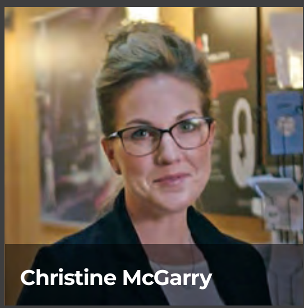


Labour Relations & Disability Management Specialist – Sudbury INO, Canada

## SAFETY

Christine has worked with the Human Resources team at Sudbury since 2005. Her role encompasses Occupational Health initiatives, because keeping people safe isn't only about their physical safety at work.

"We ask if they are fit for duty, and it's not just 'do they have something physical that you can see?' We also ask about their mental wellbeing. Individuals have told us that we have saved their lives, saved their families and saved their ability to keep working."

Learn more about our culture and how we work safely on www.glencore.com


Legal Counsel – Democratic Republic of the Congo

## INTEGRITY

Emile has worked as a Legal Counsel for Glencore in the Democratic Republic of the Congo for four years.

"Integrity is doing the right thing at the right moment, even when no one is watching. It's not always easy to live with integrity. But whatever your background, we all have a common ground, and that means we need to live with a sense of wrong and right."

Learn more about our culture and how we work with integrity on www.glencore.com

## CORPORATE GOVERNANCE


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# CHAIRMAN'S GOVERNANCE STATEMENT


**Chairman**

## DEAR SHAREHOLDERS

2020 has seen a marked acceleration in the focus on Environmental, Social and Governance issues, and increasing expectations for transparent and consistent reporting on these topics. The actions of the extractives sector necessarily draw intense scrutiny from stakeholders and third parties. Companies such as ours must work hard to meet society's reasonable expectations as to our activities and impacts.

A major challenge for the investment community is the current alphabet soup of differing reporting requirements and the varying expectations of stakeholders on ESG matters. We are actively contributing to this debate and look forward to progress on a consensus for the requirements for a single reporting framework.

As the CEO and I have emphasised at the beginning of this report, Glencore has an important and critical role in helping the world achieve the goals of the Paris Agreement. Decarbonising the global energy system requires a significant increase in the supply of the metals needed to electrify energy usage.

The challenges in the resources sector require strong leadership and the Board has worked with Ivan over the past two and a half years to oversee a seamless transition to the next generation of leaders across Glencore's business. We are confident that Gary Nagle, as our next CEO, has the right skill set and qualities to lead the Glencore of the future. We have now announced the completion of our management succession plan which by June this year will have seen all of the senior departmental management team in place at the time of the Company's IPO replaced by internal successors.

A significant succession process is also being undertaken within the Board. At the end of last year Leonard Fischer retired, whom I thank again for his significant contribution to the Board across nine years, in particular as chair of the Audit Committee and through his insights on financial risk management. In the last 12 months we have been joined by Kalidas Madhavpeddi and Cynthia Carroll. We are extremely pleased to have secured such strong industry experts. We recognise the importance of avoiding groupthink and maintaining strong independence and variety of thought in the boardroom, but this must not be at the expense of considerable industry knowledge and our Board continues to reflect this. As we evolve the membership of our Board, we will continue to look to ensure that we have an appropriate mix of skills, experience and background.

As noted last year, the 2018 UK Corporate Governance Code (the Code) provides that the chairman should be subject to a nine year term limit from first appointment as a director. However, the Board recommended to shareholders that I remain as Chairman while the senior management succession is concluded and for the ongoing investigations. We have consulted with a number of our leading shareholders regarding this issue and they support a second and final extension to my term as a Chairman which the Board will recommend to shareholders. I will step down at the latest by next year's AGM. A search for my successor is underway.

The Board continued to focus during 2020 on a range of ESG issues including:

Firstly, as I commented on page 1, the various investigations continue and we remain focussed on having the appropriate governance and oversight over our response through our Investigations Committee.

Secondly, since his appointment as General Counsel five years ago, Shaun Teichner has worked tirelessly to improve our compliance function across the Group so that it can be considered world class and support a strong ethical culture across the Group. Having made great strides in this area, last year we reached the point where it was important to have a leader of this function whose sole responsibilities are for compliance. The Company therefore last year appointed a separate Head of Compliance, Daniel Silver. At every set of Board and Committee meetings, we carefully review the progress of our ethics and compliance programme and in another session, oversee our Raising Concerns programme and its related investigations. The Board also separately receives training on material compliance issues. We have also expanded our reporting on compliance and I would encourage stakeholders to consider this carefully – see pages 38 to 43.

Thirdly, Peter Freyberg, as Head of Industrial Assets, continues to provide energetic leadership on HSEC matters, strongly supported by our HSEC-Human Rights team. I also encourage careful reading of our work in this area, including the summaries in our Sustainability section – page 32 – and HSEC Committee report – page 96. With regard to health and safety, while certain of our operations have particular HSEC challenges, we believe these are surmountable and are targeting continued improvement, not only to the crucial and humbling fatality number, but also across all sustainability measures for those businesses. Management's work on simplifying our business through the planned disposal of certain of our 'tail' assets will also assist with this.


Fourthly, our new strategy which we announced in December is set out in our Climate report 2020: pathway to net zero. This is the culmination of a lengthy process of detailed analysis and collaboration by our climate working group which comprises a number of senior people across our businesses and corporate functions.

Lastly, management broadened the scope of its former Business Ethics Committee, which is now the Environmental, Social and Governance committee, allowing it to focus on key ESG matters for the Group. This management committee reports directly to the Board and its Committees, as appropriate. We also initiated a review of our entire policy architecture and framework and will be releasing later this year a complete suite of revised policies, which have been reviewed and approved by the Board, reflecting our commitments to operate responsibly and ethically.

We trust that this annual report provides a considered yet concise overview of our business and its governance.

**Tony Hayward**
Chairman

10 March 2021

As the CEO and I have emphasised at the beginning of this report, Glencore has an important and critical role in helping the world achieve the goals of the Paris Agreement.

# DIRECTORS AND OFFICERS

## Directors

### Anthony Hayward

**Chairman** (63)

E H I

Chairman since May 2013; he joined the Board in 2011 as the Senior Independent Director. Chair of Nomination Committee during 2019.

**EXPERIENCE**

Dr Hayward is managing partner of St James's Asset Management, a partner and member of the European advisory Board of AEA Capital and has other private equity interests.

He was CEO of BP plc from 2007–10, having joined BP in 1982. He became group treasurer in 2000, chief executive for BP upstream activities and a member of the main board of BP in 2003.

From 2011–15 he was founder and CEO of Genel Energy plc and chairman from 2015–17.

Dr Hayward studied geology at Aston University in Birmingham and completed a Ph.D at Edinburgh University. He is a fellow of the Royal Society of Edinburgh.

### Ivan Glasenberg

**Chief Executive Officer** (64)

H

Joined Glencore in April 1984; Chief Executive Officer since January 2002.

**EXPERIENCE**

Initially worked in Glencore's coal department in South Africa as a marketer. Following time in Australian and Asian offices, in 1990 he was made head of Glencore's coal marketing and industrial businesses, and remained in this role until he became Group CEO in January 2002.

Mr Glasenberg is a Chartered Accountant of South Africa, holds a Bachelor of Accountancy from the University of Witwatersrand and an MBA from the University of Southern California.

### Martin Gilbert

**Senior Independent Director** (65)

A I R

Senior Independent Director since May 2018; appointed in May 2017.

**EXPERIENCE**

Mr Gilbert is chairman of Revolut Limited and deputy chairman of River and Mercantile Group PLC (LON:RIV).

Mr Gilbert co-founded Aberdeen Asset Management in 1983, leading the company for 34 years and overseeing its 2017 merger with Standard Life. He is also chair of Toscafund and a non-executive director of ASSETCO and Saranac Partners. He was deputy chair of the board of Sky PLC until 2018. He was formerly co-CEO of Standard Life Aberdeen and co-founder of Aberdeen Asset Management, which was established in 1983.

Mr Gilbert is a member of the International Advisory Board of British American Business.

Mr Gilbert was educated in Aberdeen. He has an LLB, an MA in Accountancy and is a Chartered Accountant.

### Peter Coates AO

**Non-Executive Director** (75)

E H

Non-Executive Director since January 2014; previously Executive Director from June to December 2013 and Non-Executive Director from April 2011 to May 2013.

**EXPERIENCE**

Mr Coates worked in senior positions in a range of resource companies before joining Glencore's coal unit as a senior executive in 1994. When Glencore sold its Australian and South African coal assets to Xstrata in 2002 he became CEO of Xstrata's coal business, stepping down in December 2007.

He was non-executive chairman of Xstrata Australia (2008–09), Minara Resources Ltd (2008–11) and Santos Ltd (2009–13 and 2015–18). He is currently a non-executive director of Event Hospitality and Entertainment Ltd (ASX:EVT).

Mr Coates holds a Bachelor of Science degree in Mining Engineering from the University of New South Wales. He was appointed as an Officer of the Order of Australia in June 2009 and awarded the Australasian Institute of Mining and Metallurgy Medal for 2010.

### Patrice Merrin

**Non-Executive Director** (72)

E H I N

Appointed in June 2014.

Chair of Nomination Committee from 2020.

**EXPERIENCE**

Following initial roles with Molson and Canadian Pacific, Ms Merrin worked at Sherritt for ten years until 2004, latterly as COO. She then became CEO of Luscar. She is currently a non-executive director of Samuel, Son & Co. Limited.

She has been a non-executive chair of Detour Gold Corporation (TSX:DGC) from June 2019 to January 2020 and non executive director of Stillwater Mining Company (NYSE:SWC) from 2013 to 2017. Ms Merrin chaired CML Healthcare and was also a director of Arconic Inc., NB Power, and the Alberta Climate Change and Emissions Management Corporation. Ms Merrin is a graduate of Queen's University, Ontario and completed the Advanced Management Programme at INSEAD.

### John Mack

**Non-Executive Director** (76)

R N

Appointed in June 2013.

**EXPERIENCE**

Mr Mack is a non-executive director of New Fortress Energy (NASDAQ:NFE) and also serves on the board of Tri Alpha. He also serves on the board of Trustees of New York-Presbyterian Hospital and the University Hospitals of both Columbia and Cornell.

Mr Mack previously served as CEO of Morgan Stanley from 2005–09. He retired as chairman in 2011. Mr Mack first joined Morgan Stanley in May 1972, becoming a board director in 1987 and president in 1993.

From 2001 to 2005, Mr Mack served as co-CEO of Credit Suisse.

Mr Mack is a graduate of Duke University.

## Gill Marcus

### Non-Executive Director
(71)

A E

Appointed in January 2018. Member of Nomination Committee during 2019.

### EXPERIENCE

Ms Marcus was Governor of the South African Reserve Bank from 2009–14.

She worked in exile for the African National Congress from 1970 before returning to South Africa in 1990. In 1994 she was elected to the South African Parliament. In 1996 she was appointed as the deputy minister of finance and from 1999 to 2004 was deputy governor of the Reserve Bank. Ms Marcus was the non-executive chair of the Absa Group from 2007–09 and has been a non-executive director of Gold Fields Ltd and Bidvest. She has acted as chair of a number of South African regulatory bodies. From 2018 to 2019, she was appointed to the Judicial Commission of Inquiry into allegations of impropriety at the Public Investment Corporation. Ms Marcus is a graduate of the University of South Africa.

## Kalidas Madhavpeddi

### Non-Executive Director
(65)

A N R

Appointed in February 2020.

### EXPERIENCE

Mr Madhavpeddi has over 40 years of experience in the international mining industry, including being CEO of China Molybdenum International from 2008 to 2018. His career started at Phelps Dodge, where he worked from 1980 to 2006, ultimately becoming senior VP responsible for the company's global business development, acquisitions and divestments, as well as its global exploration programs. Mr Madhavpeddi is currently a director of Novagold Resources (TSX: NG), Trilogy Metals (TSX:TMQ), and Dundee Precious Metals Inc (TSX: DPM). He was formerly director and chair of the governance committee of Capstone Mining (TSX:CS). He has degrees from the Indian Institute of Technology, Madras, India and the University of Iowa and has completed the Advanced Management Program at Harvard Business School.

## Cynthia Carroll

### Non-Executive Director
(64)

H

Appointed in February 2021.

### EXPERIENCE

Ms Carroll has over 30 years' experience in the resources sector. She began her career as an exploration geologist at Amoco before joining Alcan. She held various executive roles there culminating in being CEO of the Primary Metal Group, Alcan's core business. From 2007 to 2013 she served as CEO of Anglo American plc.

Ms Carroll is currently a non-executive director of Hitachi, Ltd (TYO: 6501), Baker Hughes Company (NYSE: BKR) and Pembina Pipeline Corporation (TSE: PPL).

She is a fellow of the Royal Academy of Engineers and a Fellow of the Institute of Materials, Minerals and Mining.

Ms Carroll holds a Bachelor's degree in Geology from Skidmore College (NY), a Master's degree in Geology from the University of Kansas and a Master's in Business Administration from Harvard University.

## Notes

All the Directors are non-executive apart from Mr Glasenberg. The Non-Executive Directors are designated as independent apart from Mr Coates and Dr Hayward. Committee membership is as follows:

| | |
|---|---|
| A | Audit |
| E | Ethics, Compliance and Culture (ECC) |
| H | Health, Safety, Environment and Communities (HSEC) |
| I | Investigations |
| N | Nomination |
| R | Remuneration |
| | denotes Committee chair |

**Board diversity**
page 91

## Officers

## Steven Kalmin

### Chief Financial Officer
(50)

Appointed as Chief Financial Officer in June 2005.

### EXPERIENCE

Mr Kalmin joined Glencore in September 1999 as general manager of finance and treasury functions at Glencore's coal industrial unit in Sydney. He moved to Glencore's head office in 2003 to oversee Glencore's accounting functions, becoming CFO in June 2005. From November 2017 to June 2020 he was a director of Katanga Mining Limited (TSX: KAT).

