

Final Terms dated September 12, 2014

**GLENCORE FINANCE (EUROPE) S.A.**

Issue of EUR 700,000,000 1.625 per cent. Guaranteed Notes due 2022

Guaranteed by

**GLENCORE PLC**

and

**GLENCORE INTERNATIONAL AG**

and

**GLENCORE (SCHWEIZ) AG**

under the US\$ 20,000,000,000

**Euro Medium Term Note Program**

**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 May 15, 2014, as supplemented by the supplement thereto dated August 20, 2014, which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Article 5.4 of Directive 2003/71/EC, as amended (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base 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 and the Base Prospectus. The Base Prospectus has been published on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

1. (i) Series Number: 19
- (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: Euro ("**EUR**")
3. Aggregate Nominal Amount of Notes admitted to trading: EUR 700,000,000
4. Issue Price: 99.238% of the Aggregate Nominal Amount
5. (i) Specified Denominations: EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will

		be issued with a denomination above EUR 199,000
	(ii) Calculation Amount:	EUR 1,000
6.	(i) Issue Date:	September 16, 2014
	(ii) Interest Commencement Date:	Issue Date
7.	Maturity Date:	January 18, 2022
8.	Interest Basis:	1.625% Fixed Rate (further particulars specified below)
9.	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed at 100% of their Aggregate Nominal Amount
10.	Change of Interest Basis:	Not Applicable
11.	Put/Call Options:	Issuer Call (further particulars specified below)
12.	Date Board approval for issuance of Notes and Guarantees obtained:	April 17, 2014, in the case of the Issuer; May 16, 2013 and May 21, 2013, in the case of Glencore plc; and May 6, 2014, in the case of Glencore International AG and Glencore (Schweiz) AG

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

13.	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	1.625% 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):	January 18 in each year, commencing on January 18, 2015 (the " <b>First Interest Payment Date</b> ")
	(v) Fixed Coupon Amount:	EUR 16.25 per Calculation Amount, payable on each Interest Payment Date other than the First Interest Payment Date
	(vi) Broken Amount(s):	Short first coupon: EUR 5.52 per Calculation Amount, payable on the First Interest Payment

		Date
	(vii) Day Count Fraction:	Actual/Actual (ICMA)
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):	October 18, 2021
	(ii) Optional Redemption Amount(s) of each Note:	EUR 1,000 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>	EUR 1,000 per Calculation Amount
19.	<b>Early Redemption Amount</b>	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	EUR 1,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

20.	<b>Form of Notes:</b>	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
21.	New Global Note Form:	Applicable
22.	Financial Center(s):	London

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

Signed on behalf of the Issuer:

By:  .....  
Duly authorized

Jorge Luis Bezano

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Signed on behalf of Glencore plc:

By:  .....  
Duly authorized

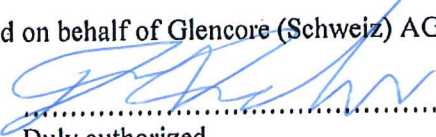
By:  .....  
Duly authorized

Signed on behalf of Glencore International AG:

By:  .....  
Duly authorized

By:  .....  
Duly authorized

Signed on behalf of Glencore (Schweiz) AG:

By:  .....  
Duly authorized

By:  .....  
Duly authorized

## Part B – Other Information

### 1. LISTING AND ADMISSION TO TRADING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange and listed on the Official List of the Luxembourg Stock Exchange with effect from the Issue Date
- (ii) Estimate of total expenses related to admission to trading: EUR 4,960

### 2. RATINGS

- Ratings: The Notes to be issued are expected to be rated:
- Moody's Investors Service Ltd.: Baa2
- Standard & Poor's Credit Market Services France SAS: BBB
- Moody's Investors Service Ltd. and Standard & Poor's Credit Market Services France SAS 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 June 7, 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 Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. (Rabobank International), HSBC Bank plc, Mizuho International plc and The Royal Bank of Scotland plc as joint lead managers and Commerzbank Aktiengesellschaft and Crédit Agricole Corporate and Investment Bank as co-lead managers (together, the "**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 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. **THIRD PARTY INFORMATION**

Not Applicable

5. **YIELD**

Indication of yield: 1.737% per annum

6. **OPERATIONAL INFORMATION**

ISIN Code: XS1110430193

Common Code: 111043019

New Global Note intended to be held in a manner which would allow Eurosystem eligibility: Yes

Note that the designation "Yes" means that the Notes are intended upon issue to be deposited with Euroclear or Clearstream, Luxembourg as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking Societe Anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): As set out in the Base Prospectus

Names and addresses of additional Paying Agent(s)(if any): Not Applicable

## ADDITIONAL INFORMATION

This Additional Information Sheet relates to the following Notes that are the subject of the final terms dated September 12, 2014 (the "**Final Terms**"):

### **GLENCORE FINANCE (EUROPE) S.A.**

**Issue of EUR 700,000,000 1.625 per cent. Guaranteed Notes due 2022**  
(ISIN: XS1110430193 / Common Code: 111043019)

Guaranteed by

**GLENCORE PLC, GLENCORE INTERNATIONAL AG and GLENCORE  
(SCHWEIZ) AG**

under the US\$ 20,000,000,000  
Euro Medium Term Note Program

This Additional Information Sheet has not been reviewed or approved by any competent authority for the purposes of the Prospective Directive or otherwise and does not form part of the Final Terms for the purposes of the Prospectus Directive. However, for all other purposes this Additional Information Sheet must be read in conjunction with the Final Terms. Words and expressions which have a defined meaning in the Final Terms or the Base Prospectus have the same meanings in this Additional Information Sheet.

### **DISTRIBUTION**

Method of syndication: Syndicated

Names of Managers: *Joint Lead Managers:*

Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A.  
(Rabobank International)  
HSBC Bank plc  
Mizuho International plc  
The Royal Bank of Scotland plc

*Co-Lead Managers:*

Commerzbank Aktiengesellschaft  
Crédit Agricole Corporate and Investment Bank

Stabilising Manager(s) (if any): HSBC Bank plc

Additional selling restrictions: Not Applicable

Signed on behalf of the Issuer:

By: .....  
Duly authorized

Jorge Pérez Lozano

Signed on behalf of Glencore plc:

By: .....  
Duly authorized

By: .....  
Duly authorized

Signed on behalf of Glencore International AG:

By: .....  
Duly authorized

By: .....  
Duly authorized

Signed on behalf of Glencore (Schweiz) AG:

By: .....  
Duly authorized

By: .....  
Duly authorized