



Energising
today



Advancing
tomorrow

Welcome

Welcome to Glencore's 2022 Ethics and Compliance Report. This report provides a detailed overview of our Ethics and Compliance Programme (our Programme) and gives insight into the achievements and progress we have made throughout the year.

Keep an eye out for the "Our Programme in action" stories and the stories from our Compliance colleagues from around the globe which provide a glimpse into their daily activities.

Total commitment to being a responsible and ethical operator

Quick link



Ethics and compliance page on our website:



Explore our annual reporting suite online at: [glencore.com/publications](https://www.glencore.com/publications)



Video links
Throughout the report, see the video links to find out more.

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Chairman's introduction

Committed to acting ethically and responsibly across all aspects of our business



Kalidas Madhavpeddi
Chairman

Dear Stakeholders,

Last year we published our first Ethics and Compliance Report, which was positively received both internally and externally. Our stakeholders rightfully expect transparency from us. They want to understand what we are doing to promote ethics and compliance in our Company and in our industry, and we hope by sharing what we are doing at Glencore, we can contribute to enhancing governance more broadly.

Since the publication of that report, we have resolved the investigations by authorities in the United States, the United Kingdom and Brazil concerning bribery and market manipulation, and in relation to past misconduct in the Democratic Republic of the Congo. We also continue to cooperate with the Swiss and Dutch authorities on their ongoing investigations.

Under the resolutions with the US Department of Justice, two independent compliance monitors are to be appointed. We look forward to constructively working with them to see how we can improve on the extensive efforts we have made over the last number of years to improve our Ethics and Compliance Programme. We are hopeful that as a result, our Ethics and Compliance Programme will be stronger than ever, both in design and in implementation.

Glencore today is not the company it was when the unacceptable practices identified in the investigations occurred. The Board and the management team are committed to operating a company that creates value for all stakeholders by operating transparently under a well-defined set of Values, with openness and integrity at the forefront. We want Glencore to be an employer of choice, attracting and retaining the best talent and competing not only in terms of the unique value proposition that Glencore has to offer, but also in its commitment to acting ethically and responsibly across all aspects of its business.

This Ethics and Compliance Report serves as a comprehensive guide to our Ethics and Compliance Programme and provides insight on the continuous improvements we have made. Together with our other reports – see here – it reflects our commitment to genuine transparency.

There is still work to do. We will keep on challenging and supporting our management team as the Company seeks to capitalise on the opportunities presented by the future in an ethical and transparent manner.



Kalidas Madhavpeddi
Chairman

Chief Executive Officer's introduction

Operating responsibly and ethically, while creating sustainable long-term value



Gary Nagle
Chief Executive Officer

I'm pleased to share with you this year's Ethics and Compliance Report.

A lot has happened since we published our first Ethics and Compliance Report a year ago. Most notably, the investigations which began in 2018 into past misconduct have ended in resolutions with the US, UK and Brazilian authorities, which include the obligation for the Company to appoint two independent compliance monitors.

Let me be clear – we own the misconduct which occurred. One of our core Values is Responsibility – this means we acknowledge what happened, take responsibility for it, but most importantly, learn from it and prevent it from happening again. The matters investigated are therefore behind the Company but not forgotten.

Unethical behaviour has no place in Glencore, and the Board, management team and I are very clear about the culture that we want and our complete commitment to being a responsible and ethical operator.

We have taken significant action and made significant investments towards building and implementing a best-in-class Ethics and Compliance Programme to ensure that our core controls are entrenched and effective across our business.

We take pride in the company we work for and believe in our Purpose of responsibly sourcing the commodities that advance everyday life. I am very proud of the Ethics and Compliance Programme that we have built and the strides that we have made to reinforce our commitment to an ethical culture throughout our business. This report is a testament to these efforts, which began before the investigations commenced.

We recognise that there is always room for improvement. We are therefore looking forward to working constructively with the monitors that are to be appointed as part of our resolutions with the DOJ.

We understand, now more than ever, that any wrongdoing can impact our reputation, our relationships with stakeholders and our bottom line. Building and maintaining trust takes time and effort.

This trust does not develop through talking about responsibility, integrity and openness in a glossy publication, but is rather built through our actions and demonstrating these qualities in all that we do.

This report embodies our commitment to being transparent with you, our stakeholders, about these very real actions we have taken and the progress we have made. It is also, however, about being honest about where we are behind and the gaps we have to fill. We have made significant strides in our efforts, but the journey will never be over.

We have a great business, with a unique position in producing, recycling, sourcing, marketing and distributing the commodities that enable the energy transition and have the portfolio of energy and critical minerals necessary to meet the needs of today and tomorrow.

As always, we remain focused on operating responsibly and ethically and creating sustainable long-term value for all our stakeholders.

Thank you for your continued support and trust in Glencore.

Gary Nagle
Chief Executive Officer



Introduction

We believe that a strong Ethics and Compliance Programme grounded in our Values, particularly integrity and openness, is critical to ensuring we are a responsible and ethical company.



Shaun Teichner
General Counsel



Daniel Silver
Head of Compliance

We recognise that a number of our stakeholders, including our investors, governments, as well as employees, have an interest in our compliance culture and our Programme. This is particularly so given the challenges we have faced as a Group over the last few years arising from the ongoing investigations and the historical misconduct which they identified.

Glencore has invested substantial resources, starting before the investigations commenced, to build and implement a best-in-class Programme and has made significant investments in compliance personnel, systems and external assurance. We believe that a strong Ethics and Compliance Programme grounded in our Values, particularly integrity and openness, is critical to ensuring we are a responsible and ethical company.

We have therefore prepared this report to provide a detailed overview of our Programme, including a summary of our approach, compliance structure and the various systems and processes that we implement, to support our Programme and promote an ethical culture. We want to be transparent about the challenges we face, how we learn from them and how we use them as an opportunity to improve and push ourselves to do better. This report sets out the efforts that have gone into building our Programme, raising awareness of it, monitoring it, and maintaining and improving it, and the steps we take to ensure it is properly embedded across our business.

Our business is diverse and broad, and ensuring our Programme is implemented in every office and industrial asset requires significant ongoing effort. Because of the size and diversity of our business, comprehensive Programme implementation across the entire business remains our biggest challenge. It was a focus area in 2022, and continues to be a key priority in 2023. Also, by openly communicating on our Programme, we hope we can contribute to the continued development and evolution of ethics and compliance programmes and the promotion of responsible business practices in our industry and elsewhere.

In order to measure the effectiveness of our Programme and ensure it remains up to date, we regularly assess the Programme against guidance from relevant authorities and NGOs, industry best practice and peer benchmarks. We have this year particularly considered the specific recommendations made by various NGOs following the resolution of our investigations.

We similarly understand that our stakeholders want us to report on our Programme in a manner that supports their assessment and understanding of it. Accordingly, we have set out in the Appendix to this report, a table which includes a number of key indicators on ethics and compliance programmes from various organisations and where we address those indicators in this report.

We look forward to continued engagement on this critical topic.

Shaun Teichner

Daniel Silver



Compliance leadership Q&A

The first Glencore Ethics and Compliance Report was published in April 2021. What was the driver behind publishing this report?

Daniel As we have developed our Programme over the last few years, we have sought to engage transparently with our stakeholders, who have a keen interest in our Programme. This interest obviously increased following the announcement of the investigations. Accordingly, as we moved towards the resolution of our investigations, we felt it would be useful to have a document that sets out in detail how we manage ethics and compliance at Glencore and the progress that we have made over the last few years. We have deliberately been comprehensive because to build trust, we need to provide comfort that there is real substance behind our Programme and the efforts we take to promote an ethical culture. We also believe all corporates have a role to play in promoting ethics and compliance and we hope that by reporting transparently on our efforts it will encourage others to do so, thereby supporting the development of ethics and compliance programmes and promoting responsible business practices.

How was the report received both by internal and external stakeholders?

Daniel We have received very positive feedback on the report both internally and externally. While our employees experience the Programme first hand, a number have said it has been useful to see how it all fits together. They have also noted that it is useful for use with their stakeholders. External stakeholders have expressed their appreciation for the level of detail, which serves as a useful baseline for those stakeholders who are looking to assess our Programme.

How do you see that the ethics and compliance tone, culture and commitment has changed in recent years in the company?

Shaun As our Chairman stated when we announced the resolutions of the investigations, Glencore today is not the company it was when the unacceptable practices behind the misconduct identified in the investigations occurred. I have experienced these changes first hand. There is clear recognition throughout the organisation that in order to be successful as a company, we need to operate (and be seen to operate) responsibly, transparently and with integrity. This recognition manifests in a number of ways. The Compliance function has been elevated into a strong independent centralised function with a clear seat at the table.

“Ethics and compliance considerations, together with other critical ESG issues, are considered as part of every decision and taken into account in performance reviews.”

Shaun Teichner
General Counsel

Ethics and compliance considerations, together with other critical ESG issues, are considered as part of every decision and taken into account in performance reviews.

In addition to rejecting any business that is not compliant with the law, which is not even something that requires a decision, we are rejecting business that may be legal, but raises ethical or reputational considerations. These are significant steps and can only be successfully implemented where there is a supportive compliance tone, culture and commitment.

The US Department of Justice, after a lengthy investigation, determined that Glencore should have monitors appointed as part of the resolution. What are your thoughts on this?

Shaun Starting before the DOJ investigation, we invested substantial resources towards developing a best-in-class Ethics and Compliance Programme. We made significant progress through these efforts and we presented extensively to the DOJ on our Programme, including on the testing that we had done on our own Programme. The DOJ acknowledged these efforts in the plea agreement and referenced certain of the specific enhancements that we had made.



Compliance leadership Q&A *continued*

We had obviously hoped to convince the DOJ that we had made sufficient progress in our remediation efforts such that a monitor was not necessary, but the DOJ ultimately determined that certain of the compliance enhancements are new and had not been fully implemented or tested and therefore monitors were necessary.

We understand and respect the position that the DOJ took and are looking forward to working constructively with the monitors. Continuous improvement is a critical component of an effective compliance programme, and the monitorship process will be an opportunity to improve our Programme further. The monitorship process will also be very useful with our stakeholders, because at the end of the process, we will have a Programme that will have been reviewed and certified by independent world-class experts. Accordingly, while some may see a monitor as a negative, we are looking at it as a positive.

Daniel The monitorships, along with the admission we have made of historical bribery and market manipulation and the fines we have paid, all reinforce the importance of our Programme and the culture we want to continue to build as colleagues recognise there is no place for these behaviours in today's Glencore.

“As we have emerged from lockdown, and can meet face-to-face, we are really benefiting and enjoying the direct interactions and our improved ability to monitor implementation of the Programme at the front line.”

Daniel Silver
Head of Compliance

What gives you comfort that there will be no recurrence of the serious misconduct identified in the investigations?

Shaun This is obviously the most challenging question that we get from our stakeholders (including our own Board) and one that is daunting to answer because we are a company with 140,000 employees and contractors operating in 35 countries. I obviously cannot be confident what every employee wants to do when he or she comes to work, but I am confident that as an organisation we have learned from our past mistakes, and our entire Board and management team, led by Kalidas and Gary, are totally committed to being a responsible and ethical operator wherever we work. This commitment has been cascaded throughout the organisation and is supported by a strong Ethics and Compliance Programme which has the policies, systems and processes designed to prevent, detect and remediate misconduct.

Key achievements of 2022

- Significant engagement with key external stakeholders (e.g. suppliers, customers and banks) on the continued development of our Programme
For more information on our external engagements see p. 61
- Prepared the Compliance team and the broader organisation for both monitorships
For more information on the monitorship see p. 19
- Continued assessing the implementation and embeddedness of the Programme in offices and industrial assets, and identified areas for improvement
For more information read our Regional insights stories throughout the report
- Implemented enhanced market abuse controls, including the acquisition and implementation of a trade surveillance tool, chose a global e-communications surveillance tool, and built out the Market Abuse Surveillance team and associated operating procedures
For more information on market conduct see p. 73-74
- Continued to enhance our monitoring and expanded our in-house data analytics capabilities and the scope of analytics
For more information on monitoring see p. 47-48
- Continued assessing our Compliance team's skills, size and coverage to ensure effective implementation of our Programme, whilst remaining efficient
For more information on our Compliance team see p. 23-25
- Selected and implemented a new third party know your counterparty (KYC) screening tool (WorldCheck One) to replace our existing one which has enhanced our screening capability
For more information on our KYC processes see p. 80-81
- Worked with functions which implement controls that support our Programme and the culture we want to continue to build (e.g. HR, Finance, Assurance and the Sustainability teams) to enhance existing controls and identify new control opportunities
For more information on Compliance's collaboration with other functions see p. 28
- Assessed the maturity of Programme implementation in certain key assets and offices
For more information on maturity assessments see p. 25
- Refreshed key anti-corruption and bribery risk assessments
For more information on risk assessments see p. 31-32
- Continued to build first-line ownership of ethics and compliance
For more information on culture and commitment to Compliance see p. 20



Find out more about investigations and monitorship on pages 18 and 19



Compliance leadership Q&A *continued*

“The war in Ukraine required us to have sanctions response plans in place which were carried out quickly and efficiently.”

