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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): **October 29, 2021**

Shell Midstream Partners, L.P.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-36710
(Commission
File Number)

46-5223743
(I.R.S. Employer
Identification No.)

150 N. Dairy Ashford, Houston, Texas 77079
(Address of principal executive offices and zip code)

(832) 337-2034
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Units, Representing Limited Partner Interests	SHLX	New York Stock Exchange

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition.

On October 29, 2021, Shell Midstream Partners, L.P. (the “Partnership”) issued a press release announcing its third quarter 2021 earnings. The press release is being furnished as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

The information provided in this Item 2.02 (including the press release furnished as Exhibit 99.1) shall be deemed “furnished” and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference in any filing made by the Partnership pursuant to the Securities Act of 1933, as amended, except to the extent that such filing incorporates by reference any or all of such information by express reference thereto.

Item 7.01 Regulation FD Disclosure.

The information provided in this Item 7.01 (including the press release furnished as Exhibit 99.1) shall be deemed “furnished” and shall not be deemed “filed” for the purposes of Section 18 of the Exchange Act, nor shall it be incorporated by reference in any filing made by the Partnership pursuant to the Securities Act, except to the extent that such filing incorporates by reference any or all of such information by express reference thereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Number</u>	<u>Description</u>
99.1	Press Release dated October 29, 2021, issued by Shell Midstream Partners, L.P.
104	Cover Page Interactive Data File - the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document

SIGNATURE

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 hereunto duly authorized.

SHELL MIDSTREAM PARTNERS, L.P.

By: Shell Midstream Partners GP LLC,
its general partner

By: /s/ Lori M. Muratta
Lori M. Muratta
Vice President, General Counsel and Secretary

Date: October 29, 2021



Shell Midstream Partners

SHELL MIDSTREAM PARTNERS, L.P. 3rd QUARTER 2021 UNAUDITED RESULTS



- The Partnership reported \$127 million of net income attributable to the Partnership, \$138 million of net cash provided by operating activities, \$145 million of adjusted EBITDA attributable to the Partnership and \$122 million of cash available for distribution.
- Third quarter distribution of \$0.30 per common unit, consistent with previous quarter.
- The resilient asset base delivered value despite asset downtime related to Hurricane Ida. The Partnership did not experience any material damage to assets and now expects volumes to be substantially returned to normal by the end of Q4 2021.

HOUSTON, October 29, 2021 – Shell Midstream Partners, L.P. (NYSE: SHLX) (the “Partnership” or “Shell Midstream Partners”) reported net income attributable to the Partnership of \$127 million for the third quarter of 2021, which equated to \$0.29 per diluted common limited partner unit. Shell Midstream Partners also generated adjusted earnings before interest, income taxes, depreciation and amortization attributable to the Partnership of \$145 million.

Total cash available for distribution was \$122 million, which is \$64 million lower than the prior quarter. This decrease was largely driven by impacts related to Hurricane Ida as a majority of our Gulf of Mexico and Gulf Coast assets experienced downtime as a result of the storm. All assets, excluding the Mars pipeline system, which continues to be impacted by damage to our affiliates’ West Delta-143 transfer facility (“WD-143”), are now running under normal operating conditions. With the expected completion of repairs to WD-143 now targeted for mid-November 2021, the Partnership expects volumes to substantially return to normal levels by the end of Q4 2021.

“I am proud of the resiliency exhibited by our assets and, more importantly, our people, during a difficult quarter impacted by Hurricane Ida,” said Steven C. Ledbetter, CEO, Shell Midstream Partners GP LLC. “The rebase of our distribution last quarter allowed us to weather the storm and other headwinds to deliver strong Q3 results, as Shell staff worked tirelessly to get our assets back to normal operations. As we move forward, we believe our strong portfolio position will deliver stable, ratable cash flow, and we expect to generate excess cash. Along with our refreshed financial framework and strong balance sheet, this will allow us to navigate the marketplace and selectively take advantage of growth opportunities that will be accretive to all unit holders.”

