

**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 (EU) 2016/97 (the "**Insurance Distribution 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 Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). 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.

**PROHIBITION OF SALES TO UK 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 United Kingdom ("**UK**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**"); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

An investment in the Notes does not have the status of a bank deposit and is not within the scope of the deposit protection scheme operated by the Central Bank of Ireland. The Issuer is not and will not be regulated by the Central Bank of Ireland as a result of issuing the Notes.

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET** – Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion

that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Final Terms dated 2 June 2025

**GLENCORE CAPITAL FINANCE DAC**

Legal entity identifier (LEI): 213800HCUCI1HC7X6Q34

Issue of EUR 750,000,000 3.750 per cent. Guaranteed Notes due 2032

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 May 2025 which constitutes a base prospectus (the "**Base Prospectus**") for the purposes of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with such Base Prospectus in order to obtain all the relevant information. The Base Prospectus has been published on the website of the Luxembourg Stock Exchange ([www.luxse.com](http://www.luxse.com)).

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|---|------|-----------------|----|
| 1 | (i)  | Series Number:  | 39 |
|   | (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:	Euros (" <b>EUR</b> ")
3	Aggregate Nominal Amount of Notes admitted to trading:	EUR 750,000,000
4	Issue Price:	99.876 per cent. 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:	4 June 2025
	(ii) Interest Commencement Date:	Issue Date
7	Maturity Date:	4 February 2032
8	Interest Basis:	3.750 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  Issuer Residual Call  (further particulars specified in 16 below)
12	Date Board approval for issuance of Notes and Guarantees obtained:	23 May 2025, in the case of the Issuer, and as set out under " <i>General Information – Authorisations</i> " in the Base Prospectus, in the case of the Guarantors

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

13	<b>Fixed Rate Note Provisions</b>	Applicable
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	(i) Rate of Interest:	3.750 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):	4 February in each year, commencing on 4 February 2026
	(v) Fixed Coupon Amount:	EUR 37.50 per Calculation Amount
	(vi) Broken Amount(s):	EUR 25.17 per Calculation Amount in respect of the initial interest payment date falling on 4 February 2026
	(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):	<p>(1) <i>Issuer Call at Par</i>: Any date from, and including, 4 November 2031 to, but excluding, the Maturity Date</p> <p>(2) <i>Issuer Call at Make-whole Amount</i>: Any date from, and including, the Issue Date to, but excluding, 4 November 2031</p>
	(ii) Optional Redemption Amount(s) of each Note:	<p>(1) <i>Issuer Call at Par</i>: EUR 1,000 per Calculation Amount</p> <p>(2) <i>Issuer Call at Make-whole Amount</i>: Make-whole Amount:</p> <p>(A) Reference Bond: DBR 0.000% due 15 February 2032 (ISIN: DE0001102580)</p> <p>(B) Quotation Time: 11:00 a.m. CET</p>

	(C) Redemption Margin:	+0.25 per cent.
	(D) Determination Date:	The third Business Day prior to the relevant Optional Redemption Date
(iii)	If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
17	<b>Issuer Residual Call</b>	Applicable
	(i) Residual Call Redemption Dates:	Any day from and including the Issue Date to but excluding the Maturity Date
	(ii) Residual Call Early Redemption Amount:	EUR 1,000 per Calculation Amount
18	<b>Put Option</b>	Not Applicable
19	<b>Final Redemption Amount of each Note</b>	Par
20	<b>Early Redemption Amount (Tax)</b>	Par

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

21	<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
22	New Global Note Form:	Yes
23	Financial Centre(s):	London and T2
24	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
25	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D

Signed on behalf of the Issuer:

By: *Jonathan Vanderkar* .....

Name: Jonathan Vanderkar  
Duly authorised

Signed on behalf of Glencore plc:

By: *Jonathan Vanderkar* .....  
Name: Jonathan Vanderkar  
Duly authorised

By:  .....  
Name: John Burton  
Duly authorised

Signed on behalf of Glencore International AG:

By: *Jonathan Vanderkar* .....  
Name: Jonathan Vanderkar  
Duly authorised

Signed on behalf of Glencore (Schweiz) AG:

By: *Jonathan Vanderkar* .....  
Name: Jonathan Vanderkar  
Duly authorised

## 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 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 5,150 (listing fee)   |

### 2 RATINGS

The Notes to be issued are expected to be rated:

Moody's Investors Service Ltd. ("**Moody's**"): A3

S&P Global Ratings Europe Limited ("**S&P**"): BBB+

In accordance with Moody's ratings definitions available as at the date of these Final Terms, obligations rated "A" are judged to be medium grade and are subject to low credit risk. The modifier 3 indicates a ranking in the lower end of that generic rating category (source: [https://www.moody.com/research/docid--PBC\\_79004](https://www.moody.com/research/docid--PBC_79004)).

In accordance with S&P's ratings definitions available as at the date of these Final Terms, an obligation rated "BBB" exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. The plus (+) sign shows relative standing within the rating categories (source: [https://www.standardandpoors.com/en\\_US/web/guest/article/-/view/sourceId/504352](https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352)).

Moody's is not established in the European Union and has not applied for registration under Regulation (EC) No 1060/2009 on credit rating agencies, as amended (the "**EU CRA Regulation**") but the rating Moody's is expected to give to the Notes is endorsed by Moody's Deutschland GmbH which is established in the European Union and registered under the EU CRA Regulation.

S&P is established in the European Union and registered under the EU CRA Regulation.

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

Save for any fees payable to Barclays Bank PLC, Deutsche Bank Aktiengesellschaft and Standard Chartered Bank (together, 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: 3.774 per cent. per annum

5 **THIRD PARTY INFORMATION**

Not Applicable

6 **USE AND ESTIMATED NET PROCEEDS**

Use of proceeds: See "Use of Proceeds" in the Base Prospectus save that an amount equal to the net proceeds of Notes will be used for general corporate purposes, other than related to thermal coal mining

Estimated net proceeds: EUR 746,445,000

7 **OPERATIONAL INFORMATION**

ISIN Code: XS3081952791

Common Code: 308195279

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, S.A. 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