
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of August 2024

Commission File Number: 1-32575

Shell plc

(Exact name of registrant as specified in its charter)

England and Wales

(Jurisdiction of incorporation or organization)

Shell Centre

London, SE1 7NA

United Kingdom

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F [X] Form 40-F []

Shell plc (the “registrant”) is filing the following exhibits on this Report on Form 6-K, each of which is hereby incorporated by reference:

Exhibit No. **Description**

- | | |
|----------------------|---|
| 99.1 | Shell plc Second Quarter 2024 Interim Dividend |
| 99.2 | Shell announces commencement of a share buyback programme |
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This Report on Form 6-K is incorporated by reference into:

- (a) the Registration Statement on Form F-3 of Shell plc, Shell Finance US Inc. and Shell International Finance B.V. (Registration Numbers 333-276068, 333-276068-01 and 333-276068-02); and
 - (b) the Registration Statements on Form S-8 of Shell plc (Registration Numbers 333-262396 and 333-272192).
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Shell plc
(Registrant)

Date: August 1, 2024

/s/ SEAN ASHLEY
Sean Ashley
Company Secretary

Shell plc Second Quarter 2024 Interim Dividend

London, August 1, 2024 – The Board of Shell plc (the “Company”) today announced an interim dividend in respect of the second quarter of 2024 of US\$ 0.344 per ordinary share.

Details relating to the second quarter 2024 interim dividend

Per ordinary share	Q2 2024
Shell Shares (US\$)	0.344

Shareholders will be able to elect to receive their dividends in US dollars, euros or pounds sterling.

Absent any valid election to the contrary, persons holding their ordinary shares through Euroclear Nederland will receive their dividends in euros.

Absent any valid election to the contrary, shareholders (both holding in certificated and uncertificated form (CREST members)) and persons holding their shares through the Shell Corporate Nominee will receive their dividends in pounds sterling.

The pound sterling and euro equivalent dividend payments will be announced on September 9, 2024.

Per ADS	Q2 2024
Shell ADSs (US\$)	0.688

Cash dividends on American Depositary Shares (“ADSs”) will be paid, by default, in US dollars.

Each ADS represents two ordinary shares. ADSs are evidenced by an American Depositary Receipt (“ADR”) certificate. In many cases the terms ADR and ADS are used interchangeably.

Dividend timetable for the second quarter 2024 interim dividend

Event	Date
Announcement date	August 1, 2024
Ex- Dividend Date for ADSs	August 16, 2024
Ex- Dividend Date for ordinary shares	August 15, 2024
Record date	August 16, 2024
Closing of currency election date (see Note below)	September 2, 2024
Pound sterling and euro equivalents announcement date	September 9, 2024
Payment date	September 23, 2024

Note

A different currency election date may apply to shareholders holding shares in a securities account with a bank or financial institution ultimately holding through Euroclear Nederland. This may also apply to other shareholders who do not hold their shares either directly on the Register of Members or in the corporate sponsored nominee arrangement. Shareholders can contact their broker, financial intermediary, bank or financial institution for the election deadline that applies.

Taxation - cash dividends

If you are uncertain as to the tax treatment of any dividends you should consult your tax advisor.

Dividend Reinvestment Programmes (“DRIP”)

The following organisations offer Dividend Reinvestment Plans (“DRIPs”) which enable the Company’s shareholders to elect to have their dividend payments used to purchase the Company’s shares:

- Equiniti Financial Services Limited (“EFSL”), for those holding shares (a) directly on the register as certificate holder or as CREST Member and (b) via the Shell Corporate Nominee;
- ABN-AMRO NV (“ABN”) for Financial Intermediaries holding shares via Euroclear Nederland;
- JPMorgan Chase Bank, N.A. (“JPM”) for holders of ADSs; and
- Other DRIPs may also be available from the intermediary through which investors hold their shares and ADSs.

These DRIP offerors provide their DRIPs fully on their account and not on behalf of the Company. Interested parties should contact the relevant DRIP offeror directly.

More information can be found at <https://www.shell.com/drip>

To be eligible to participate in the DRIPs for the next dividend, shareholders must make a valid dividend reinvestment election before the published date for the close of elections.

