SHELL INTERNATIONAL FINANCE B.V.

THE HAGUE

INTERIM FINANCIAL REPORT
(unaudited)

30 June 2010

SHELL INTERNATIONAL FINANCE B.V.

TABLE OF CONTENTS

SHELL INTERNATIONAL FINANCE B.V.

BOARD OF DIRECTORS

M.C.M. Brandjes

T.P.K. Huijsinga

Th.J. Keijzer (resigned 14 June 2010)

A.W. Longden

A.D. McLean (appointed 14 June 2010)

SHELL INTERNATIONAL FINANCE B.V.

DIRECTORS' INTERIM REPORT

Review of activities

The Company is one of the entities within the "Shell Group". In this context the term "Companies of the Shell Group" ("Group Companies") means companies in which Royal Dutch Shell plc, either directly or indirectly, has control, either through a majority of the voting rights or the right to exercise a controlling influence or to obtain the majority of the benefits and be exposed to the majority of the risks. Companies in which Group Companies have significant influence but not control are classified as "Associated Companies". Royal Dutch Shell plc, a company incorporated in the United Kingdom, is known as the "Parent Company" of the Shell Group.

The principal activity of Shell International Finance B.V. ("the Company") is to provide funding to other members of the Shell Group.

The Company obtains its own funding by issuing debt from two commercial paper programmes (together a limit of US $20 billion), a Euro Medium Term Note Programme (US $25 billion) and a US Shelf Filing (unlimited). Royal Dutch Shell plc guarantees all debt issuance programmes.

The Company's financing requirements in the period ended 30 June 2010 were met by:

- the issuance of US $7 billion of long-term debt, maturing between 2012 and 2040;
- the ongoing issuance of commercial paper (primarily in USD), of which US $703 million was outstanding at 30 June 2010 (although US $50 million of these papers are held by a Group company, and are shown as group liabilities rather than due to banks and credit institutions);
- a US $2.5 billion revolving credit facility with a group of relationship banks.

All debt is passed on to Group companies on identical terms, which limits the interest rate or foreign exchange risk to the Company.

The Company's financial result for the period was a loss of US $16,000 (2009, as restated: US $1,092,000). This was primarily due to differences on foreign exchange and taxation timing differences.

The Company employs no staff. This is not expected to change in 2010.

No significant change in the business of the Company has taken place during the period or is expected in the immediately foreseeable future.

The Company adopted a fair value basis for the valuation of derivatives for the first time in the 31 December 2009 Annual Report, which was a change in accounting policy. Where appropriate, the comparative figures have been restated to conform to the current presentation, resulting in an increase of US $368,000 to retained earnings at 31 December 2008 and a decrease of US $1,217,000 to the profit previously reported for the period ended 30 June 2009. Full details of the restatement of comparative information are provided in the Annual Report for the year ended 31 December 2009.

The rendering of services by the Service Companies of the Shell Group to the Company will be continued as deemed necessary.

SHELL INTERNATIONAL FINANCE B.V.

DIRECTORS' INTERIM REPORT (Continued)

The Board of Directors considers that the internal risk management and control system, which is designed to provide reasonable but not absolute assurance of achieving business objectives, is adequate and appropriate. The Company's specific policies for managing the risks to which it is exposed are explained in full in the Annual Report for the year ended 31 December 2009.

The Company's operations and earnings are subject to risks such as (although not limited to):

- Changes in legislation and fiscal and regulatory policies: Changes in legislation, taxation (tax rate or policy) and regulation all pose a risk to operations and can affect the operational performance and financial position of the Company.
- Currency fluctuations and exchange control: As part of a global group of companies, changes in currency values and exchange controls could affect the operational performance and financial position of the Company (although the Company's exposure to this risk is minimised by the back-to-back nature of its debt structures).
- Trading and Treasury: In the course of normal business activities the Company is subject to trading and treasury risks. These include *inter alia* exposure to and the risk of counterparty default, but not interest rate or foreign exchange exposure, due to the back-to-back nature of debt structures in the Company.

Within the Shell Group a single overall control framework is in place, which is designed to manage rather than eliminate the risk of failure to achieve business objectives, and only provides reasonable and not absolute assurance against material misstatement or loss. The Shell Control framework applies to the Company and all wholly owned Shell companies and to those ventures and other companies where Royal Dutch Shell plc, directly or indirectly, has a controlling interest.

