dutch Shell plc (“**Shell**”) and BG Group plc (“**BG**”) (together, “**the Parties**”) announced that they had reached an agreement on the terms of a recommended public offer to be made by Shell for the entire issued and to be issued share capital of BG (the “**Proposed Combination**”).
2. The Proposed Combination is an offer for a UK publicly listed company and is therefore subject to the UK City Code on Takeovers and Mergers.

Shell

3. Shell, the ultimate parent entity of a global group of energy and petrochemical companies, has operations in more than 70 countries and territories and businesses including oil and natural gas exploration, production and marketing; manufacturing, marketing and shipping of oil products and chemicals; and renewable energy products. Shell is organized into Upstream, Downstream and Project & Technology businesses.

4. Shell's Upstream business consists of Upstream Americas (covering North, Central and South America) and Upstream International (covering rest of the world). The Upstream business primarily searches for and recovers crude oil and natural gas. It liquefies and transports natural gas, and operates the infrastructure needed to deliver both oil and natural gas to market.
5. Shell's Downstream business manages Shell's refining and marketing activities for oil products and chemicals. The Downstream business is also involved in the trading of hydrocarbons, with interests in alternative energy and CO2 management.
6. The Projects & Technology business manages the delivery of major projects and drives research and innovation to develop new technologies. It provides technical services and technology capability in Upstream and Downstream activities.
7. In India, Shell is primarily active in the wholesale and downstream supply of natural gas. Shell also sells bitumen, lubricants, fuel products, aviation fuel, chemicals and provides technical services in India.
8. Additional information about Shell is available at <http://www.shell.com/>.

BG

9. BG has two principal business areas: (i) the Upstream business, which covers exploration and production activities plus liquefaction operations associated with integrated LNG projects; and (ii) the LNG Shipping and Marketing business, which purchases, ships, markets and sells LNG as well as covering BG's re-gasification facilities.
10. BG's main business globally is the exploration and extraction of oil and natural gas and the production and wholesaling of natural gas in the form of LNG.
11. In India, BG is active in the wholesale and downstream supply of natural gas. BG also carries out oil and natural gas exploration, production and marketing in India.
12. Additional information about BG is available at <http://www.bg-group.com/>.
13. The relevant product markets to which the Proposed Combination relates are the markets for (a) the exploration of crude oil and natural gas; (b) the development, production and sale of crude oil; (c) the production of natural gas; (d) the wholesale supply of natural gas; and (e) the downstream supply of natural gas. The

relevant geographic market is global for the above mentioned markets except for the downstream supply of natural gas, which is national in scope.