

SHELL CODE OF CONDUCT

How to live by the Shell General Business Principles





Reputations are hard
won and easily lost.
We can all play a part
in protecting and building
Shell's reputation.

Be sure

CONTENTS

Royal Dutch Shell plc and the companies in which it directly or indirectly owns investments are separate and distinct entities. But in this publication, the collective expressions 'Shell' and 'Shell Group' may be used for convenience where reference is made in general to those companies. Likewise, the words 'we', 'us', 'our' and 'ourselves' are used in some places to refer to the companies of the Shell Group in general. These expressions are also used where no useful purpose is served by identifying any particular company or companies.

SHELL CODE OF CONDUCT	02
CHIEF EXECUTIVE'S MESSAGE	03
EXPLAINING THE CODE OF CONDUCT	04
SHELL GENERAL BUSINESS PRINCIPLES	08

1	
NATIONAL AND INTERNATIONAL TRADE	12
ANTITRUST AND COMPETITION LAW	14
EXPORT CONTROL AND SANCTIONS	16
IMPORT CONTROL AND SANCTIONS	18

2	
HSE	20
HEALTH, SAFETY, SECURITY AND THE ENVIRONMENT (HSE)	22

3	
PERSONAL AND BUSINESS INTEGRITY	24
BRIBERY AND CORRUPTION	26
CONFLICTS OF INTEREST	28
GIFTS AND HOSPITALITY	30
INSIDER DEALING	34
POLITICAL ACTIVITY AND PAYMENTS	36

4	
FINANCIAL AND ASSET PROTECTION	38
PUBLIC DISCLOSURE	40
FINANCIAL REPORTING	42
MONEY LAUNDERING	44
PROTECTION OF CORPORATE ASSETS	46

5	
PEOPLE	48
EQUAL OPPORTUNITY	50
HARASSMENT	52
SUBSTANCE ABUSE	54

6	
INFORMATION MANAGEMENT	56
INTELLECTUAL PROPERTY	58
DATA PRIVACY AND PROTECTION	60
RECORDS MANAGEMENT	62
BUSINESS COMMUNICATIONS AND THE EMAIL CODE	64
PERSONAL USE OF IT AND COMMUNICATIONS	66

SHELL CODE OF CONDUCT	68
INDEX OF CONTENTS	70
NOTES	74

SHELL CODE OF CONDUCT

A MESSAGE FROM OUR CHIEF EXECUTIVE

Our shared core values of honesty, integrity and respect for people underpin everything we do and are the foundation of our Shell General Business Principles. All Shell companies are required to conduct their affairs in accordance with those principles.

We are judged by how we act and our reputation will be upheld if each one of us acts in accordance with the law and the ethical standards set out in our Business Principles.

I believe it is now necessary to provide our people, wherever they may work, with greater detail and more help on the universal standards of behaviour that we expect. This Shell Code of Conduct sets out those details and provides that help. It is based on our beliefs and values and applies our principles to everyday business life. It is published in book form and on the Shell Internet.

My colleagues and I attach the utmost importance to the Code in clarifying the standards we expect. Everyone in Shell must follow its requirements, though they will of course apply at different times to different people, depending on their jobs. Failure to do so may lead to disciplinary action.

We are committed to providing as much help as possible to enable you to follow the Code. Functional advice is available on each section and there are many links to more detailed information when you access those sections on the Internet.

We want an open culture where people ask if they are unsure what compliance means in particular circumstances. We also want concerns to be raised and if you believe the Code has been broken by anyone in Shell you have a responsibility to report it. The Code explains how you can do this, including details of the Shell Global Helpline. Retaliation against anyone who speaks up will absolutely not be tolerated.

Our reputation and our future success are critically dependent on compliance, not just with the law but with the highest ethical standards. A reputation for integrity is a priceless asset. This Code of Conduct is a further commitment to integrity for all of us and will help us to safeguard that asset.

Best regards



Jeroen van der Veer
Chief Executive

THE TIME IS RIGHT FOR SHELL TO PROVIDE GREATER CLARITY ABOUT THE STANDARDS WE EXPECT OUR EMPLOYEES TO FOLLOW AND THE BEHAVIOURS THEY MUST ADOPT.

'The Code of Conduct is a common reference point for anyone who is unclear about what is expected of them in a specific situation.'

Why does Shell need a Code of Conduct?

The world's leading companies lead because they set the standards of performance and behaviour that others aspire to. They are clear about what they believe in and what they want to be.

Judged against these criteria, Shell is a world leader. We led as one of the first global companies to state and share our beliefs when we published our General Business Principles in the 1970s; but our company has changed dramatically since then and so has the world in which we operate. The business environment is more competitive than ever before. The regulatory demands placed upon us have never been more complicated or demanding.

This is why the time is right to provide greater clarity about the standards we expect our employees to follow and the behaviours we expect them to adopt. Not just to make sure we comply with all relevant legislation and regulations, but to make sure that our individual behaviour is in line with the Shell core values – honesty, integrity and respect for people.

What is the Code of Conduct?

The Code of Conduct crystallises the basic rules, standards and behaviours necessary to achieve those objectives. It provides requirements and guidance, expressed as clearly, concisely and consistently as is possible, within a single, company-wide document for all our employees on a number of enterprise-wide risk areas.

The Code of Conduct is a common reference point for anyone who is unclear about what is expected of them in a specific situation; a definitive statement of Shell's response to many different issues and questions; a valuable toolkit that can help you put our Business Principles into practice.

It's important to understand that while the Code of Conduct is a new document, the content is a summary of existing legal and policy requirements, with guidance on how to meet those requirements. The value of the Code is that for the first time this material has been brought together into a single, company-wide document which provides a clear common basis for compliance. As such, it is an important component of the Shell Control Framework. So remember, there is only one Code of Conduct.

What does the Code of Conduct cover?

The Code covers all the compliance requirements stated in our General Business Principles, only in much greater detail.

The specific principle which covers compliance with legal and regulatory requirements underpins all the legal requirements covered in the new Code. Other principles which relate to particular parts of the Code of Conduct are set out as banner headlines to those parts.

You can refresh your understanding of the Shell General Business Principles at the end of this introduction.

As a company-wide document, the Code of Conduct does not provide detailed guidance about compliance with every local legal requirement in all of the many different countries in which we operate. As a Shell employee, you are responsible for compliance with the local laws and regulations in force which apply to your work from time to time, as well as with the Code.

The Code of Conduct does not provide exhaustive information about every single Shell standard or policy. Once again, you are responsible for understanding and complying with the details of the policies relevant to your role and work area. We also trust you to exercise your judgement in deciding if the Code covers any issue in sufficient detail to help you make the right decision at a local level.

We have included links to help you access further information, and advice on where to get help, on the subject areas covered in the Code of Conduct and what they mean to you personally.

One final point: the Code of Conduct does not remove the need for us all to exercise good judgement – it just makes it easier for every one of us to do so.

We all have a responsibility, to Shell and to each other, to work with integrity and good judgement as well as within the law.

How can the Code help you?

Shell is a global company, operating in an ever-changing world. So, it is impossible to predict all the challenges you will face as a Shell employee. When faced with questions, the Code is a place to start the search for guidance, advice and answers, because it provides a great deal of useful information.

- It provides practical advice on how to comply with laws and regulations
- It provides requirements and guidance about how you should relate to colleagues, customers, shareholders, communities, vendors, competitors and governments
- It directs you to other useful information sources
- It can help you resolve difficult questions about business conduct – and it explains how to get confidential advice

How can you find out more about the Code?

Reading the Code should give you enough information to handle most of the situations and questions you will face in your day-to-day work with Shell. If you want to know more, there are several sources of further information or advice, depending on the subject concerned.

- Your supervisor or manager
- Your Human Resources representative
- The Subject Matter Expert on the subject you are considering or your usual legal advisers
- Your Business or Functional Compliance Officer
- The Chief Ethics & Compliance Officer
- The Shell Global Helpline, a confidential service open 24 hours a day, seven days a week

Who must follow the Code?

Every employee, director or officer in every wholly-owned Shell company and in every joint venture company under Shell control must follow the Code of Conduct. Contract staff must also follow the Code. Contractors or consultants who are our agents or working on our behalf or in our name, through outsourcing of services, processes or any business activity, will be required to act consistently with the Code when acting on our behalf. Independent contractors or consultants will be made aware of the Code as it applies to our staff in their dealings with them.

We apply the Code in all joint operations where Shell is the lead operator. When participating in a joint venture company not under Shell control we encourage the company to adopt similar principles and standards.

How can you report a violation of the Code?

If you believe a provision of the Code of Conduct has been or is being violated, you have a responsibility to raise your concerns with someone who can deal with the situation. You can do this through the normal management or Human Resources channels, by alerting your in-country compliance focal point or your Business or Functional Compliance Officer, or by contacting the Shell Compliance Office.

If you prefer, you can use the Shell Global Helpline to report a suspected violation by telephone or via the Internet (see Find Out More). Your concerns will be taken seriously and investigated quickly. If you wish, your anonymity will be protected. If a violation of the relevant laws or policies is proven, appropriate action will be taken.

You can be absolutely sure that retaliation of any kind directed against anyone who reports an issue concerning the Code of Conduct will not be tolerated. Shell will protect its employees against retaliation; in turn, it expects employees who know or suspect that retaliation has taken place to report it through the Shell Global Helpline or directly to the Shell Compliance Office. At the same time, anyone who files a report with the intention of spreading falsehoods or to threaten or damage any employee's reputation, will also be subject to disciplinary action.

What could happen to individuals who violate the Code?

Violation of the provisions of the Code of Conduct, or of any laws or regulations governing our operations, may have severe consequences for the individuals concerned and also for Shell. A failure to follow the Code that involves a criminal act could result in prosecution after referral to the appropriate authorities. Employees who violate the Code or any laws or regulations may also be subject to internal disciplinary action, including termination of employment.

How can you access the Shell Global Helpline?

The Shell Global Helpline is open 24 hours a day, seven days a week through a local telephone number in each country or through the Internet. Individuals calling the Helpline will talk in confidence to an experienced, independent operator. Their reported concerns will be logged and handled in accordance with consistent case management and investigation guidelines. Questions will be channelled to people who can answer them.

You can get further information about the Shell Global Helpline, including a full list of local telephone numbers, on the Shell Ethics & Compliance Homepage under 'Report Your Concerns'. You can access the Helpline via the Internet. For links, see Find Out More.

Will you receive training to help you understand the Code?

We will help you understand and live up to the Code by offering training and education along with relevant information and contacts through which to access compliance expertise in all the subjects covered by the Code.

A full description of the Shell Compliance Programme can be found on the Shell Ethics & Compliance Homepage. Here you can view and download a copy of the Code and easily access any covered topic, with links to further information on that topic. There is also a list of relevant contacts and useful educational resources.

Each business and function will have a risk-based compliance training programme with mandatory training for staff working in identified risk areas.

FIND OUT MORE

For the Shell Code of Conduct go to

<http://sww.shell.com/codeofconduct>

For the Shell Ethics & Compliance Homepage go to

<http://sww.shell.com/ethicsandcompliance>

Access the Shell Global Helpline at

<https://www.compliance-helpline.com/shell.jsp>

THE SHELL GENERAL BUSINESS PRINCIPLES GOVERN HOW EACH OF THE SHELL COMPANIES WHICH MAKE UP THE SHELL GROUP CONDUCTS ITS AFFAIRS.

The objectives of the Shell Group are to engage efficiently, responsibly and profitably in oil, gas, chemicals and other selected businesses and to participate in the search for and development of other sources of energy to meet evolving customer needs and the world's growing demand for energy.

We believe that oil and gas will be integral to the global energy needs for economic development for many decades to come. Our role is to ensure that we extract and deliver them profitably and in environmentally and socially responsible ways.

We seek a high standard of performance, maintaining a strong long-term and growing position in the competitive environments in which we choose to operate.

We aim to work closely with our customers, partners and policy makers to advance more efficient and sustainable use of energy and natural resources.

Our values

Shell employees share a set of core values – honesty, integrity and respect for people. We also firmly believe in the fundamental importance of trust, openness, teamwork and professionalism, and pride in what we do.

Sustainable development

As part of the Business Principles, we commit to contribute to sustainable development. This requires balancing short- and long-term interests, integrating economic, environmental and social considerations into business decision making.

Responsibilities

Shell companies recognise five areas of responsibility. It is the duty of management continuously to assess the priorities and discharge these inseparable responsibilities on the basis of that assessment.

To shareholders

To protect shareholders' investment, and provide a long-term return competitive with those of other leading companies in the industry.

To customers

To win and maintain customers by developing and providing products and services which offer value in terms of price, quality, safety and environmental impact, which are supported by the requisite technological, environmental and commercial expertise.