Mr Kalmin holds a Bachelor of Business (with distinction) from the University of Technology, Sydney and is a member of Chartered Accountants Australia and New Zealand and the Financial Services Institute of Australasia.

Before joining Glencore, Mr Kalmin worked for nine years at Horwath Chartered Accountants.

## John Burton

### Company Secretary
(56)

Appointed Company Secretary in September 2011.

### EXPERIENCE

From 2006 to 2011, Mr Burton was company secretary and general counsel of Informa plc, where he established the group legal function and a new company secretarial team. Before that he had been a partner of CMS in London for 8 years, advising on a broad range of corporate and securities law matters.

Mr Burton holds a B.A. degree in Law from Durham University. He was admitted as a Solicitor in England and Wales in 1990.

# CORPORATE GOVERNANCE REPORT

## This report should be read in conjunction with the Directors' report and the remainder of the Governance section

### BOARD GOVERNANCE AND STRUCTURE

This Governance report, along with the Strategic report and the Directors' report, sets out how Glencore has applied the principles of the 2018 UK Corporate Governance Code (the Code) in a manner which enables shareholders to evaluate how these principles have been applied. The Board believes that the Company has throughout the year complied with all relevant provisions contained in the Code.

In accordance with provisions 10 and 19 of the Code, the following serves as explanation for the extended tenure of Mr Leonhard Fischer and Dr Anthony Hayward:

- For the period from May until August, Mr Fischer remained as the Audit Committee chair despite having served for nine years on the Board. As recorded in last year's annual report, major shareholders had been consulted on this temporary extension. Mr Fischer retired from the Board in December 2020. He was considered to remain independent throughout this time.
- Last year we consulted with our largest institutional shareholders regarding Dr Hayward's tenure on the Board as he exceeded nine years in 2020. This had clear support and the shareholder vote at the 2020 AGM in favour of Dr Hayward's reappointment was 96% of those cast. The Board reconsidered this position this year and continues to believe that, due to the management succession taking place and the ongoing investigations, it is in the shareholders' interest that he remains as Chairman for a second and final additional year. The Board has also obtained shareholder support for this position in a similar consultation carried out in recent months.

During 2020 the Board comprised either seven or eight Non-Executive Directors (including the Chairman) and one Executive Director. A list of the current Directors, with their brief biographical details and other significant commitments, is provided in the previous pages. Mr Madhavpeddi joined the Board in February 2020. In August 2020, he replaced Mr Fischer as chair of the Audit Committee. On 2 February 2021, Ms Cynthia Carroll was appointed as Non-Executive Director.

The Chief Financial Officer attends all meetings of the Board and Audit Committee. The Company Secretary attends all meetings of the Board and its Committees.

### Division of responsibilities

As a Jersey incorporated company, Glencore has a unitary Board, meaning all Directors share equal responsibility for decisions taken. Glencore has established a clear division between the respective responsibilities of the Non-Executive Chairman and the Chief Executive Officer, which are set out in a schedule of responsibilities approved by the Board and reviewed annually. While the Non-Executive Chairman is responsible for leading the Board's discussions and decision-making, the CEO is responsible for implementing and executing strategy and for leading Glencore's operating performance and day-to-day management. The Company Secretary is responsible for ensuring that there is clear and effective information flow to the Non-Executive Directors.

The CEO, CFO and General Counsel have line of sight across the Group. Together with the Head of Industrial Assets, they lead our management team supported by the heads of each marketing and industrial division and the heads of corporate functions.

## Roles and responsibilities

### CHAIRMAN

- Leading the Board
- Shaping the culture in the boardroom
- Promoting sound and effective Board governance
- Ensuring effective communication with shareholders
- Leading the annual performance evaluation of the Board

### SENIOR INDEPENDENT DIRECTOR

- Acting as confidant of the Chairman and, when appropriate, as an intermediary for other independent Directors
- Acting as Chair of the Board if the Chairman is unable to attend
- Leading the Chairman's performance appraisal along with other independent Directors
- Answering shareholders' queries when usual channels of communication are unavailable

### CHIEF EXECUTIVE OFFICER

- Leading the management team
- Developing the Group's strategy in conjunction with the Board
- Implementing the decisions of the Board and its Committees
- Achieving the Group's commercial objectives
- Developing Group policies and ensuring effective implementation

### OTHER NON-EXECUTIVE DIRECTORS

- Challenging the Chief Executive Officer and senior management constructively
- Bringing an independent mindset and a variety of backgrounds and experience around the Board table
- Providing leadership and challenge as chairs or members of the Board Committees, which (except HSEC) comprise only Non-Executive Directors
- Assisting the Senior Independent Director in assessing the Chairman's performance and leadership

### COMPANY SECRETARY

- Ensuring that Board procedures are complied with and that papers are provided in sufficient detail and on time
- Informing and advising the Board on all governance matters
- Informing the Board on all matters reserved to it
- Assisting the Chairman and the Board regarding the annual performance evaluation process

## Board attendance throughout the year

Attendance during the year for all scheduled full agenda Board and all permanent Board Committee meetings is set out in the table below:

| | Board of 6 | HSEC of 5 | ECC of 5 | Audit of 5 | Rem of 2 | Nom of 5 |
|---|---|---|---|---|---|---|
| Anthony Hayward | 6 | 5 | 5 | | | 1 |
| Peter Coates | 6 | 5 | 5 | | | |
| Leonhard Fischer[1] | 6 | | | 3 | 1 | 1 |
| Martin Gilbert | 6 | | | 5 | 2 | |
| Ivan Glasenberg | 6 | 5 | | | | |
| John Mack | 6 | | | | 2 | 5 |
| Kalidas Madhavpeddi[2] | 6 | | | 2 | 1 | 4 |
| Gill Marcus[3] | 6 | | 5 | 5 | | 1 |
| Patrice Merrin[4] | 6 | 5 | 5 | | | 4 |

1 Mr Fischer attended all meetings while he was a member of the committees
2 Mr Madhavpeddi attended all meetings after his appointment to the Committees (including as chair of the Audit Committee)
3 Ms Marcus stepped down from the Nomination Committee after its first meeting of the year
4 Ms Merrin attended all meetings of the Nomination Committee after her appointment as chair.

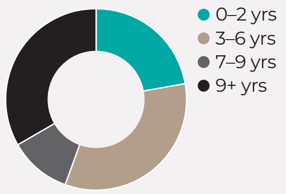
In addition, there were another 6 limited agenda meetings of the Board. Most Directors also attend by invitation the meetings of the Committees of which they are not members.

## Board diversity and experience

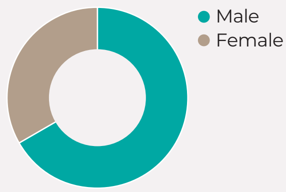
| | Tony Hayward British | Ivan Glasenberg S. African | Martin Gilbert British | Cynthia Carroll American | Peter Coates Australian | John Mack American | Gill Marcus S. African | Patrice Merrin Canadian | Kalidas Madhavpeddi American |
|---|---|---|---|---|---|---|---|---|---|
| **Experience** | | | | | | | | | |
| Resources | ● | ● | | ● | ● | | | ● | ● |
| Non-executive directorship | ● | ● | ● | ● | ● | ● | ● | ● | ● |
| C-suite | ● | ● | ● | ● | ● | ● | ● | ● | ● |
| Global transactions | ● | ● | ● | ● | ● | ● | | ● | ● |
| **Technical Skills*** | | | | | | | | | |
| Leadership & Strategy | ● | ● | ● | ● | ● | ● | ● | ● | ● |
| Financial Expertise | ● | ● | ● | | | ● | ● | | ● |
| Ethics & Governance | ● | ● | ● | ● | ● | ● | ● | ● | ● |
| Health & Safety | ● | ● | ● | ● | ● | | | ● | ● |
| Investor Relations | ● | ● | ● | ● | ● | ● | | ● | ● |
| Communications & Reputation | ● | ● | ● | ● | | ● | ● | ● | ● |
| Risk Management | ● | ● | ● | ● | ● | ● | ● | ● | ● |

*The majority of these skills have been acquired through exposure and experience at leadership level, not usually as part of a formal education.

### Board tenure




### Board gender




### Senior Independent Director

Mr Gilbert is the Senior Independent Non-Executive Director. He is available to meet with shareholders and acts as an intermediary between the Chairman and other independent Directors when required. This division of responsibilities, coupled with the schedule of reserved matters for the Board, ensures that no individual has unfettered powers of decision. Further details of these responsibilities are set out on page 90.

### Non-Executive Directors

The Company's Non-Executive Directors provide a broad range of skills and experience to the Board (see table above), which assists in their roles in formulating the Company's strategy and in providing constructive challenge to executive management.

Glencore regularly assesses its Non-Executive Directors' independence. Except for Mr Peter Coates (and Mr Fischer from May to December 2020), who was first appointed to the board in May 2011 and the Chairman, all are regarded by the Board as Independent Non-Executive Directors within the meaning of "independent" as defined in the Code and free from any business or other relationship which could materially interfere with the exercise of their independent judgement.

### Management of conflicts of interest

All Directors endeavour to avoid any situation of conflict of interest with the Company. Potential conflicts can arise and therefore processes and procedures are in place requiring Directors to identify and declare any actual or potential conflict of interest. Any notifications are required to be made by the Directors prior to, or at, a Board meeting and all Directors have a duty to update the whole Board of any changes in circumstances. Glencore's Articles of Association and Jersey law allow for the Board to authorise potential conflicts and the potentially conflicted Director must abstain from any vote accordingly. During the year, no abstention procedures for conflicts had to be activated.

### Related Party Transactions

In the course of its business, the Group enters into transactions with organisations which may constitute related parties.

All material related party transactions are required to be reviewed and approved by the Board. If a conflict exists for a Director, he or she will not be allowed to vote on the resolution approving the transaction, as noted above. Additionally, the Company seeks advice whenever an assessment is to be made as to whether any material transaction may be a related party transaction under the terms of FCA Listing Rule 11.

During the year the Board reviewed the proposed sale of our 73% interest in Mopani to ZCCM, a 10% shareholder in Mopani.

Transactions between the Group and its significant joint ventures and associates are summarised in note 32 to the Financial Statements.

## Acquisition and disposal of assets

The Board reviews and approves all material proposed transactions, including acquisitions and disposals of assets. Additionally, there is an assessment as to whether material transactions comply with FCA Listing Rule 10 requirements.

If required, the Board may engage an independent third party adviser to review the proposed transaction and provide an independent opinion for the Board to assist in its decision making.

## Board Committees

The following permanent Committees are in place to assist the Board in exercising its functions: Audit, Nomination, Remuneration, HSEC and ECC. The Board is provided with technical and commercial updates as appropriate during the year, including as to compliance and our Raising Concerns programme. The Board may also establish temporary committees for specific purposes, such as the Investigations Committee. As each Committee reports to the Board, meetings are held prior to Board meetings, during which the chair of each Committee leads a discussion concerning the Committee's activities since the previous Board meeting.

A report from each chair of the permanent Committees is set out later in this Corporate Governance report.

All permanent Committees' terms of reference are available at: **glencore.com/who-we-are/governance**

Each Committee reports to, and has its terms of reference approved by, the Board and the minutes of the Committee meetings are circulated to the Board. Each Committee regularly reviews its terms of reference to ensure they reflect the Board's expectations as to the Committee's role as well as the latest corporate governance requirements and recommended practices.

## Investigations

In July 2018, following receipt of a subpoena from the US Department of Justice (DOJ), the Board reconstituted the then existing Investigations Committee to direct the Company's response. The Investigations Committee's mandate has continued and includes oversight of the Company's response to all the investigations listed in note 31. The committee has operated entirely separately from the Group's executives, who have no decision-making power concerning the investigations. It also monitors the Group's exposure arising from the investigations and concludes on the appropriate disclosure in the financial statements: see note 31 for further details.

## Oversight of management of climate-related risks and opportunities

Climate change is a Board-level standing agenda item. In 2020, our climate change programme and performance were overseen by the Health, Safety, Environment & Communities Committee, which reviewed progress at all of its five meetings. The development and implementation of the programme are the responsibility of the Climate Change Working Group, which was first established in 2017, and which is chaired by the Chairman and includes the CEO and other members of the senior management team. In 2020, this Working Group oversaw the development and publication of our climate commitments, as well as the publication of our 2020 Climate Report.

Going forward, and in recognition of the significance of climate change for Glencore and its stakeholders, the Board has mandated the following measures:

- The Climate Change Working Group will continue to oversee the climate programme. The CEO will assume the role of the chairman of the Working Group, and will report directly to the Board on progress at its meetings.
- In recognition of the desire of shareholders to have the opportunity directly to advise the Company of their opinion on its plans and their implementation, the Board has resolved to follow the same shareholder engagement model which it uses for remuneration by which a policy is issued at least every three years and a report is published annually on the implementation of that policy, each of which is to be put to an advisory vote.

