

Final Terms dated March 28, 2014

GLENCORE FINANCE (EUROPE) S.A.

Issue of EUR 600,000,000 2.750 per cent. Guaranteed Notes due 2021

Guaranteed by

GLENCORE XSTRATA 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 set forth in the Base Prospectus dated May 7, 2013 and the supplements to the Base Prospectus dated September 19, 2013 and March 19, 2014 which together constitute a base prospectus for the purposes of the Prospectus Directive (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 as so supplemented. 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 as so supplemented. The Base Prospectus and the supplements to the Base Prospectus are available for viewing on the website of the Luxembourg Stock Exchange (www.bourse.lu).

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|---|-------|--|---|
| 1 | (i) | Series Number: | 17 |
| | (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 600,000,000 |
| 4 | | Issue Price: | 99.448% 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:	April 1, 2014
	(ii) Interest Commencement Date:	Issue Date
7	Maturity Date:	April 1, 2021
8	Interest Basis:	2.750% 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:	May 7, 2013, in the case of the Issuer; March 4, 2013 and May 6, 2013, in the case of Glencore Xstrata plc; and May 6, 2013, in the case of Glencore International AG and Glencore (Schweiz) AG

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	2.750% per annum payable annually in arrear
	(ii) Step Up Event/Step Down Event:	No
	(iii) Step Up Margin:	Not Applicable
	(iv) Interest Payment Date(s):	April 1 in each year, commencing on April 1, 2015
	(v) Fixed Coupon Amount:	EUR 27.50 per Calculation Amount
	(vi) Broken Amount(s):	Not Applicable
	(vii) Day Count Fraction:	Actual/Actual (ICMA)

- (viii) Determination Dates: April 1 in each year
- 14 **Floating Rate Note Provisions** Not Applicable
- 15 **Zero Coupon Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 16 **Call Option** Applicable
 - (i) Optional Redemption Date(s): January 4, 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 **Put Option** Not Applicable
- 18 **Final Redemption Amount of each Note** EUR 1,000 per Calculation Amount
- 19 **Early Redemption Amount**
 - 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 **Form of Notes:** 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) or other special provisions relating to Payment Dates:** London
- 23 **Talons for future Coupons to be** No

attached to Definitive Notes (and dates on which such Talons mature):

24 U.S. Selling Restrictions:

Reg. S Compliance Category 2; TEFRA D

Signed on behalf of the Issuer:

By:
Duly authorized **J. Mudde** ↗

By:
Duly authorized

Signed on behalf of Glencore Xstrata 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) | Listing: | Official List of the Luxembourg Stock Exchange |
| (ii) | 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 with effect from the Issue Date |
| (iii) | Estimate of total expenses related to admission to trading: | EUR 400 (listing fee) |

2 RATINGS

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| Ratings: | The Notes to be issued have been 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 |
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3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to Banco Santander, S.A., Deutsche Bank AG, London Branch, ING Bank N.V. and Lloyds Bank plc as joint lead managers (the "**Joint Lead Managers**") and Banco Bilbao Vizcaya Argentaria, S.A. and Coöperatieve Centrale

Raiffeisen-Boerenleenbank B.A. (Rabobank International) as co-lead managers (the "Co-Lead Managers" and, together with the Joint Lead Managers, 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 **YIELD**

Indication of yield: 2.838 per cent. per annum

5 **OPERATIONAL INFORMATION**

ISIN Code: XS1051003538

Common Code: 105100353

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