SUPPLEMENT DATED 24 AUGUST 2016

SHELL INTERNATIONAL FINANCE B.V.

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

as Issuer

ROYAL DUTCH SHELL PLC

(*incorporated with limited liability in England*)

as Issuer and Guarantor

MULTI-CURRENCY
DEBT SECURITIES PROGRAMME

This Supplement (the **Supplement**) to the Information Memorandum dated 9 August 2016 (the **Information Memorandum**), which comprises a base prospectus, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 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 Shell Finance's unaudited interim financial statements for the six month period ended 30 June 2016; and (b) update the "Significant or Material Change" statement of the Obligors.

Documents Incorporated by Reference

Shell Finance has published its unaudited interim financial report as at and for the six month period ended 30 June 2016. 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:

Balance Sheet	Page 4
Profit and Loss Account	Page 5
Cash Flow Statement	Page 6
Notes to the Accounts	Pages 7 to 10

Copies of all documents incorporated by reference in the Information Memorandum can be obtained from the Obligors and the Agent as described on page 93 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 (which includes the amendments made by Directive 2010/73/EU to the extent that such amendments have been implemented 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 2015. 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 June 2016. Save for the €1,250,000,000 0.375 per cent. Guaranteed Notes due 15 February 2025 and the €1,000,000,000 0.750 per cent. Guaranteed Notes due 15 August 2028 that were issued by Shell Finance on 15 August 2016 under the Multi-Currency Debt Securities Programme, there has been no significant change in the financial or trading position of Shell Finance since 30 June 2016.

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.