Daniel Silver
Head of Compliance

2022 was again a challenging year across the globe. Did any of these challenges impact your Compliance team, and how so?

Daniel During the pandemic, like everyone else, we had to adapt our Programme activities to remote working and not being able to interact face-to-face, whether to train, advise and support our business colleagues or the Compliance team, or to gauge the maturity of implementation of the Programme on the ground. As we have emerged from lockdown, and can meet face-to-face, we are really benefiting and enjoying the direct interactions and our improved ability to monitor implementation of the Programme at the front line. This remains a key focus area. When our monitoring programme identifies implementation gaps, we look to address them and identify the root causes.

The war in Ukraine kept our Sanctions team busy, but we had pre-existing sanctions response plans in place, which were carried out quickly and efficiently. We had daily calls with the impacted Compliance team to monitor our exposure and response. This enabled us to assess and manage our exposure with confidence. In response to increased workload, we added resources to the Compliance team globally as well as the Sanctions and KYC team.

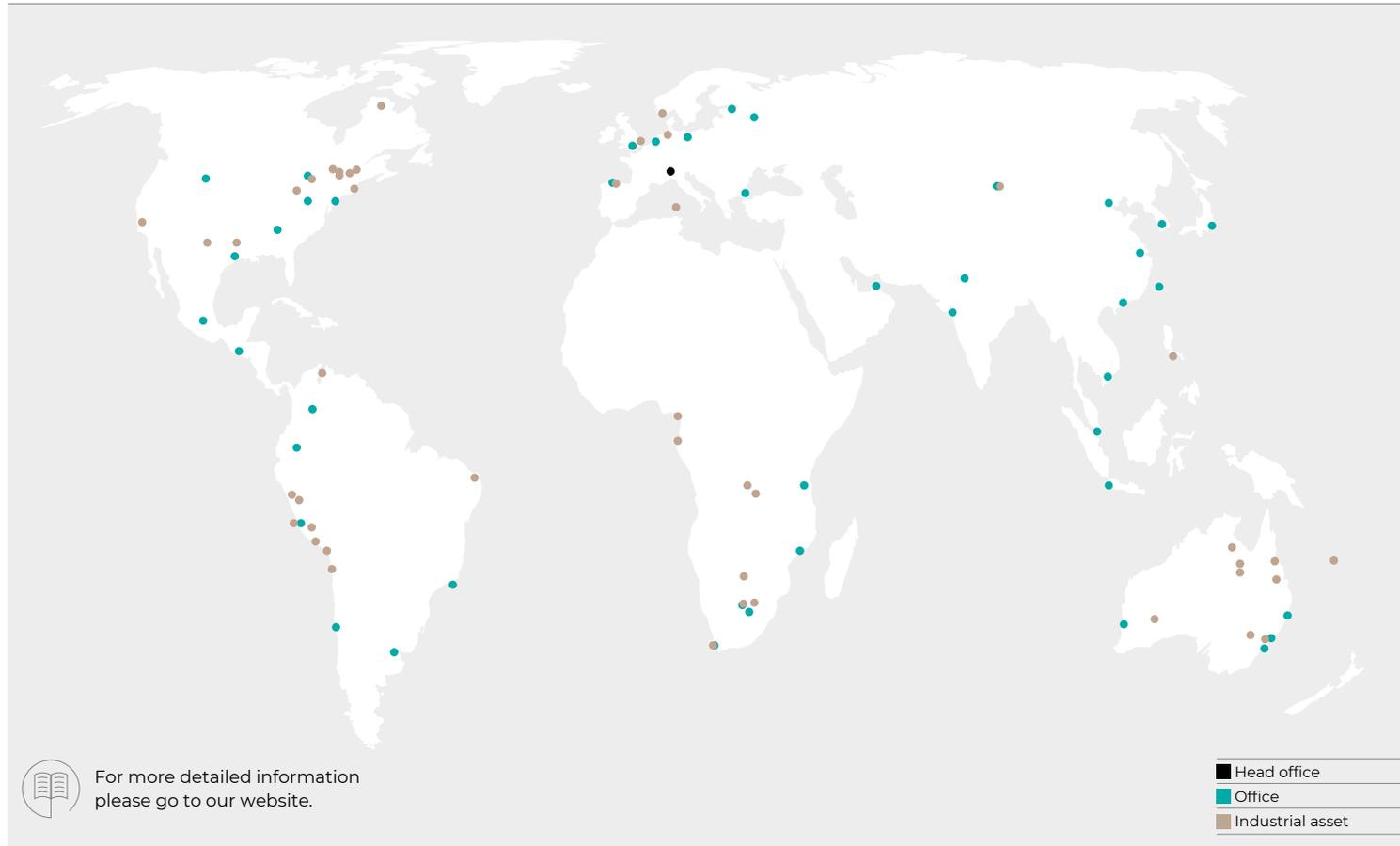
Through the sanctions training we had given to key at-risk employees over the last few years, there was good awareness in the business of sanctions red flags, so the engagement with the business throughout the war has been very good. Due to the sanctions imposed as a consequence of the war, we rejected certain business activities based on our Sanctions Policy. The Policy sets out a global minimum standard which requires compliance by everyone with all US, EU, UN and Swiss sanctions globally, irrespective of whether those sanctions in fact apply to particular transactions. Some colleagues were exposed to this approach for the first time and so we had significant engagement with them on our Policy approach, and the reasons for it, as well as the reputational risks associated with some of our activities.

Key priorities in 2023

- Preparing the team and the organisation for the monitorships
- Continuing to implement all policies, procedures and processes at every office and industrial asset
- Testing the effectiveness of our Programme implementation through increased monitoring
- Continuing to collaborate with Human Resources, Finance and Accounting on the broader organisational control framework which supports ethics and compliance
- Continuing to implement market conduct controls in the oil, metals and coal businesses and commence implementation of the global e-communications surveillance tool and associated operating models
- Working closely with Accounting and IT (supported by PwC) to continue to build in-house data analytics platforms which access data in business systems to identify potentially suspicious transactions
- Refining our KYC Procedure – Marketing to make the processes more efficient
- Selecting an external service provider to perform KYC under the current KYC Procedure - Marketing on all existing trading counterparties which were onboarded prior to the roll out of the procedure
- Continuing to assess the skills, size and coverage of the Compliance team globally to respond to the risk and activity profile of our business

At a glance

Our global operations



One of the world's largest natural resource companies

6 continents

35 countries

c.140k employees and contractors

>40 offices

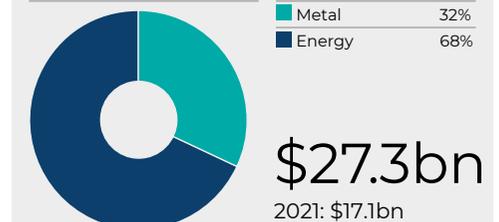
...delivered through two business segments



Industrial business

Our Industrial business spans the metals and energy markets, producing multiple commodities from over 60 assets

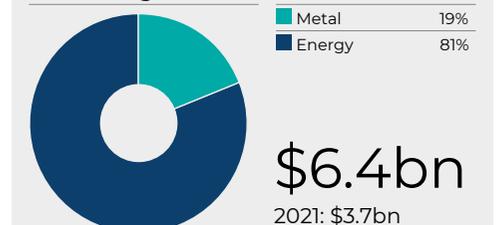
Adjusted EBITDA[◇] Industrial 2022



Marketing business

We move commodities from where they are plentiful to where they are needed

Adjusted EBITDA[◇] Marketing 2022



At a glance *continued*

Our Purpose

Responsibly sourcing the commodities that advance everyday life

...influences our strategic priorities



Responsible and ethical production and supply

Our core Values are embedded in everything we do. We are committed to operating ethically, responsibly, and to contributing to socio-economic development in the countries where we operate.



Responsible portfolio management

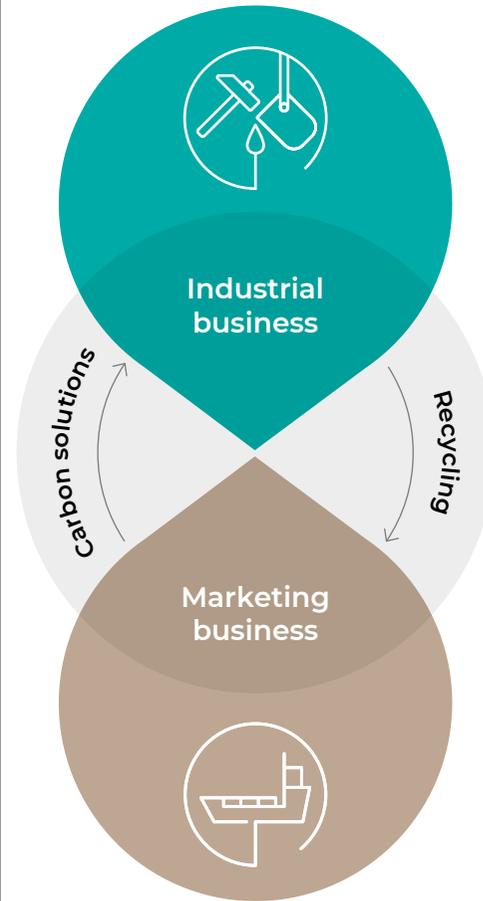
We will prioritise investment in metals that support the decarbonisation of energy usage as well as help meet demand for metals needed in everyday life. We will also reduce our coal production in line with our various climate action commitments.



Responsible product use

A low-carbon future requires responsibly produced low-carbon metals. We will seek opportunities to increase the proportion of green metals we can supply to customers from our own operations and through our extensive Marketing activities.

...which we deliver through our business model



...engaging with our stakeholders and creating value



Our Values and Code of Conduct



“We expect all employees to commit to our Code regardless of who they are or where they work. Everyone is accountable for living up to our Values, incorporating our Code into their lives and encouraging their colleagues to do the same.”

Gary Nagle
Chief Executive Officer

 Find out more about Our Purpose and Values

 Video – What does Integrity mean for you? Watch the film, where our colleagues speak about what integrity means to them.

Our Values and Purpose are the foundation of our Code of Conduct (our Code) and are the backbone of our Programme.

Our Purpose is to responsibly source the commodities that advance everyday life. Our Values – Safety, Integrity, Responsibility, Simplicity, Openness and Entrepreneurialism – reflect our Purpose and define what it means to work at Glencore. They are at the heart of our culture and the way we do business. They are the beliefs by which employees conduct themselves, regardless of location or role, and include integrity and openness.

Our Code seeks to ensure that our Values are reflected in Glencore's daily activities and culture. The principles in our Code apply to everyone working for Glencore. Our Code is designed to help every employee understand the key principles and expectations for how they should act every day.

We work hard, we are dedicated and commercially focused, but we also act and make decisions responsibly and ethically – without exception.

We all face difficult decisions. It is in these scenarios that our Code, Purpose and Values can really help to guide us. In our Code, we lay out our commitments and expectations on a range of topics, including how we treat our people, operate safely and responsibly, act with integrity, and protect our assets and information.

Our leaders have a personal responsibility to foster an open culture by encouraging dialogue and feedback and raising concerns where they believe laws, our Code, or our policies are not being upheld. This is essential to our continued success.

We encourage and provide forums for employees to discuss our Values, our Code and ethics and compliance.

Our Values



Safety

We never compromise on safety. We look out for one another and stop work if it's not safe



Integrity

We have the courage to do what's right, even when it's hard. We do what we say and treat each other fairly and with respect



Responsibility

We take responsibility for our actions. We talk and listen to others to understand what they expect from us. We work to improve our commercial, social and environmental performance



Openness

We're honest and straightforward when we communicate. We push ourselves to improve by sharing information and encouraging dialogue and feedback



Simplicity

We work efficiently and focus on what's important. We avoid unnecessary complexity and look for simple, pragmatic solutions



Entrepreneurialism

We encourage new ideas and quickly adapt to change. We're always looking for new opportunities to create value and find better and safer ways of working



Our Values and Code of Conduct *continued*

Our Code of Conduct

Our Code reflects our Purpose and Values and sets out the key principles and expectations for how we must behave in our day-to-day activities. We all commit to the Code – regardless of where we are or what we do at Glencore. All of us are accountable for living up to our Values, incorporating the Code into our lives and encouraging our colleagues to do the same. We expect every leader across our business to be a strong role model for acting with integrity and promoting a safe, responsible and ethical culture. There are no exceptions.