The Board of Directors of our general partner previously declared a cash distribution of \$0.30 per limited partner common unit for the third quarter of 2021, consistent with the prior quarter. The distribution will be paid November 12, 2021 to unitholders of record as of November 2, 2021.

FINANCIAL HIGHLIGHTS

- Net income attributable to the Partnership was \$127 million, compared to \$162 million for the prior quarter.
- Net cash provided by operating activities was \$138 million, compared to \$185 million for the prior quarter.
- Cash available for distribution was \$122 million, compared to \$186 million for the prior quarter. This decrease was largely driven by impacts related to Hurricane Ida as a majority of our Gulf of Mexico and Gulf Coast assets experienced downtime. All assets, excluding the Mars pipeline system, which continues to be impacted by damage to WD-143, are now running under normal operating conditions. With the expected completion of repairs to WD-143 targeted for mid-November 2021, the Partnership now expects volumes to substantially return to normal levels by the end of Q4 2021.
- On September 22, 2021, the board of directors of Colonial elected not to declare a dividend for the quarter ended September 30, 2021.
- Total cash distributions declared for common units was \$118 million, resulting in a coverage ratio of 1.0x.
- Adjusted EBITDA attributable to the Partnership was \$145 million, compared to \$207 million for the prior quarter.
- As of September 30, 2021, the Partnership had \$365 million of consolidated cash and cash equivalents on hand.
- As of September 30, 2021, the Partnership had total debt of \$2.7 billion, equating to 4.7x Debt to annualized Q3 2021 Adjusted EBITDA. Q3 2021 EBITDA was significantly impacted by Hurricane Ida, which the Partnership views as a temporary event and we expect results to normalize in Q4 2021. Current debt levels are well within our targeted range and provide flexibility to the Partnership.

Cash available for distribution and Adjusted EBITDA are non-GAAP supplemental financial measures. See the reconciliation to their most comparable GAAP measures later in this press release.

ASSET HIGHLIGHTS

Significant Onshore Pipeline Transportation:

- Zydeco - Mainline volumes were 538 kbpd in the current quarter, compared to 673 kbpd in the prior quarter, primarily due to system downtime related to Hurricane Ida.

Significant Offshore Pipeline Transportation:

- During the quarter, the Partnership was impacted as producers shut-in production for approximately fourteen days due to Hurricane Ida. All of the Partnership's assets have now been returned to normal operating conditions, with the exception of the Mars pipeline system, which is currently impacted by damage to WD-143.
 - Mars - Volumes were 334 kbpd, compared to 484 kbpd in the prior quarter.
 - Amberjack - Volumes were 262 kbpd, compared to 335 kbpd in the prior quarter.
 - Eastern Corridor - Volumes were 357 kbpd, compared to 419 kbpd in the prior quarter.
 - Auger - Volumes were 39 kbpd, compared to 55 kbpd in the prior quarter.

Outlook

- The Partnership anticipates repairs to WD-143 to be completed around mid-November 2021 with volumes then beginning to return to the Mars pipeline system. With this updated schedule, the Partnership now expects an impact of approximately \$10-\$15 million to both net income and cash available for distribution in the fourth quarter of 2021.
- The Partnership has approximately \$1.2 billion in available liquidity, which is a combination of cash and cash equivalents and availability under credit facilities.

ABOUT SHELL MIDSTREAM PARTNERS, L.P.

Shell Midstream Partners, L.P., headquartered in Houston, Texas, owns, operates, develops and acquires pipelines and other midstream and logistics assets. The Partnership's assets include interests in entities that own (a) crude oil and refined products pipelines and terminals that serve as key infrastructure to transport onshore and offshore crude oil production to Gulf Coast and Midwest refining markets and deliver refined products from those markets to major demand centers and (b) storage tanks and financing receivables that are secured by pipelines, storage tanks, docks, truck and rail racks and other infrastructure used to stage and transport intermediate and finished products. The Partnership's assets also include interests in entities that own natural gas and refinery gas pipelines that transport offshore natural gas to market hubs and deliver refinery gas from refineries and plants to chemical sites along the Gulf Coast.

