

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, the "**Insurance Mediation Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended or superseded, the "**Prospectus Directive**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation. Distribution and selling restrictions in and outside the EEA apply; the Notes are offered to the public in Switzerland solely.

Final Terms dated 6 September 2019

**GLENCORE FINANCE (EUROPE) LIMITED**

Issue of CHF 250,000,000 0.350 per cent. Guaranteed Notes due 2025

Guaranteed by

**GLENCORE PLC**

and

**GLENCORE INTERNATIONAL AG**

and

**GLENCORE (SCHWEIZ) AG**

under the U.S.\$20,000,000,000  
**Euro Medium Term Note Programme**

**PART A**  
**Contractual Terms**

Terms used herein shall be deemed to be defined as such for the purposes of the conditions (the "**Conditions**") set forth in the base prospectus dated 14 June 2019 and the supplement thereto dated 19 August 2019 (together, the "**Base Prospectus**"). This document must be read in conjunction with such Base Prospectus and the listing prospectus (including all documents set out or incorporated by reference therein) dated 6 September 2019 prepared for the listing of the Notes on the SIX Swiss Exchange (the "**Swiss Listing Prospectus**"). Full information on the Issuer, the Guarantors and the offer of the Notes is only available on the basis of the combination of these Final Terms, the Base Prospectus and the Swiss Listing Prospectus. The Base Prospectus and the Swiss Listing Prospectus are available for viewing during normal business hours at the offices of Credit Suisse AG at Uetlibergstrasse 231, 8045 Zürich,

Switzerland (tel: +41 44 333 28 86, fax: +41 44 333 57 79 or email: newissues.fixedincome@credit-suisse.com).

1	(i) Series Number:	30
	(ii) Tranche Number:	1
	(iii) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
2	Specified Currency or Currencies:	Swiss Francs ("CHF")
3	Aggregate Nominal Amount of Notes admitted to trading:	CHF 250,000,000
4	Issue Price:	100.044 per cent. of the Aggregate Nominal Amount
5	(i) Specified Denominations:	CHF 5,000 plus integral multiples thereof
	(ii) Calculation Amount:	CHF 5,000
6	(i) Issue Date:	10 September 2019
	(ii) Interest Commencement Date:	Issue Date
7	Maturity Date:	10 September 2025
8	Interest Basis:	0.350 per cent. Fixed Rate (further particulars specified in 13 below)
9	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed at 100 per cent. of their Aggregate Nominal Amount
10	Change of Interest Basis:	Not Applicable
11	Put/Call Options:	Issuer Call (further particulars specified in 16 below)
12	Date Board approval for issuance of Notes and Guarantees obtained:	As set out under " <i>General Information – Authorisations</i> " in the Base Prospectus

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

13	<b>Fixed Rate Note Provisions</b>	Applicable
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	(i)	Rate of Interest:	0.350 per cent. per annum payable in arrear on each Interest Payment Date
	(ii)	Step Up Event/Step Down Event:	No
	(iii)	Step Up Margin:	Not Applicable
	(iv)	Interest Payment Date(s):	10 September in each year, commencing on 10 September 2020; not adjusted
	(v)	Fixed Coupon Amount:	CHF 17.50 per Calculation Amount
	(vi)	Broken Amount(s):	Not Applicable
	(vii)	Day Count Fraction:	30/360
14		<b>Floating Rate Note Provisions</b>	Not Applicable
15		<b>Zero Coupon Note Provisions</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

16		<b>Call Option</b>	Applicable
	(i)	Optional Redemption Date(s):	Any date from, and including, 10 June 2025 to, but excluding, the Maturity Date
	(ii)	Optional Redemption Amount(s) of each Note:	CHF 5,000 per Calculation Amount
	(iii)	If redeemable in part:	
		(a) Minimum Redemption Amount:	Not Applicable
		(b) Maximum Redemption Amount:	Not Applicable
17		<b>Put Option</b>	Not Applicable
18		<b>Final Redemption Amount of each Note</b>	Par
19		<b>Early Redemption Amount (Tax)</b>	Par

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

20	<b>Form of Notes:</b>	<b>Bearer Notes:</b>
		Permanent Global Note exchangeable for

Definitive Notes in the limited circumstances specified in the Permanent Global Note.

The Notes and all rights in connection therewith are documented in the form of a permanent global note (the "**Permanent Global Note**") which shall be deposited by the Principal Swiss Paying Agent with SIX SIS Ltd or any other intermediary in Switzerland recognised for such purposes by SIX Swiss Exchange (SIX SIS Ltd or any such other intermediary, the "**Intermediary**"). Once the Permanent Global Note is deposited with the Intermediary and entered into the accounts of one or more participants of the Intermediary, the Notes will constitute intermediated securities (*Bucheffekten*) ("**Intermediated Securities**") in accordance with the provisions of the Swiss Federal Intermediated Securities Act.

Each Holder (as defined below) shall have a quotal (pro rata) co-ownership interest (*Miteigentumsanteil*) in the Permanent Global Note to the extent of its claim against the Issuer, provided that for so long as the Permanent Global Note remains deposited with the Intermediary the co-ownership interest shall be suspended and the Notes may only be transferred by entry of the transferred Notes in a securities account of the transferee.