We launched a revamped Code of Conduct in July 2021 and continue to promote and raise awareness of our Code as shown on the following page.



Find out more about our Code of Conduct

Our Values and Code of Conduct *continued*

Our Programme in action – Values and Code of Conduct engagement campaign

One of the key communication objectives in 2022 was to unify and strengthen our company culture and deeply embed our Purpose and Values in order to engage our workforce and drive the right behaviours.

This included the continued embedding of our Purpose, Values, and Code, in a campaign sponsored by our refreshed management team.

During 2022, our offices and industrial assets organised local leader-led town halls, middle management-led sessions and issued refreshed posters, pull-up banners and billboards.

This page features a few examples of the Code of Conduct Toolbox.

Code of Conduct Toolbox – globally driven, locally implemented

Group Corporate Affairs supported local teams to facilitate the implementation of the Purpose, Values, Code and policies worldwide, providing adaptable communication materials, planning templates and guidance to ensure key messages filtered down to local levels.

Implementation guide



Code website and Intranet hub



Stickers



Global team distributed communication toolbox and implementation guide to local Corporate Affairs and Communication teams

Local teams led planning and distribution of materials to local employees and enabled leaders to share key messages

Implementation collaboration between global and local teams to embed the campaign across the Group

Code of Conduct



CEO and leadership films



Leaders' guide and talking points



Pre-launch and launch emails



Animations



Lockscreens and banners



Our Values and Code of Conduct *continued*

Our framework for making decisions with integrity



“The way I look at the Code of Conduct, it is a distillation of best practices we have developed over a period of time. It is clarifying it and making it simple so people can operationalise it. We need the Code because we have a diverse business and we have to make complex decisions on a day-to-day basis, and it helps people contextualise what they have to do.”

Jyothish George
Co-Head of Marketing Zinc and Copper (Metal)

Keeping to our Code helps us make ethical decisions. When facing a tough decision or situation not explicitly covered in our Code, we ask ourselves the following questions:



Governance and structure

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Governance and structure

Tone at the top: Our Board of Directors

“The conduct that was identified in the various investigations was inexcusable and has no place in Glencore. We are committed to operate in a way that creates value for all stakeholders by operating transparently under a well-defined set of Values, with openness and integrity at the forefront. We have taken significant action towards implementing a world-class Ethics and Compliance Programme built around risk assessments, policies, procedures, standards and guidelines based on international best practice, associated training and awareness initiatives as well as monitoring systems.”

Kalidas Madhavpeddi
Chairman

Our commitment to ethics and compliance starts at the top with our Board of Directors

Our Board bears ultimate responsibility, holding Glencore's CEO and management accountable for the implementation of a Programme that reflects our Values and strategic direction, is appropriately tailored to meet our risk profile, is effective in practice, and is appropriately resourced.

Our Board also plays a critical role in overseeing and assessing our culture of ethics and compliance, and ensuring policies, practices and behaviours are consistent with our Values.

All new Non-Executive Directors (NEDs) receive an onboarding with the General Counsel and Head of Compliance, covering material investigations, our Programme, including compliance risks and the Board's oversight role of ethics, compliance and culture.

The role of the Board includes:

- participating in, as part of the **Ethics, Compliance and Culture (ECC) Committee**, quarterly updates on our Programme's implementation, including compliance risks and how they are managed, and on compliance resources;
- participating in quarterly **updates on whistleblowing and investigation processes**, and material investigations;
- attending **annual training** on the Board's role, our key compliance risks and developments in ethics and compliance requirements and expectations;
- **promoting ethics and compliance** such as through championing our Code and participation in events such as our Ethics and Compliance Days. Please see page 43 to learn more about our Events; and
- serving as **workforce engagement directors** (Patrice Merrin, Gill Marcus and Peter Coates) who engage directly with our workforce. As part of this role, they seek to promote an ethics and compliance culture, gather the views of our employees, and provide feedback on our Programme. Their work is supported by other NEDs attending engagement sessions and site visits where appropriate. In 2022, NED engagement sessions took place in Australia (Murrin Murrin, McArthur River Mine, Brisbane office), Canada (Horne Smelter), Colombia (Cerrejón) and the UK (Britannia Refined Metals).



Patrice Merrin (wearing white helmet), Independent Non-Executive Director, engaging with our workforce during a visit to our Horne Smelter in Canada.



Patrice Merrin (right), Independent Non-Executive Director, in one of the Board engagement sessions with team members from the Aluminium department in Switzerland.



Governance

Leadership commitment to ethics and compliance is critical and we embed it and reinforce it at all levels of management.

We have developed a multi-layered governance structure to ensure the compliance function is well funded, staffed and empowered across our organisation.

Our Board oversight, particularly through the ECC, is supported and augmented by oversight from management-level committees, including the Environmental, Social and Governance Committee (the ESG Committee), the Business Approval Committee (BAC) and the Raising Concerns and Investigations Committee (the RCIC Committee).

Compliance governance by Board and management

Board	Board	Responsible for overseeing and assessing our culture of ethics and compliance, and ensuring policies, practices and behaviour are consistent with our Values. Monitors Programme functioning through its ECC and Audit Committees. Also oversees the Raising Concerns' channels and investigations.
	Ethics, Compliance & Culture Committee	Responsible for overseeing and approving key ethics, compliance and culture-related matters within the Group, including our Programme. At least two members appointed by the Board are Non-Executive Directors.
	Audit Committee	Reviews Glencore's financial and risk management systems. All members are Non-Executive Directors appointed by the Board.
Management	Environmental, Social, and Governance Committee	Reviews and considers the various ESG-issues, programmes and projects implemented across the Group. It also reviews and approves Group policies, standards, procedures, systems and controls relevant for the Corporate functions. Comprises Glencore's CEO, CFO, Head of Industrial Assets, General Counsel, Head of Compliance, Head of HR, Head of HSEC and Human Rights, and Head of Sustainable Development. It also includes other senior members of department management representing marketing and industrial assets across different commodities.
	Business Approval Committee	Determines, sets guidance and criteria, and reviews business relationships, transactions and counterparties that may give rise to ethical or reputational concerns. Comprises Glencore's CEO, CFO, General Counsel, Head of Sustainable Development and where applicable, Heads of Department and Corporate functions.
	Raising Concerns and Investigations Committee	Oversees the operation of our Raising Concerns Programme and the conduct of investigations, ensuring recommendations and sanctions are applied consistently across the Group. Comprises Glencore's CEO, CFO, Head of Industrial Assets, General Counsel, Head of Compliance and Head of HR.

Our Programme in action – BAC considers reputational risk

Determining Glencore's approach to doing business in Russia

In March 2022, our BAC determined the Group's approach to doing business in Russia following the commencement of the war. Glencore's Sanctions Policy mandates compliance with all US, EU, UN and Swiss sanctions, but we also recognised that we needed to take further action to reflect our condemnation of the actions taken by the Russian government against the people of Ukraine.

Following detailed discussions, the BAC approved the approach which we announced on 30 March 2022 in which we undertook (i) not to enter into any new trading business in respect of Russian-origin commodities unless directed by the relevant government authorities, and (ii) that we would continue to honour our legal obligations under pre-existing contracts, subject to meeting all applicable sanctions in accordance with our Sanctions Policy and where it was feasible and safe to perform these contracts.

Ultimate beneficial owner subject to fraud investigations

In October 2022, the BAC met to consider the escalation by the business of a proposed transaction involving a pre-financing and commodity offtake arrangement with a counterparty whose ultimate beneficial owner was the subject of fraud investigations by authorities in a number of jurisdictions.

Whilst the proposed counterparty was not implicated in the investigations, Compliance was concerned that working with the counterparty presented significant reputational risks.

The BAC, together with the Head of the relevant marketing department, carefully considered the transaction, the reputational risks associated with the counterparty and its ultimate beneficial owner, and resolved not to proceed with the transaction.



Investigations, resolutions and monitorships

“We are committed to using the lessons learned from our investigations, not only to drive our own focus on ethical business practices, but also to help address the challenge of corruption in the extractive industry.”

Shaun Teichner
General Counsel

Resolutions and ongoing investigations

Glencore has been subject to a number of investigations over the last few years. The Company has taken all of these investigations very seriously and our response to the investigations has been overseen by our Investigations Committee of the Board, comprised of Non-Executive Directors, led by our Chairman. We have sought to cooperate extensively with the various authorities investigating Glencore in order to resolve these investigations as expeditiously as possible, while also seeking to learn from these investigations in order to support the continuous improvement of our Programme.

In 2022, Glencore announced a number of resolutions of certain long-standing investigations by authorities in the US, the UK and Brazil into past practices at certain Group businesses. The resolutions comprised five separate resolutions:

- in an agreement with the US Department of Justice (DOJ), Glencore International AG pled guilty to one count of conspiracy to violate the US Foreign Corrupt Practices Act (FCPA) related to the Group's past actions in certain overseas jurisdictions and agreed to pay \$428,5 million in fines and \$272,2 million in forfeiture and disgorgement (before offsets and credits);

- in a separate agreement with the DOJ, Glencore Ltd. pled guilty to one count of conspiracy to commit commodity price manipulation related to past market conduct in certain US fuel oil markets and agreed to pay a fine of \$341,2 million and forfeiture of \$144,4 million (before offsets and credits);
- Glencore International AG, Glencore Ltd. and Chemoil Corporation (a Glencore subsidiary) reached a separate agreement to resolve an investigation by the Commodity Futures Trading Commission (CFTC) in relation to civil violations of the Commodity Exchange Act and CFTC regulations, in connection with past market conduct in certain US fuel oil markets as well as past corrupt practices in certain overseas jurisdictions. The companies agreed to pay \$333,5 million in civil penalties and disgorgement to the CFTC, with the \$852,8 million balance of the penalty to the CFTC being offset against penalties imposed by other authorities;
- Glencore Energy UK Limited pled guilty to five counts of bribery and two counts of failure to prevent bribery under the UK Bribery Act 2010 in respect of the UK Serious Fraud Office (SFO) investigation. Glencore Energy UK was ordered to pay a financial penalty and costs of £281 million; and
- Glencore International AG separately agreed to pay \$39,6 million under a resolution signed with the Brazilian Federal Prosecutor's Office (MPF) in connection with the investigation by the MPF into certain Glencore affiliates in relation to bribery allegations concerning the Brazilian state-owned energy company Petrobras arising from the “Operation Car Wash” global probe.

Separately, in December 2022, Glencore reached an agreement with the Democratic Republic of the Congo (DRC) covering all present and future claims arising from any alleged acts of corruption by the Glencore Group in the DRC between 2007 and 2018 (the Agreement). This included activities in certain Group businesses that have been the subject of various investigations by, amongst others, the DOJ and the DRC's National Financial Intelligence Unit and Ministry of Justice. Under the Agreement, Glencore International AG, on behalf of its Congolese-associated companies, paid the DRC \$180 million and will continue to implement in the DRC the Ethics and Compliance Programme the Company committed to continue to implement in its resolution with the DOJ.

In total, the Company has paid approximately \$1,6 billion in respect of the above matters.

Glencore continues to cooperate with an ongoing investigation by the Office of the Attorney General of Switzerland into Glencore International AG for failure to have the organisational measures in place to prevent alleged corruption, and an investigation of similar scope by the Dutch Public Prosecution Service. The timing and outcome of these investigations remain uncertain.



Monitorships

Monitorships FAQ

Under the terms of our resolutions with the DOJ, we have agreed to the appointment of independent compliance monitors to assess and monitor the Company's compliance with the resolutions and evaluate the effectiveness of our Programme and internal controls.

The DOJ acknowledged the enhancements we have made to our Programme, but required the appointment of the monitors because certain of the enhancements are new and have not been fully implemented or tested.

What is Glencore's approach to the upcoming monitorships?

We look forward to working constructively with the monitors and assessing how we can continuously improve our Programme. We have been actively communicating with our employees, through town halls and intranet updates, regarding the upcoming monitorship and the need for collaboration with the monitor.

In future Ethics and Compliance Reports, we will look to report on the work of the monitors, including summarising the work that they have done and relevant recommendations.

Who are the Glencore monitors?

Under our two agreements with the DOJ, we will have two appointed monitors, each with a different scope and mandate:

- the Foreign Corrupt Practices Act (FCPA) nominated monitor is Alex Rene, a US lawyer and partner of the firm Ropes & Gray LLP;
- the market conduct nominated monitor is Katya Jestin, a US lawyer and co-managing partner of the firm Jenner & Block LLP; and
- the monitors will both work with Alvarez and Marsal, a forensic accounting firm.

When will the monitors start?

We expect that the monitors will commence during Q2 2023 once all the necessary Swiss Government approvals have been obtained.

What is their scope and mandate?

