

Supplement Number 1 dated 13 August 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 (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 2021 Half-Year Report (as defined below) and the 2021 Half-Year Production Report (as defined below), (b) to include recent developments to the “Risk Factors” section and the “Description of the Company and the Group” section and (c) to include a new “No significant change and no material adverse change” statement.

### **2021 Half-Year Results**

On 5 August 2021, Glencore published its 2021 Half-Year Report for the six months ended 30 June 2021 (the “**2021 Half-Year Report**”) (available at <https://www.glencore.com/dam/jcr:40ca2cbb-3bef-4564-8395-45db79f00c59/GLEN-2021-Half-Year-Report.pdf>). The 2021 Half-Year Report contains unaudited condensed interim consolidated financial statements and the notes thereto of the Group as at and for the six months ended 30 June 2021, prepared in accordance with International Accounting Standard 34 Interim Financial Reporting (“**IAS 34**”) and reviewed by Deloitte LLP, an independent auditor, in accordance with the International Standard on Review Engagements 2410, together with the review report in respect thereof (the “**2021 Half-Year Results**”), which appear on pages 25 to 63 (inclusive) of the Group’s 2021 Half-Year Report. A copy of the 2021 Half-Year 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 2021 Half-Year Results and the alternative performance measures section contained at pages 64 to 70 (inclusive) of the 2021 Half-Year Report are incorporated by reference in, and form part of, the Base Prospectus. The section entitled “Information Incorporated by Reference” on page 42 of the Base Prospectus shall be amended accordingly.

For ease of reference, the table below sets out the relevant page references for the 2021 Half-Year Results, as set out in the 2021 Half-Year Report. The parts of the 2021 Half-Year Report that are not incorporated by reference are either not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus.

|  | <b>Page Reference</b> |
|--|-----------------------|
| Independent review report to Glencore                    | 25                    |
| Condensed Consolidated Statement of Income               | 26                    |
| Condensed Consolidated Statement of Comprehensive Income | 27                    |
| Condensed Consolidated Statement of Financial Position   | 28                    |
| Condensed Consolidated Statement of Cash Flows           | 29 – 30               |
| Condensed Consolidated Statement of Changes of Equity    | 31                    |

|                                  |         |
|----------------------------------|---------|
| Notes                            | 32 – 63 |
| Alternative performance measures | 64 – 70 |

## 2021 Half-Year Production Report

On 30 July 2021, Glencore published its 2021 Half-Year Production Report (the “**2021 Half-Year Production Report**”), available at [https://www.glencore.com/dam/jcr:9897d2a2-0d44-491f-9912-0728c92e69f4/GLEN\\_2021-HY\\_ProductionReport.pdf](https://www.glencore.com/dam/jcr:9897d2a2-0d44-491f-9912-0728c92e69f4/GLEN_2021-HY_ProductionReport.pdf). A copy of the 2021 Half-Year 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 2021 Half-Year 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](http://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 fourth paragraph on page 18 of the Base Prospectus beginning “The rapid, global spread of COVID-19 has adversely affected the global economy...” within the section entitled “Risk Factors – External risks relating to the Group – The COVID-19 pandemic has had a negative impact on worldwide economic activity and the Group’s operations and will have an ongoing impact on the Group’s business”, shall be deleted and replaced with the following:

“The rapid, global spread of COVID-19 has adversely affected the global economy and has resulted in significant volatility in financial markets and the prices of and the demand for the commodities that the Group produces and trades. Government measures taken in response to the COVID-19 pandemic, including quarantine and shelter in place orders, as well as other indirect effects of the COVID-19 pandemic on global economic activity, resulted in some degree of global economic downturn and demand shocks for the Group’s commodities, which initially led to significantly lower commodity prices. Some commodity prices recovered strongly during the second half of 2020, and continued to improve in the first half of 2021. Notwithstanding price recovery, the less certain economic outlook triggered significant impairments to the carrying value of certain of the Group’s assets in 2020 and any further deterioration may trigger further such impairments.”

The three paragraphs on page 19 of the Base Prospectus from the third paragraph beginning “The Group’s customers or suppliers may seek to release themselves from their contractual obligations...” within the section entitled “Risk Factors – External risks relating to the Group – The COVID-19 pandemic has had a negative impact on worldwide economic activity and the Group’s operations and will have an ongoing impact on the Group’s business”, shall be deleted and replaced with the following:

“The liquidity of the Group’s customers may be impacted by the COVID-19 pandemic, potentially leading to increased credit risk as government-sponsored economic stimulus measures wind down.

