

\* \* \*

A procedure for reporting business control incidents enables management and the Group Audit Committee to monitor incidents arising as a result of breakdown in controls and *to ensure appropriate follow-up actions have been taken*. Lessons learned are captured and shared as a means of improving the Group's overall control framework.

\* \* \*

In addition, *internal audit plays a critical role in the objective assessment of business processes and the provision of assurance*. Audits and reviews of Group operations are carried out by Group Internal Audit to provide the Group Audit Committee with *independent assessments* regarding the effectiveness of risk and control management. [Emphasis added.]

583. As set forth in ¶ 398 , these statements were materially false and misleading when made.

## 2. Royal Dutch

584. Item 2 of the 2002 Royal Dutch Notice solicited proxies for the discharge of the Royal Dutch Managing Directors for “responsibility in respect of their management and the members of the Supervisory Board for their supervision for the year 2000.”

585. The 2002 Royal Dutch Notice as to Item 2 was materially false and misleading because it omitted material information about the involvement in, and knowledge of, the misconduct alleged herein by the Individual Defendants, who then served on the Supervisory Board or the Board of Management. Such information would be material in the context of considering whether to discharge them from responsibility for their management of Royal Dutch and the Companies.

C. **2003 Notices of Meeting**

1. **Shell Transport**

586. Resolution 1 of the 2003 Shell Transport Notice sought proxies for the adoption of the Report of Directors for the year ended December 31, 2002. The Report incorporates by reference the Company's corporate governance practices contained in the 2002 ST Annual Report. For example, the 2002 ST Annual Report falsely states that "The Board of the 'Shell' Transport and Trading Company, p.l.c. (Shell Transport) is committed to the highest standards of integrity and transparency in its governance of the Company . . . ."

587. The 2002 ST Annual Report also provided the following materially false and misleading information concerning, *inter alia*, the Companies' internal controls (these pages were incorporated by reference in the Corporate Governance report, which was incorporated by reference in the Report of Directors):

Risk management and internal control

The Group's approach to internal control is based on the underlying principle of line management's accountability for risk and control management. The Group's risk and internal control policy explicitly states that the Group has a risk-based approach to internal control and that management in the Group is responsible for implementing, operating and monitoring the system of internal control, which is designed to provide reasonable but not absolute assurance of achieving business objectives.

*Established review and reporting processes bring risk management into greater focus and enable the Conference (meetings between the members of the Supervisory Board and the Board of Management of Royal Dutch and the Directors of Shell Transport) regularly to review the overall effectiveness of the system of internal control and to perform a full annual review of the system's effectiveness.*

*At Group level and within each business, risk profiles which highlight the perceived impact and likelihood of significant risks*

*are reviewed each quarter by the Committee of Managing Directors and by the Conference. . . .*

The Group's approach to internal control also includes a number of general and specific risk management processes and policies. Within the essential framework provided by the Statement of General Business Principles, *the Group's primary control mechanisms are self-appraisal processes in combination with strict accountability for results.* These mechanisms are underpinned by controls including Group policies, standards and guidance material that relate to particular types of risk, structured investment decision processes, timely and effective reporting systems, and performance appraisal.

\* \* \*

A procedure for reporting business control incidents enables management and the Group Audit Committee to monitor incidents arising as a result of breakdown in controls and *to ensure appropriate follow-up actions have been taken.* Lessons learned are captured and shared as a means of improving the Group's overall control framework.

\* \* \*

In addition, *internal audit plays a critical role in the objective assessment of business processes and the provision of assurance.* Audits and reviews of Group operations are carried out by Group Internal Audit to provide the Group Audit Committee with *independent assessments* regarding the effectiveness of risk and control management. [Emphasis added.]

588. As set forth in ¶ 439, these statements were materially false and misleading when made.

2. **Royal Dutch**

589. Item 2 of the 2003 Royal Dutch Notice solicited proxies for the discharge of the Royal Dutch Managing Directors for "responsibility in respect of their management and the members of the Supervisory Board for their supervision for the year 2000."

590. The 2003 Royal Dutch Notice as to Item 2 was materially false and misleading because it omitted material information about the involvement in, and knowledge of, the misconduct alleged herein by the Individual Defendants who then served on the Supervisory Board or the Board of Management. Such information would be material in the context of considering whether to discharge them from responsibility for their management of Royal Dutch and the Companies.

**D. Remaining Section 14(a) and Rule 14a-9 Allegations**

591. Each Defendant named in this Count has engaged in some or all of the unlawful acts, transactions and activities alleged herein, including the preparation and/or distribution of false and misleading Proxy materials that failed to disclose facts necessary to make the statements therein not misleading in light of the circumstances under which they were made.