In the context of verifying compliance with our DOJ resolutions, the monitors will:

- assess the effectiveness of our Programme (including an assessment of our culture and internal accounting controls) as it relates to the prevention of future misconduct similar to Glencore's bribery and market conduct violations in the DOJ resolutions. This assessment will consider the Programme both from a design/structure perspective and how it operates in practice in our business;
- provide recommendations to improve or enhance the Programme, which we are required to implement; and
- certify that the Programme is reasonably designed and implemented to prevent and detect violations of the relevant laws in the underlying resolutions.

This work will be conducted against the backdrop of the DOJ's specific expectations for a strong Programme design, as well as its desire to ensure that the design has been implemented and adequately tested.

We are required to facilitate the monitors' access to all information of the Company (and its subsidiaries), including documents and resources, records, facilities and employees as reasonably requested by the monitors that fall within their mandate, subject to applicable laws.

How is Glencore preparing for the monitorships?

We have set up a dedicated Monitor Liaison Team (MLT) which will be responsible for managing the monitorship with all key stakeholders. The MLT has been actively working with the business over the last few months to prepare for the monitorship by preparing relevant presentations.

Will Glencore provide periodic updates on the status of the monitorships?

We intend to provide updates on the progress of the monitorships in our annual Ethics and Compliance Report.



Culture and commitment to Compliance

We recognise the importance of culture in driving behaviour within the organisation and that a commitment to ethics and compliance is essential to the success of any ethics and compliance programme.

A company can have the best suite of policies and procedures, but if it does not have a supportive culture, the programme will struggle to gain traction. We also recognise the flaws in Glencore's past culture in parts of our business, which resulted in the misconduct identified in the investigations. Accordingly, we have taken significant steps to ensure that we have the right culture which is set at the top by our Board and management and then driven throughout the business.

In order to be able to ensure that we have the right culture across our business, we need to measure and evaluate it. We continue to develop and evolve the ways we evaluate our culture and understand employee experience across our operations.

“The Board, management team and I are very clear about the culture that we want and our commitment to be a responsible and ethical operator wherever we work.”

Gary Nagle
Chief Executive Officer

Our People Survey

A key tool in enabling us to understand our cultural strengths and weaknesses is our People Survey.

In 2020, we distributed our first employee survey to our networked employees globally. We invited 30,000 employees from 35 countries to participate.

Our survey measured employees' day-to-day experiences, their satisfaction with their roles and career development, as well as safety and ethical behaviour – key elements underpinning our strategy and reputation as a responsible, ethical operator. This resulted in an engagement score which we benchmarked across our businesses, against an external high-performance benchmark and against other large-scale industrial businesses. Our scores were very positive, with employee engagement scoring 85% against our external benchmark of 81%. This original 2020 People Survey included five specific ethics and compliance questions which allowed us to calculate an aggregate ethics and compliance index for each of our offices and industrial assets.

The survey allowed us to test the impact of our Programme on the ground. In many areas, we scored above the benchmarks of externally recognised surveys such as the Institute of Business Ethics' European Survey of Ethics at Work.

In 2022, we conducted a further People Survey. In addition to inviting networked employees globally to participate, permanent non-networked employees across all industrial assets were invited to participate for the first time. This is a total population of over 80,000 people, with many in remote locations. We leveraged a range of data collection techniques including direct mail, QR codes, iPad and paper surveys to conduct the survey.

The questions included a number focusing on ethical behaviour and aimed to test employees' understanding of and comfort with our whistleblowing processes. As in previous surveys, the question selection took into account the input from Compliance and on that basis, two new questions were added this year.

The scores for our networked population showed a small decline from previous very high levels in certain questions, including for those relating to pride in the Company and the Company's commitment to ethical practices.

This is disappointing, but it should be noted that the previous survey was conducted during Covid where there was significant additional attention placed on people-related issues and at a time where there was a significant increase in communications on Purpose, compliance and wellbeing.

We also believe the resolution of the investigations which naturally impacted the Company's reputation both externally and internally, may have impacted the scores.

We will prioritise actions to restore pride and confidence to the previously high levels but take comfort from the fact that scores relating to ethical conduct amongst staff and their immediate managers remain consistently high.

We will continue to create mechanisms to ensure our people are being heard and develop leaders who are skilled at eliciting feedback from their employees and are open and comfortable with challenge whilst ensuring our development and performance management processes reinforce our expectations.

In 2022, our People Survey was distributed to

80,000

employees, compared to 30,000 in 2020.

In the end, around

55,500

responses were received to the survey.



Culture and commitment to Compliance *continued*

Our People Survey results

	This company is committed to ethical business practices.	This company sets business objectives that can be achieved without compromising our ethics or compliance commitments.	My direct manager acts ethically and in compliance with policies.	I feel free to speak my mind.	I can report unethical practices without fear of retaliation.	If a misconduct concern is raised, I am confident it will be addressed.	I am proud to work for this company.	Employees are committed to performing with integrity.	I know how to report ethical concerns or observed misconduct.
2020 Survey									
Favourable	85%	85%	88%	77%	80%	80%	86%	N/A	N/A
Neutral	12%	11%	8%	14%	13%	14%	11%	N/A	N/A
Unfavourable	3%	4%	4%	9%	7%	6%	3%	N/A	N/A
2022 Survey Networked									
Favourable	81%	81%	87%	78%	78%	79%	83%	83%	90%
Neutral	14%	14%	9%	13%	15%	14%	13%	13%	7%
Unfavourable	5%	5%	4%	9%	7%	7%	4%	4%	3%
Variation 2022/2020 (p.p.)									
Favourable	-4	-4	-1	1	-2	-1	-3	N/A	N/A
Neutral	2	3	1	-1	2	0	2	N/A	N/A
Unfavourable	2	1	0	0	0	1	1	N/A	N/A

“Our People Survey tells us that our desired culture of openness is real and experienced by many. This is key to enabling our staff to challenge practices, each other, and leaders to ensure we are operating to the highest possible standards. This is not a soft “people” issue but a hard business one. For example, we are a high-risk business, and you cannot create a safe working environment or a responsible and ethical business where people are afraid or do not believe they can challenge leaders or raise issues.”

Derrick Crowley

Group Head of Human Resources

One of our employees accessing the People Survey.



Compliance leadership

With strong leadership from the General Counsel and the Head of Compliance, compliance personnel are able to work across the multi-layered Group Compliance structure to implement our Programme and advise our employees on our policies, standards, procedures and guidelines, compliance with applicable laws, and any ethical dilemmas they may face in their jobs.

Our General Counsel and our Head of Compliance serve as leaders for Group Compliance.

Shaun Teichner is General Counsel and oversees the Legal and Compliance functions at Glencore. Shaun joined us in 2012 and became General Counsel and Head of Compliance in 2016. Prior to joining Glencore, he was a partner at Werksmans Incorporated, a law firm in South Africa, having graduated from the University of Witwatersrand and Harvard Law School. Shaun initiated and led the development of our current centralised Compliance function and Programme.

In developing the Compliance function, it was determined that it was important to have a leader of this function whose sole responsibility is compliance. Therefore, in August 2020, Glencore appointed **Daniel Silver** as Head of Compliance.

Daniel is a UK-qualified lawyer and has been Chief Compliance Officer at FTSE-listed multinational companies since 2010. Prior to joining Glencore, he was Chief Compliance and Ethics Officer at BG Group plc (formerly British Gas plc) and then Chief Compliance Officer of Royal Mail Group plc.

He has extensive experience in designing and implementing all aspects of a compliance programme. In coordination with Shaun, Daniel is leading the ongoing implementation and development of our Programme globally.

Daniel is a member of the Board of the European Chief Compliance and Integrity Officer's Forum. The Forum provides major European corporations with a platform to exchange best practices and latest developments in all aspects of corporate compliance, as well as to provide compliance thought leadership and promote the highest standards of compliance.



Shaun Teichner, General Counsel, at our Group Compliance Workshop held in Baar, Switzerland.

Shaun Teichner General Counsel

- Member of management, reporting to the CEO
- Chairs the ESG Committee and the RCIC and is a member of the BAC
- Attends Board meetings and its Audit, ECC and HSEC committee meetings
- Oversees the Raising Concerns programme, associated investigations, and reports directly to the Board on these matters



Listen to **Shaun Teichner** explain why ethics and compliance is important to him.

Daniel Silver Head of Compliance

- Reports to the General Counsel
- Reports to the Board through the ECC Committee and the Chairman in face-to-face executive management sessions
- Member of the ESG Committee and the RCIC
- Oversees Group Compliance and manages implementation of our Programme
- Reports to the senior management regarding our Programme's progress and obtains their support for key compliance policies, standards and procedures



Listen to **Daniel Silver**, talk about the importance of fostering a culture that encourages speaking openly.

The Compliance team

Our Compliance team supports the implementation of our Programme and comprises our full-time Corporate and Regional teams (together, known as Group Compliance), as well as full-time Local Compliance Officers (LCOs) and part-time Local Compliance Coordinators (LCCs) at our offices and industrial assets.

The Corporate Compliance team

The Corporate Compliance team is responsible for designing, monitoring and continuously improving our Programme. The Corporate Compliance team includes subject matter experts (SMEs) for each of the Programme's elements and the various compliance risks that it covers.

The Corporate Compliance team also provides guidance and advice to the Regional Compliance teams and the business on implementing and embedding our Programme to support consistent application across the organisation.

The Regional Compliance team

The Regional Compliance teams are responsible for implementing and maintaining our Programme in their regions. This includes performing local risk assessments, developing local procedures in line with our Group standards and in compliance with local regulatory requirements, and delivering risk-based periodic trainings to employees.

The Regional Compliance Officers (RCOs) continuously provide guidance to the business and support the LCOs and LCCs with the programmatic and cyclical compliance tasks. Based on lessons learned and the feedback gathered from LCOs, LCCs and business stakeholders in the regions, RCOs provide valuable insight and feedback to the Corporate SMEs, who in turn use such input to enhance the design of compliance documents and processes.

Aside from managing the Programme in the regions, we also engage RCOs and some of their team members in projects which extend to other regions and across the Group. This helps to ensure that knowledge and experience amassed by one team is applied effectively and to the benefit of the broader Compliance team. Equally important, we do it to provide opportunities for further growth and development, and to bring our team members, who are dispersed through geographies and time zones, closer by creating opportunities for meaningful and substantive engagements.

For example, Claudio Pettigiani, our RCO for Europe and Former Soviet Union (FSU) (metals) countries, with experience in forensic investigations, is engaged in developing in-house methodologies for walk-throughs and control enhancements; Robert Young, our RCO for Sub-Saharan Africa, applies his technical and project management skills in developing methodologies and tools for reporting and maturity assessments; and Suzanne Giles, our RCO for Australia, applies her industry knowledge and experience in developing annual action plans and IT tools.

The compliance budget is reviewed annually to ensure there are sufficient financial resources available to support our Programme. We have substantially increased our compliance budget over the past few years and made significant investments in personnel and systems.

In 2022, we had a net increase of

21
employees

13
into Corporate Compliance and

8
into Regional Compliance.



"The Oil Compliance team has continued to expand during 2022. We have real strength and depth across the team which allows us to continue to successfully embed our Programme whilst working closely with the business to ensure their needs are met."

Gareth Austin
Head of Oil Compliance

The Compliance team *continued*

The geographic coverage of our Compliance function has been designed based on (i) the risks presented by various businesses and geographies around the world, and (ii) the level of business activity in a particular country of operation. We continually assess the resources in each region and make calibrations as necessary, including when the risk footprint changes.

Full-time Group Compliance employees

82

Full-time Local Compliance Officers

19

Part-time Local Compliance Coordinators

52

Part-time Local Compliance Support personnel

57

Risk-based allocation of Compliance resources (status as of December 2022)





The Compliance team *continued*



“Throughout 2022, we focused on monitoring the ongoing implementation of the Ethics and Compliance Programme in every office and industrial asset. Comprehensive Programme implementation remains a key focus area. We also collaborated with the Sustainable Development team, leveraging existing compliance processes to enhance Glencore’s responsible sourcing programmes.”

Vladimir Egorov
Head of Metal, Minerals
and Coal Compliance

LCOs are employed full-time to support the local implementation of our Programme in their office or industrial asset.

LCCs are employed by one of our Group offices or industrial assets and dedicate part of their time to coordinating local Programme implementation, in addition to their primary business or corporate role. LCCs typically sit in Corporate functions such as Legal, Finance or Human Resources.

Local Compliance Support employees work with the LCOs and LCCs to support them on specific tasks.

Whether an office or industrial asset requires an LCO or LCC is based on an assessment of the risks facing the relevant office or industrial asset. The LCOs report into the business in which they sit but have strong dotted reporting lines to the RCOs for their offices or industrial assets. We hire qualified LCOs and have a formal process for nominating and appointing qualified individuals for the LCC role, depending on the nature and risks identified. If a LCC is not performing their role adequately, we can require that a replacement LCC be nominated.