The COVID-19 pandemic has also led to disruption and volatility in the global capital markets, which could increase the Group's cost of capital and adversely affect its ability to access the capital markets. The Group's ability to raise future financing for the funding of its operations or refinancing of existing indebtedness may be restricted, which could also have an adverse effect on its ability to react to changing economic and business conditions.

The impact of the COVID-19 pandemic on the Group's business going forward will depend on a range of factors which it is not able to accurately predict, including the duration and scope of the pandemic, the evolution and spread of variants, the geographies impacted, the impact of the pandemic on economic activity and the nature and severity of measures adopted by governments, including restrictions on travel, mandates to avoid large gatherings, orders to self-quarantine or shelter in place and the effectiveness and timing of vaccine programmes. The COVID-19 pandemic has led to sharp reductions in global growth rates and the ultimate impact on the global economy remains uncertain. National governments' recovery policies may include higher corporate taxation rates and/or repealing of tax allowances. Accordingly, the COVID-19 pandemic may have significant negative impacts in the medium and long-term, including on the Group's business, financial condition and results of operations."

The two paragraphs on page 23 of the Base Prospectus from the seventh paragraph beginning "In addition, the Group may be the subject of legal claims brought by private parties..." within the section entitled "Risk Factors – Legal and regulatory risks relating to the Group – The Group is exposed to risks associated with regulatory actions and enforcement proceedings", shall be deleted and replaced with the following:

"In addition, the Group may be the subject of legal claims brought by private parties in connection with alleged non-compliance with these laws, including class action suits in connection with governmental and other investigations and proceedings or lawsuits based upon damages resulting from operations. Claims, potential claims and unresolved disputes are open or pending against the Group. Any successful claims brought against the Group could result in material damages being awarded against the Group, the cessation of operations, orders to pay compensation or remedial and/or preventative orders.

The timing and amount of any financial obligations (such as fines, penalties or damages, which could be material) or other consequences, including external costs arising from any of the various investigations and any change in their scope are not possible to predict and estimate at the end of the reporting period. The cost of the above investigations and claims and unresolved disputes that are pending against the Group, along with the timing of resolution and potential outcome (including any future financial obligations), are uncertain. During the six months ended 30 June 2021, the Group provided for one specific, narrow aspect of these investigations."

The following paragraph shall be added to page 103 of the Base Prospectus as a new paragraph below the paragraph beginning "Historically, the Group has grown both organically..." within the section entitled "Description of the Company and the Group – Overview":

"The Group's consolidated revenue for the six months ended 30 June 2021 was U.S.\$93,805 million (30 June 2020: U.S.\$ 70,961 million), its profit for the period was U.S.\$945 million (30 June 2020: a loss of U.S.\$ 4,518 million) and, as at 30 June 2021, its total assets were U.S.\$122,419 million (31 December 2020: U.S.\$118,000 million)."

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***

Anthony Hayward has retired as Chairman and Kalidas Madhavpeddi was appointed as the new Chairman on 30 July 2021.

### ***Distribution and buyback***

On 5 August 2021, the Group announced a U.S.\$0.04/share additional distribution amounting to approximately U.S.\$530 million and a share buyback of U.S.\$650 million. The additional distribution will be paid in September 2021 concurrently with the U.S.\$0.06/share second tranche of the base distribution, and the buyback is intended for completion by the time of the Group’s full year results announcement in February 2022.”

The sixth paragraph on page 109 of the Base Prospectus beginning “The industrial activities business segment includes the Group’s industrial assets...” within the section entitled “Description of the Company and the Group – Industrial Activities” shall be deleted and replaced with the following:

“The industrial activities business segment includes the Group’s industrial assets, predominantly mines and smelters. The industrial activities are exposed directly to commodity price movements, including transactions with the marketing segment. In the six months ended 30 June 2021, industrial activities accounted for U.S.\$ 6,609 million, or 76 per cent., of the Group’s Adjusted EBITDA. In the year ended 31 December 2020, industrial activities accounted for U.S.\$7,828 million, or 67.7 per cent., of the Group’s Adjusted EBITDA. In the year ended 31 December 2019, industrial activities accounted for U.S.\$8,964 million, or 77.3 per cent., of the Group’s Adjusted EBITDA.”