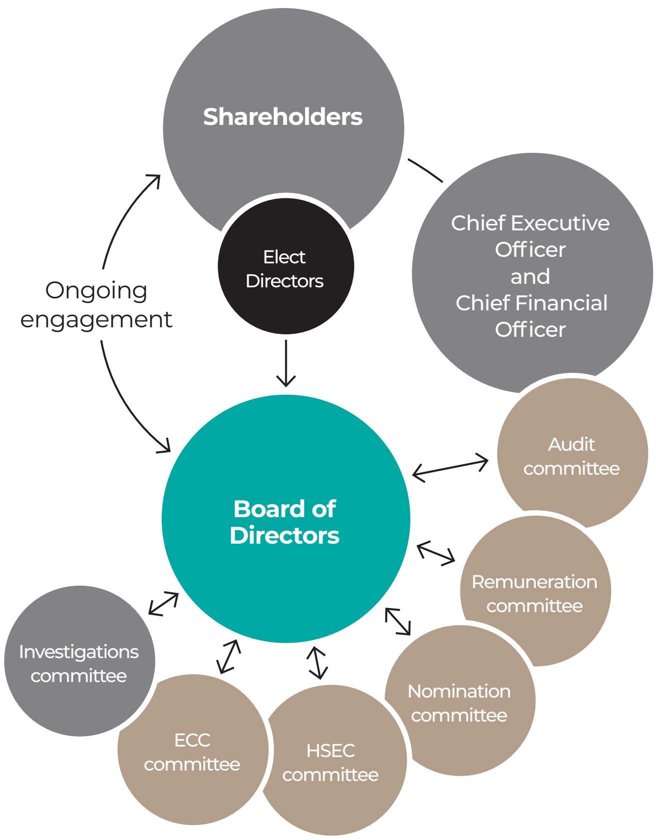
## Board meetings

The Board has approved a schedule that sets out the matters reserved for its approval, including Group strategy, financial statements and annual budget, and material acquisitions and disposals. Meetings are usually held at the Company's headquarters in Baar, Switzerland. However, during 2020, due to travel restrictions, most Directors were unable to attend most of the meetings in person.

Details of the main matters considered by Board and Committee meetings held during the year are detailed on page 93.

The Board and its Committees have standing agenda items to cover their proposed business at their scheduled meetings. The Chairman seeks to ensure that the very significant work of the Committees feeds into, and benefits as to feedback from, the full Board. The Board and Committee meetings receive support from senior management through reports and presentations, which among others vary from operational, financial, audit, risk, legal and compliance, governance, and investor relations to cover all aspects of the Group. These reports and presentations allow Directors to further their understanding of the business and provide the insights necessary for defining the Company's strategy and objectives, in turn contributing to a more effective Board. A summary of the Board's main activities last year is set out on the next page.

## Corporate Governance



## Board and Committees' activities during 2020

Below are details of the main topics which were reviewed, discussed, and when required, approved by the Board during 2020::

### Regular updates
- Chairman's report
- Reports from Committee Chairs
- Reports from CEO, CFO, Company Secretary, General Counsel and senior management
- Group performance report
- Customer performance dashboard

### Financial & Risk
- Finance reports, forecasts and capital position updates
- Plan to manage remote working risks
- 2021 budget/2022–24 business plan
- Capital management programmes
- Financial statements
- Group risk appetite
- Group risk management framework

### Governance & Stakeholders
- Annual report
- AGM and voting results
- Investor relations reports
- Analysts updates
- Corporate governance framework
- Stakeholder engagement

### Legal, Regulatory & Compliance
- Group policies
- Legal matters updates and investigations
- Regulatory & Compliance updates
- Group Ethics and Compliance Programme
- Raising Concerns reports

### Health, Safety & Environment
- Fatalities, major incidents and other safety issues
- Environmental incidents reports
- Climate target and ambition development
- Human Rights and Communities reports
- Progress in meeting our carbon targets and performance
- Tailings Storage Facilities reviews
- Supply chain traceability

### Other activities
- Covid-19 related activities including analysis of risk and checking procedures across all aspects of the business including financial and risk, compliance and HSEC
- Board and Directors' evaluation
- Chairman's performance
- Succession planning for Board and senior management
- Senior management remuneration

### Appointment of Non-Executive Directors

All the Non-Executive Directors have letters of appointment and the details of their terms are set out in the Directors' remuneration report. No other contract with the Company or any subsidiary undertaking of the Company in which any Director was materially interested existed during or at the end of the financial year.

### Information, management meetings, site visits and professional development

It is considered essential that the Non-Executive Directors attain a good knowledge of the Company and its business and allocate sufficient time to Glencore to discharge their responsibilities effectively. The Board calendar is planned to ensure that Directors are briefed on a wide range of topics.

During 2020, most planned site visits were cancelled due to the global pandemic. However, various virtual site engagements took place – see page 29.

All Directors have access to the advice and services of the Company Secretary, who is responsible to the Board for ensuring the Board procedures are complied with and have access to independent and professional advice at the Company's expense, where they judge this to be necessary to discharge their responsibilities as Directors.

### DIRECTOR INDUCTION AND INFORMATION

New Directors receive a full, formal and tailored induction on joining the Board, including meetings with senior management.

The induction process of Cynthia Carroll has commenced and will continue throughout the year, including a comprehensive introduction to the main aspects of the Group, its business and functions, the roles and responsibilities of a UK premium listed company director, and the Company's Code of Conduct.

The Directors receive training on legal and compliance topics and regular updates on relevant business and governance matters.

### BOARD PERFORMANCE AND EFFECTIVENESS

Since an external evaluation was carried out during 2018 and no material governance issue arose during 2020, a performance evaluation was conducted internally.

As part of this process, each Director completed questionnaires that covered various key indicators of Board and Committee performance and effectiveness, including the findings from the previous evaluation (summarised in the 2019 Annual Report). Results were provided to the Chairman and the Senior Independent Director by the Company Secretary.

Final results were presented to the Board collectively for discussion.

Issues of focus raised for the Board included:

- health and safety, especially fatalities reduction
- progressing the investigations
- refreshment of the Board including diversity and strong resource industry experience
- senior management transition
- more active remuneration committee
- more work on succession planning
- new carbon strategy
- risk management, compliance, culture and internal audit/controls

## DIVERSITY

The diversity policy which is applied to appointments to our administrative, management and supervisory bodies with regard to aspects such as age, gender, or education and professional backgrounds is the same as for all Group employees.

The Board is very cognisant of the ongoing desire from stakeholders for greater diversity in senior management and boards. In particular, leading UK institutional shareholders have set a target for women to comprise 33% of senior management and boards of FTSE 100 companies by the end of 2020. This board target was achieved on 2 February 2021. For senior management, while we support the aims of diversity, we do not believe that a one size fits all policy is appropriate or currently achievable. Still today we find it challenging to fill senior positions in remote mining locations and for the marketing of commodities, by women.

## ACCOUNTABILITY AND AUDIT

### Financial reporting

The Group has in place a comprehensive financial review cycle, which includes a detailed annual planning/budgeting process where business units prepare budgets for overall consolidation and approval by the Board. The Group uses many performance indicators to measure both operational and financial activity in the business. Depending on the measure, these are reported and reviewed on a daily, weekly or monthly basis. In addition, management in the business receives weekly and monthly reports of indicators which are the basis of regular operational meetings, where corrective action is taken if necessary. At a Group level, a well-developed management accounts pack, including income statement, balance sheet, cash flow statement as well as key ratios is prepared and reviewed monthly by management. As part of the monthly reporting process, a reforecast of the current year projections is performed. To ensure consistency of reporting, the Group has a global consolidation system as well as a common accounting policies and procedures manual. Management monitors the publication of new reporting standards and works closely with our external auditors in evaluating any impact.

### Risk management and internal control

The Board has applied provisions 28 to 31 of the Code by establishing an ongoing process for identifying, evaluating and managing the risks that are considered significant by the Group in accordance with the revised Guidance on Internal Control published by the Financial Reporting Council. This process has been in place for the period under review and up to the date of approval of the Annual Report and financial statements. The process is designed to manage and mitigate rather than eliminate risk, and can only provide reasonable and not absolute assurance against material misstatement or loss. The Directors confirm that they have carried out a robust assessment of the principal and emerging risks facing the Group and have reviewed the effectiveness of the risk management and internal control systems. This review excludes associates of the Group as Glencore does not have the ability to dictate or modify the internal controls of these entities. This report describes how the effectiveness of the Group's structure of internal controls including financial, operational and compliance controls and risk management systems is reviewed: see pages 70 to 84 which include detailed information on the Group's principal risks.

### Corporate Reporting Review

The UK Financial Reporting Council (FRC) reviewed Glencore's annual report for the year ended 31 December 2019 as part of its regular monitoring of the Directors' reports and accounts of public and large private companies.

The principal areas where the FRC raised questions were: impairment; climate change disclosures in the strategic report; segments; and alternative performance measures. We provided the FRC with the information it requested and its enquiries are now closed having been brought to a satisfactory conclusion.

The FRC requested undertakings and suggested improvements as to additional disclosures concerning these topics to be made in future reporting (including in this report).

The review was based solely on the published annual report and accounts and provides no assurance that the annual report and accounts are correct in all material respects. The FRC's role is not to verify the information provided but to consider compliance with reporting requirements.

## INTERACTIONS WITH SHAREHOLDERS

The Board aims to present a balanced and clear view of the Group in communications with shareholders and believes that being transparent in describing how we see the market and the prospects for the business is extremely important.

We communicate with shareholders in a number of different ways. The formal reporting of our full- and half-year results and quarterly production reports is achieved through a combination of releases, presentations, group calls and individual meetings. The full- and half-year reporting is followed by investor meetings across a variety of locations where we have institutional shareholders. We also regularly meet with existing and prospective shareholders to update or to introduce them to the Company and, although it was not possible in 2020 due to the global pandemic, we usually arrange periodic visits to parts of the business to give analysts and major shareholders a better understanding of how we manage our operations. These visits and meetings are principally undertaken by the CEO, CFO, Head of Industrial Assets and senior members of the Investor Relations team.

In addition, many major shareholders have meetings with the Chairman and appropriate senior personnel, including other Non-Executive Directors, the Company Secretary and senior members of the Sustainability team. The matters covered by meetings with the Chairman and Company Secretary include the work of the Board's committees.

This year, following the introduction of Covid-19 related restrictions, almost all of these engagements have taken place virtually.

## AGM

The Company's next AGM is due to be held on 29 April 2021. Full details of the meeting will be set out in the AGM notice of meeting. All documents relating to the AGM will be available on the Company's website at: **glencore.com/agm**

# ETHICS, COMPLIANCE AND CULTURE (ECC) REPORT

Anthony Hayward

**Chair**

**Other members**

Patrice Merrin
Gill Marcus
Peter Coates

The Committee met five times during the year. Each Committee member served throughout the year and attended all of the meetings. Nicola Leigh is the secretary of this Committee.

## RESPONSIBILITIES

The main responsibilities of the Committee are:

- Overseeing the implementation of the Group Ethics and Compliance Programme including Group policies, standards, procedures, systems and controls for the prevention of unethical business practices and misconduct
- Reviewing reports and the activities of the following management committees: ESG Committee (formerly business ethics committee) and business approval committee (see page 39 for further information)
- Assessing and monitoring culture to ensure alignment with the Company's purpose and values
- Monitoring the Group's stakeholder engagement

## MAIN ACTIVITIES

During the year, the Committee's activities included the following:

### Ethics and Compliance

- Provided oversight of the key elements of the Ethics and Compliance programme, including risk assessments, internal monitoring, training and awareness, and reviews conducted by third party specialists
- Reviewed the implementation and effectiveness of the Ethics and Compliance Programme
- Reviewed the compliance structure and resourcing to assess whether it is sufficient for the Group
- Considered a variety of other material ethics and compliance issues.
- Reviewed the Whistleblowing, Raising Concerns and Investigations framework and reviewed and recommended to the Board revised policies for Anti-Corruption, Whistleblowing and Competition Law
- Considered the effect of Covid-19 on the efficacy of the Group Ethics and Compliance programme

### Stakeholder engagement

- Reviewed our ESG engagement, including with NGOs and multi-stakeholder organisations that invest or engage on ESG issues, and track the development of reporting on ESG related topics.
- Considered the conduct and positions of our member organisations during 2020 on material issues in accordance with our Political Engagement Policy. This included a detailed analysis of activities across the main countries in which the Group operates and the organisations either of the globally ambit or in those countries to which Group companies are current members.

### Workforce Engagement

- Management of health related concerns, policies and communications was considered both before and after the effects of Covid-19.
- Consideration of HR Group policies, standards, legislative compliance around the globe and greater use of technology.
- Consideration of the employee campaign in respect of the Group's purpose and values.
- Reporting on culture surveys: (1) the marketing business and (2) the Group as a whole. Employee attitudes to the Group's values, its commitment to ethical behaviour and scores covering the compliance programme were considered in particular.
- As part of the Committee's role in assessing and monitoring Group culture, it was expected that members of the Committee would hold a series of meetings that would take place with members of our workforce in various locations across the Group. Initially these plans were put on hold due to Covid-19, but once it became clear in the second half of the year that in-person meetings would be impractical, a series of virtual engagements was established.

Engagement by the Board and senior management is included in Our people section, on page 27.

**Tony Hayward**
Chair of the ECC Committee
10 March 2021

# HEALTH, SAFETY, ENVIRONMENT & COMMUNITIES (HSEC) REPORT


**Chair**

**Other members**

**Ivan Glasenberg**
**Anthony Hayward**
**Patrice Merrin**

The Committee met five times during the year. Each Committee member served throughout the year and attended all of the meetings. Every scheduled meeting had a substantial agenda, reflecting the Committee's objective of monitoring the achievement by management of ongoing improvements in HSEC performance.

John Burton is the Secretary of this Committee.