Employees can access the contact details of all our LCOs and LCCs via both Group and local intranets.

Annual Regional Compliance Action Plan

The Regional Compliance teams administer and manage the Programme in their regions utilising the Annual Regional Compliance Action Plan (RAP). Consisting of cyclical and non-cyclical actions, the RAP allows the Regional teams to provide visibility of compliance actions for the year to various stakeholders, prioritise and track key Programme deliverables, standardise a general approach to regional implementation of the Programme and its maintenance, and plan and assess resource needs.

The RAP is developed annually by the Regional team’s leadership and RCOs, in collaboration with the Corporate SMEs, and is ultimately reviewed and approved by the Head of Compliance. Regional teams at the regional or entity level tailor RAPs according to entity type, risk profile, and overall status and maturity of the Programme. All tailored RAPs are housed in the Group Compliance Manager system to facilitate continuity of the planned actions and accurate record keeping.

Maturity assessments

To take stock of our progress on a periodic basis and to understand status of implementation and embeddedness of the Programme in the regions, we developed an in-house methodology for measuring implementation maturity. It accounts for each element and key topic of the Programme and the accompanying requirements for implementation, such as system-level controls, risk-based tailoring of compliance documents, engagement with management and reporting.

Throughout 2022, we performed maturity assessments at several industrial assets and marketing offices. Through the results of the assessments, we identified success stories and ensured that lessons learned were shared with the wider team. We also identified implementation gaps (e.g. additional needs for training and awareness, opportunities to enhance further controls) and made further enhancements to address these gaps. To ensure continuity of the process, each Regional team included actions in their RAPs and informed local management of these actions requesting, where needed, additional support and more targeted focus. The results of the assessments were also presented to our ESG and ECC committees.

We aim to conduct maturity assessments periodically at selected entities, based on their exposure to compliance risks, to track and understand our progress, assess the impact of our actions for improvement, and report results to various stakeholders at entities under the assessment, including to regional management, and our Group management.



The Compliance team *continued*

Hear from Suzanne Giles Regional Compliance Officer

Australia and New Caledonia

Suzanne is a compliance professional with 15 years of experience, having implemented compliance programmes for multinational mining and energy companies.



“We are always striving for continuous improvement and aim to maintain a gold-standard Programme, which reflects our commitment to going above and beyond to instil a culture of integrity.”

Region covered:	Australia and New Caledonia
Commodities:	Bauxite, coal, copper, nickel, oil, zinc, and technology
Assets:	36
Offices:	9
Employees covered:	20,000
Regional team members:	3
Local Compliance Coordinators:	10
Local Compliance Support:	17

I have been part of evolving our Programme in the region over the past five years. Since I joined the Group Compliance team, I have seen first hand the investment that Glencore has made to build and implement a best-in-class Programme, and the growth of its Compliance function.

Representing the Compliance hub for Australia and New Caledonia, we provide advice and support for all regional compliance activities. This includes day-to-day advice on the application of the Programme, as well as training local employees to better understand the Programme requirements so they can be compliance champions in their local industrial assets and offices.

Over my 15 years' experience in Australia's mining and resource industry, I have seen the positive growth of governance, compliance and ethics, and I am proud to be part of that change. Australia is known as a sophisticated jurisdiction and is often at the forefront of change. Similar to our other regions across the globe, we are exposed to many of the same ethical risks. Managing bribery, corruption and sanctions risks are key elements in addressing the risks posed to our local business through our mining and marketing activities. Developing robust systems and processes to manage these risks is key and continuously evolving our Programme is a large part of that.

Our compliance maturity assessment is important for driving implementation of the Programme as it evolves to local needs. Developed internally, our compliance maturity assessment methodology is based on best practice advice and industry reviews.

When undertaking the maturity assessment, the business receives a score for each locally applicable element and topic of the Programme. These scores are reconciled globally. Where a business identifies an opportunity for improvement, actions are agreed with local management to improve the maturity scores. The local maturity assessments are reviewed every six months to monitor improvements.

Our team, systems, tools and technology, allow us to adapt to ever-changing external risk factors and to develop and implement sound business practices that entrench ethics and compliance principles in the work we do. An example of this is the implementation of our KYC programme. We review over 100 new and existing counterparties each week to ensure compliance and ethics risks are managed in accordance with applicable laws and regulations, and internal policies and procedures. This involves working alongside our counterparties to understand their activities, gather their information, and assess the information against our compliance risk profile. We identify red flags associated with a counterparty, such as sanctions exposure, regulatory breaches, and bribery and corruption, to ensure business partners operate to the standard of ethics we embody and expect.



Compliance Programme Management

We have implemented a number of systems across the Group to manage our Programme and to ensure that we consistently collect, analyse, manage, track and report on our compliance data. This includes:

- the Group Compliance Manager system, the main system used by Compliance to evidence the implementation of the Programme
- Integrity Line, our external provider of the Raising Concerns platform
- Cornerstone, our global and centralised learning management system
- Diligent Third Party Manager (Diligent 3PM), our Group-wide system to manage KYC and due diligence of our business partners

- Scila, our third party trade and order surveillance solution which is currently being implemented across our marketing business globally
- our e-communications monitoring system, and
- various data monitoring and visualisation software.

These systems and their modules are integrated into single dashboards which allows Compliance to track and analyse trends over time. It is also used by Compliance for management reporting and to monitor implementation of the various cyclical and non-cyclical compliance activities included in the RAP.

Group Compliance Manager system

The Group Compliance Manager system is provided by Corporate Governance Risk (CGR), an Australian enterprise risk management software provider. The Group Compliance Manager serves many purposes. It is the source of all information regarding implementation of our Programme so we have visibility into the offices and industrial assets across our business. It includes all relevant information regarding our offices and industrial assets and is intended to be the 'single source of truth'.

The Group Compliance Manager is composed of a number of registers and is applied in all offices and industrial assets in our Programme.

The CGR software offers the possibility to collect different information in a structured way, logged into different forms and different modules. Some forms are used by employees to provide details on particular issues or to seek approval. Other parts of the system are exclusively used by Compliance. The collected information is not only stored, but the system also allows different workflows to be built. For actions that require follow up, the system can assign responsible owners and track completion.

Examples of tracked data include:

- progress of local risk assessments, and closure of planned controls identified as part of the local risk assessments process

- implementation status of compliance policies, standards, procedures, and guidelines for a given office or industrial asset
- communications with public officials
- conflicts of interest and gifts and entertainment declarations
- trainings planned and completed, including numbers of sessions and attendees
- opportunities for improvement identified by the Risk Assessment and Monitoring team as part of its monitoring activities, and
- concerns raised locally at the office or industrial asset.

Group Compliance Manager system



Corporate support for Group Compliance

Group Compliance must operate with sufficient resources and independence to credibly implement the Programme across the Group. Group Compliance cannot, however, operate in a vacuum; it collaborates closely with other corporate functions, including Group Legal, Group Human Resources, Group Finance, Group Corporate Affairs, and Group Assurance. Each of these functions serves as a compliance stakeholder in its own right and plays a key role in supporting the implementation of the Programme.

In 2022, the existing Internal Audit function and the HSEC Audit team were combined into a new Group Assurance function. Andrea Bonafe joined in September 2022 as Group Head of Assurance. Group Assurance will provide independent and objective critical assurance to help strengthen governance and controls, and support the Board and the Management team to protect the stakeholders, assets, reputation and sustainability of Glencore.



“The Ethics and Compliance Programme plays a central role in ensuring Glencore is and remains a responsible and ethical company. Our mandate as Group Assurance is to provide the Board and Senior Management with independent and objective assurance over the effectiveness of governance, risk management, and the implementation and embeddedness of programmes. For this reason, over time our assurance plan includes reviewing both, the compliance programme and the compliance corporate function, and specific assurance on the execution of each component under the Compliance Programme remit.”

Andrea Bonafe
Group Head of Assurance

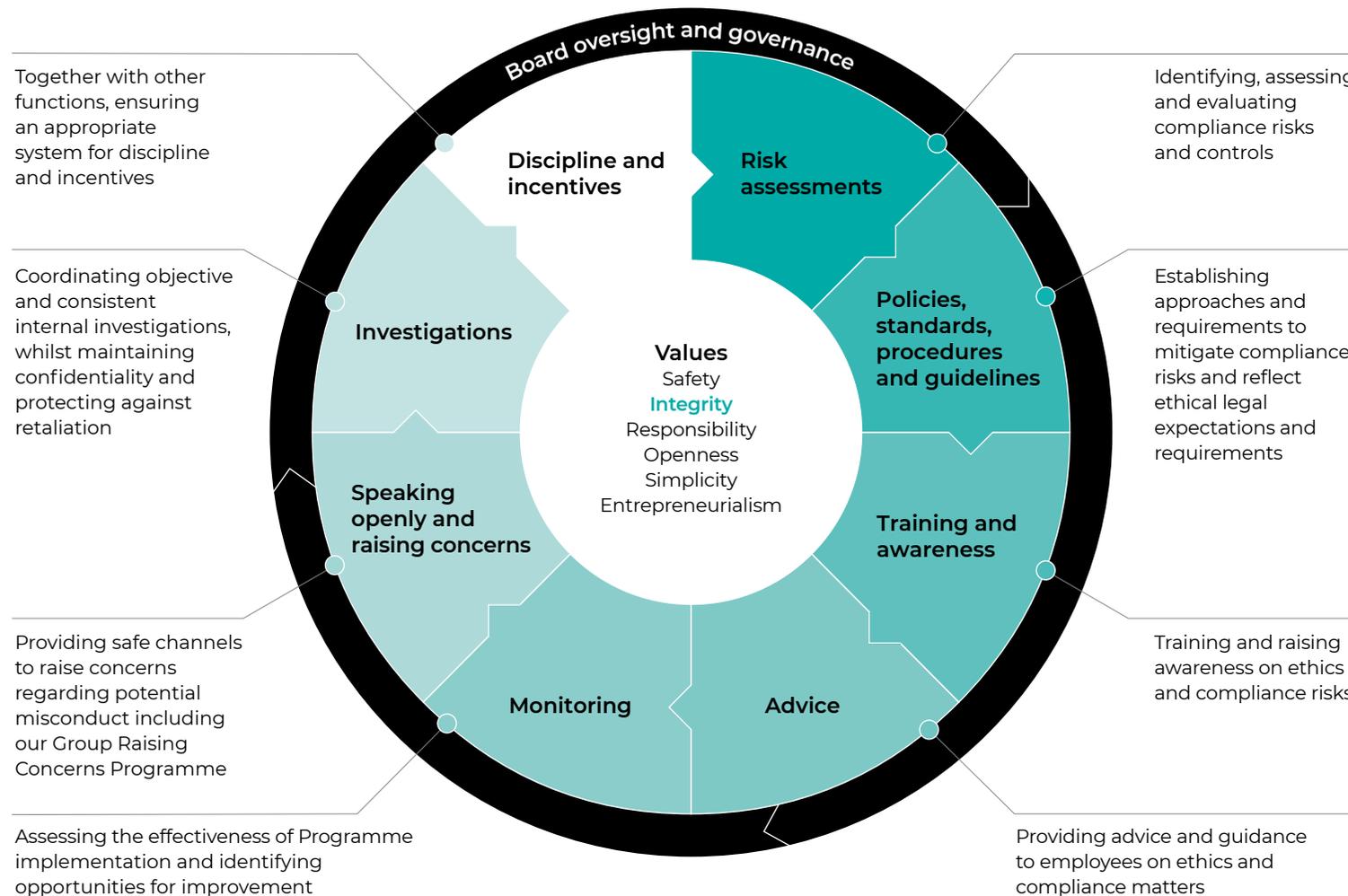
Our approach

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The Glencore Ethics and Compliance Programme

Key elements of our Programme



We have sought to develop and implement a comprehensive best-in-class Programme. We consulted with external counsel, advisers, and tailored the overall compliance approach to our businesses, in line with guidance from the US Department of Justice, the UK Ministry of Justice, and the State Secretariat for Economic Affairs of Switzerland.

Our Programme includes risk assessments, policies, standards, procedures and guidelines, training and awareness, advice, monitoring, speaking openly and investigations, and discipline and incentives. Supporting our Programme are dedicated compliance IT systems, controls embedded in business systems and data analytics.

The key elements of our Programme establish a risk-based approach to ethics and compliance to address the challenges presented by our diverse business operations. Together the elements comprise a feedback loop, designed to ensure that compliance risks are identified and addressed across our business on an ongoing basis.



Risk assessments

To ensure our Programme is appropriately designed, tailored to our business and that resources are adequately allocated, we identify, record and evaluate compliance risks faced by our marketing and industrial segments. The risks faced by these segments differ because of the distinct activities they undertake and the geographies in which they operate.

