SUPPLEMENT DATED 1 MAY 2015

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

U.S.$25,000,000,000
DEBT SECURITIES PROGRAMME

This Supplement (the **Supplement**) to the Information Memorandum dated 13 August 2014 as supplemented by the first supplement dated 28 August 2014, the second supplement dated 29 October 2014, the third supplement dated 30 October 2014, the fourth supplement dated 29 January 2015, the fifth supplement dated 12 February 2015,the sixth supplement dated 12 March 2015 and the seventh supplement dated 30 April 2015 (as so supplemented, 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 U.S.$25,000,000,000 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 update the Information Memorandum with information regarding the recommended cash and share offer to be made by RDS for the entire issued and to be issued share capital of BG Group Plc (**BG**).

Recommended cash and share offer for BG by RDS

On 8 April 2015 RDS announced that the Boards of RDS and BG reached agreement on the terms of a recommended cash and share offer to be made by RDS for the entire issued and to be issued share capital of BG. Completion of the transaction is subject to certain conditions, including certain antitrust approvals and favourable votes by the shareholders of each of RDS and BG, and is currently expected to occur in early 2016.

General Information

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.