For more information on Shell Midstream Partners and the assets owned by the Partnership, please visit www.shellmidstreampartners.com.

FORTHCOMING EVENTS

Shell Midstream Partners, L.P. will hold a webcast at 10:00am CT today to discuss the reported results and provide an update on Partnership operations. Interested parties may listen to the conference call on Shell Midstream Partners, L.P.'s website at www.shellmidstreampartners.com by clicking on the "2021 Third Quarter Financial Results Call" link, found under the "Events and Conferences" section. A replay of the conference call will be available following the live webcast.

Summarized Financial Statement Information

(in millions of dollars, except per unit data)	For the Three Months Ended	
	September 30, 2021	June 30, 2021
Revenue ⁽¹⁾	\$ 128	\$ 148
Costs and expenses		
Operations and maintenance	42	45
Cost of product sold	9	7
General and administrative	13	13
Depreciation, amortization and accretion	12	12
Property and other taxes	3	6
Total costs and expenses	79	83
Operating income	49	65
Income from equity method investments	86	105
Other income	8	10
Investment and other income	94	115
Interest income	8	7
Interest expense	22	21
Income before income taxes	129	166
Income tax expense	—	—
Net income	129	166
Less: Net income attributable to noncontrolling interests	2	4
Net income attributable to the Partnership	\$ 127	\$ 162
Preferred unitholder's interest in net income attributable to the Partnership	\$ 12	\$ 12
Limited Partners' interest in net income attributable to the Partnership's common unitholders	\$ 115	\$ 150
Net income per Limited Partner Unit:		
Common - Basic	\$ 0.29	\$ 0.38
Common - Diluted	\$ 0.29	\$ 0.36
Weighted average Limited Partner Units outstanding:		
Common units - public - basic	123.8	123.8
Common units - SPLC - basic	269.5	269.5
Common units - public - dilutive	123.8	123.8
Common units - SPLC - dilutive	320.3	320.3

⁽¹⁾ Deferred revenue recognized for the three months ended September 30, 2021 and June 30, 2021, including the impact of overshipments and expiring credits if applicable, was less than \$1 million and \$8 million, respectively.

Reconciliation of Adjusted EBITDA and Cash Available for Distribution to Net Income

(in millions of dollars)	For the Three Months Ended	
	September 30, 2021	June 30, 2021
Net income	\$ 129	\$ 166
Add:		
Depreciation, amortization and accretion	15	17
Interest income	(8)	(7)
Interest expense	22	21
Cash distribution received from equity method investments	83	128
Less:		
Equity method distributions included in other income	8	10
Income from equity method investments	86	105
Adjusted EBITDA ⁽¹⁾	147	210
Less:		
Adjusted EBITDA attributable to noncontrolling interests	2	3
Adjusted EBITDA attributable to the Partnership	145	207
Less:		
Series A Preferred Units distribution	12	12
Net interest paid by the Partnership ⁽²⁾	22	21
Maintenance capex attributable to the Partnership	2	3
Add:		
Net adjustments from volume deficiency payments attributable to the Partnership	4	(5)
Principal and interest payments received on financing receivables	9	8
2021 transactions ⁽³⁾	—	12
Cash available for distribution attributable to the Partnership's common unitholders	\$ 122	\$ 186

⁽¹⁾ Excludes principal and interest payments received on financing receivables.

⁽²⁾ Amount represents both paid and accrued interest attributable to the period.

⁽³⁾ Amount includes the one-time \$10 million payment received as part of the May 2021 Transaction, as well as the cash received as part of the Auger Divestiture.

See "Non-GAAP Financial Measures" later in this press release.