Group Compliance risk assessment

The Corporate Compliance Risk Assessment team conducts an annual Group Compliance risk assessment which reviews current compliance risks in a number of risk areas, but focuses in particular on anti-corruption and bribery, given the nature of our business and the geographies in which we operate. We document these risks in the Group Compliance Risk Register (the basis for the local risk assessments) to ensure they are up to date and relevant and whether new risks need to be added. The Group Compliance risk assessment process also identifies if existing Group policies, standards, procedures, guidelines and training, as well as Compliance resource and skillsets, effectively address the updated or newly identified risk(s).

The Compliance risk assessment methodology follows the current Group Enterprise Risk Management Standard, issued in 2021.

This Group Compliance risk assessment process involves:

- discussing with SMEs any cases and/or developments in their subject area, the need for the addition of new risks in our risk assessment template or for the amendment of existing ones, and changes to the risk profile resulting from changes to our business activities
- discussing with RCOs what the main risks in their region are, and if they have increased or changed since the last assessment; which risks may be less relevant; incidents (internal or external) and/or developments in their region; and anything else they think may be useful as part of the assessment
- performing an analytical review of the completed local risk assessments to identify trends across risk areas, risks, type of operations, regions and residual risk ratings
- reviewing and analysing opportunities for improvement arising from monitoring reviews
- reviewing and analysing compliance-specific observations from Group Internal Audit reviews, and
- reviewing and analysing concerns reported to the Raising Concerns Programme.

The results of the Group Compliance risk assessment are one of the main inputs to the formulation of our risk-based Annual Monitoring Plan (AMP).

The latest Group Compliance risk assessment was conducted over October-December 2022. The 2022 assessment resulted in a more granular articulation of certain risk titles in relation to competition law. These risks were already covered, but we determined it was important that they be reflected as separate risk titles to improve the focus on these risks.

Risk assessments *continued*

Local risk assessments

In addition to the Group Compliance risk assessment, we assess our identified compliance risks in each of our offices and industrial assets across the Group. RCOs, with the support of the LCOs or LCCs, conduct local risk assessments, using the Group Compliance Risk Register as the basis to evaluate the inherent risks that exist, assess the overall design effectiveness of the controls in place to mitigate those risks, evaluate residual risks, and implement planned controls in case existing controls require improvements.

Document review

The RCO reviews key documents, including:

-  country or sector reports
-  overviews of business operations
-  corporate structure documents
-  local compliance, HR, finance, and procurement policies and procedures, and
-  previous monitoring, internal audit reports, or site visit reports.

Interviews

The RCOs interview relevant employees from the business across multiple functions on subject areas identified in the local risk assessment template, including anti-corruption and bribery, sanctions, anti-money laundering, and market conduct to determine whether these risks are applicable.

Assessment of risks

The RCO considers a number of internal and external risk factors and rates the industrial asset or office's inherent risk, based on the likelihood of those events occurring and taking into account the consequences which are pre-designated by Corporate Compliance.

Assessment of mitigating controls

The RCO then evaluates the overall design effectiveness of the controls in place to determine how they collectively reduce the level of inherent risk, and document a residual risk score. These controls can include system and process controls; policies, procedures, and guidelines; training and awareness activities; and monitoring and review activities. The RCO can assess the controls' effectiveness by interviewing employees, inspecting the relevant documentation and performing walkthroughs. If necessary, the RCO develops and implements, in coordination with local management, a remediation plan (Planned Controls).



The RCO documents the results of the local risk assessment process in the Group Compliance Manager (further described on page 27), which enables monitoring of progress to implement planned controls.

The Compliance Risk Assessment Manual requires risk assessments to be performed at appropriate intervals or in the event of significant changes to the business. We have developed a plan to refresh risk assessments on a risk priority basis at offices and assets by Q2 2023 (anti-corruption and bribery by end Q1).

In 2022, we conducted

8

local risk assessments

83

Planned Controls were created as part of these assessments to remedy situations where current controls were highlighted as either requiring improvements or being ineffective, and

42

Planned Controls have been implemented and closed (as of January 2023).



Policies, standards, procedures and guidelines

Our Group Policy Framework encompasses our Values, Code of Conduct and a suite of policies, standards, procedures and guidelines on various key matters and risks to Glencore. These are issued in accordance with the Group policy architecture.

Our employees, directors and officers, as well as contractors under Glencore's direct supervision, working for a Glencore office or industrial asset directly or indirectly controlled or operated by Glencore plc worldwide, must comply with our Code, policies and relevant procedures as well as applicable laws and regulations.

Our Group policies support the delivery of our Values and Code of Conduct, which together detail the behaviour and performance expectations for all employees

working at our offices and industrial assets where we have operational control.

Through our policies, standards, procedures, and guidelines, we establish and implement ethical and consistent business practices and standards. These support our commitment to be a responsible and ethical operator and our aspiration to maintain our reputation for doing things the right way.

Employees who have access to a work computer must confirm they have read, understand and will abide by our Code and key compliance policies and procedures when they begin working for us and annually thereafter.

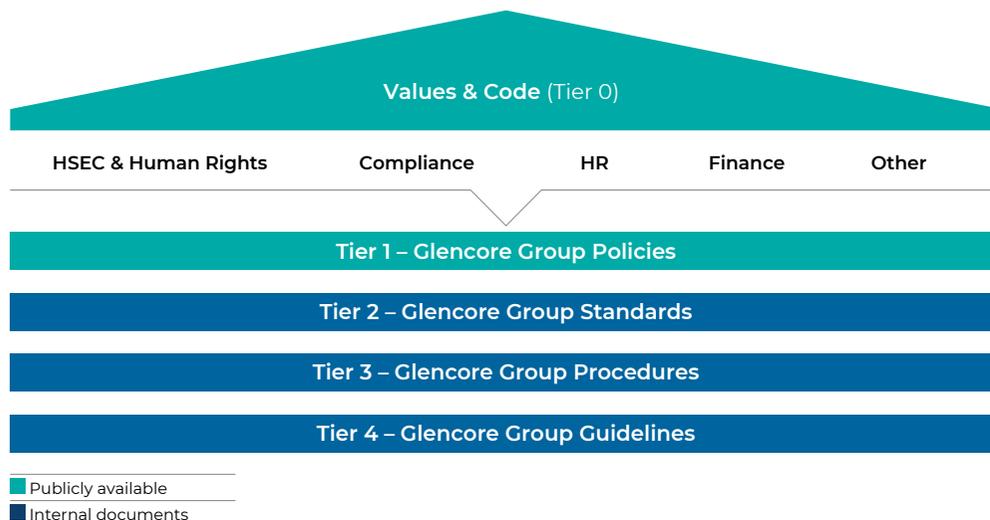
Our offices and industrial assets are responsible for implementing Group procedures and developing and implementing local procedures, consistent with Group policies and standards, but adapted for local risks and requirements.

As a general rule, Corporate Compliance issues procedures for our marketing activities, which are run in a more centralised manner using similar systems and processes. Our marketing businesses generally also have higher compliance risks than our industrial assets. For our industrial asset activities, Corporate Compliance typically issues standards which set out minimum requirements but provide some flexibility in local implementation.

For example, we have issued a Gifts and Entertainment Standard to set out the Group's general approach to gifts and entertainment including the minimum requirements. However, we expect offices and industrial assets to implement their own local gifts and entertainment procedures to ensure they comply with the various local requirements regarding gifts and entertainment (such as thresholds).

In circumstances where there is a major risk that requires a consistent Group-wide approach (e.g. Third Party Due Diligence and Management Procedure), Corporate Compliance will issue a mandatory procedure which must then be implemented in that form in each office and industrial asset. If an office or industrial asset wishes to deviate from a Group procedure, or a minimum requirement in a Standard, they require approval from Corporate Compliance which will document that deviation.

Group Policy Framework



Policies, standards, procedures and guidelines *continued*

Group Compliance Policy Framework

Policies

- Anti-Corruption and Bribery
- Anti-Money Laundering
- Competition Law
- Conflicts of Interest
- Fraud
- Information Governance
- Market Conduct
- Sanctions
- Whistleblowing



Our policies are publicly available on our website

Standards

- Data Protection
- Gifts and Entertainment – Marketing Offices
- Gifts and Entertainment – Industrial Assets
- Know your Counterparty – Industrial Assets
- Local Concerns Management
- Retention and Destruction
- Third Party Payments – Industrial Assets

Procedures

- Anti-Boycott (Non-US Entities)
- Anti-Boycott (US Entities)
- Benchmarks and Price Reporting Agencies – Oil
- Conflict of Interest Management
- Corporate Investigation
- JVs, M&A and Disposals
- Know Your Counterparty – Marketing Offices
- Mandatory Compliance Training Escalation
- Raising Concerns
- Sanctions Screening
- Third Party Due Diligence and Management
- Third Party Payment – Marketing Offices
- US Insulation
- Vessels

Guidelines

- Benchmarks and Price Reporting Agencies
- Communicating with Public Officials
- Competition Law – Dealing with Competition Law in Merger and Acquisition Transactions
- Competition Law – Dealing with Competitors
- Competition Law – Dealing with Suppliers, Customers, and Agents
- Data Protection
- Fronting and Sleeving
- Inside Information
- Market Manipulation
- Prevention of Facilitation of Tax Evasion
- Sanctions
- Payments and In-Kind Assistance to Public Officials
- Government Institutions
- State-Owned Entities Guideline





Policies, standards, procedures and guidelines *continued*

Developing and reviewing our policies, standards, procedures and guidelines

The annual Group Compliance Risk Assessment process analyses whether the risks identified and listed in the Group Compliance Risk Register are appropriately addressed by our Programme policies, standards, procedures or guidelines, and whether there is a need to introduce new or amend existing documents.

Number of compliance documents reviewed in 2022, as part of our policy governance review cycle

9

Number of new compliance standards, procedures, or guidelines developed in 2022

2

Number of new compliance manuals developed in 2022, documenting processes and guidance for the Compliance team

7

In addition, these documents are subject to periodic review according to a set cycle. Proposals for new documents and material amendments to existing compliance documents must be approved by the Head of Compliance before being submitted for approval to the ESG Committee, where required. All our Group policies are approved by the Board.

- We publish our Code and Group policies on our website.
- Our Code, Group policies, standards, procedures, and guidelines are made available on the Group and local intranets in searchable PDFs.
- We translate our Code and all Group policies into 11 languages: French, Spanish, Portuguese, German, Italian, Norwegian, Russian, Kazakh, Chinese, Sepedi, and Tswana.
- All Group compliance standards, procedures and guidelines are generally issued in – at a minimum – English, French, Spanish and Russian. Depending on the nature of the document and the audience's level of English, they may be translated into other languages.
- Summaries of the compliance policies are available on the Ethics and Compliance App (see p. 44).

In addition to our Group Compliance policies, standards, procedures and guidelines, we issue manuals which provide guidance to Group Compliance regarding the management of our internal compliance processes and the operations of the Compliance team. For example, the Gifts and Entertainment Manual provides detailed guidance through various sample scenarios and questions to help Group Compliance answer questions related to gifts and entertainment.

Other manuals, like the Group Compliance Manager manuals, are more process-oriented and provide step-by-step instructions on how to use the tool. These resources are accessible on our Compliance Community Portal and ensure that both new and current Compliance employees have a road map for the implementation of various aspects of our Programme. This ensures our detailed processes and procedures are documented, to ensure consistency and support business continuity.



Find out more about our policies here

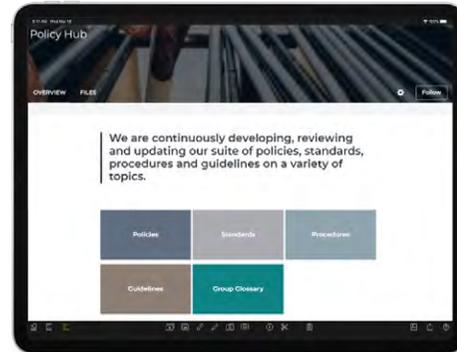


Policies, standards, procedures and guidelines *continued*

The Core

The Core is Glencore's global intranet platform which enables all employees to access key updates and resources. It:

- promotes awareness of all major campaigns and initiatives across the Group, including Health and Safety, HR and other ESG matters, and is available globally in multiple languages
- allows employees to directly access compliance tools such as the Conflict of Interest Declaration Platform, Gifts and Entertainment Register, and Raising Concerns Platform
- allows for tracking page views to assess employee engagement and to understand which topics are garnering interest, allowing us to continue to improve our communications.



