

Final Terms dated October 21, 2013

GLENCORE FINANCE (EUROPE) S.A.

Issue of EUR 400,000,000 3.700 per cent. Guaranteed Notes due 2023

Guaranteed by

GLENCORE XSTRATA PLC

and

GLENCORE INTERNATIONAL AG

and

XSTRATA (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 supplement to the Base Prospectus dated September 19, 2013 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 supplement 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 400,000,000 |
| 4 | | Issue Price: | 99.140% of the Aggregate Nominal Amount |
| 5 | (i) | Specified Denominations: | EUR 100,000 and integral multiples thereof |

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|----|------|--|--|
| | (ii) | Calculation Amount: | EUR 100,000 |
| 6 | (i) | Issue Date: | October 23, 2013 |
| | (ii) | Interest Commencement Date: | Issue Date |
| 7 | | Maturity Date: | October 23, 2023 |
| 8 | | Interest Basis: | 3.700% 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: | Not Applicable |
| 12 | | Date Board approval for issuance of Notes and Guarantees obtained: | May 7, 2013, in the case of Glencore Finance (Europe) S.A.; May 6, 2013, in the case of Glencore International AG and Xstrata (Schweiz) AG; and March 4, 2013 and May 6, 2013, in the case of Glencore Xstrata plc |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

| | | | |
|----|--------|--------------------------------------|--|
| 13 | | Fixed Rate Note Provisions | Applicable |
| | (i) | Rate of Interest: | 3.700% 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): | October 23 in each year, commencing on October 23, 2014 up to, and including, the Maturity Date; adjusted for payment purposes only in accordance with the Following Business Day Convention |
| | (v) | Fixed Coupon Amount: | EUR 3,700 per Calculation Amount |
| | (vi) | Broken Amount(s): | Not Applicable |
| | (vii) | Day Count Fraction: | Actual/Actual (ICMA) |
| | (viii) | Determination Dates: | October 23 in each year |
| 14 | | Floating Rate Note Provisions | Not Applicable |

15 **Zero Coupon Note Provisions** Not Applicable

PROVISIONS RELATING TO REDEMPTION

16 **Call Option** Not Applicable

17 **Put Option** Not Applicable

18 **Final Redemption Amount of each Note** EUR 100,000 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: Not Applicable

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

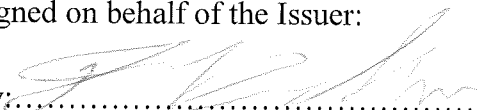
21 **New Global Note Form:** Applicable


22 **Financial Center(s) or other special provisions relating to Payment Dates:** Not Applicable

23 **Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):** No

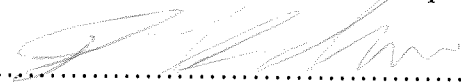
24 **U.S. Selling Restrictions:** Reg. S Compliance Category 2; TEFRA D

Signed on behalf of the Issuer:

By: 
.....
Duly authorized
JONATHAN VANDERKER

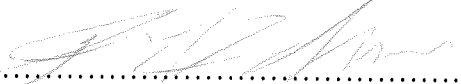
By: 
.....
Duly authorized

Signed on behalf of Glencore Xstrata plc:

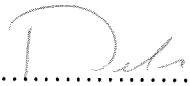
By: 

Duly authorized

Signed on behalf of Glencore International AG:

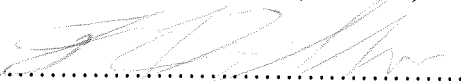
By: 

Duly authorized

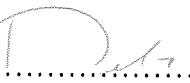
By: 

Duly authorized

Signed on behalf of Xstrata (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 will be 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

Ratings: The Program under which the Notes are to be issued has 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.

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

Save for any fees payable to Morgan Stanley & Co. International plc (the "**Manager**"), so far as the Issuer is aware, no person involved in the offer of the Notes has an interest

material to the offer. The Manager and its 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: 3.805% annual

6 OPERATIONAL INFORMATION

ISIN Code: XS0983855924

Common Code: 098385592

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