To employees

To respect the human rights of our employees and to provide them with good and safe working conditions, and competitive terms and conditions of employment.

To promote the development and best use of the talents of our employees; to create an inclusive work environment where every employee has an equal opportunity to develop his or her skills and talents.

To encourage the involvement of employees in the planning and direction of their work; to provide them with channels to report concerns.

We recognise that commercial success depends on the full commitment of all employees.

To those with whom we do business

To seek mutually beneficial relationships with contractors, suppliers and in joint ventures and to promote the application of these Shell General Business Principles or equivalent principles in such relationships. The ability to promote these principles effectively will be an important factor in the decision to enter into or remain in such relationships.

To society

To conduct business as reasonable corporate members of society, to comply with applicable laws and regulations, to support fundamental human rights in line with the legitimate role of business, and to give proper regard to health, safety, security and the environment.

Principle 1

Economic

Long-term profitability is essential to achieving our business goals and to our continued growth. It is a measure both of efficiency and of the value that customers place on Shell products and services. It supplies the necessary corporate resources for the continuing investment that is required to develop and produce future energy supplies to meet customer needs. Without profits and a strong financial foundation, it would not be possible to fulfil our responsibilities.

Criteria for investment and divestment decisions include sustainable development considerations (economic, social and environmental) and an appraisal of the risks of the investment.

Principle 2

Competition

Shell companies support free enterprise. We seek to compete fairly and ethically and within the framework of applicable competition laws; we will not prevent others from competing freely with us.

Principle 3

Business Integrity

Shell companies insist on honesty, integrity and fairness in all aspects of our business and expect the same in our relationships with all those with whom we do business. The direct or indirect offer, payment, soliciting or acceptance of bribes in any form is unacceptable. Facilitation payments are also bribes and should not be made. Employees must avoid conflicts of interest between their private activities and their part in the conduct of company business. Employees must also declare to their employing company potential conflicts of interest. All business transactions on behalf of a Shell company must be reflected fairly and accurately in the accounts of the company in accordance with established procedures and are subject to audit and disclosure.

Principle 4

Political Activities

Of companies

Shell companies act in a socially responsible manner within the laws of the countries in which we operate in pursuit of our legitimate commercial objectives.

Shell companies do not make payments to political parties, organisations or their representatives. Shell companies do not take part in party politics. However, when dealing with governments, Shell companies have the right and responsibility to make our position known on any matters which affect us, our employees, our customers, our shareholders or local communities in a manner which is in accordance with our values and the Business Principles.

Of employees

Where individuals wish to engage in activities in the community, including standing for election to public office, they will be given the opportunity to do so where this is appropriate in the light of local circumstances.

Principle 5

Health, Safety, Security and the Environment

Shell companies have a systematic approach to health, safety, security and environmental management in order to achieve continuous performance management.

To this end, Shell companies manage these matters as critical business activities, set standards and targets for improvement, and measure, appraise and report performance externally.

We continually look for ways to reduce the environmental impact of our operations, products and services.

Principle 6

Local Communities

Shell companies aim to be good neighbours by continuously improving the ways in which we contribute directly or indirectly to the general well-being of the communities within which we work.

We manage the social impacts of our business activities carefully and work with others to enhance the benefits to local communities and to mitigate any negative impacts from our activities.

In addition, Shell companies take a constructive interest in societal matters, directly or indirectly related to our business.

Principle 7

Communication and Engagement

Shell companies recognise that regular dialogue and engagement with our stakeholders is essential. We are committed to reporting of our performance by providing full relevant information to legitimately interested parties, subject to any overriding considerations of business confidentiality.

In our interactions with employees, business partners and local communities, we seek to listen and respond to them honestly and responsibly.

Principle 8

Compliance

We comply with all applicable laws and regulations of the countries in which we operate.

Living by our principles

Our shared core values of honesty, integrity and respect for people, underpin all the work we do and are the foundation of our Business Principles.

The Business Principles apply to all transactions, large or small, and drive the behaviour expected of every employee in every Shell company in the conduct of its business at all times.

We are judged by how we act. Our reputation will be upheld if we act in accordance with the law and the Business Principles. We encourage our business partners to live by them or by equivalent principles.

We encourage our employees to demonstrate leadership, accountability and teamwork and through these behaviours, to contribute to the overall success of Shell.

It is the responsibility of management to lead by example, to ensure that all employees are aware of these principles, and behave in accordance with the spirit as well as with the letter of this statement.

The application of these principles is underpinned by a comprehensive set of assurance procedures which are designed to make sure that our employees understand the principles and confirm that they act in accordance with them.

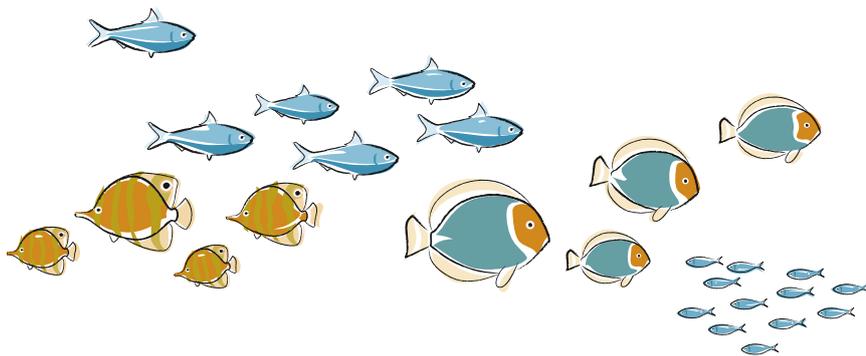
As part of the assurance system, it is also the responsibility of management to provide employees with safe and confidential channels to raise concerns and report instances of non-compliance. In turn, it is the responsibility of Shell employees to report suspected breaches of the Business Principles to Shell.

The Business Principles have for many years been fundamental to how we conduct our business and living by them is crucial to our continued success.

NATIONAL AND INTERNATIONAL TRADE

Competition should
be fair and open.
You cannot put a
price on free trade.

Be sure



14
ANTITRUST AND COMPETITION LAW

16
EXPORT CONTROL AND SANCTIONS

18
IMPORT CONTROL AND SANCTIONS

SHELL COMPANIES SUPPORT FREE ENTERPRISE. WE SEEK TO COMPETE FAIRLY AND ETHICALLY, AND WITHIN THE FRAMEWORK OF ALL APPLICABLE COMPETITION LAWS.

'It is vital that everyone in Shell understands what these laws mean and complies with both the letter and spirit of the law.'

More than 100 countries throughout the world have developed antitrust (or competition) laws. Antitrust laws prohibit a variety of practices that restrain trade or restrict free and fair competition, such as price-fixing conspiracies and acts designed to achieve or maintain monopoly power. A number of countries make antitrust violation a criminal offence, with imprisonment of individuals and heavy financial penalties for the companies involved.

Why antitrust laws matter to everyone

Since antitrust laws apply where the economic effects of an arrangement are felt, and not where the related agreement happens to be made, it is vital that everyone in Shell understands what these laws mean and complies with both the letter and spirit of the law.

What antitrust laws cover

Antitrust laws apply to every level of business in the vast majority of countries in which Shell operates. The laws apply not only to Shell companies but also to our competitors, suppliers and business customers. It is important to be aware of the laws – not only to avoid infringement but also to ensure that suppliers or trade customers are not engaging in anti-competitive activities that could damage our business.

Common illegal antitrust activities

Agreements among competitors often raise suspicions of antitrust violation. An 'agreement' exists where market players enter into an understanding as to their current or future conduct on the market. Usually, an understanding of this kind can be proved even if one of the competitors does not intend to abide by the agreement, or if the agreement is never put into practice.

Do

- **Make sure that Shell decisions about pricing and customers are taken by Shell alone**
- **Make sure that all decisions about how Shell will or will not bid are taken by Shell alone**
- **Make sure that decisions about where Shell will or will not compete are taken by Shell alone**
- **Make sure there is a legitimate and lawful reason for any discussion with a competitor, supplier or contractor**
- **Take legal advice before discussing prices, customers, suppliers or marketing or production intentions with anyone outside Shell**
- **Leave the room, and make sure your departure is noticed, if you are at an industry gathering and somebody starts to discuss competitively sensitive issues. Make a note of your actions at the time and send copies to the Shell Compliance Office, your Shell legal counsel and your Business Compliance Officer**

THE CODE CAN HELP YOU

At a trade association meeting of suppliers, a group of Shell's competitors start to discuss the state of the market and the need to improve margins and close excess capacity. They try to involve Shell in that discussion. What do you do? By referring to the Code you can establish the Shell position and explain this clearly and unequivocally to the other suppliers.

Although the laws may differ from country to country, some of the most common illegal antitrust activities include:

- Agreements between competitors that have, or are intended to have the effect of fixing, stabilising or raising prices or profit margins, including agreements on price initiatives or price targets, ranges or recommendations
- Agreements between competitors not to compete for certain customers or accounts, or in certain geographic areas
- Agreements between competitors regarding bid pricing or other terms and conditions of a bid – or agreements not to compete for certain bids
- Agreements between competitors to reduce production or output
- Agreements between competitors about which suppliers or customers they will not deal with
- Agreements with independent dealers or resellers to fix the minimum resale price of a product

FIND OUT MORE

For further information on antitrust law, and for detailed guidance to help you comply with antitrust law, visit our competition law website

<http://www.shell.com/legal/competition>

Don't

- **Don't share pricing information with a competitor unless the competitor is your customer or supplier. In that case, discuss only the terms of the particular deal you are involved in**
- **Don't enter into an agreement or understanding, or share information, with a competitor about the customers or geographic markets you engage with**
- **Don't discuss with competitors which suppliers, customers or contractors Shell will or will not deal with**
- **Don't discuss any aspect of bidding with any of Shell's competitors**
- **Don't discuss the need to rationalise production capacity, or to reduce oversupply in the market, with anyone outside Shell**

SHELL COMPLIES WITH ALL APPLICABLE EXPORT CONTROL LAWS AND SANCTIONS WHEN CONDUCTING BUSINESS AROUND THE WORLD.

'Failure to observe export control laws and sanctions can severely damage our reputation and may subject Shell companies to criminal and civil fines and loss of export privileges, and individuals to fines and imprisonment.'

Employees whose work involves the sale, shipment, electronic transfer or disclosure of technical information, software, goods or services across national borders between Shell companies, or between Shell companies and third parties, are required to keep up to date with applicable rules and regulations. They must seek internal legal advice whenever the legality or propriety of any prospective transaction or course of conduct is subject to question or doubt.

Most countries impose some form of legal control on the export of goods from within their jurisdiction. Many countries are also signatories to international export control treaties which together place restrictions on exports of goods, technology and software. A number of the items controlled by these treaties are used in Shell operations around the world, or traded by Shell companies.

Different kinds of controls and sanctions

Specific sanctions may also be imposed on countries either multilaterally (for example, under a United Nations Resolution) or unilaterally (for example, US sanctions against Iran).

The combination of export controls and sanctions means there are frequently restrictions on:

- Exports and re-exports of goods, technology and software to specific countries, entities and individuals, and for certain end-uses
- Imports from a sanctioned country
- Disclosure of certain technology and software source codes to nationals of a prohibited country
- Involvement of nationals of the country imposing sanctions in any business dealings with the sanctioned country or with persons in the sanctioned country
- New investments or other transactions with a sanctioned country, persons in the sanctioned country and sanctioned individuals

Do

- **Seek advice from the export control compliance officer in your Business or appropriate Shell legal counsel if you have any doubts**
- **Remember that an export can be made electronically, through discussions and by visual inspection, as well as by traditional shipping methods**
- **Think carefully about the potential impact of export control laws and sanctions before transferring goods, technology or software across national borders**
- **Know your customer – who they are, what they do, where they are based, and how they will use your goods, technology or software**
- **Attend an awareness session as advised by your export control compliance officer to keep up to date with changes in the rules**
- **Be aware of which countries have been sanctioned by your country of nationality or citizenship**

THE CODE CAN HELP YOU

A customer may ask you whether it is possible to export to a specific country. As well as helping you to understand our overall position concerning export controls and sanctions, the Code can also direct you to detailed information concerning all applicable laws and any multilateral or unilateral sanctions in current effect.

The consequences of ignoring these laws and sanctions

In some cases, the export control and sanctions laws of one country (for example, the United States) may have effects on individuals and companies both inside and outside its borders.

Failure to observe export control laws and sanctions can severely damage our reputation and may subject Shell companies to criminal and civil fines and loss of export privileges, and individuals to fines and imprisonment.

