

SUPPLEMENT DATED 31 OCTOBER 2019



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 19 July 2019 as supplemented by the first supplement dated 23 October 2019 (as so supplemented, the **Information Memorandum**), which comprises a base prospectus, constitutes a supplementary prospectus for the purposes of Directive 2003/71/EC and Section 87G of the Financial Services and Markets Act 2000, as that provision stood immediately prior to 21 July 2019 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.

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 (having taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of the Supplement

The purpose of this Supplement is to: (a) incorporate by reference RDS's unaudited consolidated interim financial statements for the nine month period ended 30 September 2019; and (b) update the "Significant or Material Change" statement of the Obligors.

Documents Incorporated by Reference

On 31 October 2019, RDS published its unaudited consolidated interim financial report as at and for the nine month period ended 30 September 2019. A copy of the interim financial report 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 7
Consolidated Statement of Comprehensive Income	Page 7
Consolidated Balance Sheet	Page 8
Consolidated Statement of Changes in Equity	Page 9
Consolidated Statement of Cash Flows	Page 10
Notes to the Interim Financial Statements	Pages 11 – 17

Copies of all documents incorporated by reference in the Information Memorandum can be obtained from the Obligors and the Agent as described on page 103 of the Information Memorandum. Copies of all documents incorporated by reference in the Information Memorandum are available on the National Storage Mechanism, <http://www.morningstar.co.uk/uk/nsm>.

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 Prospectus Directive (Directive 2003/71/EC (as amended or superseded, and including any relevant implementing measures in a relevant Member State of the European Economic Area)) except where such information or other documents are specifically incorporated by reference herein or attached to this Supplement.

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 2018. There has been no significant change in the financial or trading position of RDS or RDS and its subsidiaries taken as a whole since 30 September 2019 and there has been no significant change in the financial or trading position of Shell Finance since 30 June 2019.

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 inaccuracy relating to information included in the Information Memorandum since the publication of the Information Memorandum.