## RESPONSIBILITIES

The main responsibilities of the Committee are:

- Ensuring that appropriate Group policies are developed in line with our Values and Code of Conduct for the identification and management of current and emerging health, safety, environmental, community and human rights risks
- Ensuring that the policies are effectively communicated throughout the Company and that appropriate processes and procedures are developed at an operational level to comply and evaluate the effectiveness of these policies through:
  - assessment of operational performance
  - review of updated internal and external reports
  - independent audits and reviews of performance with regard to HSEC matters, and action plans developed by management in response to issues raised
- Evaluating and overseeing the quality and integrity of any reporting to external stakeholders concerning HSEC matters
- Reporting to the Board

## MAIN ACTIVITIES

During the year, the Committee engaged in:

- *HSEC Strategy*: reviewing the Group's annual HSEC strategy and its implementation
- *Governance:* approved new and revised key HSEC and human rights policies
- *Health and Safety*: overseeing the Group's fatality reduction programme including:
  - eight deep dive SafeWork (including fatal hazard) assessments;
  - commencement of the project SafeWork 2.0;
  - implementation of the zinc and copper departments' safety cases (including presentations at every meeting through the year); and
  - progress against the corporate led-Kazzinc safety intervention
  - strengthening of investigation process, including targeted training
- *Health and Safety*: review of each fatality occurring with emphasis on lessons to be learned across the Group; oversight of a revamping of leadership of fatality investigations including a training programme; reviews of critical incidents and trends in TRIFR, LTIFR, HPRIs and other relevant statistics
- *Environment*: assessing the Group's strategy concerning GHG emissions, energy, water and stewardship and other impacts
- *Communities*: reviewing material issues, investigations and complaints
- *Social and human rights*: monitoring the Group's strategy and reviewing serious incidents
- *Assurance:* reviewing work of the HSEC Audit function including its training activities
- *Enterprise Risk Management*: overseeing the development of a new ERM standard for the industrial business
- *Tailings storage facilities*: overseeing the work on the Global Tailings Review Standard and the internal work on the Group's facilities, particularly those designated as high risk
- *External affairs*: monitoring the Group's external HSEC reporting, continuing engagement on material issues and stakeholder and investor engagement
- *Other matters:* Considering a variety of other material HSEC issues

**Peter Coates**
Chair of the HSEC Committee
10 March 2021

# AUDIT COMMITTEE REPORT

Kalidas Madhavpeddi

Chair

**Other members**
Martin Gilbert
Gill Marcus

The Committee met five times during the year. Leonhard Fischer stepped down as chair of the Committee in August 2020 and was replaced by Kalidas Madhavpeddi. The other Committee members served throughout the year and attended all of the meetings. All current Committee members are considered by the Board to be Independent Non-Executive Directors and to be financially literate by virtue of their relevant financial experience. As a whole, the Committee has the skills and experience relevant to the sector.

John Burton is Secretary to the Committee.

The Committee usually invites the CEO, CFO, General Counsel, Group Financial Controller, Chief Risk Officer and Head of Internal Audit and the lead partner from the external auditor to attend each meeting. Other members of management and the external auditor may attend as and when required. Other Directors also usually attend its meetings.

Additionally, the Committee holds closed sessions with the external auditors and the Head of Internal Audit without members of management being present. The Committee has adopted guidelines allowing certain non-audit services to be contracted with the external auditors.

## ROLE AND RESPONSIBILITIES

The primary function of the Committee is to assist the Board in fulfilling its responsibilities with regard to financial reporting, external and internal audit, financial risk management and controls.

During the year, the Committee's principal work included the following:

- Reviewing the full-year and half-year financial statements with management and the external auditor
- Considering the scope and methodologies to determine the Company's going concern and longer-term viability statements
- Reviewing and agreeing the preparation and scope of the year-end reporting process
- Considering applicable regulatory changes to reporting obligations
- Evaluating the Group's procedures for ensuring that the Annual Report and accounts, taken as a whole, are fair, balanced and understandable
- Reviewing the Group's financial and accounting policies and practices including discussing material issues with management and the external auditor, especially matters that influence or could affect the presentation of accounts and key figures
- Reviewing the Group's internal financial controls and financial risk management systems
- Considering the output from the Group-wide processes used to identify, evaluate and mitigate financial risks, including credit and performance risks, across the industrial and marketing activities
- Monitoring and reviewing the effectiveness of Glencore's internal controls for which there were certain control weaknesses noted by our auditor in their report on page 118. Management is currently working on remediating these matters.
- Reviewing the global audit plan, scope and fees of the audit work to be undertaken by the external auditor
- Recommending to the Board a resolution to be put to the shareholders for their approval on the appointment of the external auditor and to authorise the Board to fix the remuneration and terms of engagement of the external auditor
- Monitoring the independence of the external auditor and the operation of the Company's policy for the provision of non-audit services by it
- Reviewing the Internal Audit department's annual audit plan

## RISK ANALYSIS

The Committee receives reports and presentations at each meeting on management of marketing and other risks (excluding operational and sustainability risks which are reviewed by the HSEC Committee and compliance risks which are reviewed by the ECC) and at least once a year considers an in-depth study of the perceived main risks and uncertainties and the Group's risk management framework as a whole.

## SIGNIFICANT ISSUES

The Committee assesses whether suitable accounting policies, including the implementation of new accounting standards, have been adopted and whether management has made appropriate estimates and judgements. It also reviews the external auditor's reports outlining audit work performed and conclusions reached in respect of key judgements, as well as identifying any issues in respect of these reports.

During the year, the Committee has focused in particular on these key matters:

### 1. Audit plan review

In addition to the review of key developments and audit risks central to planning for the half year review and annual audit, the Committee also considered particular issues in response to Covid-19, including fraud risk factors, re-assessment of internal controls, and reviewing the work of component auditors and site visits

### 2. FRC Corporate Reporting Review

The Committee considered a letter from the FRC relating to the Group's 2019 annual report and accounts. The Committee reviewed and agreed the comprehensive response proposed by management, with input from the external auditor, to the questions raised by the FRC.

Following further correspondence the questions were answered, see Corporate Reporting Review on page 94.

### 3. Covid-19

Impact assessment in accordance with the FRC guidance. The Committee considered at each of its meetings from May (having first discussed at Board level in April) the risks to management accounting and internal controls processes becoming challenged due to the effects of Covid, including relocation of staff and inaccessibility of some business locations. The Committee reviewed the Group's financial reporting framework and controls structure and considered the potential impact and mitigating controls that could be applied in respect of its critical controls. Certain controls around significant risk areas were considered in respect of reporting at Group level, controls concerning the marketing and industrial businesses and our critical IT infrastructure.

### 4. Impairments

The Committee considered whether the carrying value of goodwill, industrial assets, physical trade positions and material loans and advances may be impaired as a result of commodity price volatility and some asset specific factors including the impact of climate change. The Committee reviewed management's reports, outlining the basis for the key assumptions used in calculating the recoverable value for the Group's assets. Future performance assumptions used are derived from the Board-approved business plan. As part of the process for approval of this plan, the Committee considered the feasibility of strategic plans underpinning future performance expectations, and whether they remain achievable. Considerable focus was applied to management's commodity price and exchange rate assumptions and their sensitivities within the models. The Group's coal assets in Australia, Colombia and South Africa, copper assets in central Africa, the Volcan business in Peru, the Koniambo nickel asset in New Caledonia and the oil assets in Africa have been subject to particular scrutiny. In relation to coal, there continues to be particular focus around the price outlook and climate change related risks.

### 5. Taxation

Due to its global reach, including operating in many higher-risk jurisdictions, the Group is subject to enhanced complexity and uncertainty in accounting for income taxes, particularly the evaluation of tax exposures and recoverability of deferred tax assets. The Committee has engaged with management to understand the potential tax exposures globally and the key estimates taken in determining the positions recorded, including the status of communications with local tax authorities and the carrying values of deferred tax assets. The African copper assets and tax risk exposures in the UK have been particular areas of focus.

### 6. Counterparty exposures

The Group's global operations expose it to credit and performance risk, which result in the requirement to make estimates around recoverability of receivables, loans, trade advances and contractual non-performance. As part of an ongoing review, the Committee considered material continuing exposures, the robustness of processes followed to evaluate recoverability and whether the amounts recorded in the financial statements are reasonable. Exposures arising from oil marketing posing particular risk due to the effects of the steep fall in the price of oil earlier in the year were considered in particular.

### 7. Other material issues

These included going concern and long-term viability assessments. The Committee was satisfied with the going concern and longer-term viability conclusions reached as set out on page 72.

## INTERNAL AND EXTERNAL AUDIT

The Committee monitored the internal audit function as described under Internal Audit on page 71.

The Committee assesses the quality and effectiveness of the external audit process on an annual basis in conjunction with the senior management team. Key areas of focus include consideration of the quality and robustness of the audit, identification of and response to areas of risk and the experience and expertise of the audit team, including the lead audit partner.

The application of the FRC's Revised Ethical Standard 2019, from 1 January 2021, has introduced significantly extended restrictions regarding the use of the Company's external auditor for non-audit services, to preserve the auditor's independence. This has largely overtaken the Group's non-audit services policy, although this is still maintained.

For 2020, fees paid to the external auditor were $28 million, including total non-audit fees of $4 million; further details are contained in note 29 to the financial statements.

The Committee has commenced a tender process for the appointment of the Company's external auditor. This process will be completed this year and the appointment will be with effect from the audit of the financial statements for 2022.

**Kalidas Madhavpeddi**
Chair of the Audit Committee
10 March 2021

# NOMINATION COMMITTEE REPORT

Patrice Merrin

**Chair**

**Other members**

John Mack
Kalidas Madhavpeddi

During the year, the Committee's composition was altered from initially Anthony Hayward (Chair), John Mack, Leonhard Fischer and Gill Marcus to its current composition.

The Committee met five times during the year.

John Burton is the Secretary of this Committee.

## ROLES AND RESPONSIBILITIES

The main responsibilities of the Nomination Committee are to assist the Board with succession planning and with the selection process for the appointment of new Directors, both Executive and Non-Executive, including the Chairman, and senior management.

This involves:

- Evaluating the balance and skills, knowledge and experience of the Board and identifying the capabilities required for a particular appointment
- Overseeing the search process
- Evaluating the need for Board refreshment and succession planning generally
- Overseeing planning for CEO and CFO succession
- Monitoring the CEO's planning for senior management succession to seek to ensure that the Company has a suitable pipeline of candidates
- Considering diversity in appointments

## MAIN ACTIVITIES

The Committee focused on three main tasks during this year.

The most important has been senior management succession. The decision making for this progress was completed by year end. During the first half of 2021, Mr Glasenberg will retire and all of the heads of the main departments will have been replaced from those in place at the Company's IPO in 2011.

Secondly, prior to the notice of 2020 AGM being compiled, the Committee considered the performance of each Director. It concluded that each Director is effective in their role and continues to demonstrate the commitment required to remain on the Board. Accordingly, it recommended to the Board that re-election resolutions be put for each Director at the 2020 AGM.

Thirdly, the Committee considered the composition of the Board. The Committee continued its work on board refreshment. This has led to the appointments of Kalidas Madhavpeddi and Cynthia Carroll, both of whom bring extensive mining experience and further diversity to the Board table.

The Committee acknowledged the recommendations of the Hampton Alexander Review on gender and the Parker Review on ethnic diversity. It is part of the Committee's policy when making new Board appointments to consider the importance of diversity on the Board, including gender and ethnicity. This is considered in conjunction with experience and qualifications. Following the appointment of Cynthia Carroll, the Board satisfies the diversity target set by the Hampton-Alexander review. Additionally, the Board meets the ethnic diversity target of the Parker Review.

**Patrice Merrin**
Chair of the Nomination Committee
10 March 2021

# DIRECTORS' REMUNERATION REPORT

For the year ended 31 December 2020


Chair

**Other members**

Kalidas Madhavpeddi
Martin Gilbert

## INTRODUCTION

On behalf of the Remuneration Committee, I am pleased to present our Directors' remuneration report for the year ended 31 December 2020.

In February 2020, Leonhard Fischer stepped down as a member of the Committee and was replaced by Kalidas Madhavpeddi. Martin Gilbert and I served on this Committee throughout the year.

At the 2020 AGM, our shareholders approved the Directors' Remuneration Policy and the Directors' Remuneration Report with over 96% of votes cast in favour of both resolutions.

In December 2020, it was announced that Ivan Glasenberg will retire in 2021 and that Gary Nagle will succeed him as CEO. As part of the transition preparation, the Board and the Committee have during the last year been considering the most appropriate approach to CEO pay. The purpose of the proposed new approach is to ensure that Mr Nagle receives remuneration which is both competitive and aligned with our shareholders' interests. As shareholders will be aware, Mr Glasenberg, given his large shareholding, waived any salary increase and participation in any form of variable pay programme and, therefore, his overall pay was not typical or competitive. New arrangements needed to be newly created rather than built on prior arrangements.

This report is presented to reflect the reporting requirements on remuneration matters for companies with a UK governance profile, particularly the UK's Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013, unless stated otherwise. The report also describes how the Board has complied with the provisions set out in the UK Corporate Governance Code relating to remuneration matters. Our auditors have reported on certain parts of the Directors' remuneration report and stated whether, in their opinion, those parts of the report have been properly prepared. Those sections of the report which have been subject to audit are clearly indicated.

**John Mack**
Chair of Remuneration Committee
10 March 2021

## PART A-1

### CEO SUCCESSION PACKAGE AND RESULTING PROPOSED POLICY CHANGES

The current remuneration policy provides for a salary cap of $2m plus RPI and the ability to operate an annual bonus and long-term incentive plan (LTIP) each subject to a maximum of 200% of salary. It also provides for the LTIP to operate with pre-vest performance conditions measured over 3 years and a further 2-year holding period. These current policy positions for variable pay are not in line with the practices of our peers or the FTSE 30 and require changes to facilitate the transition to new leadership.

#### Consultation

During 2020 and 2021, the Committee conducted extensive external benchmarking based on a UK-listed peer group. This comprised of Anglo American, BHP, BP, Rio Tinto and Shell. The mining companies were chosen as the best comparators to our industrial business while the oil companies' combined industrial and marketing business model is closely aligned to the Group's activities.

Policy proposals and a proposed remuneration package were developed and consulted upon with a significant number of shareholders and proxy advisors. There were two main rounds of consultation over a period of 13 months which enabled valuable feedback and suggestions to be incorporated into the final proposed remuneration package and policy. The majority of respondents were comfortable with the proposed changes. We received constructive feedback in relation to quantum, the restricted stock plan (RSP) underpin and the importance of clearly identifying the proposed changes to the policy and their rationale.