FIND OUT MORE

For more information or advice on export control laws and sanctions go to

<http://www.shell.com/exportcontrol>

or seek advice from the export control compliance officer in your Business

Don't

- **Don't proceed with an export if there is any doubt about its legality or propriety – always seek legal advice if in doubt**
- **Don't get involved in any aspect of business with a country that has been sanctioned by the country of your nationality or citizenship**
- **Don't import items from a sanctioned country into a country that has imposed such sanctions**

SHELL COMPLIES WITH ALL APPLICABLE IMPORT CONTROL LAWS AND SANCTIONS WHEN CONDUCTING BUSINESS AROUND THE WORLD.

'Failure to observe import control laws and sanctions can cause operational delays, severely damage our reputation and create substantial legal exposure for Shell companies.'

Employees whose work involves the purchase, shipment, electronic transfer or disclosure of technical information, software, goods or services across national borders must keep up to date with all applicable import rules and regulations. Shell expects its employees to seek internal legal advice whenever the legality or propriety of any prospective transaction or course of conduct is subject to question or doubt.

Where import control laws and sanctions are in place

Most countries impose some form of legal control on the import of physical goods into their jurisdiction. Many countries are also signatories to international import control treaties. A number of items controlled by these agreements are used in Shell operations around the world, or traded by Shell companies.

Within the European Union (EU) and the OECD (Organisation for Economic Co-operation and Development) countries, most categories of goods may be imported without any restriction by the importing member state. There is a limited range of goods that may require either EU import licences or individual import licences issued by the relevant issuing authority in the EU. The restrictions apply mainly to clothing, textiles, steel products, certain fissile materials, firearms and ammunition. Strict controls are also applied to the following: drugs; explosives; carcinogenic substances; chlorofluorocarbons (CFCs and other ozone depleting substances) and products containing them; counterfeit, pirated and patent-infringing goods; goods bearing a false trade description; and toxic chemicals and precursors.

Do

- **Remember that an import can be made electronically, as well as by traditional shipping methods**
- **Think carefully about the potential impact of import control laws and sanctions before transferring goods, technology or software across national borders, whether physically, electronically, or by oral or visual disclosure**
- **Make sure that you observe all legal requirements concerning presentation and declaration of goods at importation, including relevant documentation**
- **Make sure that all duties, levies or other legitimate import taxes are paid**
- **Seek legal advice if you have any doubts about the legality or propriety of the proposed import**

THE CODE CAN HELP YOU

You may be involved in the import of goods or services without realising it. How? By receiving information or software that is shipped electronically. If you are not sure, check. The Code can help you understand the range of goods and services covered by current import control laws and sanctions.

Different kinds of controls and sanctions

Sanctions may also be imposed on countries either multilaterally (for example, under a United Nations Resolution) or unilaterally (for example, US sanctions against Iran) and there are frequently restrictions on imports from sanctioned countries.

Shell operations involve the import of raw materials, feedstocks and finished products into many countries. Failure to observe import control laws and sanctions can cause operational delays, severely damage our reputation and create substantial legal exposure for Shell companies including criminal and civil fines and loss of privileges and, for individuals, fines and imprisonment.

Personal import restrictions

It is also important to remember that Shell staff entering any country are subject to personal import restrictions in respect of goods in their baggage or on their person. Such restrictions often apply to encryption items, alcohol, tobacco, perfumery and other goods (for example, protected animals or cultural goods) purchased outside the country.

FIND OUT MORE

For more information or advice you can contact your local tax adviser on local import controls, or the international tax department in The Hague for regional or global advice

Don't

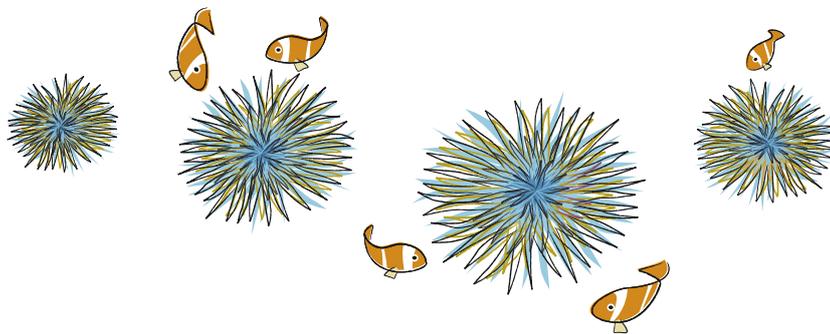
- **Don't proceed with an import if there is any doubt about its legality or propriety – always seek legal advice if in doubt**
- **Don't get involved in any aspect of business with a country that has been sanctioned by the country of your nationality or citizenship**
- **Don't import items from a sanctioned country into a country that has imposed such sanctions**
- **Don't attempt to take restricted goods into a country without properly declaring them to the Customs authority**
- **Don't attempt to import prohibited goods**

HEALTH, SAFETY, SECURITY AND THE ENVIRONMENT

2

Health, Safety, Security and the Environment should be the bottom line for any business; and a top priority for every employee.

Be sure



22
HEALTH, SAFETY, SECURITY
AND THE ENVIRONMENT (HSE)

HEALTH, SAFETY, SECURITY AND THE ENVIRONMENT (HSE)

SHELL COMPANIES HAVE A SYSTEMATIC APPROACH TO HEALTH, SAFETY, SECURITY AND ENVIRONMENTAL MANAGEMENT IN ORDER TO ACHIEVE CONTINUOUS PERFORMANCE IMPROVEMENT.

'Shell aims to play an industry-leading role in promoting best practice.'

Shell is committed to achieving excellence in all its business activities, including health, safety and environmental performance. Shell companies' overriding goal is to operate in environmentally and socially responsible ways and thereby:

- Do no harm to people
- Protect the environment
- Comply with all HSE laws and regulations

To demonstrate this commitment, we report HSE performance publicly and regularly.

Shell companies aim to provide a safe, secure and healthy working environment for all their employees, contractors and suppliers. We believe that all accidents and occupational illnesses and injuries are preventable.

Shell companies develop and use energy resources, products, and services consistent with the goals outlined above and are committed to contribute to sustainable development.

Do

- **Follow the HSE Golden Rules**
 - comply with the law, standards and procedures
 - intervene in unsafe or non-compliant situations
 - respect our neighbours
- **Make sure you are familiar with the laws, regulations, policies, and procedures that apply to your job**
- **Comply with the requirements of the HSE management system at your place of work**
- **Make sure you handle and dispose of hazardous materials properly and safely**
- **Alert your supervisor or manager immediately to any situation which involves the discharge of a hazardous substance or which could potentially harm people or damage the environment**
- **Use personal protective equipment required for the task you are undertaking**
- **Follow your organisation's procedures for making immediate reports of workplace injuries, unsafe work practices or conditions, or any other type of safety or environmental hazard**
- **Follow your organisation's procedures for making immediate reports of breaches of HSE laws or Shell HSE requirements**

2

THE CODE CAN HELP YOU

You may have seen colleagues do something that you considered potentially dangerous – to themselves, to others around them, or to the environment but not known what to do. The Code explains how you should react and provides a way to speak up about issues.

HSE management

Shell aims to play an industry-leading role in promoting best practice. Shell has adopted a systematic approach to HSE management and has established an assurance process for legal compliance in HSE and continuous improvement in performance.

Shell owned and operated facilities must operate with the necessary permits, approvals and controls that are designed to protect health, safety and the environment. Shell contractors and joint venture partners are expected to commit to the same levels of HSE protection as Shell.

We set targets for improvement and agree measures by which we appraise and report performance. We also take responsibility for fostering awareness and responsible behaviour amongst our suppliers and customers.

HSE training and evaluation

We provide ongoing training to ensure that our commitment to excellence in HSE management is reflected throughout the Group. Health, safety and environmental performance are key factors in evaluating and rewarding our employees and in selecting contractors.

FIND OUT MORE

For more information about HSE standards, tools and resources please go to

<http://swwww.shell.com/corporate/sd>

and click on HSE

For more information on the Group Security Standard please go to

<http://swwww09.europe.shell.com/securityworldwide/>

Don't

- **Don't carry out tasks for which you are not trained, competent, medically fit and sufficiently rested and alert**

PERSONAL AND BUSINESS INTEGRITY

3

Business transactions should be transparent. If you are in business your integrity is always on the line.

Be sure



26
BRIBERY AND CORRUPTION

28
CONFLICTS OF INTEREST

30
GIFTS AND HOSPITALITY

34
INSIDER DEALING

36
POLITICAL ACTIVITY AND PAYMENTS

BRIBERY AND CORRUPTION

THE DIRECT OR INDIRECT OFFER, PAYMENT, SOLICITING OR ACCEPTANCE OF BRIBES OR FACILITATION PAYMENTS IN ANY FORM IS UNACCEPTABLE.

'Shell employees must never accept or give a bribe, facilitation payment, kickback or other improper payment for any reason.'

Shell has a clear position on bribery and corruption: Shell employees do not offer or accept bribes. The direct or indirect offer, payment, soliciting or acceptance of bribes in any form (including favours) by our employees, is unacceptable. Shell promotes its policy on bribery and corruption amongst its business partners, including joint ventures, contractors and suppliers.

Shell complies with all national and international laws and regulations (for example the OECD Guidelines for Multinational Enterprises and the International Chamber of Commerce Rules of Conduct to Combat Extortion and Bribery) with respect to improper payments to foreign officials.

Facilitation payments

Shell policy makes no distinction between bribes and so-called 'facilitation' payments, which are also prohibited. A facilitation payment is a small payment to a low-level public official, which is not officially required, to enable or speed up a process which it is the official's job to arrange. We also seek to ensure that our agents, contractors and suppliers do not make facilitation payments on our behalf.

What Shell expects from employees

Shell employees must never accept or give a bribe, facilitation payment, kickback or other improper payment for any reason. A kickback is the giving or accepting of money, gifts, or anything of value that is provided in return for favourable treatment.

This applies to transactions with a foreign or domestic government official or employee or with any private company or person, and whether in the conduct of domestic or international business. Also, it applies whether the payment is made or received directly or through a third party, such as an agent, representative, contractor, joint venture partner or distributor.

Do

- **Use caution when giving or receiving gifts or entertainment to or from government officials or other business contacts. (Please refer to the details in the chapter on Gifts and Hospitality)**
- **Seek advice from your line manager or Country Chair if you are unsure about giving or receiving a gift or anything of value, or providing entertainment**
- **Satisfy yourself about the status and probity of any agent and make sure the agent understands the Shell position on bribery and facilitation payments**
- **Report any concerns you may have about corrupt activities, either within the company or in dealings with third parties, to your line manager or, if appropriate, through the Shell Global Helpline (see Find Out More)**

3

THE CODE CAN HELP YOU

A customer or supplier may offer you a gift or the use of company facilities in good faith. Their offer could still contravene Shell policies covering bribery, facilitation payments and kickbacks. The Code will help you make sure you do the right thing.

Who must comply with Shell policy

Shell requires compliance with its policy on bribery, corruption and facilitation payments from business partners, including joint ventures, agents, distributors, representatives, contractors and suppliers.

Shell senior management should proactively promote the Shell anti-bribery policy with third parties and encourage their employees to do the same. They should also ensure that charitable donations are not used as a substitute for bribery.

Acts or allegations of bribery can do serious damage to our reputation. Any Shell employee who is found to be giving or taking bribes or any other acts of corruption, will be subject to disciplinary action which may ultimately lead to dismissal and, if appropriate, criminal proceedings.

FIND OUT MORE

To find out more about Shell policies covering bribery and corruption go to the following Management Primer and case studies

http://www.shell.com/sgbp/dilemmas_primers

http://www.shell.com/sgbp/learning/level_2

or contact Central Corporate Affairs.

To raise a concern, contact the Shell Global Helpline at

<https://www.compliance-helpline.com/shell.jsp>

Don't

- **Don't offer, accept, solicit or pay bribes or make facilitation payments**
- **Don't use political or charitable donations as a substitute for bribery; stay in accordance with applicable law**
- **Don't use agents to offer or accept bribes or facilitation payments indirectly**

CONFLICTS OF INTEREST

SHELL EMPLOYEES MUST AVOID CONFLICTS OF INTEREST BETWEEN THEIR PRIVATE ACTIVITIES AND THEIR PART IN THE CONDUCT OF SHELL BUSINESS.

'It is not possible to list all situations or relationships which may create a conflict of interest or the appearance of one, so each situation must be evaluated on its particular facts.'

Employees must declare to their employing company potential conflicts of interest. Shell relies on its employees' good judgement in the exercise of their responsibilities in the best interests of Shell and its reputation.

Your employment in Shell is regarded as your full-time occupation during working hours. Outside those hours, you may engage in other employment or activities, provided these do not conflict in any way with Shell interests.

The right to privacy

Shell respects its employees' right to privacy in their personal affairs and activities. However, it is possible that an employee's personal or family activities may raise an actual or potential conflict with their duty of loyalty to Shell. Actual conflicts must be avoided and potential conflicts must be declared, recorded and resolved. This includes any personal interest which may affect employees' impartiality in any matter relevant to their duties. Employees should promptly disclose these facts or circumstances to their line managers.