592. The Notices of Meeting described herein contained untrue statements of material fact and omitted to state material facts necessary to make the statements not misleading in light of the circumstances under which they were made. As a result, Lead Plaintiff and the members of the Class were denied the opportunity to make an informed decision in voting on the matters described herein.

593. By virtue of the foregoing, Lead Plaintiff and the members of the Class were injured. To remedy the underlying circumstances that form the basis of the improper proxy solicitations, Lead Plaintiff seeks equitable relief that includes, among other things, (a) the consolidation of the Supervisory Board, the Board of Management of Royal Dutch and the Board of Directors of Shell Transport; (b) the formation of a Corporate Governance Committee, composed of independent directors, whose responsibilities would include the creation and implementation of, and the strengthening of existing, internal controls; (c) the formation of a



Legal Compliance Committee, composed of independent directors, whose responsibilities would include ensuring the Shell Group's compliance with all applicable laws, rules and regulations affecting the Group's businesses and operations; (d) the restructuring of the Companies' financial reporting of oil and gas reserves to ensure independent review by requiring the Companies to employ outside auditors, approved by a majority vote of shareholders, to audit the Companies' global reserves in accordance with U.S. GAAP and SEC rules and regulations. The outside auditors will report the audited results to a Reserves Reporting Committee composed entirely of independent directors. The report shall be released to shareholders annually; and (e) such other corporate governance reforms as may be considered prudent, including, but not limited to, the reforms identified in paragraph (c) below.

WHEREFORE, Lead Plaintiff, on its own behalf and on behalf of the Class, prays for judgment against Defendants as follows:

- a. declaring this action to be a proper class action under Rule 23 of the Federal Rules of Civil Procedure;
- b. awarding compensatory damages in favor of Lead Plaintiff and the other members of the Class against all Defendants for the damages sustained by Lead Plaintiff and the Class as a result of the acts and transactions alleged herein, together with interest thereon;
- c. awarding equitable relief in favor of Lead Plaintiff and the other members of the Class, including the imposition of corporate governance reforms, as may be considered prudent to prevent a recurrence of the wrongful conduct described herein, including, but not limited to:
  - (1) the consolidation of the Supervisory Board, the Board of Management of Royal Dutch and the Board of Directors of Shell Transport;

(2) the formation of a Corporate Governance Committee, composed of independent directors, whose responsibilities would include the creation and implementation of, and the strengthening of existing, internal controls;

(3) the formation of a Legal Compliance Committee, composed of independent directors, whose responsibilities would include ensuring the Shell Group's compliance with all applicable laws, rules and regulations affecting the Group's businesses and operations;

(4) the restructuring of the Companies' financial reporting of oil and gas reserves to ensure independent review by requiring the Companies to employ outside auditors, approved by a majority vote of shareholders, to audit the Companies' global reserves in accordance with U.S. GAAP and SEC rules and regulations. The outside auditors will report the audited results to a Reserves Reporting Committee composed entirely of independent directors. The report shall be released to shareholders annually;

(5) the creation of a written charter for the internal audit function, which shall include, among other things, the adoption of procedures for testing and investigating the integrity and reliability of the Companies' accounting and internal control systems, including periodic independent verification;

(6) the creation of policies and procedures that will ensure that the Companies' internal audit and reserves reporting departments, or persons responsible for the internal audit and reserves reporting function, shall have sufficient authority to perform their function, and report independently to both senior management and the Audit Committee and Reserves Reporting Committee of the Board of Directors, on a periodic basis (at least

quarterly), to discuss internal controls and other issues related to the integrity of the Companies' financial statements and reserves reporting;

(7) the requirement that the Chair of the unified Board of Directors be a non-management, independent director;

(8) the requirement that all committees of the unified Board of Directors shall be composed entirely of independent directors;

(9) the requirement that all corporate governance procedures shall be reviewed and re-evaluated by the Corporate Governance Committee on a regular basis, and in no case less than bi-annually. This review and re-evaluation process shall be documented, and a report regarding same be prepared for presentation to the whole Board and the shareholders before the Companies' annual meeting of shareholders;

(10) the requirement that the Board's independent directors meet as a group (the "Independent Directors' Group"), without senior management and without any non-independent directors, at least once each fiscal quarter. The Independent Directors' Group will be entitled, by a majority vote, to retain legal counsel, accountants, or other independent experts, at the Companies' expense, to advise the Independent Directors' Group concerning issues that arise in the exercise of its functions, responsibilities, and powers. A Lead Independent Director shall be appointed, who shall be responsible for, among other things, overseeing and supervising the corporate governance of the Companies in conjunction with the Corporate Governance Committee, and assuring that all the corporate governance resolutions adopted are actually and effectively implemented. The Lead Independent Director will serve for a one year term, subject to reappointment by a majority vote taken of all independent Directors each year thereafter;