In the spirit of this consultation and ensuring full disclosure, the detailed remuneration package and the underlying logic, assumptions and chosen comparators are detailed in the following sections.

## Fixed Remuneration

To set a competitive salary for Mr Nagle, the Committee has considered both the current salary level for the CEO and comparison with the peer group and FTSE 30.

Mr Glasenberg has not received an increase since 2011, despite clear salary growth in the market during this period. Extrapolating his salary with the ten-year average RPI for the UK of 2.8%, results in an increased salary of c. $1.9m. The typical base salary for the CEOs within our peer group ranges between c. $1.6-1.9m, depending on currency exchange rates.

Glencore's annual pension provision for the CEO is fully aligned to the wider Swiss workforce, which at present amounts to a maximum of c. $65,000. This provision is significantly below the peer range of $150-450,000. The resulting fixed remuneration of base salary, benefits and pension provision in the peer group ranges between c. $1.9-2.3m. The Committee has set the base salary at $1.8m, well within the current policy cap of $2m. The resulting total fixed remuneration of c. $1.9m inclusive of pension and all benefits places the proposal at the lower end of the peer group.

## Long Term Incentive (LTI)

A particular area of concern for the Remuneration Committee in designing the proposed remuneration policy was the considerable volatility in variable pay in commodity related businesses. The Committee focused on constructing a package which rewarded long-term executive decision making rather than short-term commodity price movements. It concluded that a RSP, subject to the appropriate level of discount to a traditional LTIP, would reward consistent shareholder value creation, executive planning and action. The Committee also supports the principle of long-term share ownership which is promoted by the UK Corporate Governance Code and believes that there is no better alignment between the interests of executives and shareholders than through long-term shareholding. Therefore, to ultimately align the CEO's interests with those of our shareholders, no shares under the proposed RSP will be disposable until at least two years post-employment, except as necessary to meet tax obligations.

Given that the Company has never previously operated an executive LTIP, the Remuneration Committee designed the proposed plan after comparison with the peer group and FTSE30. These benchmarks suggest an LTIP grant level of 400-500% of salary suggesting a discounted award of 200-250% following the best practice conversion for restricted stock awards at 50% of the LTIP face value.

Considering the total pay position and the holding requirement of two years post-employment, the Committee feels that a proposed award level of 225% of salary is an appropriate award level and proportionate to the role both in terms of quantum and relative to benchmarks.

The vesting of each annual grant will be subject to a holistic review of performance following the third anniversary of grant. In reaching its decision, the Committee will look at both financial and non-financial performance noting that there may be short-term trade-offs between different factors. In particular, it will consider reducing the level of vesting if any of the following occur:

- Failure to pay the minimum distribution required under the Company's stated divided policy;
- The overall performance and outcomes, both on absolute and relative basis, is considered by the Committee unsatisfactory to permit full vesting;
- ESG performance (including climate) is considered unsatisfactory to permit full vesting.

Given the complexity of the Group structure and its clear exposure to commodity price movements, the underpin deliberately does not apply a formula driven approach to determining vesting levels. Instead, broad discretion has been reserved to consider the position in the round and to reduce vesting levels if the overall company financial or ESG performance is not at an adequate level. Instead, the Remuneration Committee will make use of all relevant data points for its review, including the Company's Ethics and Compliance programme and climate action transition plan to assess the progress across the Group concerning material ESG matters. In reaching any decision, it will balance both the design principle that the default for restricted stock is to accept lower awards levels for greater certainty of vesting and, therefore, there should be a default to full vesting while ensuring that the Remuneration Committee considers the overall outcome and avoids payments for failure.

## Annual Bonus

To further build on the principle of share ownership and shareholder alignment, the Committee is proposing that 50% of any bonus outcome is deferred into shares. These deferred shares shall vest on the third anniversary of grant and are generally subject to continuing employment. To ensure a fair balance between any bonus pay-outs and alignment to shareholder interests and considering that the RSP component is not accessible until two years post-employment, the Committee is proposing to increase the maximum opportunity to 250% of salary from the current policy maximum of 200%.

The Remuneration Committee proposes an initial scorecard for 2021 comprising 55% financial measures, 30% HSEC and 15% individual targets which provides an appropriate mix of financial and non-financial measures. The scorecard will be kept under review in subsequent years and, while this basic framework is likely to continue, the precise metrics may evolve in line with the Board's priorities. The policy allows for flexibility to set measures, weightings and targets each year which recognise market developments while placing appropriate emphasis on our long-term commitments.

## Total Remuneration

The Committee believes that the initial proposed maximum total remuneration of $10.4m is not excessive, provides market competitiveness, alignment to shareholders' interests and an appropriate discount to peer LTIP levels. The Committee highlights that approximately 60% of the total reward opportunity is delivered in shares and 40% is subject to a holding requirement until two years post-employment and is, therefore, directly aligned with the long-term interests of shareholders. For the purposes of clarity, the maximum total annual remuneration that the CEO will actually receive during his employment is c. $6.4m compared to the peer maximum of $11-18m, since 40% is held back until two years post-employment. This ignores any share price changes, distributions or share awards.

The holding restriction until two years' post-employment under the RSP is separate from the general shareholding guideline in the amount of 500% of salary for the CEO.

## FY2021 CEO Package

The below table summarises the full year proposed package. For 2021 the bonus and RSP awards for Mr Nagle will be time pro-rated to reflect his period as CEO following his appointment.

| Fixed Remuneration | Annual Bonus | Long Term Incentive |
|---|---|---|
| • \$1.8m Base Salary<br>• Nominal Benefits/Pension<br>• In line with market and competition, ensures stability and balanced with more conservative variable potential | • 125% target, 250% maximum bonus<br>• 55% Financial, initially comprising:<br>– 30% Funds From Operations;<br>– 15% Net debt;<br>– 10% Capex;<br>• 30% HSEC comprising of:<br>– 15% Safety;<br>– 15% Progress towards 2035 $CO_2$ targets; and<br>• 15% Individual targets.<br>• 50% deferred into shares vesting on the third anniversary, subject to continuing employment. | • 225% per year<br>• Comprehensive underpin focused on a holistic review of the overall business and ESG performance.<br>• Test of underpin and cliff vesting on third anniversary. Requirement to hold all vested restricted stock until the later of 5-years from grant and 2 years post-employment. |

## Summary of proposed policy changes

The following changes to the variable elements of the remuneration policy are proposed (neither of which have been utilised by the current CEO):

- Annual bonus maximum increased from 200% to 250% with 50% of any bonus outcome deferred for three years into shares. Minor clarifications to the operation of deferral and distribution accrual.
- Introduction of RSP. Under the new plan, the CEO will receive an annual grant of shares worth 225% of salary. The vesting is subject to an underpin, combined with a holding requirement until two years post-employment.

A comparison of each current policy element and the proposed changes can be found on the following pages.

## Conclusion

While the Company renewed its policy at the 2020 AGM, based on the findings of the review described above, it is now necessary to seek approval for a revised policy in light of succession as we move to a more appropriate and competitive remuneration structure.

We believe that the proposal directly aligns the executive director's interests with those of our shareholders through the most long-term plan operated by a major UK listed company. We are confident that shareholders will recognise this as a continuation of our ESG journey.

The Committee continues to seek to ensure that the directors' remuneration policy and its implementation are attractive to shareholders in reflecting sensible practice and good governance.

We welcome an open dialogue with shareholders and will continue to consult with major shareholders before implementing any future significant changes to the remuneration policy.

We would like to thank all those who took part in the consultation for their openness and constructive challenge.

## Part A-2

### DIRECTORS' REMUNERATION POLICY

The Directors' Remuneration Policy as set out in this section of the report will take effect for all payments made to Directors from the date of the 2021 AGM. The Policy approved by shareholders at the 2020 AGM will apply until approval is obtained for the new Policy. Any changes to the Policy are highlighted where relevant.

UK legislation and related investor guidance encourages companies to disclose a cap within which each element of remuneration policy will operate. Although not subject to this legislation, the Committee has set an annual cap for each element of remuneration under the maximum opportunity column which will apply until a revised policy is approved by shareholders.

The Policy for the Executive Directors currently only applies to Mr Glasenberg as he is the only Executive Director. Mr Nagle will be appointed to the Board and replace Mr Glasenberg from a date to be announced in 2021. Mr Glasenberg, given his status as a major shareholder, elected not to participate in any form of variable pay and, as acknowledged in the 2020 policy, this requires the policy to be updated to reflect the future position applying to his successor.

## General Policy

### ELEMENTS OF THE PACKAGE

Remuneration Policy for the Directors is summarised in the table below:

### General Policy for Executive Directors

(This section does not technically form part of the Directors' Remuneration Policy and is for information only)

The philosophy of the Remuneration Committee is to set the Company's remuneration policies and practices to promote the long-term success of the Company and support the implementation of the Group's strategy, while aligning the interests of the Executive Directors and executives with those of shareholders generally. This policy has consistently underpinned our approach to executive remuneration.

The Committee is satisfied that the revised remuneration policy is in the best interests of shareholders and does not raise any environmental, social or governance issues and does not promote excessive risk taking.

### UK CORPORATE GOVERNANCE CODE CONSIDERATIONS

As part of its review of the new remuneration policy, the Committee has considered the factors set out in provision 40 of the Corporate Governance Code. In our view, the proposed policy addresses those factors as set out below:

| | |
|---|---|
| **Clarity:** remuneration arrangements should be transparent and promote effective engagement with shareholders and the workforce. | Our remuneration policy and pay arrangements are clearly disclosed each year in the Annual Report. The Remuneration Committee proactively seeks engagement with shareholders on remuneration matters. |
| **Simplicity:** remuneration structures should avoid complexity and their rationale and operation should be easy to understand. | Our remuneration structure comprises fixed and variable remuneration, with the performance conditions for variable elements clearly communicated to, and understood by, participants. The RSP will provide a mechanism for aligning Executive Director and shareholder interests. |
| **Risk:** remuneration arrangements should ensure reputational and other risks from excessive rewards, and behavioural risks that can arise from target-based incentive plans, are identified and mitigated. | The rules of the annual bonus scheme and RSP provide suitable mechanisms for the Committee to reduce award levels and are subject to malus and clawback provisions. The RSP reduces the risk of unintended remuneration outcomes associated with complex performance conditions associated with other forms of long-term incentives. |
| **Predictability:** the range of possible values of rewards to individual directors and any other limits or discretions should be identified and explained at the time of approving the policy. | The RSP increases the predictability of reward values (removing the risk of potentially unintended outcomes). Maximum award levels and discretions are set out in the policy tables and the policy includes scenario charts showing the potential outcomes on a range of assumptions. |
| **Proportionality:** the link between individual awards, the delivery of strategy and the long-term performance of the company should be clear. Outcomes should not reward poor performance. | Variable performance-related pay represents a significant proportion of the total remuneration opportunity. The Committee considers the appropriate financial and personal performance measures each year to ensure that there is a clear link to strategy. Discretion is available to the Committee with the ability to reduce awards if necessary, to ensure that formulaic outcomes do not reward poor performance. |
| **Alignment to culture:** incentive schemes should drive behaviours consistent with company purpose, values and strategy. | The Committee seeks to ensure that personal performance measures under the annual bonus scheme incentivise behaviours consistent with the Company's culture, purpose and values. The RSP will clearly align the Executive Director's interests with those of shareholders by ensuring a focus on delivering against strategy to generate long-term value for shareholders. |

## 1. Components of Executive Director Remuneration

### Base salary

Provides market competitive fixed remuneration that rewards relevant skills, responsibilities and contribution

**Policy and operation**
Salaries are positioned within a market competitive range for companies of a similar size and complexity.

The Committee does not slavishly follow data but uses it as a reference point in considering, in its judgement, the appropriate level having regard to other relevant factors, including corporate and individual performance and any changes in an individual's role and responsibilities. Base salary is paid monthly in cash.

**Maximum opportunity and performance measures**
Base salaries are usually reviewed annually, however, this next review will take place in December 2022.

A base salary cap of $2 million p.a. has been set.

This cap will increase in line with UK RPI from 24 May 2020 being the date at which the cap was first approved.

**Key changes to last approved policy**
None

### Benefits

To provide appropriate supporting non-monetary benefits

**Policy and operation**
Provides appropriate insurance coverage benefits.

Values are shown in the single figure table on page 111 but may fluctuate without the Committee taking action.

The Company may periodically change the benefits available to staff for the office at which an Executive Director works in which case the Director would normally be eligible to receive the amended benefits on similar terms to all relevant staff. In the case of a Swiss based executive, this would be expected to mean employees generally in the Baar office.

**Maximum opportunity and performance measures**
Benefits to comprise only those generally available to staff at the Company's head office. These currently comprise salary loss (long-term sickness) and accident / travel insurance.

A monetary limit of $100,000 p.a. for these benefits applies ($20,000 in the case of Mr Glasenberg).

**Key changes to last approved policy**
None

### Pension

Provides basic retirement benefits which reflects local market practice

**Policy and operation**
Participation in the defined contribution scheme for all Swiss head office-based employees.

**Maximum opportunity and performance measures**
An annual cap on the cost of provision of retirement benefits of $150,000 per Executive Director has been set.

Any Executive Director's benefit will be aligned with the average percentage contribution or entitlement available to staff in the relevant market.

**Key changes to last approved policy**
None

### Annual Bonus

Supports delivery of short-term operational, financial and strategic goals

**Policy and operation**
Annual Bonus plan levels and the appropriateness of measures are reviewed annually to ensure they continue to support the Group's strategy.

50% of any Annual Bonus plan outcome to be deferred into shares for a period of up to three years although the Committee reserves discretion to alter the current practice of deferral (whether by altering the portion deferred, the period of deferral or whether amounts are deferred into cash or shares). The current intent is that such shares vest on the third anniversary of grant contingent on continuous employment.

Cash element to be paid in one tranche following the publication of the year-end results.

