

## FINAL TERMS

**PROHIBITION OF SALES TO EEA AND UNITED KINGDOM RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA") or in the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the "Prospectus Regulation"). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the United Kingdom has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the United Kingdom may be unlawful under the PRIIPs Regulation.

**MIFID II Product Governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**Notification under Section 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore (the "SFA")** – The Notes are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Final Terms dated 8 September 2020

### **Shell International Finance B.V., with corporate seat in The Hague**

Legal entity identifier (LEI): 213800ITMMKU4Z7I4F78

Guaranteed by

### **Royal Dutch Shell plc**

Legal entity identifier (LEI): 21380068P1DRHJM8KU70

Issue of £500,000,000 1.750 per cent. Guaranteed Notes due 10 September 2052  
under a Multi-Currency Debt Securities Programme (the "**Programme**")

## **PART A — CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Information Memorandum dated 13 August 2020 which constitutes a base prospectus for the purposes of the Prospectus Regulation (the "**Information Memorandum**"). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Information Memorandum in order to obtain all the relevant information. The Information Memorandum has been published on <https://www.shell.com/investors/financial-reporting/debt-information/euro-medium-term-note-programme.html>.

### **Principal Operational Information**

- |    |     |                |                                  |
|----|-----|----------------|----------------------------------|
| 1. | (a) | Issuer:        | Shell International Finance B.V. |
|    | (b) | Guarantor:     | Royal Dutch Shell plc            |
| 2. | (a) | Series Number: | 35                               |

- (b) Tranche Number: 1
- (c) Date on which the Notes will be consolidated and form a single Series: Not Applicable
3. Specified Currency or Currencies: Pound Sterling ("£")
4. Aggregate Nominal Amount:
- (a) Series: £500,000,000
- (b) Tranche: £500,000,000
5. Issue Date: 10 September 2020
6. Maturity Date: 10 September 2052
7. Form of Notes: Temporary Global Note exchangeable for Permanent Global Note and further exchangeable into Definitive Notes at the request of the Issuer and in the limited circumstances set out therein
8. New Global Note: Yes
9. Specified Denomination(s): £100,000 and integral multiples of £1,000 in excess thereof up to and including £199,000. No Notes in definitive form will be issued with a denomination above £199,000
10. Calculation Amount: £1,000
11. Interest/Payment Basis: Fixed Rate (see paragraph 16 below)
12. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): No

#### **Issue of Notes**

13. Issue Price: 97.972 per cent. of the Aggregate Nominal Amount
14. Interest Commencement Date: Issue Date

#### **Provisions Relating to Interest (if any) Payable**

15. Effective yield: Not Applicable
16. Fixed Rate Note Provisions: Applicable
- (a) Fixed Rate of Interest: 1.750 per cent. per annum
- (b) Fixed Interest Date(s): 10 September in each year from and including 10 September 2021 up to and including the Maturity Date
- (c) Fixed Amount: £17.50 per Calculation Amount
- (d) Initial Broken Amount: Not Applicable
- (e) Final Broken Amount: Not Applicable
- (f) Fixed Day Count Fraction: Actual/Actual-ICMA
- For the purposes of the definition of 'Actual/Actual-ICMA' in Condition 3, the Determination Date shall be 10 September in each year
17. Floating Rate Note Provisions: Not Applicable

18. Zero Coupon Notes Not Applicable

**Provisions Relating to Redemption**

19. Issuer call option: Not Applicable

**Put Option**

20. Noteholders' put option: Not Applicable

**Final Redemption Amount**

21. Final Redemption Amount: £1,000 per Calculation Amount

**Early Redemption Amount**

22. Early Redemption Amount payable on redemption for taxation reasons or on an Event of Default: £1,000 per Calculation Amount

**Provisions Regarding Payments**

23. Definition of "Payment Day" if different to that set out in Condition 5(c): Not Applicable

**General Provisions Applicable to the Notes**

24. Additional Financial Centre(s): Not Applicable

25. Renminbi Currency Event: Not Applicable

Signed on behalf of Royal Dutch Shell plc

DocuSigned by:

*Kathryn Taylor*

By: .....BAACC2875C5A42E.....

*(Duly authorised)*

Signed on behalf of Shell International Finance B.V.

DocuSigned by:

*Fiona Mulock*

By: .....07C9DB3E15B141D.....

*(Duly authorised)*

## **PART B — OTHER INFORMATION**

### **Listing**

1. Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market and for the Official List of the FCA with effect from the Issue Date
2. Estimate of total expenses related to admission to trading: £4,790

### **Ratings**

3. Ratings: The Notes to be issued are expected to be rated:  
Aa2 by Moody's Investors Service Ltd  
AA- by S&P Global Ratings Europe Limited

### **Interests of Natural and Legal Persons Involved in the Issue**

4. Save for any fees payable to the Joint Bookrunners, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

### **Reasons for the Offer; and Estimated net proceeds:**

5. (a) Reasons for the Offer: See "Use of Proceeds" in the Information Memorandum
- (b) Estimated net proceeds: £487,735,000

### **Yield (Fixed Rate Notes only)**

6. Indication of yield: The yield on the Notes is 1.834 per cent. calculated on an annual basis  
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### **Operational Information**

7. (a) ISIN: XS2228387465
- (b) Common Code: 222838746
- (c) CFI: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (d) FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
- (e) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (f) Delivery: Delivery against payment
- (g) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (h) Intended to be held in a manner which Yes. Note that the designation "yes" simply means that

would allow Eurosystem eligibility:

the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon ECB being satisfied that the Eurosystem eligibility criteria have been met.

- (i) Trustee: Deutsche Trustee Company Limited
- (j) Agent: Deutsche Bank AG, London Branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB, United Kingdom
- (k) Paying Agent: Deutsche Bank Luxembourg S.A., 2 Boulevard Konrad Adenauer, L-1115, Luxembourg

#### 8. **Distribution**

- (a) Method of distribution: Syndicated
- (b) If syndicated, names of Managers: Banco Santander, S.A.  
BNP Paribas  
HSBC Bank plc  
Lloyds Bank Corporate Markets plc  
(together, the "**Joint Bookrunners**")
- (c) If non-syndicated, name of Dealer: Not Applicable
- (d) Applicable TEFRA rules: D Rules
- (e) Certificate of Non-U.S. Beneficial Ownership: Yes
- (f) Prohibition of Sales to Belgian Consumers: Applicable