Policy Hub

Single source of truth for our employees to locate the latest Group documents

24,000+

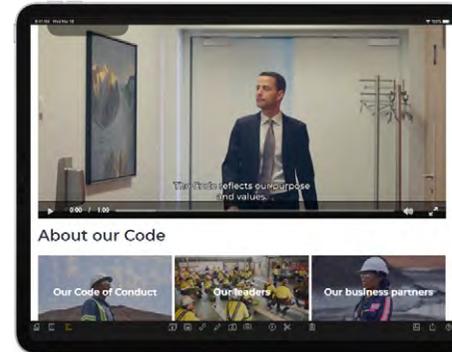
views

11,000+

downloads

12

languages



Code of Conduct

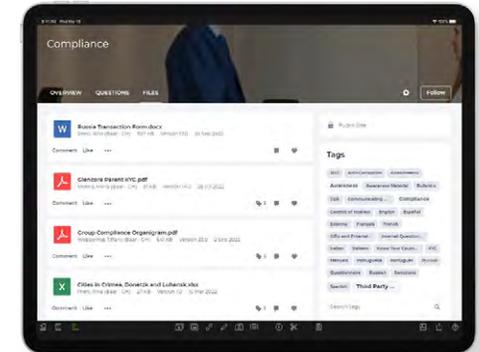
Micro-site showcasing our Code in action, including videos from our leaders, forms, interactive tools and guidance checklists

5,000+

views

2,300+

downloads



Compliance on the go

Quick access to key compliance information, declaration forms, interactive tools and guidance checklists

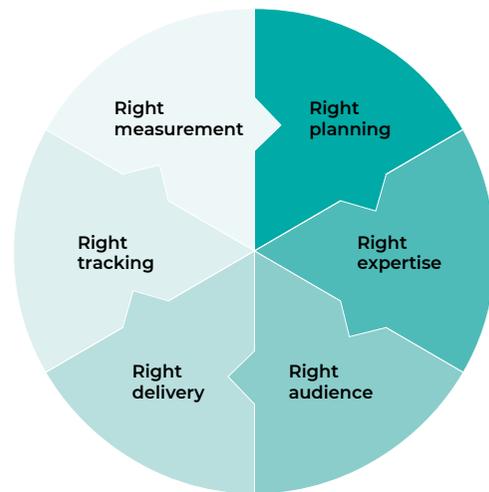
1,500+

views

Out of our 140,000 employees and contractors, only around 20,000 have regular access to computers.

Training and awareness

Compliance training approach



Training

Training is important because it supports employees in building the awareness, knowledge, skills and mindset needed to understand and behave in line with our Values, policies and the law. It is key to establishing a connection with the audience and to motivating ethical and compliant behaviour.

While training is a critical component of our Programme, regular awareness-raising and communication is equally important. We therefore supplement our compliance training with various awareness initiatives, communications, and activities throughout the year. We have a comprehensive approach which includes the right planning, the right expertise, and the right delivery to the right audience at the right time.

We also train and develop our own compliance personnel to increase their understanding of key compliance risks and important developments. Members of Group Compliance receive ad hoc targeted training in their area of expertise, “Learning by doing”, as they are exposed to new advisory matters and on Group Compliance monthly calls where new topics and developments are covered. We encourage and fund Compliance personnel participation in relevant conferences, lectures, and webinars, where possible, to continuously enhance their knowledge and skills. Finally, we leverage our law firms and other professional advisers to provide ongoing knowledge and know-how.

Each new joiner to the Group Compliance team receives a

12

hour, in-person induction training, delivered by the Corporate Compliance SMEs, which covers the different elements of our Programme and our key compliance risks.

Right planning

Each year, we develop a Compliance Training and Awareness Toolbox Planner (the Planner). The Planner sets the training and awareness priorities based on output from the annual Group risk assessment and local risk assessments, advice which the business has sought from Compliance during the year, the results of post-training knowledge checks and training feedback surveys, monitoring reports, internal audit findings, raising concerns reports, and other lessons learned and relevant best practices. It also includes training and awareness materials on any new or materially updated policies, standards, procedures or guidelines.

Each year, the Training, Awareness and Policies team, together with the SME teams and in consultation with the Head of Compliance and Regional Compliance, update the Planner with:

- mandatory in-person trainings
- mandatory digital sprints which are short, tailored, engaging micro-learnings
- mandatory eLearnings (longer digital courses)
- in-person induction trainings, pre-shift general trainings, and ‘toolbox talks’ for those employees without regular access to a computer
- awareness materials, such as videos, checklists, bulletins, newsletters, and practical guides
- management communications, such as letters and/or videos from the CEO and local General Managers to raise awareness on the importance of ethics and compliance, and
- events, such as the Compliance Summit and Ethics and Compliance Days.



It’s been said if you think education is expensive, try ignorance. A lot of effort and expense go into developing and delivering tailored and engaging compliance training, but Glencore understands how a lack of awareness around doing business ethically can end up costing a lot more.

I’ve always been provided the support or tools I’ve needed to build and expand our ethics and compliance training and awareness programme. Whether it’s getting access to the right digital learning development tools and learning management systems – or getting the budget to engage industry-leading vendors and specialists – I get the backing I need to be able to execute on our ambitious training goals. As a result, we’ve been able to develop and roll out some pretty original training and awareness campaigns that employees can relate to and really like.

Monica Cuan Head of Training, Awareness and Policies

Training and awareness *continued*

Each Glencore office and industrial asset is required to develop their own local training and awareness plan, based on the Planner, reflecting that office or industrial asset's local risk assessment, lessons learned, local legal or regulatory changes or any other local circumstances. Training and awareness materials are made available to regional and local teams with the expectation that the materials will be customised at a local level to include specific examples relevant to the local audience.

We carefully schedule our training to avoid training fatigue and to ensure optimal knowledge retention. We try to link training and awareness to events/holidays throughout the year. For example, we roll out gifts and entertainment awareness materials around the holiday season or Chinese New Year and we distribute our Practical Guide to Competition Law around trader conventions, such as London Metals Exchange Week. New joiners receive in-person compliance trainings on our Values, Code, key compliance risks and how to raise concerns.

Right expertise

Together with our SMEs and leading external service providers, we develop new – and revise existing – training and awareness materials. We often ask the business for feedback on the materials and incorporate their suggestions if appropriate. We tailor our training and awareness materials and make them relevant by including hypothetical scenarios illustrating how ethics and compliance dilemmas could manifest themselves in employees' daily work.

Right audience

We carefully consider the target audience of our trainings. Each training session must be tailored to its specific audience to be effective.

We have a process for assigning training to employees based on their compliance risk rating of high, medium or low. Their rating will depend on their function or role. Some of the criteria we consider when assigning a risk rating are the type of interaction the employee has with external parties such as public officials (if any), whether the employee is making commercial decisions or whether the employee has a control function.

Right delivery

We deliver compliance training to employees either in person (face-to-face or virtual) or through digital learnings.

In-person trainings have some benefits over digital trainings. They allow for:

- more personal interaction between the presenter and the audience
- more robust discussions and questions from employees, and
- ability to read the audience's needs better.

Digital learnings are designed for employees and contractors with regular access to a work computer. Where this is not available, they receive training in other ways, including induction sessions, pre-shift trainings and toolbox talks.

Our Programme in action – addressing employee training survey feedback

In 2021, in an effort to modernise our training and engage learners, we developed and rolled out a new game-based 'sprint' on our Third Party Due Diligence and Management Procedure (TPDDMP) to over 1,500 high-risk employees in marketing offices.

This gamification sprint received very positive feedback by most respondents, however, 16% shared suggestions for improvement.

In 2022, we carefully analysed the feedback received, both positive and critical, and addressed it in our refresh of the TPDDMP sprint for marketing offices and the development of a similar sprint for our industrial assets, which will be assigned to employees as part of our 2023 training on anti-corruption.

The improvements made included clearer content, improving design and usability, and shortening the length of the gaming scenarios.



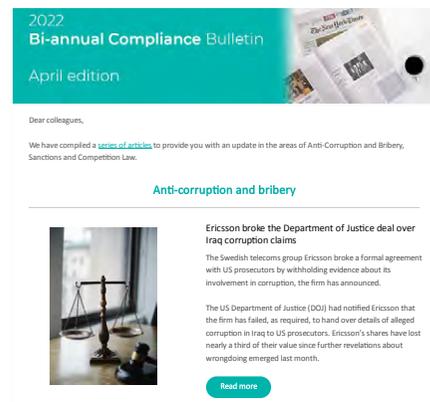
Training and awareness *continued*

Right tracking

We actively monitor compliance training non-completions and take them seriously. Compliance escalates non-completions of trainings to the department head/lead or the local industrial asset equivalent. Employees who repeatedly, and without an extenuating circumstance, fail to attend training may be subject to disciplinary action. Compliance training non-completions are taken into account when determining relevant employee's end-of-year performance and bonus award.

Right measurement

We regularly measure the effectiveness of our compliance training and awareness activities by asking employees to complete short post-training feedback surveys. These surveys are designed to understand the relevance and effectiveness of our training and awareness materials and where we can make improvements. We also launch knowledge checks either at the end of trainings or before and after trainings to test employees' understanding and whether their knowledge has improved.



Example of one of our internal awareness materials

Our Programme in action – engaging approach to training

The continued outbreaks of Covid-19 presented challenges for our training and awareness programme over the last few years. Our aim has been to reduce the impact on in-person training through remote learning strategies.

To make our online training sessions more engaging and effective, we use live voting tools which give the audience an opportunity to actively participate.

We have also redesigned some of our awareness materials so that they can be viewed and accessed digitally. Employees can also easily refer to these materials via the Glencore Ethics and Compliance App on their mobile devices.

Another way we looked to engage employees is through the organisation of Compliance Competitor workshops for our high-risk employees. The workshops, which kicked off in 2021, were held this year in London, New York and Singapore. This business simulation game facilitated by external compliance training experts was very well received.

In this game, employees could see in real time how their decisions in actual ethics and compliance dilemmas could affect a company's revenues, fines, shares, reputation, and decision makers personally. We ran this training both virtually, and where possible, in person.

This unconventional, yet highly engaging and relevant approach to training, covered challenges that our high-risk employees may face on topics including ethical dilemmas, corruption and bribery, sanctions, money laundering, facilitation of tax evasion, and conflicts of interest.

“I thought it was a really good training session – in fact one of the best trainings I have attended. Holding the sessions with smaller groups also meant the sessions were interactive and engaging.”

Aurelien Figeac
Head of Risk for the Oil Marketing Department, London

Our Programme in action – taking into account findings from internal audit review

The prime objective of the audit was to assess the implementation of our KYC, TPDDM and Third Party Payments procedures across the Group.

During the review across a selection of marketing offices and industrial assets, it was found that the understanding of aspects of the KYC Procedure and the Third Party Payment Procedure was not optimal.

As a result of the finding, the Compliance Training, Awareness and Policies team worked with the respective SMEs on refreshing our training on the Third Party Payment Procedure and our KYC procedures and re-delivered them to relevant audiences.

Training and awareness *continued*

Training statistics

Number of employees completing compliance eLearnings in 2022*

Code of Conduct

40,307

95.8% completions
(36,302 in 2021)

Covers: Glencore's expectations on how to do business safely, responsibly, ethically and legally.

Conflicts of interest

40,334

95.3% completions
(26,825 in 2021)

Covers: the different types of conflicts of interest, how to recognise conflicts, and what to do if they arise. The increase in training numbers is due to the inclusion of the entire audience in 2022.

Anti-corruption and bribery

23,469

99.1% completions
(22,379 in 2021)

Covers: facilitation payments, gifts and entertainment, and dealings with public officials.

Sanctions

10,299

98.4% completions
(15,960 in 2021)

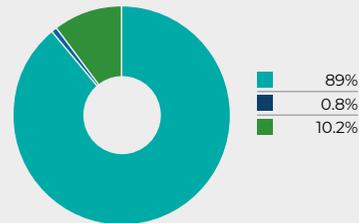
Covers: our approach to sanctions breach avoidance, due diligence of counterparties, and screening of vessels.

The drop in training numbers from last year is due to a more targeted, risk-based training approach.