Neither the Issuer nor the Holders (as defined below) shall at any time have the right to effect or demand the conversion of the Permanent Global Note (*Globalurkunde*) into, or the delivery of, uncertificated securities (*Wertrechte*) or definitive Notes (*Wertpapiere*).

The records of the Intermediary will determine the number of Notes held through each participant in that Intermediary. In respect of the Notes held in the form of Intermediated Securities, the holders of the Notes (the "**Holders**") will be the persons holding the Notes in a securities account.

No physical delivery of the Notes shall be made unless and until definitive Notes (*Wertpapiere*) shall have been printed. Notes

may only be printed, in whole, but not in part, if the Principal Swiss Paying Agent determines, in its sole discretion, that the printing of the definitive Notes (*Wertpapiere*) is necessary or useful. Should the Principal Swiss Paying Agent so determine, it shall provide for the printing of definitive Notes (*Wertpapiere*) without cost to the Holders. If printed, the definitive Notes (*Wertpapiere*) shall be executed by affixing thereon the facsimile signature of two authorised officers of the Issuer. Upon delivery of the definitive Notes (*Wertpapiere*), the Permanent Global Note will immediately be cancelled by the Principal Swiss Paying Agent and the definitive Notes (*Wertpapiere*) shall be delivered to the Holders against cancellation of the Notes in the Holders' securities accounts.

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|----|---|--|
| 21 | New Global Note Form:   | Not Applicable   |
| 22 | Financial Centre(s):  | Zurich   |
| 23 | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | No   |
| 24 | U.S. Selling Restrictions:  | Reg. S Compliance Category 2; TEFRA D, in accordance with usual Swiss practice |
| 25 | Other final terms:  | <b>Payments</b>  |

Payments of principal and interest in respect of the Notes will be made without any restrictions and irrespective of nationality, domicile or residence of the holder of a Note or Coupon and without requiring any certification, affidavit or the fulfilment of any other formality.

The receipt by the Principal Swiss Paying Agent (as defined below) of the due and punctual payment of the funds in Swiss Francs in Zurich, in the manner provided by the Conditions and these Final Terms, shall release the Issuer from its obligations under the Notes and Coupons for the payment of interest and principal due on the respective Interest Payment Dates and on the Maturity Date to the

extent of such payment.

In respect of the Notes, the Issuer and the Guarantors will at all times maintain a paying agent having a specified office in Switzerland and will at no time maintain a paying agent having a specified office outside of Switzerland.

Condition 11 (*Payments*) shall be construed accordingly.

### **Notices**

So long as the Notes are listed on the SIX Swiss Exchange and so long as the rules of the SIX Swiss Exchange so require, all notices in respect of the Notes will be validly given by the Issuer and the Guarantors without cost to the Noteholders through the Principal Swiss Paying Agent either (i) by means of electronic publication on the internet website of the SIX Swiss Exchange ([www.six-swiss-exchange.com](http://www.six-swiss-exchange.com), where notices are currently published under [https://www.six-swiss-exchange.com/news/official\\_notices/search\\_en.html](https://www.six-swiss-exchange.com/news/official_notices/search_en.html)) or (ii) otherwise in accordance with the regulations of the SIX Swiss Exchange. Any notices so given will be deemed to have been validly given on the date of such publication or if published more than once, on the first date of such publication.

Condition 20 (*Notices*) shall be construed accordingly.

### **Selling Restrictions**

For the purposes of the issue of the Notes only, the selling restriction relating to Switzerland set out in the section entitled "*Subscription and Sale*" in the Base Prospectus shall not apply and the following additional selling restriction relating to the Republic of Italy will be applicable:

#### ***Italy***

The offering of the Notes has not been registered with CONSOB – *Commissione Nazionale per le Società e la Borsa* (the Italian

Companies and Exchange Commission) pursuant to Italian securities legislation and, accordingly, no Notes may be offered, sold or delivered, nor may copies of the Swiss Listing Prospectus, the Base Prospectus or of any other document relating to the Notes be distributed in the Republic of Italy, except:

- (i) to qualified investors (*investitori qualificati*), as defined pursuant to Article 100 of Legislative Decree No. 58 of 24 February 1998, as amended (the "**Italian Financial Services Act**") and Article 34-ter, first paragraph, letter b) of CONSOB Regulation No. 11971 of 14 May 1999, as amended ("**CONSOB Regulation No. 11971**"), and in Annex 3 of CONSOB Regulation No. 20307 of 15 February 2019, as amended ("**CONSOB Regulation No. 20307**"); or
- (ii) in other circumstances which are exempted from the rules on public offerings pursuant to Article 100 of the Financial Services Act and Article 34-ter, first paragraph, of CONSOB Regulation No. 11971.

