

Supplement Number 2 dated 2 November 2021 to the Base Prospectus dated 2 July 2021

Glencore Finance (Europe) Limited

(incorporated in Jersey)

Glencore Capital Finance DAC

(incorporated in Ireland)

guaranteed by

GLENCORE

Glencore plc

(incorporated in Jersey)

and

Glencore International AG

(incorporated in Switzerland)

and

Glencore (Schweiz) AG

(incorporated in Switzerland)

U.S.\$ 20,000,000,000

Euro Medium Term Note Programme

This prospectus supplement (the “**Supplement**”) to the Base Prospectus dated 2 July 2021, as supplemented by the prospectus supplement dated 13 August 2021 (the “**Base Prospectus**”), which comprises two prospectus supplements (the Glencore Finance (Europe) Limited Supplement (as defined below) in respect of the Glencore Finance (Europe) Limited Prospectus and the Glencore Capital Finance DAC Supplement (as defined below) in respect of Glencore Capital Finance DAC Prospectus), constitutes a prospectus supplement for the purposes of Article 23(1) of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and is prepared in connection with the U.S.\$ 20,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by Glencore Finance (Europe) Limited and Glencore Capital Finance DAC (each an “**Issuer**” and together, the “**Issuers**”) and unconditionally and irrevocably guaranteed by Glencore plc (“**Glencore**” or the “**Company**”), Glencore International AG and Glencore (Schweiz) AG (each a “**Guarantor**” and together, the “**Guarantors**”).

On 2 July 2021 the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) approved the Base Prospectus as a base prospectus for the purposes of Article 8 of the Prospectus Regulation.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. Unless the context requires otherwise, terms defined in the Base Prospectus have the same meaning when used in this Supplement.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

The Arranger and the Dealers have not separately verified the information contained in this Supplement. None of the Dealers or the Arranger makes any representations, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Supplement.

Purpose of this Supplement

The purpose of this Supplement is (a) to incorporate by reference the Third Quarter 2021 Production Report (as defined below) and (b) to include recent developments to the “Description of the Company and the Group” section.

Third Quarter 2021 Production Report

On 29 October 2021, Glencore published its Third Quarter 2021 Production Report (the “**Third Quarter 2021 Production Report**”), available at https://www.glencore.com/dam/jcr:9900b36f-78ae-49f1-aa62-69abaf137e4f/GLEN_2021-Q3_ProductionReport.pdf. A copy of the Third Quarter 2021 Production Report has been filed with the CSSF for the purposes of Articles 19 and 23 of the Prospectus Regulation and, by virtue of this Supplement, the entirety of the Third Quarter 2021 Production Report is incorporated by reference in, and forms part of, the Base Prospectus. The section entitled “Information Incorporated by Reference” on page 42 of the Base Prospectus shall be amended accordingly.

This Supplement and any document incorporated by reference herein will be available on the website of the Luxembourg Stock Exchange (www.bourse.lu). To the extent that any information or document incorporated by reference itself incorporates any information or document by reference, either expressly or impliedly, such information or document will not form part of this Supplement for the purposes of the Prospectus Regulation. The information or documents that are not incorporated by reference are either not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus.

Recent Developments

The following sentence shall be added to page 106 of the Base Prospectus at the end of the paragraph beginning “The Group demands high environmental performance and standards ...” within the section entitled “Description of the Company and the Group – Overview”:

“The Group has also introduced a short-term target of reducing its total emissions by 15 per cent. by 2026 compared to 2019 levels.”

The following paragraphs shall be added to page 109 of the Base Prospectus as new paragraphs within the section entitled “Description of the Company and the Group – Strategy – Recent Developments”:

“Management and governance changes

On 15 September 2021, David Wormsley was appointed as an Independent Non-Executive Director.

Disposal of oil assets in Chad

The Group has reached an agreement with Perenco S.A. for Perenco to acquire the Group’s Chad upstream oil assets through the acquisition by Perenco of 100 per cent. of the shares in PetroChad (Mangara) Limited, Glencore Exploration (DOB/DOI) Limited and PetroChad Transportation Company Limited, being the Glencore companies which hold interests in the DOB/DOI Production Sharing Contract, the Badila, Mangara and Krim exclusive exploitation authorisations and the related infrastructure. The transaction is subject to certain conditions precedent, including the approval of the Chad Government.”