Reconciliation of Adjusted EBITDA and Cash Available for Distribution to Net Cash Provided by Operating Activities

(in millions of dollars)	For the Three Months Ended	
	September 30, 2021	June 30, 2021
Net cash provided by operating activities	\$ 138	\$ 185
Add:		
Interest income	(8)	(7)
Interest expense	22	21
Return of investment	8	18
Less:		
Change in deferred revenue and other unearned income	7	(5)
Non-cash interest expense	1	—
Change in other assets and liabilities	5	12
Adjusted EBITDA ⁽¹⁾	147	210
Less:		
Adjusted EBITDA attributable to noncontrolling interests	2	3
Adjusted EBITDA attributable to the Partnership	145	207
Less:		
Series A Preferred Units distribution	12	12
Net interest paid by the Partnership ⁽²⁾	22	21
Maintenance capex attributable to the Partnership	2	3
Add:		
Net adjustments from volume deficiency payments attributable to the Partnership	4	(5)
Principal and interest payments received on financing receivables	9	8
2021 transactions ⁽³⁾	—	12
Cash available for distribution attributable to the Partnership's common unitholders	\$ 122	\$ 186

⁽¹⁾ Excludes principal and interest payments received on financing receivables.

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⁽³⁾ Amount includes the one-time \$10 million payment received as part of the May 2021 Transaction, as well as the cash received as part of the Auger Divestiture.

See "Non-GAAP Financial Measures" later in this press release.

Distribution Information

(in millions of dollars, except per-unit and ratio data)	For the Three Months Ended	
	September 30, 2021	June 30, 2021
Quarterly distribution declared per common unit	\$ 0.3000	\$ 0.3000
Adjusted EBITDA attributable to the Partnership ⁽¹⁾	\$ 145	\$ 207
Cash available for distribution attributable to the Partnership's common unitholders ⁽¹⁾	\$ 122	\$ 186
Distribution declared to limited partner units - common	\$ 118	\$ 118
Coverage Ratio ⁽²⁾	1.0	1.6

⁽¹⁾ Non-GAAP measures. See reconciliation tables earlier in this press release.

⁽²⁾ Coverage ratio is equal to Cash available for distribution attributable to the Partnership divided by Total distribution declared.

Capital Expenditures and Investments

(in millions of dollars)	For the Three Months Ended	
	September 30, 2021	June 30, 2021
Expansion capital expenditures	\$ —	\$ —
Maintenance capital expenditures	3	3
Total capital expenditures paid	\$ 3	\$ 3
Contributions to investment	\$ —	\$ 1

Condensed Consolidated Balance Sheet Information

(in millions of dollars)	September 30, 2021	June 30, 2021
Cash and cash equivalents	\$ 365	\$ 353
Equity method investments	1,008	996
Property, plant & equipment, net	662	673
Total assets	2,329	2,327
Related party debt	2,691	2,691
Total deficit	(469)	(467)

Pipeline and Terminal Volumes and Revenue per Barrel

	For the Three Months Ended	
	September 30, 2021	June 30, 2021
Pipeline throughput (thousands of barrels per day) ⁽¹⁾		
Zydeco – Mainlines	538	673
Zydeco – Other segments	11	42
Zydeco total system	549	715
Amberjack total system	262	335
Mars total system	334	484
Bengal total system	294	341
Poseidon total system	206	263
Auger total system	39	55
Delta total system	200	234
Na Kika total system	64	60
Odyssey total system	93	125
Colonial total system	2,282	2,205
Explorer total system	595	727
Mattox total system ⁽²⁾	86	103
LOCAP total system	688	801
Other systems	410	440
Terminals ⁽³⁾⁽⁴⁾		
Lockport terminaling throughput and storage volumes	249	253
Revenue per barrel (\$ per barrel)		
Zydeco total system ⁽⁵⁾	\$ 0.68	\$ 0.59
Amberjack total system ⁽⁵⁾	2.26	2.30
Mars total system ⁽⁵⁾	1.31	1.29
Bengal total system ⁽⁵⁾	0.43	0.40
Auger total system ⁽⁵⁾	1.66	1.77
Delta total system ⁽⁵⁾	0.59	0.64
Na Kika total system ⁽⁶⁾	0.88	0.93
Odyssey total system ⁽⁵⁾	0.95	1.03
Lockport total system ⁽⁶⁾	0.20	0.20
Mattox total system ⁽⁷⁾	1.52	1.52

⁽¹⁾ Pipeline throughput is defined as the volume of delivered barrels.