Dividends will accrue over the period from grant to the relevant vesting date and roll up into further shares which will be released on such date.

Malus and clawback provisions apply to any Annual Bonus plan outcome.

**Maximum opportunity and performance measures**
The Committee has set a maximum annual bonus level of 250% of base salary p.a.

The performance measures applied may be financial, non-financial and corporate, divisional or individual and in such proportions as the Committee considers appropriate.

Additionally, the Committee will consider the outcomes against pre-set targets following their calculation and may moderate these outcomes to take account of a range of factors including the Committee's view of overall Company performance in the year. The Committee specifically reserves the ability to reduce payments if not satisfied that any formulaic outcome is appropriate in the circumstances.

**Key changes to last approved policy**
Cap increased from 200% to 250% and minor clarifications to the operation of deferral and distribution accrual.

## 1. Components of Executive Director Remuneration continued

### Long Term Incentives

Incentivises the creation of shareholder value over the longer term

**Policy and operation**

Awards will generally be granted on an annual basis contingent on employment to the third anniversary of grant and satisfaction of an underpin at that time. As the award is of restricted shares, the default will be for awards to vest, unless the Committee considers this inappropriate in the circumstances.

Shares will only be released (other than to meet tax obligations) on the later of five years from grant and two years post-employment.

Distributions will accrue over the period from grant to the third anniversary of grant and roll up into further shares, which will be released on such anniversary. From that date, distributions will be paid directly on any vested shares.

Malus and clawback clauses apply.

The Company will honour the vesting of all awards granted under previous policies in accordance with the terms of such awards.

**Maximum opportunity and performance measures**

Overall annual Executive Directors' limit of 225% of salary for LTI grants.

The vesting of awards is subject to an underpin permitting the Committee to reduce or eliminate the level of vesting if it considers full vesting inappropriate in all the circumstances.

The Committee will holistically review the overall business and ESG performance (including financial and non-financial elements, such as distribution payments, delivery against climate change objectives, governance, culture, as well as health and safety performance).

**Key changes to last approved policy**

Introduction of Restricted Share Plan.

### Personal Shareholdings

**Policy and operation**

The Committee has set a formal shareholding requirement for Executive Directors of 500% of salary.

Usually to be achieved within 5 years of Board appointment.

An Executive Director will normally be required to retain the lower of the actual holding on stepping down from the Board and such shares as then represents the policy level of 500% of salary for 2 years after stepping down (although the Board may relax this requirement in appropriate cases) with such policy enforceable through a requirement to lodge such shares at the Company's request.

**Key changes to last approved policy**

None

### Service Contracts

**Policy and operation**

It is the Company's policy to provide for 12 months' notice for termination of employment for Executive Directors, to be given by either party.

Under normal circumstances, the Company may terminate the employment of an Executive Director by making a payment in lieu of notice equivalent to basic salary only for the notice period at the rate current at the date of termination. In appropriate cases, the Executive Director can be dismissed without compensation.

**Key changes to last approved policy**

None

**Notes to policy table and other key considerations**

1. Differences between the policy on remuneration for Directors from the policy on remuneration of other employees: the only current Executive Director has waived any entitlement to participate in the variable pay arrangements. Arrangements also differ from its pay policies for Group employees as necessary to reflect the appropriate market rate position for the relevant roles. In particular, Mr Glasenberg's pension benefits are in accordance with those provided to other Swiss-based employees and do not include any enhancement.
2. For 2020, all remuneration and fees were paid in US Dollars except for pension contributions and the provision of benefits which were provided in Swiss Francs.

## MALUS & CLAWBACK

Awards subject to the applicable plan rules governing the annual bonus and RSP are subject to malus and clawback provisions that allow the Committee to reduce or clawback awards and may be applied in certain circumstances. These provisions apply irrespective whether an award is made in cash or equity.

The Committee may, in its discretion, decide to delay vesting and therefore extend the period during which malus and clawback may be applied if facts come to light within the period warranting an investigation.

## DISCRETION AND VESTING SUBJECT TO THE UNDERPIN

In addition to the specific discretions set out in the policy table above, the Committee may exercise various discretions related to the operation of the policy. In particular, these include, but are not limited to, the following:

- the participants of the respective plans;
- the timing of award grants, vesting and/or payment;
- the size of an award and/or payment (subject to the limits set out in the policy table);
- the determination of vesting;
- dealing with a change of control or corporate restructuring;
- the determination of a good/bad leaver for incentive plan purposes and the treatment of pro-rating and holding periods;
- adjustments required in certain circumstances (e.g. rights issues, corporate reorganisation and/or change to capital structure); and
- determining the appropriate performance conditions, underpins, weightings and targets for the annual bonus scheme and LTI.

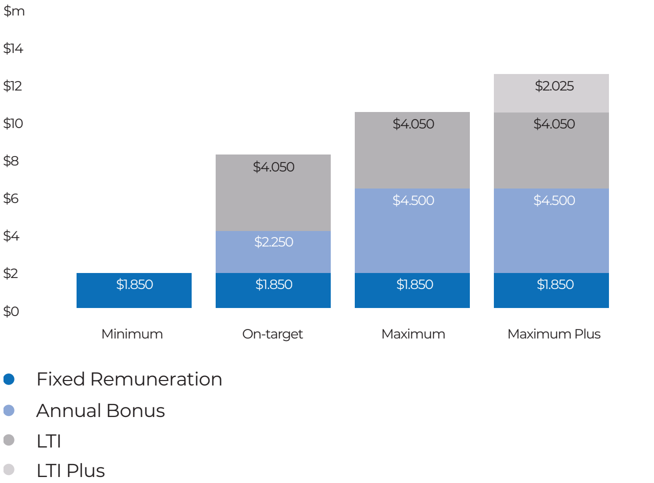
The holistic, qualitative judgement, which is applied as an underpin test before final vesting of restricted stock is confirmed, is an important aspect to ensure that vesting is not simply driven by a formula or the passage of time that may give unexpected or unintended remuneration outcomes.

The exercise of any discretion will be fully disclosed in the applicable statement of implementation of the policy.

## POTENTIAL REWARDS UNDER VARIOUS SCENARIOS

Under the current policy, consistent with other large FTSE companies, the total available variable pay (i.e. the maximum amount payable in respect of bonus and long-term incentives) available to Mr Glasenberg would be approximately $5,790,000 (being four times base salary). As Mr Glasenberg has waived entitlement to all variable elements for 2021, including both bonus and long-term incentives, his base salary and all benefits are set at less than 25% of the aggregate remuneration which would potentially have been available to him, had he not waived participation in these aspects. These waivers are considered appropriate as the level of his personal shareholding is sufficient to provide a keen alignment of interest between him and of shareholders more generally without the need to add additional aspects to his package (and cost to other shareholders). His fixed remuneration is set at a moderately below market level so the waivers do not reflect any element of an excessive bias to fixed pay in the traditional sense.

When Mr Nagle joins the Board, it is envisaged that his potential remuneration will comprise:




This has been calculated using the following assumptions, in accordance with UK reporting regulations:

- Minimum: Mr Nagle's starting salary of $1.8m and assumed benefits of $50k (one-time relocation expenses have been excluded)
- On-target pay: as Minimum plus bonus at 50% of maximum plus the LTI grant
- Maximum pay: as On-target pay except bonus payable at max
- Maximum plus 50%: as Maximum pay except the share price on the LTI is assumed to increase by 50%
- Each element ignores the impact of distribution roll-up

## MANAGING POTENTIAL CONFLICTS OF INTEREST

In order to avoid any conflicts of interest, remuneration is managed through well-defined processes ensuring that no individual is involved in the decision-making process related to their own remuneration. In particular, the remuneration of an Executive Director is set and approved by the Committee; no Executive Director is involved in the determination of his own remuneration arrangements or attends the meetings where this is discussed.

The Committee also receives support from external advisers and evaluates the support provided by those advisers annually to ensure that advice is independent, appropriate and cost-effective. Committee members bring their own judgment to consideration of all matters.

## RECRUITMENT REMUNERATION POLICY

The Company's Executive Director Recruitment Remuneration Policy aims to give the Committee sufficient flexibility to secure the appointment and promotion of high-calibre executives to strengthen the management team and secure the skill sets to deliver our strategic goals.

- The starting point for the Committee will be to look to the General Policy for Executive Directors as set out above and structure a package in accordance with that Policy. However (consistent with the UK regulations) for a newly appointed Executive Director the Committee is not constrained by the caps on fixed pay within the Policy on a recruitment or at any subsequent annual review within the life of this Policy as approved by shareholders. Nonetheless, it envisages applying the caps in practice. The Committee will not pay more than it considers to be necessary to secure the recruitment having regards to appropriate market rates and evolving best practice.
- For an internal appointment, any variable pay element awarded in respect of the prior role may either continue on its original terms or be adjusted to reflect the new appointment as appropriate.
- For external and internal appointments, the Committee may agree that the Company will meet certain relocation expenses as they consider appropriate and/or to make a contribution towards legal fees in connection with agreeing employment terms. Such costs will be outside the formal caps and will be limited to two years.
- The Committee reserves the right to make awards of incentive pay that are necessary to secure a candidate to compensate for the forfeiture of incentive awards in a previous employer. Details of any such awards will be appropriately disclosed.
- Where it is necessary to make a recruitment related pay award to an external candidate the Company will not pay more than is in the view of the Committee necessary and will in all cases seek in the first instance to deliver any such awards under the terms of the existing incentive pay structure. It may however be necessary in some cases to make such awards on terms that are more bespoke than the existing annual and equity-based pay structures in the Group in order to secure a candidate.
- All such awards for external appointments whether under the Annual Bonus plan, Restricted Share Plan or otherwise to compensate for awards forfeited on leaving a previous employer will take account of the nature, time-horizons and performance requirements on those awards. In particular, the Committee's starting point will be to ensure that any awards being forfeited which remain subject to outstanding performance requirements (other than where these are substantially complete) are bought-out with replacement requirements and any awards with service requirements are bought out with similar terms. However exceptionally the Committee may relax those obligations where it considers it to be in the interests of shareholders and those factors are in the view of the Committee equally reflected in some other way for example through a significant discount to the face value of the awards forfeited. It will only include guaranteed sums where the Committee considers that it is necessary to secure the recruitment.
- For the avoidance of doubt where recruitment related awards are intended to replace existing awards held by a candidate in an existing employer the maximum amounts for incentive pay as stated in the general policies will not apply to such awards. The Committee has not placed a maximum limit on any such awards which it may be necessary to make as it is not considered to be in shareholders' interests to set any expectations for prospective candidates regarding such awards. Any recruitment-related awards which do not replace awards with a previous employer will be subject to the limits on incentive awards as detailed in the general policy.

The elements of any package for a new recruit and the approach taken by the Committee in relation to setting each element of the package will be consistent with the Executive Directors' Remuneration Policy described in this report, as modified by the above statement of principles where appropriate.

A new Non-Executive Director would be recruited on the terms explained below in respect of the main Policy for such Directors.

## TERMINATION POLICY SUMMARY

In practice, the facts surrounding any termination do not always fit neatly into defined categories for good or bad leavers. Therefore, it is appropriate for the Committee to consider the suitable treatment on a termination having regard to all of the relevant facts and circumstances available at that time. This Policy applies both to any negotiations linked to notice periods on a termination and any treatment which the Committee may choose to apply under the discretions available to it under the terms of the annual bonus and LTI arrangements. The potential treatments on termination under these plans are summarised below.

| Incentives | Good leaver | Bad leaver |
|---|---|---|
| | If a leaver is deemed to be a "good leaver"; i.e. leaving through, serious ill health or death or otherwise at the discretion of the Committee | If a leaver is deemed to be a "bad leaver"; typically, voluntary resignation or leaving for disciplinary reasons |
| **Annual Bonus** | Pro-rated bonus, typically with the normal proportion subject to deferral | No awards made |
| **Deferred element of bonus** | Typically retained for the balance of the deferral period (although the Committee may exceptionally approve early release) | May be retained or forfeited at Committee discretion |
| **LTI** | Will receive a pro-rated award (if applicable, subject to the application of the underpin at the normal measurement date.)<br>Committee discretion to disapply pro-rating | All awards will normally lapse. |

In the event of a change of control or similar event, awards may become payable or vest early with treatment broadly in line with that for good leavers. Rules permit a roll-over of awards in appropriate circumstances.

The UK legislation does not require the inclusion of a cap or limit in relation to payments for loss of office. The Committee will take all relevant factors into account in deciding whether any discretion should be exercised in an individual's favour in these circumstances, and the Committee will aim to ensure that any payments made are, in its view, appropriate having regard to prevailing best practice guidelines. The Committee may also, after taking appropriate legal advice, sanction the payment of additional sums in the settlement of potential legal claims and/ or the provision of outplacement and similar services.

## 2. Chairman and Non-Executive Director Remuneration

### Fees

Reflects time commitment, experience, global nature and size of the Company

**Policy and operation**
The objective in setting the fees paid to the Chairman and the other Non-Executive Directors is to be competitive with other listed companies of equivalent size and complexity. Fee levels are periodically reviewed by the Board (for Non-Executives) and the Committee (for the Chairman). In both cases, the Company does not adopt a quantitative approach to pay positioning and exercises judgement as to what it considers to be reasonable in all the circumstances as regards quantum.

Non-Executive Directors and the Senior Independent Director receive a base fee.

Additional fees are paid for chairing or membership of a Board committee.

Chairman receives a single inclusive fee.

Reasonable business-related expenses are reimbursed (including any tax thereon).

Non-Executive Directors are not eligible for any other remuneration or benefits of any nature.

Reviewed every year with the next review due to take place in December 2021.

**Maximum opportunity and performance measures**
Fees are paid monthly in cash.

Aggregate fees for all Non-Executive Directors (including the Chairman) are subject to the cap set in the Articles of Association. This is currently set at $5,000,000.