(11) the creation of an internal system in which executives, managers, and employees of the Companies can openly and candidly approach any member of the unified Board of Directors, or any member of a special committee thereof, to report events, conduct, or circumstances that are, or appear to be, improper or illegal;

(12) the creation of a system that reforms executive compensation; and

(13) the creation of a system of procedures designed to permit greater shareholder input into the policies and guidelines of the unified Board.

d. awarding injunctive relief in favor of Lead Plaintiff and the Class against the Group Defendants and their agents and all persons acting under, in concert with, or for them, including an accounting of and imposition of a constructive trust and/or freeze of the remuneration received by the Individual Defendants as a consequence of the misconduct alleged herein;

e. awarding Lead Plaintiff the fees and expenses incurred in this action, including reasonable allowance of fees for Lead Plaintiff's attorneys and experts, and other costs;

f. granting such other and further relief as this Court may deem just and proper.

### **JURY TRIAL DEMAND**

Lead Plaintiff demands a jury trial of all issues so triable.

DATED: September 13, 2004

Respectfully submitted,

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## APPENDIX

### **GLOSSARY OF ACRONYMS AND DEFINED TERMS**

|                                |  |
|--------------------------------|--|
| <u>ADR:</u>                    | American Depository Receipt  |
| <u>AICPA:</u>                  | American Institute of Certified Public Accountants   |
| <u>Barendregt:</u>             | Anton Barendregt, who was GRA during the Class Period  |
| <u>boe:</u>                    | Barrels of oil equivalent  |
| <u>Boynton:</u>                | Defendant Judith Boynton   |
| <u>Brinded:</u>                | Defendant Malcolm Brinded  |
| <u>Cease and Desist Order:</u> | August 24, 2004 order issued by the SEC, in which the Companies agreed to pay a fine of \$120 million and to spend \$5 million in development and implementation of an internal compliance program |
| <u>Class Period:</u>           | From April 8, 1999, through March 18, 2004   |
| <u>CMD:</u>                    | Committee of Managing Directors, an informal committee comprising the senior executives from both Royal Dutch and Shell Transport  |
| <u>Commission:</u>             | United States Securities and Exchange Commission   |
| <u>Company:</u>                | The "Shell" Transport and Trading Company  |
| <u>Companies:</u>              | Royal Dutch and Shell Transport  |
| <u>Conference:</u>             | An informal body comprised of all the members of the Supervisory Board and the Board of Management of Royal Dutch and the Directors of Shell Transport   |
| <u>CS:</u>                     | Confidential source  |

|                             |  |
|-----------------------------|--|
| <u>Davis Polk:</u>          | Davis Polk & Wardwell, which prepared the GAC Report   |
| <u>December 8th Report:</u> | 42-page internal report to senior Group executives, dated December 8, 2003, describing significant overstatement of the Companies' proved oil and gas reserves by 2.1 billion to 3.6 billion boe |
| <u>Deepwater Group:</u>     | Shell Deepwater Development Inc.   |
| <u>EOR:</u>                 | Enhanced Oil Recovery  |
| <u>EP:</u>                  | The Companies' Exploration and Production unit   |
| <u>Exchange Act:</u>        | Securities Exchange Act of 1934  |
| <u>Executive Summary:</u>   | The Executive Summary to the GAC Report  |
| <u>F &amp; D:</u>           | Finding and Development  |
| <u>FAS:</u>                 | Financial Accounting Standard  |
| <u>FASB:</u>                | Financial Accounting Standards Board   |
| <u>FID:</u>                 | Final Investment Decision  |
| <u>FPSO:</u>                | Deep-sea Floating Production, Storage, and Off-loading vessel used at Bonga field in Nigeria   |
| <u>FSA:</u>                 | Financial Services Authority, Britain's regulator of publicly traded companies   |
| <u>GAC:</u>                 | Group Audit Committee  |
| <u>GAC Report:</u>          | Report of Davis Polk to the GAC of March 31, 2004  |
| <u>GAAP:</u>                | Generally Accepted Accounting Principles in the U.S.   |
| <u>GAAS:</u>                | Generally Accepted Auditing Standards in the U.S.  |



