

SUPPLEMENT DATED 6 MAY 2021



SHELL INTERNATIONAL FINANCE B.V.

LEI No.213800ITMMKU4Z7I4F78

(incorporated with limited liability in The Netherlands and having its statutory domicile in The Hague)

as Issuer

ROYAL DUTCH SHELL PLC

LEI No.21380068P1DRHMJ8KU70

(incorporated with limited liability in England)

as Issuer and Guarantor

MULTI-CURRENCY DEBT SECURITIES PROGRAMME

This Supplement (the **Supplement**) to the Information Memorandum dated 13 August 2020 as supplemented by the first supplement dated 30 October 2020 and the second supplement dated 23 March 2021 (as so supplemented, the **Information Memorandum**), which comprises a base prospectus for the purposes of the UK Prospectus Regulation, constitutes a supplement to the prospectus for the purposes of Article 23 of the UK Prospectus Regulation and is prepared in connection with the Multi-Currency Debt Securities Programme established by Shell International Finance B.V. (**Shell Finance**) and Royal Dutch Shell plc (**RDS**). Terms defined in the Information Memorandum have the same meaning when used in this Supplement. When used in this Supplement, **UK Prospectus Regulation** means Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018.

This Supplement is supplemental to, and should be read in conjunction with, the Information Memorandum and any other supplements to the Information Memorandum issued by Shell Finance and RDS.

Each of Shell Finance and RDS (each an **Obligor** and, together, the **Obligors**) accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Obligors, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect the import of such information.

Purpose of the Supplement

The purpose of this Supplement is to:

- (a) incorporate by reference Shell Finance's Annual Report for the year ended 31 December 2020;
- (a) incorporate by reference RDS's unaudited consolidated financial statements for the three month period ended 31 March 2021; and
- (d) update the "Significant or Material Change" statement of the Obligors.

Documents Incorporated by Reference

On 30 April 2021, Shell Finance published its Annual Report for the year ended 31 December 2020. A copy of the Annual Report (available at https://www.shell.com/investors/debt-information/financial-reports-and-articles-of-association-shell-international-finance-bv/_jcr_content/par/grid/p0/expandablelist/expandablesection_408907459.stream/1621531902898/595da60e6941fb0c16bd9248c6155acdd9292ca2/annual-report-shell-international-finance-bv-audited-december-twenty-twenty.pdf)

has been filed with the Financial Conduct Authority and, by virtue of this Supplement, Shell Finance's Annual Report is incorporated in, and forms part of, the Information Memorandum, including the following pages in particular:

Independent Auditor's Report	Pages 1 – 12
Balance Sheet	Page 19
Profit and Loss Account	Page 20
Cash Flow Statement	Page 21
Notes to the Financial Statements	Pages 22 - 35

On 29 April 2021, RDS published its unaudited consolidated interim financial report as at and for the three month period ended 31 March 2021. A copy of the interim financial report (available at https://www.shell.com/investors/results-and-reporting/quarterly-results/2021/q1-2021/_jcr_content/par/toptasks_1119141760_.stream/1619622392564/f9846a43e21fd61cee30833eb8d28879464c8dd7/q1-2021-gra-document.pdf) has been filed with the Financial Conduct Authority and, by virtue of this Supplement, the interim financial report is incorporated in, and forms part of, the Information Memorandum, including the following pages in particular:

Consolidated Statement of Income	Page 8
Consolidated Statement of Comprehensive Income	Page 8
Condensed Consolidated Balance Sheet	Page 9
Consolidated Statement of Changes in Equity	Page 10
Consolidated Statement of Cash Flows	Page 11
Notes to the Unaudited Condensed Consolidated Interim Financial Statements	Pages 12 – 22

Copies of all documents incorporated by reference in the Information Memorandum can be obtained from the website of the Obligors at <https://www.shell.com/investors.html>.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the UK Prospectus Regulation except where such information or other documents are specifically incorporated by reference herein.

Any non-incorporated parts of a document referred to in this Supplement are either deemed not relevant for an investor or are otherwise covered elsewhere in the Information Memorandum.

General Information

There has been no material adverse change in the prospects of RDS, Shell Finance or RDS and its subsidiaries taken as a whole since 31 December 2020. There has been no significant change in the financial performance or position of RDS or RDS and its subsidiaries taken as a whole since 31 March 2021 and there has been no significant change in the financial performance or financial position of Shell Finance since 31 December 2020.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in the Information Memorandum by this Supplement and (b) any other statement in, or incorporated by reference in, the Information Memorandum, the statements in (a) above will prevail.

Save as disclosed in this Supplement and any other supplements to the Information Memorandum issued by Shell Finance and RDS, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Information Memorandum since the publication of the Information Memorandum.