Enquiries

Media International: +44 207 934 5550

Media Americas: +1 832 337 4355

Cautionary Note

The companies in which Shell plc directly and indirectly owns investments are separate legal entities. In this announcement “Shell”, “Shell Group” and “Group” are sometimes used for convenience where references are made to Shell plc and its subsidiaries in general. Likewise, the words “we”, “us” and “our” are also used to refer to Shell plc and its subsidiaries in general or to those who work for them. These terms are also used where no useful purpose is served by identifying the particular entity or entities. “Subsidiaries”, “Shell subsidiaries” and “Shell companies” as used in this announcement refer to entities over which Shell plc either directly or indirectly has control. The term “joint venture”, “joint operations”, “joint arrangements”, and “associates” may also be used to refer to a commercial arrangement in which Shell has a direct or indirect ownership interest with one or more parties. The term “Shell interest” is used for convenience to indicate the direct and/or indirect ownership interest held by Shell in an entity or unincorporated joint arrangement, after exclusion of all third-party interest.

Forward-Looking Statements

This announcement contains forward-looking statements (within the meaning of the U.S. Private Securities Litigation Reform Act of 1995) concerning the financial condition, results of operations and businesses of Shell. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. Forward-looking statements are statements of future expectations that are based on management’s current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. Forward-looking statements include, among other things, statements concerning the potential exposure of Shell to market risks and statements expressing management’s expectations, beliefs, estimates, forecasts, projections and assumptions. These forward-looking statements are identified by their use of terms and phrases such as “aim”; “ambition”; “anticipate”; “believe”; “commit”; “commitment”; “could”; “estimate”; “expect”; “goals”; “intend”; “may”; “milestones”; “objectives”; “outlook”; “plan”; “probably”; “project”; “risks”; “schedule”; “seek”; “should”; “target”; “will”; “would” and similar terms and phrases. There are a number of factors that could affect the future operations of Shell and could cause those results to differ materially from those expressed in the forward-looking statements included in this announcement, including (without limitation): (a) price fluctuations in crude oil and natural gas; (b) changes in demand for Shell’s products; (c) currency fluctuations; (d) drilling and production results; (e) reserves estimates; (f) loss of market share and industry competition; (g) environmental and physical risks; (h) risks associated with the identification of suitable potential acquisition properties and targets, and successful negotiation and completion of such transactions; (i) the risk of doing business in developing countries and countries subject to international sanctions; (j) legislative, judicial, fiscal and regulatory developments including regulatory measures addressing climate change; (k) economic and financial market conditions in various countries and regions; (l) political risks, including the risks of expropriation and renegotiation of the terms of contracts with governmental entities, delays or advancements in the approval of projects and delays in the reimbursement for shared costs; (m) risks associated with the impact of pandemics, such as the COVID-19 (coronavirus) outbreak, regional conflicts, such as the Russia-Ukraine war, and a significant cybersecurity breach; and (n) changes in trading conditions. No assurance is provided that future dividend payments will match or exceed previous dividend payments. All forward-looking statements contained in this announcement are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Readers should not place undue reliance on forward-looking statements. Additional risk factors that may affect future results are contained in Shell plc’s Form 20-F for the year ended December 31, 2023 (available at www.shell.com/investors/news-and-filings/sec-filings.html and www.sec.gov). These risk factors also expressly qualify all forward-looking statements contained in this announcement and should be considered by the reader. Each forward-looking statement speaks only as of the date of this announcement, August 1, 2024. Neither Shell plc nor any of its subsidiaries undertake any obligation to publicly update or revise any forward-looking statement as a result of new information, future events or other information. In light of these risks, results could differ materially from those stated, implied or inferred from the forward-looking statements contained in this announcement.

Shell’s Net Carbon Intensity

Also, in this announcement we may refer to Shell’s “Net Carbon Intensity” (NCI), which includes Shell’s carbon emissions from the production of our energy products, our suppliers’ carbon emissions in supplying energy for that production and our customers’ carbon emissions associated with their use of the energy products we sell. Shell’s NCI also includes the emissions associated with the production and use of energy products produced by others which Shell purchases for resale. Shell only controls its own emissions. The use of the terms Shell’s “Net Carbon Intensity” or NCI are for convenience only and not intended to suggest these emissions are those of Shell plc or its subsidiaries.

Shell’s net-zero emissions target

Shell’s operating plan, outlook and budgets are forecasted for a ten-year period and are updated every year. They reflect the current economic environment and what we can reasonably expect to see over the next ten years. Accordingly, they reflect our Scope 1, Scope 2 and NCI targets over the next ten years. However, Shell’s operating plans cannot reflect our 2050 net-zero emissions target, as this target is currently outside our planning period. In the future, as society moves towards net-zero

emissions, we expect Shell's operating plans to reflect this movement. However, if society is not net zero in 2050, as of today, there would be significant risk that Shell may not meet this target.