Do

- **Excuse yourself and anyone who works for you from making decisions that may create a conflict of interest with your personal interests**
 - **Disclose in writing to your line manager the relevant facts and explain the circumstances that create or could create a conflict of interest**
 - **Observe the restrictions on dealing in Royal Dutch Shell plc securities**
 - **Seek guidance from your line manager if you have any doubts about the confidentiality of information or the propriety of your ownerships or dealings.**
- As a guide, ask yourself the question; would I feel comfortable explaining any actions to my work colleagues, friends or the media?**
- **Seek additional legal or financial guidance if you are a director of a Shell company or a Shell Joint Venture company**
 - **Conduct your relationships with contractors and suppliers in a professional, impartial and competitive manner**
 - **Be aware that the acceptance of any offer of future employment, consultancy or directorship with a Shell contractor, supplier, customer, competitor or business partner constitutes a potential conflict of interest**

3

THE CODE CAN HELP YOU

You are at a dinner party. Someone asks you what you do for a living. You tell him you work for Shell. The individual asks whether you can find a job in Shell for his brother who has recently qualified as a petroleum engineer from the top university in his country. Innocent enquiry or potential conflict of interest? The Code will help you decide.

Defining a conflict of interest

A conflict of interest may arise where an employee or an employee's spouse, child or close family member (such as a parent or sibling) has outside employment, financial or other participation, for example as an employee, director or consultant, in any business which is a contractor, supplier, or competitor of Shell or is seeking to become one.

It is not possible to list all situations or relationships which may create a conflict of interest or the appearance of one, so each situation must be evaluated on its particular facts. Employees may obtain advice from their finance or legal department to help determine if a conflict exists.

If employees intend to use knowledge, information, experience or position gained through their association with Shell to further themselves materially in some outside capacity, they have a duty to disclose that intention to Shell.

FIND OUT MORE

To find out more about Shell policies covering conflicts of interest go to the following Management Primer and case studies

http://swm.shell.com/sGBP/dilemmas_primers

http://swm.shell.com/sGBP/learning/level_2

or contact Central Corporate Affairs

Don't

- **Don't get involved in the hiring, supervision, management or career planning of any relative or in financial controlling and auditing or human resources discussions regarding any relative**
- **Don't make improper use of your position in Shell, or of confidential information you have gained, to achieve personal interest or indirect gain**
- **Don't allow your relationships with contractors and suppliers to influence business decisions made on behalf of Shell**
- **Don't accept gifts or inducements (including hospitality) that might place you under an obligation**

GIFTS AND HOSPITALITY

IT IS IMPORTANT THAT GIFTS OR HOSPITALITY NEVER INFLUENCE IMMEDIATE BUSINESS DECISION-MAKING PROCESSES, OR CAUSE OTHERS TO PERCEIVE AN INFLUENCE.

'As a general principle, we discourage employees from accepting gifts or hospitality from a business partner.'

Shell strictly forbids employees to solicit gifts or hospitality. As a general principle, we discourage employees from accepting gifts or hospitality from a business partner.

Notwithstanding this, Shell recognises that the occasional acceptance or offer of modest gifts and hospitality may be a legitimate contribution to good business relationships. However, it is important that gifts or hospitality never influence business decision-making processes, or cause others to perceive an influence.

The requirements of other Shell policies in this Code of Conduct – especially the prohibitions against accepting or paying bribes and the avoidance of conflicts of interest – should also be taken into consideration.

Shell requires employees to abide by these rules of behaviour not only to protect our reputation, but also to protect themselves against unfounded allegations of improper behaviour.

Do

- **Report any gifts or hospitality of whatever value (offered or accepted) to your line manager**
- **Take into consideration the policy of the recipient's company**
- **Make Shell policy on the giving and receiving of gifts and hospitality clear at the beginning of every new business relationship**
- **Seek approval from your Country Chair in advance of offering gifts or hospitality to government officials**
- **Make gifts or offer hospitality only in compliance with applicable laws and regulations**
- **Be aware of the potential conflict of interest if you accept gifts or hospitality**
- **Discuss with your line manager or the Country Chair when a supplier or contractor offers substantial gifts or hospitality at the corporate level, (for example, a major contribution to a company's annual party or a valuable sponsorship for a competition at a Shell club)**

What you should consider

It is recognised that there are times when refusing to accept gifts or hospitality from a business partner or declining to provide them would be considered discourteous. Shell employees should consider the following questions before accepting or offering a gift or hospitality:

- Could my acceptance or offer lead to an obligation or imply an obligation?
- Is this gift or hospitality a 'reward' for a business transaction?
- Is this gift or hospitality excessive in value?

If the answer to any of these questions is yes, the gift or hospitality should not be offered or accepted. If you are not clear how to answer these questions, please take advice from your line manager and, if deemed necessary, your Country Chair.

Continued on page 32

Do

- **Understand local customs for the giving or receiving of gifts, entertainment or benefits, tips and fees**
- **Use sensible judgement in deciding what is reasonable**
- **Always extend the invitations to a Shell hospitality event to the most senior executives of the organisations and respect their decisions in sending whomever is most appropriate to the event**
- **Make the criteria for selection of guests invited to a Shell hospitality event clear and internally transparent; and involve more than one senior Shell manager in making the final selection of guests**
- **Integrate business messages into Shell hospitality events in the form of speeches, presentations, demonstrations, exhibitions (and other appropriate activities)**
- **Recharge the costs of a Shell hospitality event to the relevant business budget to maintain business ownership**

Acceptable gifts and hospitality

You may accept or give the following without the prior approval of your line manager or your Country Chair unless your local company or applicable local regulation applies lower value limits:

- A gift (whether of one or more items) of a value not exceeding €50, including corporate gifts which feature the logo of the donor (diaries, calendars etc.) and gifts given during the festive season of the year, for example New Year, Christmas, Eid
- Meals related to a business context of a value not exceeding €100 per person
- Occasional invitations to events, not exceeding €200 in value per person and not extending over a period of more than one day. 'Occasional' means not more than two or three times a year with the same business partner

Gifts and hospitality requiring management approval

You may only accept or give the following with your line manager or local Country Chair approval:

- Gifts or hospitality with a value exceeding the above
- Events for periods exceeding the length, or occurring more frequently than the norms set out above
- Travel or accommodation

Don't

- **Don't accept gift vouchers with monetary value**
- **Don't be embarrassed to decline any offer by referring to the Shell policy in cases when offers exceed those outlined above – this will be understood by the business counterparty – who in most cases will be subject to similar rules**

3

THE CODE CAN HELP YOU

You may be offered a gift in good faith or feel it is appropriate to offer one. You may be unclear about whether Shell policy allows you to accept or offer it. The Code can help you find the answers you need.

Special occasions

Special occasions, involving senior Shell executives and senior external parties, can be a justification for more valuable presents or entertainment, depending on generally accepted business protocol and with the approval of the Country Chair or a member of the Executive Committee.

Prohibited gifts and hospitality

You may never accept or offer the following with or without approval:

- Illegal gifts or hospitality
- Cash or cash equivalents
- Personal services
- Loans
- Gifts or hospitality of an inappropriate nature or in inappropriate venues
- Events or meals where the business partner is not present
- Gifts or hospitality during periods when important business decisions are being made

FIND OUT MORE

To find out more about Shell policy covering this subject go to the following Management Primer and case studies

http://swm.shell.com/sGBP/dilemmas_primers

http://swm.shell.com/sGBP/learning/level_2

or contact Central Corporate Affairs

Don't

- **Don't give or receive a gift or a favour that you would feel uncomfortable explaining to your work colleagues, your family or the media**
- **Don't differentiate between the giving or receiving of gifts and hospitality directly or via an intermediary**

INSIDER DEALING

ALL EMPLOYEES OF SHELL COMPANIES ARE EXPECTED TO ABIDE BY ALL APPLICABLE LAWS AND REGULATIONS REGARDING DEALING IN ROYAL DUTCH SHELL SECURITIES.

'It is a criminal offence to deal in Royal Dutch Shell securities on the basis of Inside Information.'

Inside Information

Information about Royal Dutch Shell plc, any Shell Group company or a Shell Business, which is not generally available to the public and which could affect the market price of Royal Dutch Shell securities, or to which a reasonable investor would attach importance in deciding whether to buy, sell or retain such securities, is known as 'Inside Information'.

It is a criminal offence to deal in Royal Dutch Shell securities on the basis of Inside Information. Securities include shares, options, debt, bonds, notes and investments whose value is determined by the price of such securities – for example, derivatives or spread bets.

Insider dealing and market abuse

All Shell employees are expected to abide by all applicable laws and regulations regarding dealing in Royal Dutch Shell securities.

In addition, it is illegal to be involved in 'market abuse'. Market abuse involves spreading false information or engaging in activities designed to manipulate the price of publicly listed securities.

Shell and all Shell employees are required to comply with all applicable laws on insider dealing and market abuse. There may be local laws and rules that apply to dealing in the securities of particular Shell companies. The consequences of non-compliance may include criminal prosecution, and fines for both the company and the individual, as well as internal disciplinary action.

Do

- **Seek advice from Shell Legal if you are considering a transaction in securities and have any doubt about its propriety**

3

THE CODE CAN HELP YOU

The Code spells out Shell's position on insider dealing and defines clearly what is expected from every Shell employee. If you are in doubt, use the Code to check the facts or resolve a question.

The insider list

An employee who has access to Inside Information, either as a matter of routine or through involvement in a particular matter or transaction, must not buy, sell or engage in any other dealings in Royal Dutch Shell securities, or the securities of other Shell Group publicly listed companies, while in possession of that information. Employees who have access to such Inside Information must be placed upon the Royal Dutch Shell insider list and may not deal in any such securities without clearance from the Company Secretary, and then only during certain periods of the year.

Other speculative dealing activities

Employees who have access to Inside Information are also required to refrain from engaging in speculative dealing, such as entering into a swap, spread betting, or short sale of such securities, or similar arrangements. Senior management is prohibited from short selling at any time.

Special provisions apply to automatic scheduled investments in Royal Dutch Shell securities such as stock options and share plans (see Find Out More).

It is a criminal offence to recommend that another person, including anybody in your household, buy or sell Royal Dutch Shell securities on the basis of Inside Information. Moreover, if you disclose the Inside Information to another person and they then deal in the securities on that basis, you will both have committed a criminal offence. Unless specifically authorised, do not disclose Inside Information outside Shell at any time, and inside Shell only on a need to know basis.

Dealing in the securities of a company outside Shell about which you have inside information is also illegal.

FIND OUT MORE

To find out more about the restrictions on insider dealing, go to

http://sww.shell.com/ethicsandcompliance/inside_info_and_share_dealing/key_requirements.html

To check on automatic scheduled investments, go to

<http://sww-stockweb.shell.com/dealingcode/employee.asp>

Don't

- Don't buy, sell or engage in any other dealings in Royal Dutch Shell securities while you possess Inside Information about that company. This applies even if you are no longer a Shell employee
- Don't engage in any dealings involving a company outside Shell while you have inside information or confidential information about that company
- Don't engage in speculative dealing, such as entering into a swap, spread betting, short sales or similar arrangements affecting Royal Dutch Shell securities
- Don't spread false information or engage in other activities to manipulate the price of publicly listed securities

SHELL COMPANIES DO NOT MAKE PAYMENTS TO POLITICAL PARTIES, ORGANISATIONS OR THEIR REPRESENTATIVES.
SHELL COMPANIES DO NOT TAKE PART IN PARTY POLITICS.

'Company funds and resources may not be used to contribute to any political campaign, political party, political candidate or any of their affiliated organisations.'

Shell policy

Shell companies have the right and the responsibility to make their position known on any matters which affect us, our employees, our customers, our shareholders or local communities in a manner which is in accordance with our values and the Shell General Business Principles.

While Shell often works with trade and industry associations, we always reserve the right to make our own representation where necessary, in accordance with our public policy positions.

Shell companies must comply with all laws regulating companies' participation in political activities and political payments. In addition, even in those countries where the law permits corporate political contributions or expenditures, company funds and resources may not be used to contribute to any political campaign, political party, political candidate, or any of their affiliated organisations.

Do

- **Become familiar with all laws and regulations that restrict any company's involvement in political activities, including your engagement in lobbying for a Shell company to promote its legitimate concerns**
- **Make clear that you are speaking on your own account and not on behalf of Shell when you engage in personal political activity**
- **Seek approval from your Country Chair before engaging on behalf of Shell with government officials regarding political activities**
- **Keep in mind Shell's reputation, and how the public would perceive your actions, when engaging with government officials**

3

THE CODE CAN HELP YOU

You may decide to get involved in a local community initiative or to play a part in local politics. The Code can help you make a clear and acceptable distinction between your responsibilities as a Shell employee and your rights as a citizen.

