

FINAL TERMS

PROHIBITION OF SALES TO EEA AND UK 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 ("UK"). 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 2016/97/EU (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 UK 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 UK 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 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 3 April 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 €1,000,000,000 1.875 per cent. Guaranteed Notes due 7 April 2032
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 19 July 2019 and the supplements to it dated 23 October 2019, 31 October 2019, 5 February 2020, 18 March 2020 and 1 April 2020 which together constitute a base prospectus for the purposes of the Prospectus Directive (the **Information Memorandum**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Information Memorandum. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Information Memorandum. The Information Memorandum is available for inspection on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

Principal Operational Information

1. (a) Issuer: Shell International Finance B.V.

(b) Guarantor:	Royal Dutch Shell plc
2. (a) Series Number:	31
(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:	Euro (€)
4. Aggregate Nominal Amount:	
(a) Series:	€1,000,000,000
(b) Tranche:	€1,000,000,000
5. Issue Date:	7 April 2020
6. Maturity Date:	7 April 2032
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 (further particulars specified 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:	99.469 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:	1.875 per cent. per annum
(b) Fixed Interest Date(s):	7 April in each year from and including 7 April 2021 up to and including the Maturity Date
(c) Fixed Amount:	€18.75 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 7 April 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

By:  Kathryn Taylor
BAACC2575C5A42E...
(Duly authorised)

Signed on behalf of Shell International Finance B.V.

By:  Fiona Mulock
07C9DB3E15B141D...

Title: Authorised Signatory

(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 listing on the Official List of the Financial Conduct Authority with effect from the Issue Date
2. Estimate of total expenses related to admission to trading: £4,790.00

Ratings

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

Interests of Natural and Legal Persons Involved in the Issue

4. Save for any fees payable to the Managers, 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; Estimated net proceeds; and Estimated total expenses:

5. (a) Reasons for the Offer: See "Use of Proceeds" in the Information Memorandum
- (b) Estimated net proceeds: Not Applicable
- (c) Estimated total expenses: Not Applicable

Yield (*Fixed Rate Notes only*)

6. Indication of yield: The yield on the Notes is 1.925 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: XS2154419118
- (b) Common Code: 215441911
- (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

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| (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 would allow Eurosystem eligibility: | Yes. Note that the designation " yes " simply means that 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, Winchester House, 1 Great Winchester Street, London EC2N 2DB |
| (j) Agent: | Deutsche Bank AG, London Branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB |
| (k) Paying Agent: | Deutsche Bank Luxembourg S.A., 2 Boulevard Konrad Adenauer, L-1115, Luxembourg |

8. **Distribution**

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| (a) Method of distribution: | Syndicated |
| (b) If syndicated, names of Managers: | Barclays Bank PLC
Merrill Lynch International
Morgan Stanley & Co. International plc
Wells Fargo Securities International Limited
Banco Santander, S.A.
HSBC Bank plc |
| (c) Applicable TEFRA rules: | D Rules |
| (d) Certificate of Non-U.S. Beneficial Ownership: | Yes |
| (e) Prohibition of Sales to Belgian Consumers: | Applicable |