Forward-Looking non-GAAP measures

This announcement may contain certain forward-looking non-GAAP measures such as cash capital expenditure and divestments. We are unable to provide a reconciliation of these forward-looking non-GAAP measures to the most comparable GAAP financial measures because certain information needed to reconcile those non-GAAP measures to the most comparable GAAP financial measures is dependent on future events some of which are outside the control of Shell, such as oil and gas prices, interest rates and exchange rates. Moreover, estimating such GAAP measures with the required precision necessary to provide a meaningful reconciliation is extremely difficult and could not be accomplished without unreasonable effort. Non-GAAP measures in respect of future periods which cannot be reconciled to the most comparable GAAP financial measure are calculated in a manner which is consistent with the accounting policies applied in Shell plc's consolidated financial statements.

The contents of websites referred to in this announcement do not form part of this announcement.

We may have used certain terms, such as resources, in this announcement that the United States Securities and Exchange Commission (SEC) strictly prohibits us from including in our filings with the SEC. Investors are urged to consider closely the disclosure in our Form 20-F, File No 1-32575, available on the SEC website www.sec.gov.

LEI number of Shell plc: 21380068P1DRHMJ8KU70

Classification: Additional regulated information required to be disclosed under the laws of a Member State

Shell announces commencement of a share buyback programme

Shell plc

Shell announces commencement of a share buyback programme

August 1, 2024

Shell plc (the ‘Company’) today announces the commencement of a \$3.5 billion share buyback programme covering an aggregate contract term of approximately three months (the ‘programme’). The purpose of the programme is to reduce the issued share capital of the Company. All shares repurchased as part of the programme will be cancelled. It is intended that, subject to market conditions, the programme will be completed prior to the Company’s Q3 2024 results announcement, scheduled for October 31, 2024.

The Company has entered into an arrangement with a single broker consisting of two irrevocable, non-discretionary contracts, to enable the purchase of ordinary shares on both London market exchanges (the London Stock Exchange and/or on BATS and/or on Chi-X) (pursuant to one ‘London contract’) and Netherlands exchanges (Euronext Amsterdam and/or on CBOE Europe DXE and/or on Turquoise Europe) (pursuant to one ‘Netherlands contract’) for a period up to and including October 25, 2024. The aggregate maximum consideration for the purchase of ordinary shares under the London contract is \$1.75 billion and the maximum consideration for the purchase of ordinary shares under the Netherlands contract is \$1.75 billion. Purchases under the London contract will be carried out in accordance with the Company’s authority¹ to repurchase shares on-market and will be effected within certain contractually agreed parameters. Purchases under the Netherlands contract will be carried out in accordance with the Company’s authority¹ to repurchase shares off-market pursuant to the off-market share buyback contract approved by its shareholders and the parameters set out therein.

The maximum number of ordinary shares which may be purchased or committed to be purchased by the Company under the programme (across both contracts) is 644,200,000, which is the maximum number remaining as of the date of this announcement pursuant to the relevant authorities granted by shareholders at the Company’s 2024 Annual General Meeting¹.

The broker will make its trading decisions in relation to the Company’s securities independently of the Company.

The programme will be conducted in accordance with Chapter 12 of the Listing Rules, Article 5 of the Market Abuse Regulation 596/2014/EU dealing with buy-back programmes (‘EU MAR’) and EU MAR as “onshored” into UK law from the end of the Brexit transition period (at 11:00 pm on 31 December 2020) through the European Union (Withdrawal) Act 2018 (as amended by the European Union (Withdrawal Agreement) Act 2020), and as amended, supplemented, restated, novated, substituted or replaced including by relevant statutory instruments (including, The Market Abuse (Amendment) (EU Exit) Regulations (SI 2019/310)), from time to time and the Commission Delegated Regulation (EU) 2016/1052 (the ‘EU MAR Delegated Regulation’) and the EU MAR Delegated Regulation as “onshored” into UK law from the end of the Brexit transition period (at 11:00 pm on 31 December 2020) through the European Union (Withdrawal) Act 2018 (as amended by the European Union (Withdrawal Agreement) Act 2020), and as amended, supplemented, restated, novated, substituted or replaced, including by relevant statutory instruments (including, The Market Abuse (Amendment) (EU Exit) Regulations (SI 2019/310)), from time to time.

¹ The existing shareholder authorities to buy back shares granted at the Company’s 2024 Annual General Meeting will expire at the earlier of the close of business on August 20, 2025, and the end of the date of the Company’s 2025 Annual General Meeting. The Company expects to seek renewal of shareholder authority to buy back shares at subsequent Annual General Meetings.

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LEI number of Shell plc: 21380068P1DRHJM8KU70

Classification: Acquisition or disposal of the issuer's own shares.