⁽²⁾ The actual delivered barrels for Mattox are disclosed in the above table for the comparative periods. However, Mattox is billed by monthly minimum quantity per dedication and transportation agreements. Based on the contracted volume determined in the agreements, the thousands of barrels per day for Mattox are 154 for both the three months ended September 30, 2021 and June 30, 2021.

⁽³⁾ Terminaling throughput is defined as the volume of delivered barrels, and storage is defined as the volume of stored barrels.

⁽⁴⁾ Refinery Gas Pipeline and our refined products terminals are not included above as they generate revenue under transportation and terminaling service agreements, respectively, that provide for guaranteed minimum throughput.

⁽⁵⁾ Based on reported revenues from transportation and allowance oil divided by delivered barrels over the same time period. Actual tariffs charged are based on shipping points along the pipeline system, volume and length of contract.

⁽⁶⁾ Based on reported revenues from transportation and storage divided by delivered and stored barrels over the same time period. Actual rates are based on contract volume and length.

⁽⁷⁾ Mattox is billed at a fixed rate of \$1.52 per barrel for the monthly minimum quantity in accordance with dedication and transportation agreements.

FORWARD LOOKING STATEMENTS

This press release includes various “forward-looking statements” within the meaning of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. 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 management’s expectations, beliefs, estimates, forecasts, projections and assumptions. You can identify our forward-looking statements by words such as “anticipate,” “believe,” “estimate,” “budget,” “continue,” “potential,” “guidance,” “effort,” “expect,” “forecast,” “goals,” “objectives,” “outlook,” “intend,” “plan,” “predict,” “project,” “seek,” “target,” “begin,” “could,” “may,” “should” or “would” or other similar expressions that convey the uncertainty of future events or outcomes. In accordance with “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, these statements are accompanied by cautionary language identifying important factors, though not necessarily all such factors, which could cause future outcomes to differ materially from those set forth in forward-looking statements. In particular, expressed or implied statements concerning future growth, future actions, the continued effects of the global COVID-19 pandemic on demand, the effects of the continued volatility of commodity prices and the related macroeconomic and political environment, future drop downs, volumes, capital requirements, future operating results or the ability to generate sales, the potential exposure of the Partnership to market risks, the financial and business impacts of named storms and statements relating to the expected amount of distributions, coverage ratios and expectations regarding not accessing the capital markets for debt or equity in the near-term are forward-looking statements. Forward-looking statements are not guarantees of performance. They involve risks, uncertainties and assumptions. Future actions, conditions or events and future results of operations may differ materially from those expressed in these forward-looking statements. Forward-looking statements speak only as of the date of this press release, October 29, 2021, and we disclaim any obligation to update publicly or to revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. All forward-looking statements contained in this document are expressly qualified in their entirety by the cautionary statements contained or referred to in this paragraph. Many of the factors that will determine these results are beyond our ability to control or predict. More information on these risks and other potential factors that could affect the Partnership’s financial results is included in the Partnership’s filings with the U.S. Securities and Exchange Commission, including in the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of the Partnership’s most recently filed periodic reports on Form 10-K and Form 10-Q and subsequent filings. If any of those risks occur, it could cause our actual results to differ materially from those contained in any forward-looking statement. Because of these risks and uncertainties, you should not place undue reliance on any forward-looking statement.