**Key changes to last approved policy**
None

### Engagement with shareholders

As explained, on page 100 of this report, the Company engaged extensively with shareholders as part of the development of this policy. The Committee will continue to monitor the views of shareholders as published in guidelines and engage directly with them as appropriate.

### Engagement with colleagues

As a global resources company with employees around the world, many of whom do not have access to the internet, it is not feasible to directly engage with all colleagues on executive remuneration. The Committee is advised of pay and conditions around the Group and considers such information when considering executive pay.

## DIRECTORS' SERVICE CONTRACTS

### Executive Director's Contract

The table below summarises the key features of the service contract for Mr Glasenberg, the only person who served as an Executive Director during 2020.

A copy of the service contract of the Executive Director is available for inspection at Company's registered office as noted on page 243 or as otherwise indicated in the Notice of 2021 AGM.

| Provision | Service contract terms |
|---|---|
| Notice period | Twelve months' notice by either party |
| Contract date | 28 April 2011 (as amended on 30 October 2013) |
| Expiry date | Rolling service contract |
| Termination payment | No special arrangements or entitlements on termination. Any compensation would be limited to base salary only for any unexpired notice period (plus any accrued leave) |
| Change in control | On a change of control of the Company, no provision for any enhanced payments, nor for any liquidated damages |

## EXTERNAL APPOINTMENTS

None currently. The appropriateness of any future appointment is considered as part of the annual review of Directors' interests/potential conflicts.

## NON-EXECUTIVE DIRECTORS' LETTERS OF APPOINTMENT AND RE-ELECTION

All Non-Executive Directors have letters of appointment with the Company for an initial period of three years from their date of appointment, subject to re-election at each AGM. The Company may terminate each appointment by immediate notice and there are no special arrangements or entitlements on termination except that the Chairman is entitled to three months' notice. Copies of the letter of appointment for Non-Executive Directors are available for inspection at Company's registered office address as noted on page 243.

The annual fees are paid in accordance with a Non-Executive Director's role and responsibilities. The Chairman's fee is inclusive of all his committee responsibilities. The fees payable for 2021, which are unchanged from 2020, are as follows:

| US$'000 | |
|---|---|
| Directors | |
| Chairman | 1,150 |
| Senior Independent Director | 200 |
| Non-Executive Director | 135 |
| **Committee Fees:** | |
| **ECC** | |
| Member | 50 |
| **Remuneration** | |
| Chair | 45 |
| Member | 25 |
| **Audit** | |
| Chair | 60 |
| Member | 35 |
| **Nomination** | |
| Chair | 40 |
| Member | 20 |
| **HSEC** | |
| Chair | 125 |
| Member | 40 |
| **Investigations** | |
| Member | 40 |

# Part B – Implementation Report

## IMPLEMENTATION REPORT – UNAUDITED INFORMATION

### Remuneration Committee

#### Membership and experience of the Remuneration Committee

The members of the Committee provide a useful balance of skills, experience and perspectives to provide the critical analysis required in carrying out the Committee's function. Each of Messrs John Mack, Martin Gilbert, and Kalidas Madhavpeddi has had a long career in the management of large organisations and therefore provides considerable experience of remuneration analysis and implementation. All members of the Remuneration Committee are considered to be independent. Further details concerning independence of the Non-Executive Directors are contained on pages 90 and 91.

#### Role of the Remuneration Committee

The terms of reference of the Committee set out its role. They are available on the Company's website at:
**glencore.com/who-we-are/governance**

Its principal responsibilities are, on behalf of the Board, to:

- Regularly review the appropriateness and relevance of the Remuneration Policy
- Determine and agree with the Board the framework for the remuneration of the Company's Chairman, the Chief Executive and the Executive Directors
- Establish the remuneration package for the Executive Directors including the scope of pension benefits
- Determine the remuneration package for the Chairman, in consultation with the Chief Executive
- Determine the policy for senior management remuneration
- Oversee schemes of performance related remuneration (including share incentive plans), and determine awards for the Executive Directors (as appropriate)
- Ensure that the contractual terms on termination for the Executive Directors are fair and not excessive

The Committee considers corporate performance on HSEC and governance issues when setting remuneration for the Executive Director. Additionally, the Committee seeks to ensure that the incentive structure for the Group's senior management does not raise HSEC or governance risks by inadvertently promoting and/or rewarding behaviours that are not aligned with the Group policies, values and culture.

### Remuneration Committee meetings

The Committee met two times during the year and considered, amongst other matters, the Remuneration Policy and the packages applicable to the Chairman, the CEO and senior management, and the content and approval of the remuneration report.

The Chairman, CEO and CFO are usually invited to attend some or all of the proceedings of Remuneration Committee meetings; however, they do not participate in any decisions concerning their own remuneration.

### Advisers to the Remuneration Committee

The Committee appointed and received independent remuneration advice during the year from its external adviser, FIT Remuneration Consultants LLP (FIT). FIT is a member of the Remuneration Consultants Group (the UK professional body for these consultants) and adheres to its code of conduct. The Committee was satisfied that the advice provided by FIT was objective and independent.

FIT's fees for this advice in respect of 2020 were $59,554 (2019: $58,491).

The Committee also receives advice from the Company Secretary.

## Relative importance of remuneration spend

The table below illustrates the change in total remuneration, distributions paid and net profit from 2019 to 2020.

| | **2020 US$m** | 2019 US$m |
|---|---|---|
| Distributions and buy-backs attributable to equity holders | – | 5,028 |
| Net income/(loss) attributable to equity holders | (1,903) | (404) |
| Total remuneration | 5,403 | 5,231 |

The figures presented have been calculated on the following bases:

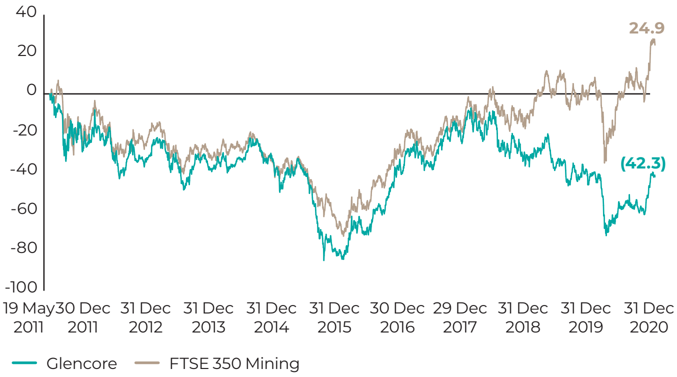
- **Distributions and buy-backs** – distributions paid and shares bought back during the year
- **Net income/(loss) attributable to equity holders** – our reported net loss in respect of the financial year.
- **Total remuneration** – represents total personnel costs as disclosed in note 23 to the financial statements which includes salaries, wages, social security, other personnel costs and share-based payments

## Performance graph and table

This graph shows the value to 31 December 2020, on a total shareholder return (TSR) basis, of £100 invested in Glencore plc on 24 May 2011 (our IPO date) compared with the value of £100 invested in the FTSE 350 Mining Index. The FTSE 350 Mining Index is considered to be an appropriate comparator for this purpose as it is an equity index consisting of companies listed in London in the same sector as Glencore.

The UK reporting regulations also require that a TSR performance graph is supported by a table summarising aspects of CEO remuneration, as shown below for the same period as the TSR performance graph:

**Performance**




### CEO single figure remuneration since 2011

| | | Single figure of total remuneration[1] (US$'000) | Annual variable element award rates against maximum opportunity[2] | Long-term incentive vesting rates against maximum opportunity[2] |
|---|---|---|---|---|
| **2020** | **Ivan Glasenberg** | **1,508** | – | – |
| 2019 | Ivan Glasenberg | 1,503 | – | – |
| 2018 | Ivan Glasenberg | 1,503 | – | – |
| 2017 | Ivan Glasenberg | 1,513 | – | – |
| 2016 | Ivan Glasenberg | 1,509 | – | – |
| 2015 | Ivan Glasenberg | 1,510 | – | – |
| 2014 | Ivan Glasenberg | 1,513 | – | – |
| 2013 | Ivan Glasenberg | 1,509 | – | – |
| 2012 | Ivan Glasenberg | 1,533 | – | – |
| 2011 | Ivan Glasenberg | 1,483 | – | – |

1 The value of benefits and pension provision in the single figure vary as a result of the application of exchange rates although in the relevant local currency these parts of Mr Glasenberg's remuneration have not altered since May 2011. In this table the figures are reported in US dollars, the currency in which Mr Glasenberg received his salary in 2020. The salary was payable in pounds sterling prior to 2014. Therefore those figures have been translated into US dollars at the exchange rates used for the preparation of the financial statements in those years. Mr Glasenberg's pension and other benefits are charged to the Group in Swiss francs and these amounts are translated into US dollars on the same basis.

2 The CEO has requested not to be considered for these potential awards.

## CEO pay ratio

The table below shows the ratio of CEO single figure remuneration for 2020 to the comparable, indicative, full-time equivalent total remuneration for employees globally, whose pay is ranked at the 25th percentile, median and 75th percentile. As we are a global group, which is not headquartered in the UK and whose UK employees represent less than one per cent. of all our employees worldwide, we have decided to amend this comparison to all employees. Our methodology is fully compliant with the UK Remuneration Regulations except that we have substituted all of our employees for just the UK employees as specified in the Regulations.

| Year | Method (A) | 25th percentile pay ratio | Median pay ratio | 75th percentile pay ratio |
|---|---|---|---|---|
| **2020** | A | $8,525<br>177 : 1 | $21,212<br>71 : 1 | $65,025<br>23 : 1 |
| 2019 | A | $8,558<br>176 : 1 | $21,238<br>71 : 1 | $64,077<br>23 : 1 |

### Additional UK remuneration disclosures

Under UK laws and remuneration regulations, UK companies are also required to disclose various data comparing the percentage change in directors' year-on-year remuneration compared with employees of the listed company itself, i.e. not on a group-wide basis. As Glencore plc has no direct employees, there would be no non-director data to disclose. There have been no changes in the Company's levels of pay for directors with the only changes relating to minor benefits and the impact of Non-Executive Directors changing committee memberships. On this basis, it was considered unnecessary to include such data.

### Most recent shareholder voting outcomes

The votes cast to approve the Directors' remuneration report, for the year ended 31 December 2019 at the 2020 AGM were:

| Votes "For" | Votes "Against" | Votes "Withheld"[1] |
|---|---|---|
| **Directors' remuneration policy** | | |
| 97.28% | 2.72% | |
| (9,718,437,304) | (271,822,039) | (100,913,371) |
| **Directors' remuneration report** | | |
| 96.59% | 3.41% | |
| (9,655,344,116) | (341,081,734) | (94,747,475) |

1 A vote withheld is not counted in the calculation of the proportion of votes for and against the resolution.

## IMPLEMENTATION REPORT – AUDITED INFORMATION

### Non-Executive fees

The emoluments of the Non-Executive Directors for 2020 were as follows:

| Name | **Total 2020 US$'000** | Total 2019 US$'000 |
|---|---|---|
| **Non-Executive Chairman** | | |
| Anthony Hayward | 1,150 | 1,150 |
| **Non-Executive Directors** | | |
| Peter Coates | 310 | 310 |
| Leonhard Fischer | 214 | 280 |
| Martin Gilbert | 300 | 300 |
| John Mack | 200 | 200 |
| Kalidas Madhavpeddi | 188 | – |
| Patrice Merrin | 300 | 265 |
| Gill Marcus | 222 | 240 |

Single figure table

| **Ivan Glasenberg** | **2020** (US$'000) | 2019 |
|---|---|---|
| Salary | 1,447 | 1,447 |
| Benefits | 4 | 4 |
| Annual Bonus | – | – |
| Long-term incentives | – | – |
| Pension | 57 | 52 |
| **Total** | **1,508** | 1,503 |

The notes to the CEO single figure remuneration table from the previous page also apply in relation to the compilation of this table. As no bonuses or long-term incentives have been granted to Mr Glasenberg, there are no relevant performance measures to be disclosed.

The aggregate fees for all Non-Executive Directors for 2020 were $2,884,000 (2019: $2,745,000).

The total emoluments of all Directors for 2020 (including pension contributions for Mr Glasenberg) were $4,392,000 (2019: $4,248,000).

### Directors' interests

The Directors' interests in shares are set out in the Directors' report which is set out after this report. Mr Glasenberg's holding is considerably in excess of the proposed formal share ownership guideline for Executive Directors of 500% of salary.

### Approval

This report in its entirety has been approved by the Committee and the Board of Directors and signed on its behalf by:

**John Mack**
Chair of Remuneration Committee
10 March 2021

# DIRECTORS' REPORT
## For the year ended 31 December 2020

John Burton

**Company Secretary**

### INTRODUCTION
This Annual Report is presented by the Directors on the affairs of Glencore plc (the "Company") and its subsidiaries (the "Group" or "Glencore"), together with the financial statements and auditor's report, for the year ended 31 December 2020. The Directors' report includes details of the business, the development of the Group and likely future developments as set out in the Strategic Report, which together form the management report for the purposes of the UK Financial Conduct Authority's Disclosure and Transparency Rule (DTR) 4.1.8R. The notice concerning forward-looking statements is set out at the end of the Annual Report.

### CORPORATE STRUCTURE
Glencore plc is a public company limited by shares, incorporated in Jersey and domiciled in Baar, Switzerland. Its shares are listed on the London and Johannesburg Stock Exchanges.

### FINANCIAL RESULTS AND DISTRIBUTIONS
The Group's financial results are set out in the financial statements section of this Annual Report.

In light of the continued uncertain pandemic / economic outlook and in order to support the Group's overall financial position, no distribution was made in 2020.

The Board is recommending to shareholders an aggregate capital distribution of US$0.12 per share in respect of the 2020 financial year as further detailed on page 48.