Your rights as a Shell employee

Shell employees who wish to engage in activities in the community, including standing for election to public office, will be given the opportunity to do so if it is a right conferred by law or is considered appropriate in the light of local circumstances. For example, leave of absence may be provided to run for a public position or to carry out the duties of that position if elected. The opportunity may be provided to return to Shell employment after completion of the public office.

The participation of Shell employees, including contributions of time or money, is carried out entirely on their own account and their political opinions do not represent Shell positions. Shell employees will not be reimbursed by Shell for any personal political contributions, expenditure or gifts.

A Shell employee may only represent a Shell position with the approval of his or her local Country Chair. Any subsequent external written communication must be in accordance with the Business Communication Standard referred to in the section 'Business Communications and the Email Code'.

FIND OUT MORE

For further information about responsible lobbying go to the guidance note at

http://swww.shell.com/home/policies_standards_compliance/policies_standards.html

and for general advice on political activity, contact Central Corporate Affairs

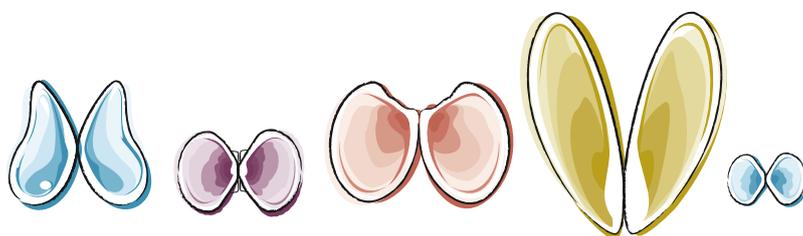
Don't

- **Don't use your position in Shell to try to influence any other person (inside or outside Shell) to make political contributions or provide support to any political parties or politicians**
- **Don't make any contributions or incur expenditure using a Shell account for any political campaign, political party, political candidate or any of their affiliated organisations**
- **Don't use or allow to be used any Shell assets or resources, for example, work time, telephones, communications services or meeting rooms for any political campaign, political party, political candidate or any of their affiliated organisations**
- **Don't use charitable donations as a substitute for a political payment**

4

Public trust is loaned not given. To keep it, our actions and our assets must be open to scrutiny and above suspicion.

Be sure



40
PUBLIC DISCLOSURE

42
FINANCIAL REPORTING

44
MONEY LAUNDERING

46
PROTECTION OF CORPORATE ASSETS

SHELL MUST PROVIDE TIMELY, ACCURATE, CONSISTENT, COMPLETE AND FAIR PUBLIC DISCLOSURE OF INFORMATION TO ENABLE INVESTORS TO MAKE INFORMED AND ORDERLY MARKET DECISIONS.

'If you think that you possess material information that has not been disclosed to the public, and that may affect the share price of Royal Dutch Shell securities if it were known to the public, you must report it to your line manager straight away.'

As a listed company on the London Stock Exchange, Euronext, and the New York Stock Exchange, Royal Dutch Shell is required to provide timely, accurate, consistent, complete and fair public disclosure of information to enable investors to make informed and orderly market decisions. Shell will comply with all applicable laws relating to disclosure of information.

To protect Shell's reputation and to ensure compliance, public disclosures must only be made by authorised spokespersons.

Disclosure

A failure by Royal Dutch Shell to inform the market of material events that may affect the share price of Royal Dutch Shell securities is a regulatory offence. In addition, disclosure of inappropriate or inconsistent information may damage our reputation.

Any public written or oral communication that can be attributed to a Shell Group company or a Shell employee may amount to a public disclosure. This includes not just regulatory filings and Shell Group publications such as the Annual Report/20-F, but information issued to the public by any Shell company or employee, such as press releases, speeches, presentations and the information contained on Shell websites which are accessible to the public.

Do

- **Provide complete, factually correct and understandable information if you are requested to assist in making a disclosure**
- **Know and check the accuracy of your source information and review what has been previously disclosed, to ensure completeness and consistency, before seeking authorisation to make a disclosure**
- **Always keep confidential information about Royal Dutch Shell and the Shell Group confidential unless you are specifically authorised to tell other persons, internally or externally**
- **Report the loss or theft of information about Royal Dutch Shell or the Shell Group (such as the theft of your computer) to your line manager immediately**
- **Tell your line manager straight away if you think you are in possession of material information not yet disclosed to the public and which could affect the share price of Royal Dutch Shell securities if it were disclosed, or if you become aware of any unauthorised disclosure of material information about Royal Dutch Shell or the Shell Group**

4

THE CODE CAN HELP YOU

The issues surrounding Inside Information and public disclosure can be difficult to understand. The Code can bring clarity to many issues and also direct you to further information.

What is expected of Shell employees

Shell employees must exercise careful judgement based on knowledge of the relevant facts and expert advice when considering the need for, but also the dangers of, a public disclosure.

Employees must not disclose information to the public unless they are specifically authorised to do so. Those authorised to make disclosures must ensure that information provided to the public is true, accurate and complete (stating all material facts). No disclosure should be misleading.

All external presentations, speeches, press releases, articles and publications must be formally cleared by External Affairs prior to release. Shell Media Relations professionals must be consulted prior to any engagement with the media including, for example, press conferences or interviews. Investor Relations must be consulted before any communication to, or planned engagement with, the Royal Dutch Shell investor community.

If you think that you possess material information that has not been disclosed to the public, and that may affect the share price of Royal Dutch Shell securities if it were known to the public, you must report it to your line manager straight away.

FIND OUT MORE

Further information on public disclosure can be found under Key Compliance Areas on the Shell Ethics & Compliance website at

<http://www.shell.com/ethicsandcompliance/>

Don't

- **Don't provide information about Royal Dutch Shell or the Shell Group to the public unless you are specifically authorised to do so**
- **Don't delay in reporting material facts or information to your line manager**
- **Don't conceal facts. Don't omit information that may be relevant to a disclosure – always tell the whole story**

ALL BUSINESS TRANSACTIONS ON BEHALF OF A SHELL COMPANY MUST BE REFLECTED ACCURATELY AND FAIRLY IN THE COMPANY ACCOUNTS.

'Shell expects all its employees to gain approval for every transaction before carrying it out, and to ensure that accurate and true records of all transactions (including those giving rise to liabilities) are maintained.'

Every Shell company is required to comply both with the accounting and financial reporting rules and regulations that apply to the jurisdiction in which it operates, and with any international rules and regulations which may apply as a result of its being part of the Shell Group. Shell expects all its employees to gain approval for every transaction before carrying it out and to ensure that accurate and true records of all transactions (including those giving rise to liabilities) are maintained in company accounts, financial statements and documents.

What we expect of Shell employees

Shell expects that its employees will only execute transactions, and access assets, in accordance with their management's general or specific authorisation or delegation of authority. Each Shell company also requires that once a transaction has been approved and carried out it be submitted for inclusion in its accounts and records.

Do

- **Keep accurate and true company books, records, accounts and documentation**
- **Make sure you gain approval, from a person with the right level of approval authority, for all transactions**
- **Maintain and manage detailed and accurate records of authorised transactions**
- **Compare asset records to actual assets, and planned results to actual results, at reasonable intervals; take appropriate action with respect to any differences**
- **Co-operate fully with auditors by responding to questions, providing documentation and clarifying transactions and reported data as required**
- **Report promptly on any irregularities or weaknesses in relation to auditing, accounting or internal control matters**
- **Comply with applicable generally accepted accounting principles. For Group Reporting purposes, comply with GFAP**

4

THE CODE CAN HELP YOU

Local and international financial accounting and reporting standards change over time. The web link below provides updated rules and regulations to ensure compliance and provide further information on financial reporting.

Applicable accounting and reporting standards

Shell employees who are responsible for accounting or financial reporting must ensure that entries in the relevant Shell company's books, records, or accounts fairly reflect transactions and the financial position of the company and comply with applicable, generally accepted accounting principles and other criteria such as local laws, for example statutory reporting and tax requirements.

Financial Reporting for Group purposes must be compliant with the Manual of Group Financial Accounting Policies (GFAP) covering IFRS and US Securities and Exchange Commission requirements. Monthly, quarterly and year-end financial returns and financial statements must be prepared and submitted in a timely and accurate fashion.

Shell internal controls must enable us to demonstrate that entries in our financial reports are correct and made in accordance with applicable regulations. Financial processes must be designed and operated in accordance with the Financial Control Handbook.

FIND OUT MORE

For further information about financial reporting and to view our Financial Control Handbook and Manual of Group Financial Accounting Policies, go to

<http://www.shell.com/finance/controllers/manuals>

Don't

- **Don't carry out a transaction that has not been approved in advance**

IT IS SHELL POLICY TO COMPLY WITH ALL RELEVANT NATIONAL AND INTERNATIONAL LAWS AND REGULATIONS COVERING MONEY LAUNDERING.

'You must make proper enquiries about the origin of all monies and property we receive or procure, and of the appropriateness of the destination of money we forward in any way on transactions in which you are involved.'

'Money laundering' is a generic term used to describe the process of hiding the criminal origins of money or money's worth (the 'proceeds' of crime) within legitimate businesses or business activities. It also describes the use of money of legitimate origin to support terrorism. Anti-money laundering provisions are designed to help prevent legitimate business from being used by criminals for this purpose, and to assist law enforcement agencies to trace and recover criminal assets and terrorist funding.

National and international legislation

Many of the countries where Shell operates now have some form of anti-money laundering legislation. The legislation tends to place both criminal corporate liability on the company and criminal personal liability on its employees. European Union countries are moving towards a harmonised system, which places specific emphasis on establishing the identity of the counterparties.

Offences covered by legislation

The offences covered by anti-money laundering provisions include:

- Money laundering: acquiring, using or possessing criminal property; concealing the nature, source, location or ownership of criminal property; converting or transferring criminal property or removing it from a country; facilitating the acquiring, retention, use or control of criminal property; and assisting terrorist financing in any other way
- Tipping-off: disclosing (in particular, to the subject) anything likely to prejudice an investigation
- Prejudicing an investigation: falsifying, concealing, destroying or disposing of relevant documents
- Failure to report: not reporting a suspicion when there are reasonable grounds to know or suspect that someone is laundering money

Do

- **Be aware that you have an obligation to identify and internally report suspicious transactions or incidents of money laundering**
- **Contact your Money Laundering Reporting Officer (MLRO) or Country Controller for advice and assistance**

4

THE CODE CAN HELP YOU

The nature of a specific transaction may concern you for a number of different reasons. You may be asked to deal with seemingly unconnected third parties, or to settle an amount in an unconventional way. The Code explains what money laundering is and provides a simple way to resolve your concerns.

In practice, this means you must make proper enquiries about the origin of all monies and property we receive or procure, and of the appropriateness of the destination of money we forward in any way, on transactions in which you are involved.

It should not be assumed that this applies only to finance staff. Business people or lawyers may be the first to hear how a transaction is going to be organised.

Suspicious transactions

You are not required to identify money laundering, but you do have a duty to identify suspicious activity which may be money laundering or terrorist financing. Examples of suspicious transactions might include, but are not limited to:

- Any transaction where you don't know or can't verify the nominal details of the parties to the transaction
- A willingness to pay above market price

- Transactions conducted through unknown or unnecessary intermediaries
- Abnormal settlement methods
- Unnecessary or unexplained transactions
- Cash transactions or the use of bank drafts, money orders or cashier's cheques
- Settlement with apparently unconnected parties
- Transactions relating to high-risk countries, as defined by the inter-governmental FATF (Financial Action Task Force)

A combination of any number of potentially high-risk transactions should naturally increase the level of suspicion.

FIND OUT MORE

For further advice and assistance, contact your local Money Laundering Reporting Officer or Controller

Don't

- **Don't knowingly deal with criminals or the proceeds of crime**
- **Don't try to investigate a case of money laundering yourself**
- **Don't report your suspicions externally – the MLRO or Controller will take responsibility for this**
- **Don't notify your suspicions to the other party to the transaction**

SHELL ASSETS MUST BE SECURED AND PROTECTED
IN ORDER TO PRESERVE THEIR VALUE.

'We are all personally responsible for safeguarding and using Shell assets appropriately.'

Shell assets may be of considerable value – whether financial or physical assets or intellectual property – and are intended to be used only to advance Shell business purposes and goals. These assets must be secured and protected in order to preserve their value.

Company assets

All employees are entrusted with Shell assets in order to do their jobs. We are all personally responsible for safeguarding and using Shell assets appropriately. Such assets include buildings, sites, equipment, tools, supplies, communication facilities, funds, accounts, computer programs, information, technology, documents, know-how, data, patents, trademarks, copyrights, time, and any other resources or property of Shell.