|                               |  |
|-------------------------------|--|
| <u>GRA:</u>                   | Group Reserves Auditor   |
| <u>GRC:</u>                   | Group Reserves Coordinator   |
| <u>The Group:</u>             | Royal Dutch and Shell Transport  |
| <u>IEA:</u>                   | International Energy Agency  |
| <u>Jacobs:</u>                | Defendant Aad Jacobs   |
| <u>KPMG:</u>                  | Defendants KPMG International KPMG NV  |
| <u>KPMG International:</u>    | Defendant KPMG International   |
| <u>KPMG NV:</u>               | Defendant KPMG Accountants N.V.  |
| <u>Lead Plaintiff:</u>        | SERS and PSERS   |
| <u>LEAP:</u>                  | Leadership and performance group created at Royal Dutch/Shell in the mid-1990s to improve business practices, reduce expenses, and increase income by intensively studying particular issues and consulting experts. In 1997 LEAP was instructed to “create value through entrepreneurial management of hydrocarbon resource volumes.” |
| <u>LNG:</u>                   | Liquefied natural gas  |
| <u>Miller:</u>                | Defendant Steven L. Miller   |
| <u>Moody-Stuart:</u>          | Defendant Mark Moody-Stuart  |
| <u>Moody’s:</u>               | Moody’s Investor Services  |
| <u>NNOC:</u>                  | Nigerian National Oil Corporation, which became the NNPC in 1977   |
| <u>NNPC:</u>                  | Nigerian National Petroleum Corporation  |
| <u>Notice to Take Action:</u> | The Final Notice issued to the Companies by the FSA on August 24, 2004   |
| <u>NSEPCo:</u>                | Nigeria Shell Exploration and Production Company Limited   |

|                           |  |
|---------------------------|--|
| <u>NYSE:</u>              | New York Stock Exchange  |
| <u>OPEC:</u>              | Organization of Petroleum Exporting Countries  |
| <u>OU:</u>                | Operating unit   |
| <u>Oxburgh:</u>           | Lord Ron Oxburgh   |
| <u>PDO:</u>               | Petroleum Development Oman   |
| <u>P.D.O:</u>             | Plan for Development and Operation   |
| <u>PSERS:</u>             | Lead Plaintiff, Pennsylvania Public School Employees' Retirement System  |
| <u>PwC:</u>               | Defendants PwC International and PwC UK  |
| <u>PwC International:</u> | Defendant PricewaterhouseCoopers International Limited   |
| <u>PwC UK:</u>            | Defendant PricewaterhouseCoopers LLP   |
| <u>RAB:</u>               | Reserves Addition Bonus, which was a tax break offered by the Nigerian government from 1991 to 1999 to oil companies for oil-reserve additions – or any oil reserves added over and above what they expected to find |
| <u>RD Annual Report:</u>  | Royal Dutch's Annual Report for the year identified  |
| <u>Roels:</u>             | Defendant Harry Roels  |
| <u>Royal Dutch:</u>       | N.V. Koninklijke Nederlandsche Petroleum Maatschappij (a/k/a the Royal Dutch Petroleum Company)  |
| <u>RRR:</u>               | Reserves Replacement Ratio, which compares additions to proved reserves to production (it puts side-by-side oil newly-claimed to be in the ground to oil taken out of the ground, usually on an annual basis)        |
| <u>Rule 4-10:</u>         | Rule 4-10 of Regulation S-X, 17 C.F.R. § 210.4-10  |

|                                |  |
|--------------------------------|--|
| <u>SAS:</u>                    | Statements on Auditing Standards   |
| <u>SEC:</u>                    | United States Securities and Exchange Commission                                 |
| <u>SEPCo:</u>                  | Shell Exploration & Production Company   |
| <u>SERS:</u>                   | Lead Plaintiff, Pennsylvania State Employees' Retirement System                  |
| <u>Shell Group Defendants:</u> | All defendants except KPMG and PwC   |
| <u>Shell Norway:</u>           | Norske Shell (with a 16% interest in the Ormen Lange field)                      |
| <u>Skinner:</u>                | Defendant Paul Skinner   |
| <u>The Shell Group:</u>        | Royal Dutch and Shell Transport  |
| <u>Shell Transport:</u>        | The "Shell" Transport and Trading Company  |
| <u>SPDC:</u>                   | Shell Petroleum Development Company of Nigeria, Ltd.                             |
| <u>S&amp;P:</u>                | Standard & Poor's  |
| <u>ST Annual Report:</u>       | Shell Transport's Annual Report for the year identified                          |
| <u>Van de Vijver:</u>          | Defendant Walter van de Vijver   |
| <u>Van den Bergh:</u>          | Defendant Maarten van den Bergh  |
| <u>Van der Veer:</u>           | Defendant Jeroen van der Veer  |
| <u>VCTs:</u>                   | Value Creation Teams, created by the Group in 1998 to improve EP's profitability |
| <u>Watts:</u>                  | Defendant Sir Philip Watts   |

**CERTIFICATE OF SERVICE**

I, Deborah Williams, hereby certify that on September 13, 2004, I caused the foregoing Consolidated Amended Class Action Complaint to be served by electronic mail and FedEx on the following defendants' counsel:

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