The third paragraph on page 131 of the Base Prospectus beginning “Assessing climate change-related risks is part of the Group’s risk management ...” within the section entitled “Description of the Company and the Group – Health and safety, environment, community and human rights – Environmental impact” shall be deleted and replaced with the following:

“Assessing climate change-related risks is part of the Group’s risk management and strategy development processes. Effective and strategic management of climate change-related risks and opportunities across all aspects of its business is vital to its continued ability to operate. The Group integrates risk management throughout its business using a structured risk management process that establishes a common methodology for identifying, assessing, treating and monitoring risks. In 2020, the Group conducted assessments of physical and regulatory risks to its operations as well as the mitigating actions, detailed in the Climate Report 2020: Pathway to net zero. The Group targets a 50 per cent. reduction of its total (Scope 1, 2 and 3) emissions by 2035 compared to a 2019 baseline and targets achieving net-zero emissions by 2050. The Group has also introduced a short-term target of total emissions by 15 per cent. by 2026 compared to 2019 levels. The Group plans to achieve this by limiting its coal production, investing in the growth of production volumes for commodities essential to the energy and mobility transition, supporting deployment of low emission technologies, contributing to the circular economy and working in partnership with customers and supply chain to promote greater use of low-carbon metals.”

The list of the Board of Directors on page 138 of the Base Prospectus within the section entitled “Description of the Company and the Group – Management – Board of Directors” shall be deleted and replaced with the following:

Name	Age	Role
Kalidas Madhavpeddi	66	Non-Executive Chairman
Gary Nagle	46	CEO
Martin Gilbert	66	Senior Independent Director
Cynthia Carroll	64	Independent Non-Executive Director
Gill Marcus	72	Independent Non-Executive Director
Patrice Merrin	73	Independent Non-Executive Director
Peter Coates AO	75	Non-Executive Director
David Wormsley	61	Independent Non-Executive Director

The following paragraph shall be added to page 140 of the Base Prospectus as a new paragraph within the section entitled “Description of the Company and the Group – Management – Board of Directors”:

“David Wormsley, age 61 (Independent Non-Executive Director)

David Wormsley was appointed Independent Non-Executive Director in September 2021.

Before joining Glencore, Mr Wormsley had a 35 years career at Citigroup (originally Schroders) culminating in his appointment as chairman of UK banking and broking. He retired earlier this year. During his career, David led a variety of large international transactions ranging across IPOs, debt financings, equity fundraisings and large scale M&A.

He is currently a non-executive director of Stanhope plc.

Mr Wormsley is a graduate of the University of Cambridge.”

The first paragraph on page 141 of the Base Prospectus beginning “As at the date of this Base Prospectus, none of the Directors of Glencore plc ...” within the section entitled “Description of the Company and the Group – Management – Board of Directors” shall be deleted and replaced with the following:

“As at the date of this Supplement, none of the Directors of Glencore plc has any conflict of interest between their duties to Glencore plc and their private interests and/or other duties.”

Responsibility Statement

Each Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each Guarantor, the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import.

Glencore Finance (Europe) Limited accepts responsibility for the information contained in the Glencore Finance (Europe) Limited Supplement. To the best of the knowledge of Glencore Finance (Europe) Limited, the information contained in the Glencore Finance (Europe) Limited Supplement is in accordance with the facts and contains no omission likely to affect its import.

Glencore Capital Finance DAC accepts responsibility for the information contained in the Glencore Capital Finance DAC Supplement. To the best of the knowledge of Glencore Capital Finance DAC, the information contained in the Glencore Capital Finance DAC Supplement is in accordance with the facts and contains no omission likely to affect its import.

For the purposes of this Supplement:

- (a) the “Glencore Finance (Europe) Limited Supplement” comprises this Supplement; and
- (b) the “Glencore Capital Finance DAC Supplement” comprises this Supplement.