Shell employees are responsible for protecting Shell assets against waste, loss, damage, misuse, theft, misappropriation or infringement and for using those assets in responsible ways.

Asset and expense records

Accurate, reliable and timely preparation of business records and documents, including those that relate to expenses incurred by employees on behalf of the company, are required by law. Such records are important to the company's decision-making processes and the proper discharge of its financial, legal and reporting obligations. Falsification of asset records or misrepresentation of facts may constitute fraud and can result in civil and criminal liability for both individuals and the company.

Do

- **Use Shell assets only to accomplish its business purposes**
- **Take care to prevent waste, loss, damage, misuse, theft, misappropriation, or infringement of Shell assets**
- **Obtain appropriate permission for the use of Shell assets**
- **Prepare, maintain or submit accurate records regarding the use of Shell assets, in accordance with applicable laws, external requirements and company processes**
- **Record time worked accurately**
- **Comply with specific restrictions placed on the use and transfer of Shell assets**
- **Follow established guidelines and procedures in respect of authorities and approvals for dealings with third parties that involve Shell assets**

4

THE CODE CAN HELP YOU

We all use Shell assets in our everyday working lives, but how many of us really think about their value or the need to protect and preserve them? The Code reminds you of the range of company assets and provides some practical advice about how to handle them.

Time

While in the workplace, employees are expected to be fully engaged in their work and not undertake personal activities beyond a reasonably modest level. Shell expects that all employees will devote the necessary time to their work in order to fulfil their responsibilities. Those required to record the hours they work must do so truthfully and accurately.

Assets of others

Shell respects the physical and intellectual assets of others. Consequently, we expect our employees and contract staff never to knowingly damage or misappropriate the physical assets of others; infringe valid patents, trademarks, or copyrights of others; misappropriate confidential information in violation of the rights of others; or use or disclose confidential information of others without proper authority. We expect others to show the same respect for Shell physical and intellectual assets.

FIND OUT MORE

For further advice on protecting Shell assets, contact your local compliance focal point

Don't

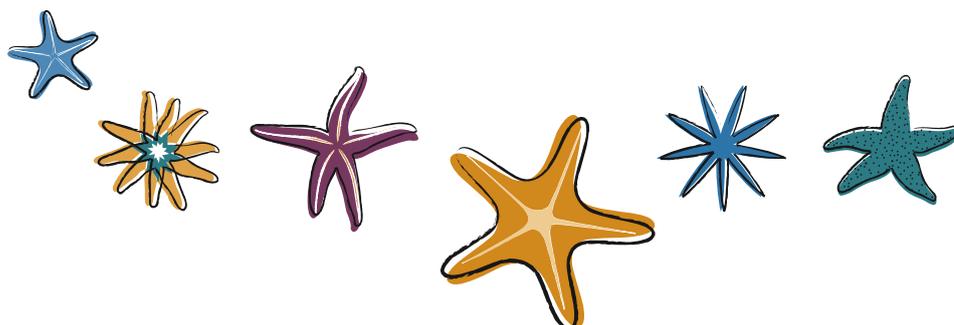
- **Don't conceal, alter, destroy or otherwise modify company records or documents except as authorised in accordance with established standards and guidelines**
- **Don't conceal, alter, destroy or otherwise tamper with documents relating to: actual, pending or threatened litigation or government or regulatory investigations; or relating to circumstances where there is reason to believe such litigation or investigation is reasonably likely to occur**
- **Don't intentionally make a false or misleading entry in a report, record, or expense claim**

PEOPLE

5

To be the best you
need the best people.
You should give
everyone equal
opportunity to shine.

Be sure



50
EQUAL OPPORTUNITY

52
HARASSMENT

54
SUBSTANCE ABUSE

OUR RESPONSIBILITY IS TO CREATE AN INCLUSIVE WORK ENVIRONMENT WHERE EVERY EMPLOYEE HAS AN EQUAL OPPORTUNITY TO DEVELOP HIS OR HER SKILLS AND TALENTS.

'Shell will ensure that its employment-related decisions are based on relevant qualifications, merit, performance and other job-related factors.'

Shell provides equal opportunity to all job applicants and employees through clearly defined and consistently applied employment and performance standards and management systems. We will not tolerate unlawful employment discrimination of any kind.

Compliance with lawful policies

Shell is committed to creating and complying with lawful human resources policies and practices in all aspects of employment, including recruitment, selection, hiring, evaluation, promotion, training, discipline, development, compensation and termination. Shell will comply with the applicable laws in all the countries in which it operates. Shell will ensure that its employment-related decisions are based on relevant qualifications, merit, performance and other job-related factors.

Do

- **Demonstrate respect and fairness in your interactions with employees and external parties consistent with Shell core values and the Shell General Business Principles**
- **Ensure your own employment-related decisions, including hiring, evaluation, promotion, training, discipline, development, compensation and termination of employment are determined by merit and business considerations alone**
- **Understand related local legislation and cultures that may have an impact on workplace decisions**
- **Contact Human Resources if you have questions about the potential applicability of laws**
- **Report equal opportunity concerns through the available confidential channels**

5

THE CODE CAN HELP YOU

If you feel you are being treated unfairly, or are concerned that someone else is being treated unfairly, check the Code to establish the Shell position on equal opportunity. You can also use the Global Helpline to raise any concern.

Shell commitment

To demonstrate our commitment to equal opportunity, we have established a Global Helpline through which employees and stakeholders may raise concerns and report instances of potential non-compliance with these principles.

FIND OUT MORE

Contact your local HR adviser or access the Shell Global Helpline at

<https://www.compliance-helpline.com/shell.jsp>

Don't

- Don't tolerate unlawful discrimination of any kind

SHELL EMPLOYEES ARE ENTITLED TO WORK IN AN ENVIRONMENT IN WHICH PEOPLE ARE TREATED WITH RESPECT.

'Shell will not tolerate harassment in the workplace – that is any action, conduct or behaviour which any individual or group of individuals finds unwelcome, humiliating, intimidating or hostile.'

Shell will not tolerate harassment in the workplace – that is any action, conduct or behaviour which any individual or group of individuals finds unwelcome, humiliating, intimidating or hostile. Employees must, therefore, avoid actions or behaviours that are, or could be, viewed as harassment. Employees should be particularly sensitive to actions or behaviours that may be acceptable in one culture but not in another.

Certain actions and behaviours are also illegal in many countries. Both Shell and the individual may be subject to civil penalties if found to be in breach of a legal requirement. Employees should refer to local policies.

The effects of harassment

The effects of harassment on individuals can be serious and may include anger, fear or depression as well as feelings of helplessness or confusion. People may suffer physical or mental illness and may find their relationships at home and work affected. The employee may feel that it is impossible to continue working in the same department or even for their company.

The impact on Shell can be equally serious: reduced productivity and staff morale together with higher absenteeism and staff turnover. Performance standards may drop and, as a result, the company may lose business. Customers may experience a lower standard of care and there may be an adverse effect on our reputation. Shell may also be legally liable for harassment carried out by its employees.

Do

- **Treat all employees, contract staff, suppliers, customers and visitors with respect**
- **Create a work environment free from harassment**
- **Find out about local behaviours, practices and customs that may differ from those you are used to, be sensitive to differences and be prepared to adapt your behaviour accordingly if travelling or working in another office or country**
- **Speak up and tell a person if you are upset by his or her actions or behaviour, explain why and ask them to stop**
- **Speak to your line manager, HR adviser or Business or Functional Compliance Officer, or use the Shell Global Helpline if the harassment continues**
- **Use an informal approach to resolve the issue where appropriate before raising a formal grievance**
- **Use a formal grievance procedure if the matter is serious or the informal approach is not successful**

5

THE CODE CAN HELP YOU

If you feel you have been harassed, or are concerned that someone else is being harassed, check the Code to establish the Shell position on Harassment. You can also use the Global Helpline to raise any concern.

The effects of harassment for the individual who harasses are serious and may include disciplinary action, up to and including dismissal, and potentially legal action.

If an employee feels he or she has been harassed, there are a number of ways to raise the issue both informally and formally. In most instances, the line manager or HR adviser should be the first point of contact. However, if none of those people is thought appropriate by the employee, he or she is invited to use local grievance procedures or other dispute resolution channels

FIND OUT MORE

Contact your local HR adviser or access the Shell Global Helpline

<https://www.compliance-helpline.com/shell.jsp>

Don't

- Don't behave in an unwelcome, humiliating, intimidating or hostile manner
- Don't make inappropriate jokes or comments
- Don't assume that what is acceptable in one environment is equally acceptable in another
- Don't distribute or display offensive material, including inappropriate pictures or cartoons
- Don't spread malicious rumours or use voicemail, email or other electronic media to transmit derogatory, harassing or abusive information

SHELL STRIVES TO PROVIDE A SAFE, PRODUCTIVE WORK ENVIRONMENT FOR ITS EMPLOYEES BY ENSURING THAT THE WORKPLACE IS FREE FROM SUBSTANCE ABUSE.

'Subject to the substance abuse policy of his or her employing company, an employee who volunteers a dependency on drugs, alcohol or both will be treated in the same way as an employee with any other illness.'

Shell is committed to providing a safe and productive work environment for its employees and contract staff. This means striving to ensure, among other things, that the workplace is free from substance abuse; that is the use of illegal drugs, the misuse of legal drugs or other substances, and the abuse of alcohol. This policy applies in accordance with applicable legal and regulatory requirements.

Shell wishes to ensure that all employees recognise the threat posed by substance abuse and aims at minimising the risks involved with it. We provide employees with health education programmes to raise awareness of the consequences and dangers of drug use and alcohol abuse.

Standards of behaviour

The following standards of behaviour are required of all employees:

- Employees should be fit and ready to carry out their work duties at all times while at work or on Shell business
- Employees are prohibited from being at work or on Shell business while impaired by drugs or alcohol or with illegal drugs present in their systems
- The use, possession, sale or distribution of illegal drugs and the misuse of legal drugs or other substances is prohibited
- Except where authorised for special occasions, alcohol consumption is not permitted during working hours on any Shell sites. Some sites have also been designated as alcohol-free at all times. It is the employee's responsibility to know the status of their site

Do

- **Report to work fit and ready to carry out assigned duties**
- **Aim at recognising a dependency condition early**
- **Advise your line manager, your Human Resources adviser or both of any drugs or alcohol dependency condition and of any current medical treatment you are receiving for dependency**
- **Advise the Medical Department, Occupational Health Department or your manager if you are in a safety sensitive job or location and you are taking prescribed drugs, so that further professional advice can be sought if appropriate**
- **Comply with a rehabilitation programme**
- **Treat the matter confidentially**
- **Co-operate in a reasonable search and 'with cause' testing**

5

THE CODE CAN HELP YOU

You may be concerned that a colleague is consuming alcohol during work hours in a way that puts you and others at risk. You may also want to do something about it, but be unclear about Shell policy. The Code makes our position clear and provides links to the Shell Global Helpline.

Helping employees

Without prejudice to the above standards, alcohol or drug dependency is recognised as an illness subject to legal and regulatory requirements. Subject to the substance abuse policy of his or her employing company, an employee who volunteers a dependency on drugs or alcohol will be treated in the same way as an employee with any other illness.

Equally, the employee is expected to be conscientious in seeking help and following rehabilitation treatment. For the purpose of this Code, treatment means the medical assessment, counselling and specific treatment programmes necessary to assist the individual to achieve a sustained break from dependency. Failure to comply with the rehabilitation programme may be regarded as serious misconduct.

Returning to work

When employees are assessed as fit to return to work, a condition of their being allowed to return will be their agreement to attend follow-up counselling and submit to regular medical check-ups and periodic unannounced testing.

An employee who occupied a safety sensitive job or worked in a safety sensitive location before rehabilitation is not guaranteed a return to the same job or location.

Searches and 'with cause' testing

In some countries, additional measures used to ensure a drugs and alcohol-free workplace are searches and 'with cause' testing.

A search may be conducted where there is good reason to believe that drugs or alcohol have been brought to the workplace or are in an individual's possession. Searches might include personal effects, desks, lockers and other Shell property. The failure of an individual to consent to a search will be considered as serious misconduct.

In situations which give cause for concern either in the workplace or after accidents or near misses, Shell will at its discretion require an employee to undergo a medical examination, including a blood test for alcohol.