### REVIEW OF BUSINESS, FUTURE DEVELOPMENTS AND POST BALANCE SHEET EVENTS
A review of the business and the future developments of the Group is presented in the Strategic Report.

A description of acquisitions, disposals, and material changes to Group companies undertaken during the year is included in the Financial review and in note 25 to the financial statements.

### FINANCIAL INSTRUMENTS
Descriptions of the use of financial instruments and financial risk management objectives and policies, including hedging activities and exposure to price risk, credit risk, liquidity risk and cash flow risk are included in notes 26 and 27 to the financial statements.

### CORPORATE GOVERNANCE
A report on corporate governance and compliance with the UK Corporate Governance Code is set out in the Corporate Governance report and forms part of this report by reference.

### HEALTH, SAFETY, ENVIRONMENT & COMMUNITIES (HSEC)
An overview of health, safety and environmental performance and community participation is provided in the Sustainable Development section of the Strategic report. The work of the HSEC Board committee is contained in the Corporate Governance report.

### GREENHOUSE GAS EMISSIONS
A summary of the Group's greenhouse gas emissions is included on page 19.

### TAXATION POLICY
Our Tax Policy: **glencore.com/group-tax-policy** and our most recent Payments to Governments report: **glencore.com/payments-to-governments-report** set out the Company's approach to tax and transparency and disclose the payments made by the Group on a country-by-country and project-by-project basis.

### EXPLORATION AND RESEARCH AND DEVELOPMENT
The Group's business units carry out exploration and research and development activities that are necessary to support and expand their operations.

### EMPLOYEE POLICIES AND INVOLVEMENT
Glencore has diversity and recruitment policies that aim to treat individuals fairly and not to discriminate on the basis of gender, race, ethnicity, disability, religion or beliefs, or on any other basis. Applications for employment and promotion are fully considered on their merits, and employees are given appropriate training and equal opportunities for career development and promotion.

If disability occurs during employment, the Group seeks to accommodate that disability where reasonably possible, including with appropriate training.

The Group's Code of Conduct and other policies support and protect the interests of employees in a number of ways such as requiring open, fair and respectful communication, zero tolerance for human rights violations, fair remuneration and, above all, a safe working environment.

Employee communication is mainly provided by the Group's intranet, corporate website and via emails. A range of information is made available to employees, including all policies and procedures applicable to them as well as information on the Group's financial performance and the main drivers of its business. Employee consultation depends upon the type and location of operation or office but includes Group-wide surveys – see Our people section on page 27.

## DIRECTORS' CONFLICTS OF INTEREST

Under Jersey law and the Company's Articles of Association (which mirror section 175 of the UK Companies Act 2006), a Director must avoid a situation in which the Director has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company. The duty is not infringed if the matter has been authorised by the Directors. Under the Articles, the Board has the power to authorise potential or actual conflict situations. The Board maintains effective procedures to enable the Directors to notify the Company of any actual or potential conflict situations and for those situations to be reviewed and, if appropriate, to be authorised by the Board. Directors' conflict situations are reviewed annually. A register of authorisations is maintained.

## DIRECTORS' LIABILITIES AND INDEMNITIES

The Company has granted third party indemnities to each of its Directors against any liability that attaches to them in defending proceedings brought against them, to the extent permitted by Jersey law. In addition, Directors and Officers of the Company and its subsidiaries are covered by directors & officers liability insurance.

## DIRECTORS AND OFFICERS

The names of the Company's Directors and Officers who were in office at the end of 2020, together with their biographical details and other information, are shown on pages 88 – 89.

## DIRECTORS' INTERESTS

Details of interests in the ordinary shares of the Company of those Directors who held office during 2020 are given below:

| Name | Number of Glencore Shares | Percentage of Total Voting Rights |
|---|---|---|
| **Executive Directors** | | |
| Ivan Glasenberg | 1,211,957,850 | 9.09 |
| **Non-Executive Directors** | | |
| Anthony Hayward | 244,907 | 0.00 |
| Peter Coates | 1,665,150 | 0.01 |
| Leonhard Fischer | – | – |
| Martin Gilbert | 50,000 | 0.00 |
| John Mack | 750,000 | 0.00 |
| Kalidas Madhavpeddi | – | – |
| Gill Marcus | – | – |
| Patrice Merrin | 60,000 | 0.00 |

## SHARE CAPITAL AND SHAREHOLDER RIGHTS

As at 26 February 2021, the issued ordinary share capital of the Company was $145,862,001 represented by 14,586,200,066 ordinary shares of $0.01 each, of which 1,261,887,525 shares are held in treasury and 81,000,508 shares are held by Group employee benefit trusts.

## MAJOR INTERESTS IN SHARES

Taking into account the information available to Glencore as at 26 February 2021, the table below shows the Company's understanding of the interests in 3% or more of the Total Voting Rights attaching to its issued ordinary share capital:

| Name of holder | Number of Shares | Percentage of Total Voting Rights |
|---|---|---|
| Qatar Holding | 1,221,497,099 | 9.17 |
| Ivan Glasenberg | 1,211,957,850 | 9.10 |
| BlackRock Inc | 886,856,436 | 6.66 |
| Harris Associates | 516,588,214 | 3.88 |
| Aristotelis Mistakidis | 463,675,134 | 3.48 |
| Daniel Mate | 454,136,143 | 3.41 |

## SHARE CAPITAL

The rights attaching to the Company's ordinary shares, being the only share class of the Company, are set out in the Company's Articles of Association (the "Articles"), which can be found at **glencore.com/who-we-are/governance/**. Subject to Jersey law, any share may be issued with or have attached to it such preferred, deferred or other special rights and restrictions as the Company may by special resolution decide or, if no such resolution is in effect, or so far as the resolution does not make specific provision, as the Board may decide.

No such resolution is currently in effect. Subject to the recommendation of the Board, holders of ordinary shares may receive a distribution. On liquidation, holders of ordinary shares may share in the assets of the Company.

Holders of ordinary shares are also entitled to receive the Company's Annual Report and Accounts (or a summarised version) and, subject to certain thresholds being met, may requisition the Board to convene a general meeting (GM) or submit resolutions for proposal at AGMs. None of the ordinary shares carry any special rights with regard to control of the Company.

Holders of ordinary shares are entitled to attend and speak at GMs of the Company and to appoint one or more proxies or, if the holder of shares is a corporation, a corporate representative. On a show of hands, each holder of ordinary shares who (being an individual) is present in person or (being a corporation) is present by a duly appointed corporate representative, not being himself a member, shall have one vote. On a poll, every holder of ordinary shares present in person or by proxy shall have one vote for every share of which he or she is the holder. Electronic and paper proxy appointments and voting instructions must be received not later than 48 hours before a GM. A holder of ordinary shares can lose the entitlement to vote at GMs where that holder has been served with a disclosure notice and has failed to provide the Company with information concerning interests held in those shares. Except as (1) set out above and (2) permitted under applicable statutes, there are no limitations on voting rights of holders of a given percentage, number of votes or deadlines for exercising voting rights.

The Directors may refuse to register a transfer of a certificated share which is not fully paid, provided that the refusal does not prevent dealings in shares in the Company from taking place on an open and proper basis or where the Company has a lien over that share.

The Directors may also refuse to register a transfer of a certificated share unless the instrument of transfer is:

(i) lodged, duly stamped (if necessary), at the registered office of the Company or any other place as the Board may decide accompanied by the certificate for the share(s) to be transferred and/or such other evidence as the Directors may reasonably require as proof of title; or
(ii) in respect of only one class of shares

Transfers of uncertificated shares must be carried out using CREST and the Directors can refuse to register a transfer of an uncertificated share in accordance with the regulations governing the operation of CREST.

The Directors may decide to suspend the registration of transfers, for up to 30 days a year, by closing the register of shareholders. The Directors cannot suspend the registration of transfers of any uncertificated shares without obtaining consent from CREST.

There are no other restrictions on the transfer of ordinary shares in the Company except: (1) certain restrictions may from time to time be imposed by laws and regulations (for example insider trading laws); (2) pursuant to the Company's share dealing code whereby the Directors and certain employees of the Company require approval to deal in the Company's shares; and (3) where a shareholder with at least a 0.25% interest in the Company's issued share capital has been served with a disclosure notice and has failed to provide the Company with information concerning interests in those shares. There are no agreements between holders of ordinary shares that are known to the Company, which may result in restrictions on the transfer of securities or on voting rights.

The rules for appointment and replacement of the Directors are set out in the Articles. Directors can be appointed by the Company by ordinary resolution at a GM or by the Board upon the recommendation of the Nomination Committee. The Company can remove a Director from office, including by passing an ordinary resolution or by notice being given by all the other Directors. The Company may amend its Articles by special resolution approved at a GM.

The powers of the Directors are set out in the Articles and provide that the Board may exercise all the powers of the Company including to borrow money. The Company may by ordinary resolution authorise the Board to issue shares, and increase, consolidate, sub-divide and cancel shares in accordance with its Articles and Jersey law.

## PURCHASE OF OWN SHARES

There was no purchase of own shares by the Company in 2020.

## GOING CONCERN

The financial position of the Group, its cash flows, liquidity position and borrowing facilities are set out in the Strategic Report. Furthermore, notes 26 and 27 to the financial statements include the Group's objectives and policies for managing its capital, its financial risk management objectives, details of its financial instruments and hedging activities and its exposure to credit and liquidity risk. Significant financing activities that took place during the year are detailed in the Financial review section, which starts on page 44.

The results of the Group, principally pertaining to its industrial asset base, are exposed to fluctuations in both commodity prices and currency exchange rates whereas the performance of marketing activities is primarily physical volume driven with commodity price risk substantially hedged.

The Directors have a reasonable expectation, having made appropriate enquiries, that the Group has adequate resources to continue in its operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing the financial statements. The Directors have made this assessment after consideration of the Group's budgeted cash flows and related assumptions including appropriate stress testing of the identified uncertainties (being primarily commodity prices and currency exchange rates) and undrawn credit facilities, monitoring of debt maturities, and after review of the Guidance on Risk Management, Internal Control and Related Financial and Business Reporting 2014 as published by the UK Financial Reporting Council.

## LONGER-TERM VIABILITY

In accordance with provision 31 of the Code, the Directors have assessed the prospects of the Group's viability over a longer period than the 12 months required by the going concern assessment above. A summary of the assessment made is set out on pages 73 – 74 in the Risk Management section.

Based on the results of the related analysis, the Directors have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the four-year period of this assessment. They also believe that the review period of four years is appropriate having regard to the Group's business model, strategy, principal risks and uncertainties, sources of funding and liquidity.

## AUDITOR

Each of the persons who is a Director at the date of approval of this Annual Report confirms that:

a. so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
b. the Director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Deloitte LLP have expressed their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming AGM.

## STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Annual Report and financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for the Company for each financial year.

The financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union and IFRS as issued by the International Accounting Standards Board. The financial statements are required by law to be properly prepared in accordance with the Companies (Jersey) Law 1991. International Accounting Standard 1 requires that financial statements present fairly for each financial year the Company's financial position, financial performance and cash flows. This requires the faithful representation of the effects of transactions, other events and conditions in accordance with the definitions and recognition criteria for assets, liabilities, income and expenses set out in the International Accounting Standards Board's Framework for the preparation and presentation of financial statements.

In virtually all circumstances, a fair presentation will be achieved by compliance with all applicable IFRSs.

The Directors confirm that the Annual Report and accounts taken, as a whole, is fair, balanced and understandable, and provides the information necessary for shareholders to assess the performance, strategy and business model of the Company

However, the Directors are also required to:

- Properly select and apply accounting policies
- Present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information
- Provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance
- Make an assessment of the Company's ability to continue as a going concern

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies (Jersey) Law 1991. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. The legislation governing the preparation and dissemination of the Company's financial statements may differ from legislation in other jurisdictions.

Signed on behalf of the Board

**John Burton**
Company Secretary
10 March 2021

## INFORMATION REQUIRED BY LISTING RULE LR 9.8.4C

In compliance with UK Listing Rule 9.8.4C the Company discloses the following information:

| Listing Rule | Information required | Relevant disclosure |
|---|---|---|
| 9.8.4(1) | Interest capitalised by the Group | See note 8 to the financial statements |
| 9.8.4(2) | Unaudited financial information as required (LR 9.2.18) | See Chief Executive Officer's review |
| 9.8.4(5) | Director waivers of emoluments | See Directors' remuneration report |
| 9.8.4(6) | Director waivers of future emoluments | See Directors' remuneration report |
| 9.8.4(12) | Waivers of dividends | See note 18 to the financial statements |
| 9.8.4(13) | Waivers of future dividends | See note 18 to the financial statements |
| 9.8.4(14) | Agreement with a controlling shareholder (LR 9.2.2A) | Not applicable |
| There are no disclosures to be made in respect of the other numbered parts of LR 9.8.4. | | |

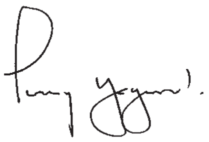
## CONFIRMATION OF DIRECTORS' RESPONSIBILITIES

We confirm that to the best of our knowledge:

- the consolidated financial statements, prepared in accordance with International Financial Reporting Standards (IFRS) adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union, and IFRS as issued by the International Accounting Standards Board and the Companies (Jersey) Law 1991, give a true and fair view of the assets, liabilities, financial position and income of the Group and the undertakings included in the consolidation taken as a whole
- the management report, which is incorporated in the Strategic Report, includes a fair review of the development and performance of the business and the position of the Group and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties they face
- the Annual Report and consolidated financial statements, taken as a whole, are fair and balanced and understandable and provide the information necessary for shareholders to assess the performance, position, strategy and business model of the Company

The consolidated financial statements of the Group for the year ended 31 December 2020 were approved on the date below by the Board of Directors.

Signed on behalf of the Board:



**Anthony Hayward**
Chairman
10 March 2021

**Ivan Glasenberg**
Chief Executive Officer