The Company, in the normal course of the business, uses financial instruments of various kinds for the purposes of managing economic exposure to currency and interest rate movements. The Company has a treasury policy consistent with the Group Treasury Guidelines. These policies cover financing structure; foreign exchange and interest rate risk management as well as the treasury control framework. The use of financial instruments for managing economic exposures has been effective so far in 2010 and the Company will continue to use financial instruments to manage economic exposures where required.

These financial statements have been prepared in accordance with Dutch GAAP and give a true and fair view of the assets, liabilities and financial position at 30 June 2010, and of the results of the Company's operations and cash flows for the period ended 30 June 2010. The Directors' report gives a true and fair review of the situation at the balance sheet date and the developments during the period, and the Directors' report and notes to the financial statements describe the principal risks which the Company faces.

On behalf of
the Board of Directors

SHELL INTERNATIONAL FINANCE B.V.

BALANCE SHEET AT 30 JUNE 2010

	Note	At 30 June 2010 US $'000	At 31 December 2009 US $'000	At 30 June 2009 Restated US $'000
FIXED ASSETS				
Financial fixed assets		30,395,409	26,575,614	20,883,760
Derivatives		379,620	863,082	667,107
CURRENT ASSETS				
Accounts receivable		2,102,841	2,412,042	2,989,838
		32,877,870	29,850,738	24,540,705
CURRENT LIABILITIES		(2,099,143)	(2,409,072)	(2,996,618)
TOTAL ASSETS LESS CURRENT LIABILITIES		30,778,727	27,441,666	21,544,087
NON-CURRENT LIABILITIES				
Long-term Debt	4	30,395,409	26,575,614	20,963,666
Derivatives		376,127	858,845	576,916
SHAREHOLDER'S EQUITY				
Issued capital	5	2,446	2,882	2,822
Other reserves	5	4,761	1,716	1,776
Unappropriated profit	5	(16)	2,609	(1,093)
		7,191	7,207	3,505
LONG TERM DEBT AND SHAREHOLDER'S EQUITY		30,778,727	27,441,666	21,544,087

The notes from page 7 form an integral part of this condensed Interim Financial Report.

SHELL INTERNATIONAL FINANCE B.V.

PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 30 JUNE 2010

		6 months ended 30 June	
		2010	2009 Restated
	Note	US $'000	US $'000
Interest income and similar income		1,229,697	1,024,062
Interest expense and similar expenses		(1,230,314)	(1,025,418)
General and administrative expenses		851	520
RESULT BEFORE TAXATION		234	(836)
Taxation on result	6	(250)	(257)
NET RESULT AFTER TAXATION		(16)	(1,093)

The notes from page 7 form an integral part of this condensed Interim Financial Report.

SHELL INTERNATIONAL FINANCE B.V.

CASH FLOW STATEMENT FOR THE PERIOD ENDED 30 JUNE 2010

	2010 US $'000	2010 US $'000	2009 Restated US $'000	2009 Restated US $'000
CASH FLOW FROM OPERATING ACTIVITIES				
Profit before tax	234		(836)	
Eliminate net interest	617		1,356	
Movement in working capital	(1,659)		(4,102)	
Tax paid via intercompany account	(51)		(3,557)	
NET CASH FROM OPERATING ACTIVITIES		(859)		(7,139)
CASH FLOW FROM INVESTING				
Loans granted to Group companies	(7,000,000)		(13,215,472)	
Loan repayments from Group companies	1,724,424		952,606	
Net issuance/repayment of loans made from proceeds of Commercial Paper	(639,455)		5,661,293	
Net interest received	656,855		190,403	
NET CASH USED IN INVESTING ACTIVITIES		(5,258,176)		(6,411,170)
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issuance of bonds	7,000,000		13,215,472	
Repayments of borrowings	(1,724,424)		(952,606)	
Net issuance/repayment of Commercial Paper	639,455		(5,661,293)	
Net interest paid	(655,996)		(183,264)	
NET CASH USED IN FINANCING ACTIVITIES		5,259,035		6,418,309
NET CHANGE IN CASH AND CASH EQUIVALENTS		-		-
CASH AT 1 JANUARY		-		-
CASH AT 30 JUNE		-		-

SHELL INTERNATIONAL FINANCE B.V.