FIND OUT MORE

Contact your local HR adviser or access the Shell Global Helpline at

<https://www.compliance-helpline.com/shell.jsp>

Don't

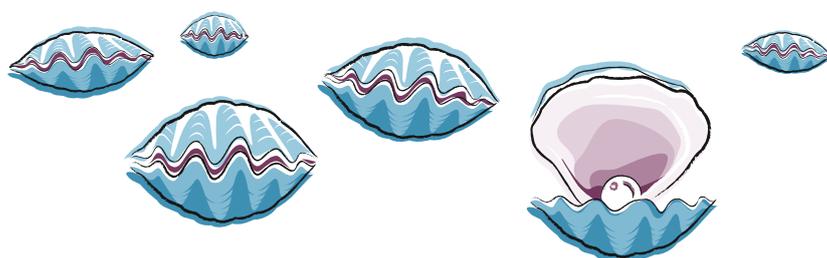
- **Don't use, keep, sell or distribute illegal drugs**
- **Don't misuse legal drugs or other substances**
- **Don't consume alcohol during work hours unless specifically authorised to do so for a special occasion**
- **Don't ignore a case of substance abuse if you witness one**

INFORMATION MANAGEMENT

6

Information can be an asset and an advantage. It should be guarded closely and used wisely.

Be sure



58
INTELLECTUAL PROPERTY

60
DATA PRIVACY AND PROTECTION

62
RECORDS MANAGEMENT

64
BUSINESS COMMUNICATIONS
AND THE EMAIL CODE

66
PERSONAL USE OF IT
AND COMMUNICATIONS

SHELL COMPANIES ARE REQUIRED TO COMPLY WITH THE INTELLECTUAL PROPERTY FRAMEWORK, WHICH EXPLAINS HOW WE CAN ALL HELP TO MAXIMISE THE POTENTIAL OF INTELLECTUAL PROPERTY FOR SHELL.

'Shell employees must always give proper attention to creating, protecting and exploiting Shell IP, and to avoiding infringement of the IP rights of others.'

'Intellectual Property' (IP) includes patent rights, trademarks and service marks, domain names, copyright (including copyright in software), design rights, database extraction rights, rights in know-how or other confidential information (sometimes called 'trade secrets' or 'proprietary information') and rights under IP-related agreements.

IP assets and rights play an important role in enabling Shell companies to retain industry leadership and derive competitive value from continued investment in innovation. Shell employees must always give proper attention to creating, protecting and exploiting Shell IP and to avoiding infringement of the IP rights of others. Shell companies are required to comply with the IP Framework which demonstrates how each of us is expected to contribute to maximising the potential of IP for Shell.

Group IP Standard

The IP Framework has at its core the Group IP Standard, which outlines six Principles which must be adhered to in day-to-day business dealings throughout all Shell companies. The Framework also includes definitions of key terms and links to guidelines which assist Shell companies in complying with the Standard.

Do

- **Ensure you know the IP Strategy of your Business and act in accordance with that Strategy**
- **Report technical progress and solutions to technical problems to IPS in a timely fashion**
- **Consult with Intellectual Property Services before receiving, disclosing, or agreeing to receive or disclose, information provided in confidence**
- **Ensure that all employees and contract staff have written contracts addressing their obligations regarding the ownership and confidentiality of IP received during or arising from their engagement**
- **Report to IPS at the first opportunity instances in which third parties appear to be using Shell IP without authority**
- **Use trade marks and domain names only in accordance with Shell Group Branding Policy**

6

THE CODE CAN HELP YOU

You plan to meet another company to discuss parallel technical achievements and possible collaboration. You are well versed in the technology but are not clear whether there is any problem with sharing Shell information or receiving the technical information on their development efforts. The Code will help you.

The six IP Principles

- Each Business must adopt and implement an IP Strategy which defines policies and plans for the creation, management and exploitation of IP in that Business
- Shell companies must protect Shell IP, for instance by submitting technical progress for patent action, registering and using trademarks and domain names in accordance with policy, managing the disclosure and receipt of proprietary information, and ensuring that third party IP relationships are governed by formal agreements
- Shell companies will not knowingly infringe the valid IP rights of any third party or disregard obligations of confidence owed to any third party
- Shell companies will comply with Intra-Group Agreements, which specifically support centralised ownership and control of IP assets
- Shell companies will consult with Intellectual Property Services (IPS) at the earliest opportunity in relation to any business activity which may have implications for IP; all related agreements must have the appropriate business approval and support from IPS before being signed
- Shell companies will refer to IPS at the first opportunity all IP-related disputes or potential disputes with third parties

FIND OUT MORE

To find out more about the IP Standard and Principles go to

<http://sww04.europe.shell.com/ip>

or contact Intellectual Property Services

Don't

- **Don't conduct research, development or commercialisation activity on any new or modified product or process without proper consideration being given to the risks posed by third party IP**
- **Don't initiate a discussion with a third party for any agreement with respect to IP without first consulting IPS**
- **Don't convey or discuss any formal or informal opinion regarding IP rights without involvement of, or direction from, IPS**
- **Don't disclose proprietary information in a public forum without clearance under procedures in place for the relevant Business**
- **Don't register any domain name without IPS involvement**
- **Don't adopt a new trademark without clearance from IPS**

SHELL IS COMMITTED TO RESPECTING THE PRIVACY OF ANY PERSONAL DATA THAT IT PROCESSES.

'Shell respects any individual's general right to privacy of their personal data and adheres to all applicable laws on the use of personal data.'

Key principles

It is Shell policy to follow the principles below.

- Shell respects any individual's general right to privacy of their personal data and will accordingly adhere to all applicable laws on the use of personal data
- Personal data should be obtained by lawful means and, where required, with the knowledge or consent of the data subject
- The purpose for which personal data is collected should be permitted by law
- Those with access to personal data must only use it in a way authorised by applicable law
- There may be legal restrictions on transferring personal data to another party including another Shell company. There may be additional legal restrictions on transferring personal data outside its country of origin

Do

- **Understand that not only personal and personnel files but also business-related files can contain personal data**
- **Understand that sensitive personal data (for example a person's religion, race, health or criminal behaviour) is often more strongly protected by legislation than non-sensitive personal data**

6

THE CODE CAN HELP YOU

The Code states our policy covering data privacy and protection in clear and simple terms. It should be your first point of reference for any related issue that you wish to resolve.

- Personal data created, used, transferred to or stored on Shell IT and communication facilities or on media provided by or on behalf of Shell may under certain circumstances be monitored and analysed by or on behalf of Shell
- Personal data should be protected by reasonable security safeguards against such risks as loss or destruction or unauthorised access to, or unauthorised use, modification or disclosure of, data
- If in any doubt about the handling of personal data, consult your legal adviser or local data protection focal point

FIND OUT MORE

To find out more about the data privacy and protection rules which apply to you when handling personal data, contact your data protection focal point or your local legal advisers

Don't

- **Don't handle personal data before making sure you know which data protection laws, if any, are applicable and which requirements must be met**

IT IS IMPORTANT THAT EVERYONE WHO WORKS FOR SHELL RECOGNISES THAT RECORDS ARE VALUABLE COMPANY ASSETS THAT MUST BE PROPERLY MANAGED.

'Electronic records must be treated in the same way as records in any other format. Shell recognises that electronic records present particular risks and challenges.'

Shell must be able to retrieve records quickly and reliably. When each record's retention period is over, appropriate disposal is required.

The Shell Group Standard for Records Management and the Group Records Management Guidelines require that records must be managed securely throughout their life cycle in line with their importance to Shell and in compliance with legal, tax, regulatory, accounting and business retention requirements. Shell applies a risk-based approach to Records Management that identifies the areas of highest exposure and ensures consistent and auditable management of records.

Understanding what a record is

The Group Standard defines a record as a sub-set of information created or received as evidence of a business activity or required for legal, tax, regulatory or accounting purposes or important to Shell business or corporate memory. Some examples of records are: contracts; audit reports; financial information; product specifications; corporate policies, guidelines and procedures; minutes of meetings.

How Shell treats electronic records

Electronic records (including images, instant messaging, email messages, voice recordings or electronic files) must be treated in the same way as records in any other format. This is because it is the content which determines a record, not its format.

Do

- **Make sure you understand the difference between a record and information of temporary value**
- **Make sure you understand when you create or receive records during the course of your work**
- **Identify, classify and store records in line with your departmental or work group file plan**
- **Protect records to ensure they cannot be subject to unauthorised access or interference**
- **Suspend scheduled disposal of records in the event of reasonably anticipated litigation, government or regulatory investigation, or tax audit**
- **Act reasonably, competently, in good faith and in line with legal advice in making decisions concerning the preservation of information**
- **Make sure that you preserve all relevant information (even that of temporary value) if the subject matter becomes subject to litigation, governmental or regulatory investigation, or tax audit**
- **Dispose appropriately of records after the requirement for their retention has expired and you have determined that no preservation hold exists for those records**

6

THE CODE CAN HELP YOU

Some information must be recorded and safely stored. Some information must be disposed of as soon as it is no longer of value. The Code outlines the main points you need to understand. It also provides links to further useful information.

File plans

Records are classified and stored with reference to a local file plan. A file plan is a list of the different types of records created or received by a department or work group, together with instructions on how each type of record must be managed. The file plan provides information about the physical location of a record and its format and links the record to the Group Retention Schedule for the application of consistent Group retention periods.

Information of temporary value

Some information produced in the course of Shell business activities has only temporary value and should be disposed of as soon as it is no longer required. Determining whether information has only temporary value is a matter of judgement and if an individual is in any doubt as to whether something is a record or not they should consult the Group Records Management Guidelines.

FIND OUT MORE

For the Group Standard on Records Management, the Group Records Management Guidelines and for further information on records management and retention of information go to

http://sww.shell.com/ethicsandcompliance/records/main/standard_and_guidelines.html

http://sww.shell.com/ethicsandcompliance/records/main/retention_schedules.html

Don't

- **Don't forget to transfer custody of all relevant records if you change your job within Shell or if you leave your job with Shell**
- **Don't forget that the determination of what is a record is based on content and that both paper and electronic records (including email) must be managed**

ANY COMMUNICATION FROM A SHELL EMPLOYEE OR CONTRACT STAFF IS A REFLECTION ON THE SHELL GROUP.

'Emails, in particular, are often central to litigation and regulatory investigations. They frequently provide a frank account of events inside an organisation and they are virtually indestructible.'

All employees and contract staff are required to take care when communicating both internally and externally and particularly when the communication is a written document (including email). Inappropriate, inaccurate or careless communications can create serious liability and compliance risks for the company.

Email

Emails, in particular, are often central to litigation and regulatory investigations. They frequently provide a frank account of events inside an organisation and they are virtually indestructible. It is also true that they may easily be misinterpreted, taken out of context or give a misleading impression.

Do

- Take care when writing
- Think before you send
- Ask yourself 'Would I be comfortable if this communication appeared on the front page of a newspaper or was produced as evidence in legal proceedings?'
- Ask yourself 'Do I need to make this communication and what is the most appropriate way of communicating?'
- Make sure that your written communications contain a clear statement (in a footer on an email or on your company's headed paper) identifying your employing company and giving those details required by local law (for example, the company name, the address of its registered office and its registration number), as well as your contact details
- Check that you are authorised to make a particular commitment
- Obtain legal advice to avoid accidentally creating legally binding commitments when discussions or negotiations continue over a long period of time
- Make sure you are authorised to share a particular piece of knowledge (especially if posting information on the Shell Global Networks or on the Shell intranet)
- Apply the 'need to know' test when considering sharing knowledge with a third party
- Apply the Group Information Classification System

6

THE CODE CAN HELP YOU

You are about to send an important email to a customer or supplier. You are unsure about how to address the contact and also about what 'tone of voice' to adopt. The Code states our policy on communication and directs you to other useful guidance.

Shell Business Communications Standard

The Shell Business Communications Standard sets out the rules and principles that should be applied to your business communications with both staff in Shell companies and third parties. These rules and principles have been designed to minimise liability and compliance risks. They apply to communications in any format or medium, including electronic documents, instant messages, websites, postings on the Shell Global Networks (Sitescape), paper documents, facsimile and telex messages, voice, and voice mail recordings.

Email Code

Rules and best practices designed specifically to help Shell employees communicate via email are set out in the Email Code. Shell has developed an Email Code because even though the medium is widely used for business communications, many people adopt a more casual and careless approach to its content than they would when using more traditional methods of business communication.

Shell employees should read the Business Communications Standard and the Email Code, both of which contain mandatory rules.

FIND OUT MORE

The Business Communications Standard and the Email Code can be found at

http://swwww.shell.com/ethicsandcompliance/records/main/business_communications_standard_and_email_code.html

Don't

- Don't assign blame or be judgemental ('it was his fault')
- Don't brag or overstate ('we ensure 100% compliance')
- Don't write speculative opinions (describe equipment as 'unsafe' without having all the facts available)
- Don't engage in 'chit chat' on sensitive or confidential matters or joke about serious matters
- Don't make decisions for companies that you don't work for – in general, your activities in respect of any companies other than your employing company are advisory only
- Don't give the wrong impression about which company a communication comes from
- Don't share knowledge when this is prohibited or restricted:
 - in the context of a commercially-sensitive or price-sensitive project
 - by law (for instance US export controls legislation)
 - by an agreement, notably confidentiality or joint venture agreements
 - for fiscal reasons (the information may have a commercial value so that sharing it has fiscal consequences)

PERSONAL USE OF IT AND COMMUNICATIONS

MOST SHELL COMPANIES ACCEPT A LIMITED USE OF SHELL IT AND COMMUNICATION FACILITIES FOR PERSONAL PURPOSES.