The second last paragraph on page 121 of the Base Prospectus beginning “The marketing activities business segment includes the marketing and distribution of ...” within the section entitled “Description of the Company and the Group – Marketing Activities” shall be deleted and replaced with the following:

“The marketing activities business segment includes the marketing and distribution of physical commodities sourced from third-party producers and the Group’s own production to industrial consumers. In the six months ended 30 June 2021, marketing activities accounted for U.S.\$2,045 million, or 23.6 per cent., of the Group’s Adjusted EBITDA. In the year ended 31 December 2020, marketing activities accounted for U.S.\$3,732 million, or 32.3 per cent., of the Group’s Adjusted EBITDA. In the year ended 31 December 2019, marketing activities accounted for U.S.\$2,637 million, or 22.7 per cent., of the Group’s Adjusted EBITDA.”

The three paragraphs on page 136 of the Base Prospectus from the sixth paragraph beginning “The Group is continuing to cooperate fully with the various authorities...” within the section entitled “Description of the Company and the Group – Legal and Regulatory – Government Investigations” shall be deleted and replaced with the following:

“The Group is continuing to cooperate fully with the various authorities, including through reporting to those authorities with facts relevant to the investigations. The investigations are complex and dynamic including in relation to scope. The timing and outcome of the various investigations remain uncertain. It is also possible that the various investigations may expand and/or that other authorities may open investigations into the Group. The final scope and outcome of the investigations are not possible to predict and estimate. During the six months ended 30 June 2021, the Group provided for one specific narrow aspect of these investigations.

Other claims, potential claims and unresolved disputes are open or pending against the Group, however, based on the Group’s current assessment of these matters any future individually material financial obligations are considered to be remote.”

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:

| <b>Name</b>         | <b>Age</b> | <b>Role</b>                        |
|---------------------|------------|------------------------------------|
| Kalidas Madhavpeddi | 65         | Non-Executive Chairman             |
| Gary Nagle          | 46         | CEO                                |
| Martin Gilbert      | 65         | Senior Independent Director        |
| Cynthia Carroll     | 64         | Independent Non-Executive Director |
| Gill Marcus         | 71         | Independent Non-Executive Director |
| Patrice Merrin      | 72         | Independent Non-Executive Director |
| Peter Coates AO     | 75         | Non-Executive Director             |

The section entitled “Anthony Hayward, age 64 (Non-Executive Chairman)” on page 138 of the Base Prospectus within the section “Description of the Company and the Group – Management – Board of Directors” shall be deleted in its entirety and replaced with the following:

**“Kalidas Madhavpeddi, age 65 (Non-Executive Chairman)**

Kalidas Madhavpeddi was appointed Non-Executive Chairman on 30 July 2021.

Mr Madhavpeddi has over 40 years of experience in the international mining industry, including being CEO of China Molybdenum International (China Moly) from 2008-2018. He started his career at Phelps Dodge, where he worked from 1980 to 2006, ultimately becoming senior vice president and was 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, Trilogy Metals and Dundee Precious Metals Inc. He was formerly director and chair of the governance committee of Capstone Mining.

He holds 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.”

The section entitled “Kalidas Madhavpeddi, aged 65 (Independent Non-Executive Director)” on page 140 of the Base Prospectus within the section “Description of the Company and the Group – Management – Board of Directors” shall be deleted in its entirety.

**No significant change and no material adverse change**

The paragraph under the heading “No significant change and no material adverse change” on page 158 of the Base Prospectus shall be deleted and replaced with the following:

“There has been no significant change in the financial position or financial performance of the Group since 30 June 2021 (the end of the last financial period for which the latest reviewed condensed consolidated financial statements were prepared) or any material adverse change in the prospects of Glencore Finance (Europe) Limited, Glencore Capital Finance DAC, the Company, Glencore International AG, or Glencore (Schweiz) AG since 31 December 2020 (the last date to which the published audited financial statements for each Issuer and each Guarantor were prepared).”

### **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 with the exception of the information contained in the section headed “*No significant change and no material adverse change*” to the extent that it relates to Glencore Capital Finance DAC; and
- (b) the “Glencore Capital Finance DAC Supplement” comprises this Supplement with the exception of the information contained in the section headed “*No significant change and no material adverse change*” to the extent that it relates to Glencore Finance (Europe) Limited.