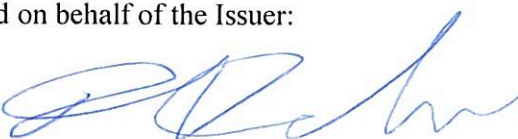
Any offer, sale or delivery of the Notes or distribution of copies of the Swiss Listing Prospectus, the Base Prospectus or any other document relating to the Notes in the Republic of Italy under (i) or (ii) above must be made:

- (a) by an investment firm, bank or financial intermediary permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, Legislative Decree No. 385 of 1 September 1993, as amended (the "**Consolidated Banking Act**"), and CONSOB Regulation No. 20307; and
- (b) in compliance with any other applicable laws and regulations, as well as with any regulations or requirements imposed by CONSOB,

the Bank of Italy or other Italian authority.

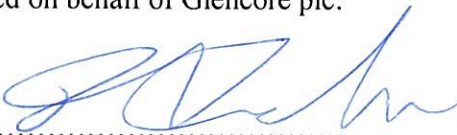
In accordance with Article 100-bis of the Financial Services Act, concerning the circulation of financial products, where no exemption from the rules on offerings of securities to the public applies under (a) and (b) above, the subsequent distribution of the Notes on the secondary market in Italy must be made in compliance with the public offer and the prospectus requirement rules provided under the Italian Financial Services Act and CONSOB Regulation No. 11971. Furthermore, Article 100-bis of the Italian Financial Services Act affects the transferability of the Notes in the Republic of Italy to the extent that any placing of the Notes is made solely with qualified investors and the Notes are then systematically resold to non-qualified investors on the secondary market at any time in the 12 months following such placing. Where this occurs, if a prospectus has not been published, purchasers of the Notes who are acting outside of the course of their business or profession may be entitled to declare such purchase null and void and to claim damages from any authorized intermediary at whose premises the Notes were purchased, unless an exemption provided for by the Italian Financial Services Act applies."

Signed on behalf of the Issuer:

By:  .....

Duly authorised  
Jonathan Vanderkar

Signed on behalf of Glencore plc:

By:  .....

Duly authorised  
Jonathan Vanderkar

By:  .....

Duly authorised  
Peter Friedli



Signed on behalf of Glencore International AG:

By:   
Duly authorised  
Jonathan Vanderkar

Signed on behalf of Glencore (Schweiz) AG:

By:   
Duly authorised  
Jonathan Vanderkar

**PART B**  
**Other Information**

**1 LISTING AND ADMISSION TO TRADING**

- |      |   |   |
|------|---|---|
| (i)  | Admission to trading and listing:                           | Application has been made by the Issuer (or on its behalf) for the Notes to be provisionally admitted to trading on the SIX Swiss Exchange with effect from 6 September 2019. Listing on the SIX Swiss Exchange will be applied for. The last day of trading is expected to be the second business day prior to the Maturity Date |
| (ii) | Estimate of total expenses related to admission to trading: | Not Applicable  |

**2 RATINGS**

Ratings:

The Notes to be issued are expected to be rated:

S&P Global Ratings Europe Limited: BBB+

Moody's Investors Service Ltd.: Baa1

S&P Global Ratings Europe Limited and Moody's Investors Service Ltd. are established in the European Union and registered under Regulation (EC) No 1060/2009 on credit rating agencies, as amended (the "**CRA Regulation**")

In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the European Union and registered under the CRA Regulation unless the rating is provided by a credit rating agency operating in the European Union before 7 June 2010 which has submitted an application for registration in accordance with the CRA Regulation and such registration is not refused

**3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

Save for any fees payable to Credit Suisse AG and UBS AG (the "**Joint Lead Managers**"), so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantors and their affiliates in the ordinary course of business

4      **YIELD**

Indication of yield:                      0.342 per cent. per annum

5      **OPERATIONAL INFORMATION**

ISIN Code:                                      CH0494734350

Common Code:                                204762643

New Global Note intended to be held in a manner which would allow Eurosystem eligibility:                      Not Applicable

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s):                      SIX SIS Ltd, Olten, Switzerland  
Swiss Security Number: 49.473.435

Delivery:                                        Delivery against payment

Names and addresses of initial Paying Agent(s):                      For the purposes of this Series of Notes only, the Issuer and the Guarantors have, pursuant to a supplemental agency agreement dated 6 September 2019, appointed Credit Suisse AG with its registered office located at the following address as the principal Swiss paying agent (the "**Principal Swiss Paying Agent**"):

Credit Suisse AG  
Paradeplatz 8  
CH-8001 Zurich  
Switzerland

and UBS AG with its registered office located at the following address, as Swiss paying agent (a "**Swiss Paying Agent**" and together with the Principal Swiss Paying Agent, the "**Swiss Paying Agents**"):

UBS AG  
Bahnhofstrasse 45  
CH-8001 Zurich  
Switzerland

None of the existing Agents appointed under the amended and restated paying agency agreement dated 8 September 2017 in connection with the Programme will act as paying agents for the Notes and any reference in the Conditions to the

"Principal Paying Agent" or the "Paying Agents" shall, so far as the context permits, be construed as references to the Principal Swiss Paying Agent and the Swiss Paying Agents, respectively

Names and addresses of additional Paying Agent(s) (if any):

See "*Names and addresses of initial Paying Agent(s)*" above