NOTES TO THE ACCOUNTS FOR THE PERIOD ENDED 30 JUNE 2010

1) GROUP AFFILIATION AND PRINCIPAL ACTIVITIES

The Company is one of the companies of the Shell Group. In this context the term "companies of the Shell Group" ("Group companies") means companies in which Royal Dutch Shell plc, either directly or indirectly, has control either through a majority of the voting rights or the right to exercise a controlling influence or to obtain the majority of the benefits and be exposed to the majority of the risks. Companies in which Group companies have significant influence but not control are classified as "Associated companies". Royal Dutch Shell plc, a company incorporated in the United Kingdom, is known as the "Parent Company" of the Shell Group.

The shares of the Company are held by Royal Dutch Shell plc. The Company's principal activity is to acquire funds by contracting public or private loans or otherwise and to make such funds available in whatever form, to companies and enterprises in which companies of the Royal Dutch Shell Group have a direct or indirect participation.

The registered address of the Company is:

Carel van Bylandtlaan 30
THE HAGUE
2596 HR
NETHERLANDS

2) BASIS OF PRESENTATION

This condensed Interim Financial Report for the six months ended 30 June 2010 has been prepared in accordance with the Disclosure and Transparency Rules of the European Union and with guidance from IAS 34, 'Interim financial reporting' as adopted by the European Union.

The Company adopted a fair value basis of presentation for the first time in the Annual Report for the year ended 31 December 2009. Where appropriate, the comparative figures have been restated to conform to the current presentation. The impact of these restatements is detailed in full in the Annual Report for the year ended 31 December 2009.

The condensed interim financial information should be read in conjunction with the Annual Report for the year ended 31 December 2009. The Annual Report and the Interim Financial Report were prepared in accordance with accounting principles generally accepted in the Netherlands and are in compliance with the provisions of the Netherlands Civil Code, Book 2, Title 9.

The Annual Report for the year ended 31 December 2009 was approved by the Board of Directors on 24 April 2010 and filed with the UK Listing Authority and the SWS Swiss Exchange. The report of the auditors on those accounts was unqualified and did not contain an emphasis of matter paragraph.

This condensed Interim Financial Report has not been reviewed or audited by the Company's external auditors.

3) ACCOUNTING POLICIES

Except as described below, the accounting policies applied are consistent with those of the Annual Report for the year ended 31 December 2009, as described in the Annual Report.

4) DEBT SECURITIES PROGRAMME INFORMATION MEMORANDUM

The Debt Securities Programme Information Memorandum filed with the London Stock Exchange disclosed that as at 30 April 2010, the Company had total debt of US $29,765 million of which US $29,658 million was long-term debt.

The true and fair total debt of the Company as at 30 June 2010 is shown in the table below.

	US $'000
Long-term debt	
- Due after more than one year	30,395,409
- Due within one year	1,000,000
Total long-term debt	31,395,409
Short-term debt	703,104
Total debt at 30 June 2010	**32,098,513**

5) SHAREHOLDER'S EQUITY

The Company's authorised share capital comprises 10,000 ordinary shares of EUR 1,000 each, amounting to a nominal value of EUR 10,000,000. This EUR share capital has been revalued based on the period-end rate, resulting in a legal reserve termed Cumulative Currency Translation Difference (CCTD), which is included in 'Other Reserves' below.

The movements in shareholder's equity are summarised below:

	Issued capital US $'000	Other Reserves US $'000	Unappropriated profit US $'000	Total US $'000
As at 1 January 2009	2,818	(766)	2,178	4,230
Restatement to 1 January 2009	-	368	-	368
As at 1 January 2009 – as restated	2,818	(398)	2,178	4,598
Appropriation of result	-	2,178	(2,178)	-
Result for the period	-	-	124	124
Restatement to 30 June 2009	-	-	(1,217)	(1,217)
CCTD	4	(4)	-	-
As at 30 June 2009	2,822	1,776	(1,093)	3,505
As at 1 July 2009	2,822	1,776	(1,093)	3,505
Appropriation of result	-	-	-	-
Result for the period	-	-	3,702	3,702
CCTD	60	(60)	-	-
As at 31 December 2009	2,882	1,716	2,609	7,207
As at 1 January 2010	2,882	1,716	2,609	7,207
Appropriation of result	-	2,609	(2,609)	-
Result for the period	-	-	(16)	(16)
CCTD	(436)	436	-	-
As at 30 June 2010	2,446	4,761	(16)	7,191

6) TAXATION

The effective tax rate for the period is 106.8% (2009: 30.7%) in comparison to the nominal corporation tax rate in the Netherlands of 25.5% (2009: 25.5%). The main driver of the variance to the standard rate is the fact that the tax charge has been calculated based on the EUR taxable result, which includes EUR foreign exchange results that are not included in the USD result.