'All Shell employees must recognise the negative impact on both their own and the organisation's reputation that improper use of Shell IT and communications facilities may have.'

Shell expects that employees using Shell IT and communication facilities for personal reasons will apply high ethical standards, comply with applicable laws and regulations and support Shell information security requirements. It is also important that the personal use of Shell IT and communication facilities does not incur substantial cost or negatively affect productivity.

IT and communication facilities include desktop and laptop PCs, mobile and desk phones and personal digital assistants such as the BlackBerry.

Shell ethical standards

Employees who make personal use of Shell IT and communication facilities are required to do so in accordance with Shell ethical standards and in line with all the legal, regulatory, ethical, cultural or social codes that prevail in their workplace.

In addition, it is important to remember that Shell IT and communication facilities are increasingly global in nature and data may be processed and stored in another country where different and more stringent codes may apply.

All Shell employees must recognise the negative impact on both their own and the organisation's reputation that improper use of Shell IT and communication facilities may have.

Do

- **Make sure your computer is protected by anti-virus software and a personal firewall and that your software is up to date, especially when it is connected to the Internet**
- **Make sure you remain in control if and when others use your IT and communication facilities**
- **Avoid using an Internet Service Provider (ISP) based in another country**

6

THE CODE CAN HELP YOU

You are relaxing in your hotel during a business trip. You decide to surf the Internet by connecting your Shell laptop through the hotel's wireless connection. A pop-up asks you if you want to install certain software. Is this a breach of Shell IT security? The Code will help you understand what you should and should not do.

Security

The personal use of IT and communication facilities must never endanger the security of Shell information. Pornographic and gambling websites are increasingly being used to spread viruses, spyware and other malicious software designed to exploit vulnerabilities in personal computers and IT networks. Unauthorised installation of software may also endanger information security. Shell IT policy requires that employees never use company facilities to visit inappropriate sites or to install software without authorisation.

Logging and monitoring

The use of Shell IT and communication facilities is logged. It is also monitored for the purposes of information security, operational management, and 'cybercrime', and to ensure it is compliant with laws, regulations and Shell policies. Furthermore, under the rules of lawful access and in legal and criminal investigations, including inquiries and discovery proceedings, data regarding the use of IT and communications facilities or data stored by those facilities may be disclosed and reviewed.

Shell will report illegal use to the proper authorities.

FIND OUT MORE

Guidelines on the personal use of Shell IT and Communications facilities can be found at

http://sww-itforshell.shell.com/infosec/legal/pers_use.htm

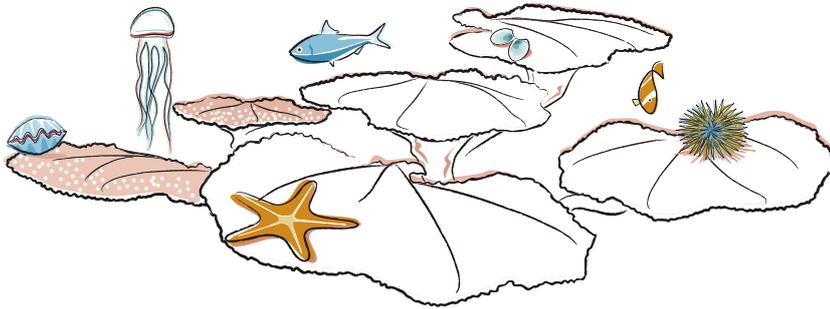
Don't

- Don't upload or download, transmit or otherwise access pornography or any other form of nude, indecent, vulgar, obscene or otherwise objectionable material
- Don't upload or download or send material that is likely to cause annoyance, inconvenience or needless anxiety to your colleagues
- Don't send personal emails with the Shell footer (Outlook signature) attached
- Don't disable Shell security measures
- Don't install software or connect hardware without licence and authorisation
- Don't use Shell IT and communication facilities in a way that could damage Shell
- Don't use Shell IT and communication facilities to:
 - engage in gambling
 - conduct fraud
 - conduct your own business
 - violate intellectual property rights, for example by downloading or uploading, transmitting or allowing the unlawful transmission of copyright protected material
 - commit a 'cybercrime', (for example: to send spam or viruses, hack or attempt to infringe security measures to access resources on the network for which you are not authorised, communicate under a false name, intercept or change communications or deface websites)

SHELL CODE OF CONDUCT

Making information
accessible.

Be sure



70
INDEX OF CONTENTS

74
NOTES

A			
Abuse	34, 54, 55	Copyright	46, 47, 58, 67
Acceptable gifts	32	Corruption	26, 27
Accidents	22, 55	Crime	
Accounting principles	42, 43	proceeds of	44, 45
Accurate records	10, 42, 46, 47	Customer data	47
Agents	06, 26, 27	Customers	14–16, 65
Alcohol	19, 54	working for	15, 28
Altering records	47	D	
Annual reporting	40	Data protection	46, 60, 61
Anonymity	06	Data retention period	62
Antitrust	14, 15	Derivatives	34
Appearance of improper behaviour		Destroying records	44, 47, 62
conflict of interest	29	Directorships	28, 29
gifts, entertainment and hospitality	30	Disciplinary action	07, 11, 27, 34, 53
Auditors	42	Disclosure	16, 28, 30, 40, 41, 44, 47, 58, 65
B		confidential information	47, 58
Breaches of code	10, 11	conflicts of interest	28
Bribery and corruption	26, 27	gifts and hospitality	30
and business partners	27	personal data	61
and joint ventures	27	proprietary information	58, 59
and suppliers	27	Discrimination	50, 51
Business communications	37, 64, 65	Dismissal	07, 27, 53
Business partners	11, 26, 27	Drugs	18, 54, 55
Business relationships	09, 30	E	
C		Electronic media	
Cash gifts or payments	33	computer hardware	46, 64, 66
Cash transactions	45	Electronic records	62–67
Charitable donations	27, 37	Email code	37, 64, 65
Community activity	37	Employee confidentiality	28, 60
Community relations	10	Employee rights	09, 37, 50, 52, 60
Company assets, funds and property	36, 58	Entertainment	33
Competition	10, 14	Environmental impact	09, 10, 22
Competition laws	14	Equal opportunities	50
Competitive bidding agreements	15	Ethical standards	03, 66
Competitors		European Union	18
breaking competition laws	14, 15	Expense claims	31, 46, 47
working for	28, 29	Export controls	16, 17, 65
Computer	46, 66, 67	External communications	41, 64, 65
Conduct out of work	28, 35, 37	F	
Confidential information	40, 46, 58, 65	Facilitation payments	26, 27
as intellectual property	58	Falsifying information	46
business information	46, 65	Falsifying records	44
in public disclosure	40	Family members and inside information	35
personal data	60, 61	Favours	26
Confidentiality agreements	58	Financial control and accounting	43
Conflicts of interest	28–30	Financial reporting	42, 43, 46
Consultants	06	Financial statements	42, 43
Contract staff	10, 52, 54	Fraud	46, 67
Contractors	06, 22, 26–29	Fundraising	36

G			
Gambling		67	
Gifts, entertainment and hospitality	26, 29–33,	37	
Government enquiries, investigations		47, 62	
Government officials			
bribery of		26	
gifts, entertainment and hospitality		30	
political activities		36	
H			
Harassment		52, 53	
Health, safety, security and environment (HSE) issues	22,	23	
Helpline	06, 07, 27, 51,	53, 55	
HSE performance data		22	
I			
Illegal substances		54	
Import controls	17,	18	
Imports from prohibited countries		18	
Improper influence		30	
Improper payments	26,	36	
In-kind contributions		27	
Inappropriate communications		64	
Individual responsibility	03,	05, 06	
Inducements		29	
Information management	40,	62, 63	
Information security		67	
Inside information	34, 35,	40, 41	
Insider dealing	28,	34, 35	
Integrity	03,	04, 24	
Intellectual property			
of others		47, 59	
of Shell		46, 58	
International laws	14, 16, 18,	26, 44	
Internet access		66, 67	
Intimidation		52	
Investments			
and conflicts of interest		28	
and insider trading		35	
Investor community		41	
Investor Relations		41	
IT and telecommunications use		66, 67	
IT equipment and data	46,	66, 67	
J			
Joint ventures			
and bribery	26,	27	
and code compliance	06,	27	
and conflicts of interest		28	
Jokes		53, 65	
K			
Kickbacks		26	
Know your customer		16, 44	
L			
Laptops		19, 40,	66
Limiting production		15	
Litigation		47	
Loans		33	
Lobbying		36, 37	
Local cultures	31,	50, 52	
Logging use of IT and communications		67	
Loyalty		28	
M			
Malicious rumours		53	
Manager responsibilities	09,	11, 27	
Mandatory resale prices		15	
Market abuse		34	
Marketing strategies		14	
Market manipulation		34	
Material price sensitive information		40, 41	
Materiality and frequency of gift		32, 33	
Meals		32, 33	
Media issues		41	
Medical fitness		23, 55	
Misrepresentation	07,	41, 46	
Misuse			
of company property		46	
of company time	37,	46, 47	
of drugs		54	
Mobile phones		66	
Money laundering		44, 45	
N			
New product development		59	
O			
Offensive behaviour		52	
Offensive material		53, 62	
Outside activities	28,	35, 37	
Overnight accommodation		32	
P			
Patents		18, 46,	58
Payment irregularities		42, 45	
Personal data		60, 61	
Personal liability	44,	64, 65	
Personal political activity		36, 37	
Personal relationships and conflicts of interest	28,	29, 35	
Personal services		33	
Personal use of IT and communications		66, 67	
Personnel files		60	
Political activity and Shell	10,	36, 37	
Political contributions	27,	36, 37	
Pornographic material		67	
Portable equipment		66	
Press releases, conferences, interviews		41	

Price-fixing	14, 15	T	
Price-sensitive information	34, 35, 40, 41	Technology transfer	16, 18, 58
Pricing practices	14, 15	Terrorism	44, 45
Prior approval	41, 42, 46, 64	Theft	40, 46
and conflicts of interest	28	Third parties	
and contact with government officials	30, 36	and asset protection	47
and trading in securities	35	and business communications	64, 65
of disclosure of proprietary information	59	and code compliance	06, 27
of gifts and hospitality	30, 32, 33	and harrasment	52
of public office	37	and improper payments	26, 27, 45
of speaking engagements	37, 41	and intellectual property	58, 59
Privacy	28, 60	and sanctions	16
Private sector and bribery	26	Threats	07
Promotion of employees	29, 50	Time	
Protecting company assets	46, 58, 62	contribution	37
Public disclosure	40, 41	recording	46, 47
Publicly available information	22	Trade associations	15
R		Trademarks and service marks	46, 58
Racial insults	52	Trade restrictions	15
Raising concerns	03, 06	Training	07, 23, 50
Rationalising the market	15	Transparency	25
Record keeping and management	42, 46, 62	and hospitality events	31
Record retention	62	Transportation	16, 18, 19
Records Management Guidelines	62	Travel	32, 67
Regulatory agencies	40, 62	U	
Regulatory filings	40	Unacceptable gifts	32, 33
Regulatory investigations	47, 62, 64	W	
Rehabilitation	55	Weapons	18
Relatives and conflicts of interest	29	Work environment	09, 22, 52
Reporting	22, 40, 42		
financial	42		
hours worked	47		
HSE performance	22, 40		
Reputation			
of people	07, 66		
of Shell	03, 11, 66		
Retaliation	03, 07		
S			
Safety	09, 22, 23, 54, 55		
Sanctions	16, 19		
Second jobs and businesses	29		
Securities	26–28, 34, 40		
Securities market	40		
Security	46		
IT equipment and data	66, 67		
personal data	61		
Security (HSE)	20		
Software	16, 46, 58, 66		
Speaking engagements	31, 36, 37, 40, 41		
Sponsorship	30		
Spread bets	34, 35		
Substance abuse	54, 55		
Suppliers	12, 22, 26, 52, 65		

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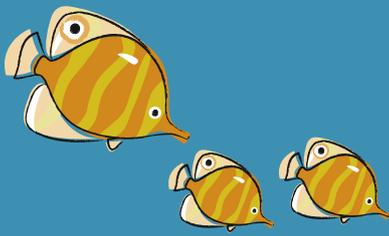
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