NON-GAAP FINANCIAL MEASURES

This press release includes the terms Adjusted EBITDA and cash available for distribution. We believe that the presentation of Adjusted EBITDA and cash available for distribution provides useful information to investors in assessing our financial condition and results of operations. Adjusted EBITDA and cash available for distribution are non-GAAP supplemental financial measures that management and external users of our consolidated financial statements, such as industry analysts, investors, lenders and rating agencies, may use to assess:

- our operating performance as compared to other publicly traded partnerships in the midstream energy industry, without regard to historical cost basis or, in the case of Adjusted EBITDA, financing methods;
- the ability of our business to generate sufficient cash to support our decision to make distributions to our unitholders;
- our ability to incur and service debt and fund capital expenditures; and
- the viability of acquisitions and other capital expenditure projects and the returns on investment of various investment opportunities.

The GAAP measures most directly comparable to Adjusted EBITDA and cash available for distribution are net income and net cash provided by operating activities. These non-GAAP measures should not be considered as alternatives to GAAP net income or net cash provided by operating activities. Adjusted EBITDA and cash available for distribution have important limitations as analytical tools because they exclude some but not all items that affect net income and net cash provided by operating activities. They should not be considered in isolation or as substitutes for analysis of our results as reported under GAAP. Additionally, because Adjusted EBITDA and cash available for distribution may be defined differently by other companies in our industry, our definition of Adjusted EBITDA and cash available for distribution may not be comparable to similarly-titled measures of other companies, thereby diminishing their utility.

References in this press release to Adjusted EBITDA refer to net income before income taxes, interest expense, interest income, gain or loss from disposition of fixed assets, allowance oil reduction to net realizable value, loss from revision of asset retirement obligation, and depreciation, amortization and accretion, plus cash distributed to Shell Midstream Partners, L.P. from equity method investments for the applicable period, less equity method distributions included in other income and income from equity method investments. We define Adjusted EBITDA attributable to Shell Midstream Partners, L.P. as Adjusted EBITDA less Adjusted EBITDA attributable to noncontrolling interests and Adjusted EBITDA attributable to Parent (which is defined as Royal Dutch Shell plc and its

controlled affiliates, collectively, other than the Partnership, its subsidiaries and its general partner). References to cash available for distribution refer to Adjusted EBITDA attributable to Shell Midstream Partners, L.P., less maintenance capital expenditures attributable to Shell Midstream Partners, L.P., net interest paid by the Partnership, cash reserves, income taxes paid and Series A Preferred Units distribution, plus net adjustments from volume deficiency payments attributable to Shell Midstream Partners, L.P., reimbursements from Parent included in partners' capital, principal and interest payments received on financing receivables, and certain one-time payments received. Cash available for distribution will not reflect changes in working capital balances. We define maintenance capital expenditures as cash expenditures, including expenditures for (a) the acquisition (through an asset acquisition, merger, stock acquisition, equity acquisition or other form of investment) by the Partnership or any of its subsidiaries of existing assets or assets under construction, (b) the construction or development of new capital assets by the Partnership or any of its subsidiaries, (c) the replacement, improvement or expansion of existing capital assets by the Partnership or any of its subsidiaries or (d) a capital contribution by the Partnership or any of its subsidiaries to a person that is not a subsidiary in which the Partnership or any of its subsidiaries has, or after such capital contribution will have, directly or indirectly, an equity interest, to fund the Partnership or such subsidiary's share of the cost of the acquisition, construction or development of new, or the replacement, improvement or expansion of existing, capital assets by such person, in each case if and to the extent such acquisition, construction, development, replacement, improvement or expansion is made to maintain, over the long-term, the operating capacity or operating income of the Partnership and its subsidiaries, in the case of clauses (a), (b) and (c), or such person, in the case of clause (d), as the operating capacity or operating income of the Partnership and its subsidiaries or such person, as the case may be, existed immediately prior to such acquisition, construction, development, replacement, improvement, expansion or capital contribution. For purposes of this definition, "long-term" generally refers to a period of not less than twelve months.

October 29, 2021

The information in this Report reflects the unaudited condensed consolidated financial position and results of Shell Midstream Partners, L.P.

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