7) EMPLOYEES AND SALARY COSTS

The Company employed no personnel during 2010 or 2009 and therefore incurred no salary or related costs of employment.

8) FINANCIAL INSTRUMENTS

The Company, in the normal course of business, uses various types of financial instruments, which expose the Company to market or credit risk. All derivatives are recognised in the balance sheet ("on-balance sheet"). Details of the role that financial instruments have in creating or changing risks faced by the Company including its objectives and policies in using financial instruments to manage risks are detailed in the Annual Report for the year ended 31 December 2009.

The Company has procedures and policies in place to limit the amount of credit exposure to any counterparty or market. These procedures limit the Company's exposure to concentrations of credit or market risk. The Company also has procedures and policies in place to limit the amount of currency exposure on USD denominated balances. These procedures limit the Company's fiscal currency exposure.

The Company uses derivative financial instruments (interest rate swaps and cross-currency interest rate swaps) for hedging purposes, to swap all borrowings and loans into floating USD, in line with Shell Group policy. The exception to this policy is $7 billion of USD bonds, which have been maintained as fixed rate borrowing (with the same treatment applied to the intra-group lending of the debt issuance proceeds).

a) On-balance sheet financial instruments

Financial instruments in the Balance Sheet include accounts receivable and liabilities, as well as derivative financial instruments.

The remainder of this note relates to derivative instruments.

b) Interest rate risk

The Company uses derivatives, such as interest rate swaps and cross-currency interest rate swaps, to manage interest rate risk and match interest rates on the majority of its debt and lending activities.

c) Foreign exchange risk

The Company uses foreign exchange derivatives, including cross currency interest rate swaps. Cross currency interest rate swaps are acquired and held for hedging purposes and recognised at fair value. The Company does not trade in these derivatives for speculative purposes.

8) FINANCIAL INSTRUMENTS (Continued)

d) Fair value hedge accounting

All interest rate swaps and cross-currency swaps are held for hedging purposes, however until September 2009, the Company elected to apply fair value hedge accounting in accordance with Dutch Accounting Standard 290 to one debt structure.

With effect from 22 September 2009, the debt structure designated as the hedged item was amended, with the floating rate internal-facing loan replaced with a fixed rate loan and interest rate swap. This created a mirror-image of the external-facing bond and interest rate swaps, creating a natural accounting hedge within this structure on a fair value basis. Accordingly, hedge accounting was disapplied from September 2009. The hedge adjustment will be released to the profit and loss account over the remaining life of the bond. The hedge relationship was effective until 22 September 2009.

9) CONTINGENT LIABILITIES

For the assessment of Netherlands income tax, the Company, together with Royal Dutch Shell plc and most of its subsidiaries established in the Netherlands, forms part of a fiscal unity. Pursuant to the applicable legal stipulations, each company is jointly and severally liable for the income tax to be paid by the companies involved in the fiscal unity.

10) RELATED PARTY TRANSACTIONS

All the Company's income and expenses arise from dealings with other Group or Associated companies and financing related transactions. The Company does not have direct dealings with non-related parties except to the extent of its financing related transactions.

11) SEASONALITY

The results of the Company are not subject to seasonal fluctuations.

12) SUBSEQUENT EVENTS

On 10 August 2010, the Company completed a US $5.1 billion revolving credit facility with a group of relationship banks. The new five-year facility refinances the US $2.5 billion revolving credit facility that was originally due to expire in April 2012.

SHELL INTERNATIONAL FINANCE B.V.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors' confirm that this condensed Interim Financial Report:

- Has been prepared in accordance with Disclosure and Transparency Rules (DTR) as adopted by the European Union, gives a true and fair view of the assets, liabilities, financial position and profit of the entity as required by DTR 4.2.4; and

- That the Directors' Interim Report includes a fair review of the information required by DTR 4.2.7 and DTR 4.2.8, namely:

  - an indication of important events that have occurred during the first six months and their impact on the condensed set of financial statements, and a description of the principal risks and uncertainties for the remaining six months of the financial year; and

  - material related-party transactions in the first six months and any material changes in the related-party transactions described in the last annual report.

The Directors of Shell International Finance B.V. are listed on page 1.

By order of the Board

M.C.M. Brandjes

Date 24 august 2010

T.P.K. Huijsinga

Date 24 august 2010