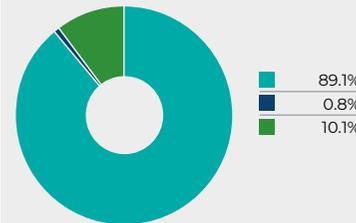
Breakdown by organisation type

- Industrial asset
- Corporate office
- Marketing office

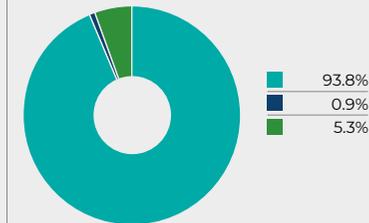
Code of Conduct



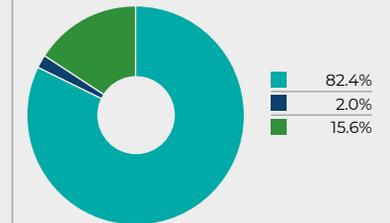
Conflicts of interest



Anti-corruption and bribery



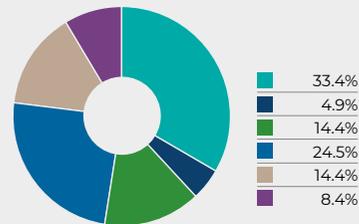
Sanctions



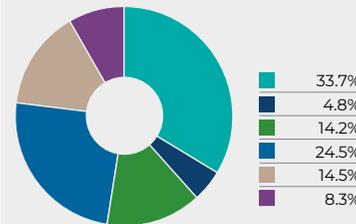
Breakdown by region

- Africa
- Asia
- Australia
- Europe and FSU
- Latin America
- North America

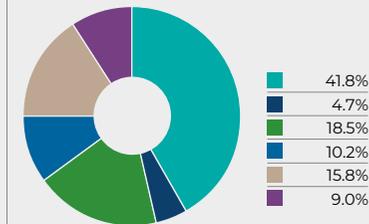
Code of Conduct



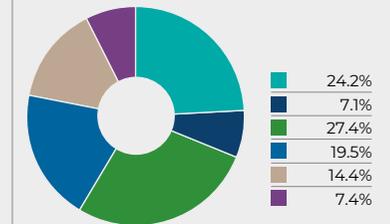
Conflicts of interest



Anti-corruption and bribery



Sanctions



* Audience: employees and contractors with regular access to a work computer, and in the case of the specific risk eLearnings, those employees and contractors who are, due to the nature of their roles, more exposed to conflict of interests, corruption and bribery or sanctions risks.

Training and awareness *continued*

Training statistics *continued*

Number of employees completing spotting compliance red flags sprint in 2022

2,562

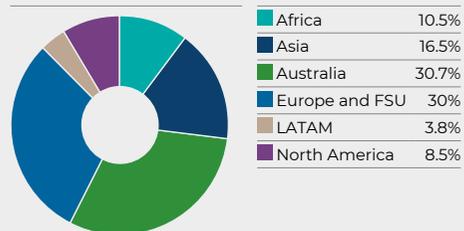
98.7% completions

Covers: anti-corruption and bribery and sanctions/KYC red flags when dealing with business partners, reviewing contract terms, dealing with invoicing, or receiving or making payments to or from third parties.

Audience: employees especially exposed to anti-corruption and bribery risk, particularly traders and traffic personnel, as well as finance and accounting personnel involved in the review of payments, trade finance, and legal roles involved in the review of contracts.

Spotting compliance red flags

Breakdown by region



Number of employees completing market conduct sprints in 2022

405

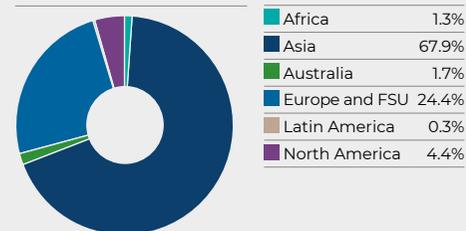
100% completions

Covers: fundamental concepts of compliant market conduct and communications to raise awareness of how to spot potential market conduct red flags in trading activity and reinforce the need for clean and professional communications.

Audience: employees especially exposed to market conduct risk, particularly traffic, operations, risk and exchange trade executing personnel.

Market conduct

Breakdown by region



Feedback received on the market conduct sprints

After launching the market conduct sprints, we conducted a survey for feedback.

49%

rated the sprint as excellent

42%

rated the sprint as good

75%

said it was compact, but informative and engaging (compared to the longer, traditional eLearning or in-person trainings)

90%

rated the length (approx. 10 minutes) as perfect

Employees also highly rated the relevance of the scenarios to their daily work, the recap of key points at the end of each section, as well as the illustrations/animations and more approachable tone of voice.



Employees assigned the Spotting Compliance Red Flags Sprint were asked to interact with characters by helping them make decisions and identify red flags.

Training and awareness *continued*

Training statistics *continued*

Number of employees completing compliance eLearnings in 2022

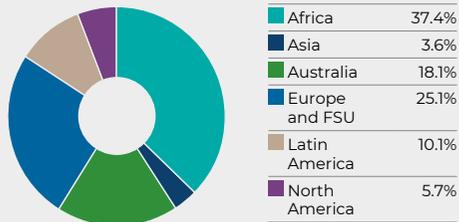
Data protection

17,211

99.2% completions

Covers definition of personal data, key data processing principles and how we deal with data breaches.

Data protection eLearning



Audience: Europe-based Glencore employees that have regular access to personal data or sensitive personal data.

Number of employees attending in-person training on key compliance risks in 2022

Anti-corruption and bribery

3,815

in 329 sessions

Audience: employees and contractors especially exposed to corruption and bribery risks due to the nature of their role.

Sessions tailored to employees in various functions using scenarios relevant to their roles.

Market conduct

258

in 71 sessions

Audience: employees especially exposed to market conduct risk, particularly traders and commodity benchmark contributors and employees communicating and dealing with price reporting agencies.

Sessions tailored per commodity and topic in focus.

Speaking openly and raising concerns

191

in 38 sessions

Audience: There were three key trainings targeted at our Whistleblowing Contacts, Lead Investigators and Case Owners and Local Concerns Administrators.



Ethics and compliance training presented to Kamoto Copper Company's HR department in Kolwezi, DRC

Training and awareness *continued*

Awareness

Educating employees on compliance includes not only effective training but also regular awareness activities and communication. We use a range of materials to raise awareness, including checklists, bulletins, newsletters, practical guides, videos and 'tone at the top' communications from senior leaders. While tone at the top is key, we understand that in reality most employees interact with middle management. We put significant effort into ensuring that middle management have the tools they need to promote the importance of ethics and compliance. We also encourage and provide forums for employees to promote and discuss our Values and compliance with their colleagues at offices and industrial assets.

Our Programme in action – raising awareness on competing fairly and entertaining appropriately

With industry conferences, such as London Metals Exchange Week, being hosted again after a break due to Covid-19, our high-risk employees, such as traders, received a Competition Law reminder on the importance of competing fairly and not engaging in practices that restrict fair market competition. Furthermore, with high profile sports events such as the FIFA World Cup, we took the opportunity to raise awareness on our rules surrounding gifts and entertainment.

Events

We hold various in-person events to increase awareness of our Programme and facilitate collaboration amongst our employees.

Ethics and Compliance Days

Our Ethics and Compliance Days are highly popular events which generate lots of buzz. The focus of these days is how we all – in particular our leaders – play a critical role in promoting and ensuring a culture of ethics and compliance. The events give employees the opportunity to engage with, and pose questions to, our senior leadership in panel discussions, participate in interactive workshops facilitated by external speakers, and take part in engaging ethics and compliance activities, games and competitions.

Workshops and summits

Our workshops and summits are targeted at our compliance employees and are used to provide guidance and training to our RCOs, LCOs and LCCs on key compliance risks, help them understand the importance of their role, and discuss challenges that they may be facing in their roles. These events also provide the opportunity for compliance employees to interact with colleagues across the globe and create connections between the different teams. This is particularly important for those employees who work in smaller offices or more remote locations where they may feel disconnected from the rest of the company and the Corporate team.



Video of training and awareness

Our Programme in action – Corporate/Regional Compliance Workshop

In 2022, we hosted a two-day workshop at our headquarters in Baar, Switzerland for members of our Corporate and Regional teams.

The workshop provided the opportunity to discuss topics such as personality/working style assessments, listening skills, business updates and team collaboration. Since large in-person gatherings were not possible during the peak of Covid-19, this face-to-face catch-up was appreciated by the Corporate Compliance and Regional teams to exchange ideas, discuss latest key policy developments and procedure roll-outs, and to bond with colleagues.



“The Corporate/Regional Compliance Workshop was a wonderful opportunity to re-connect in person with our Compliance colleagues and I enjoyed the insights and experiences shared from different regions.”

Robert Young
Regional Compliance Officer
Sub-Saharan Africa



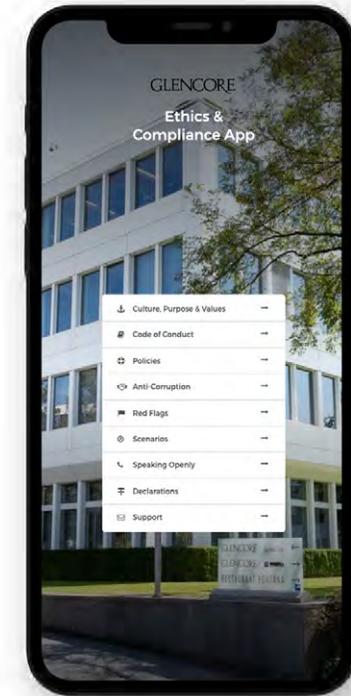
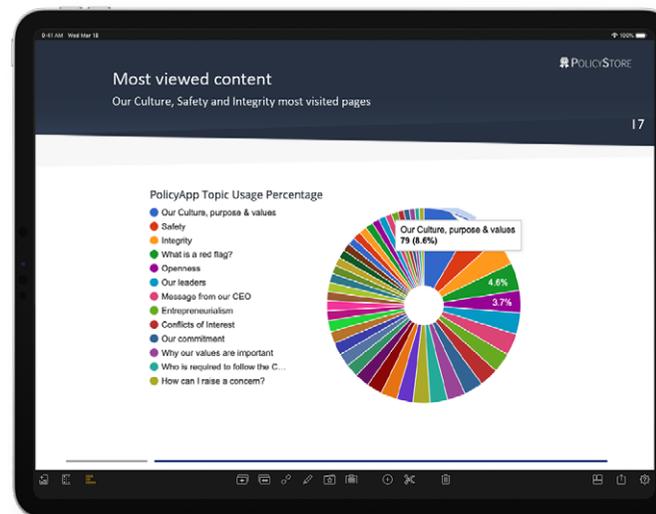
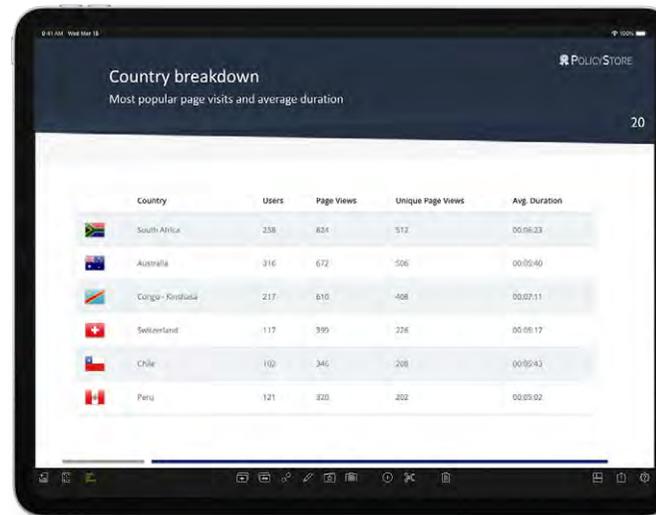


Training and awareness *continued*

Ethics and Compliance App

All employees can access and download our Ethics and Compliance App to their work and/or personal mobile devices. This provides one-click support to employees seeking additional guidance on our policies. Through the app, employees can review the key principles contained in our Code and compliance policies in different languages, directly access the Raising Concerns Platform and the conflicts of interest and gifts and entertainment declaration tools, record communications with public officials, and submit questions to the Raising Concerns Programme Hotline. The app also includes additional resources on ethics and compliance, including a list of scenarios featuring different risks that employees can walk through for extra guidance on making choices that align with our Values.

We include a QR code in all of our compliance training and awareness materials making it easy for employees to download the Ethics and Compliance App.



In 2022, we had an additional

1,664

new users to the Ethics and Compliance App. Most visited topics on the App are “Our Culture, Purpose and Values”, “What is a red flag?”, and our Value of “Openness”.

Advice

One key way we know our Programme is working is through the increasing frequency and complexity of advice sought by the business.

This is a very rewarding aspect, as we witness colleagues recognising when business interactions may present risk and escalating them to Compliance in real time.



Our Programme in action – business advice on transacting in line with sanctions

The London crude oil desk inquired about a planned purchase of Forties blend crude oil produced from a gas field in the North Sea part-owned by a designated entity under US sanctions.

Given the heightened risk associated with the gas field's equity partners, Compliance completed a detailed transactional review to determine the legality of the transaction from a sanctions perspective and also to ensure it was in compliance with our Sanctions Policy.

The purchase was approved following an assessment of the transaction against a stringent licensing framework issued to the interested parties by US authorities. Any further transactions would require a renewed analysis of the applicable sanctions including from our Sanctions Policy perspective.

“One of our core responsibilities is to provide clear and accurate advice on key compliance issues to the business. This year has been particularly challenging in terms of navigating the ever-changing sanctions landscape in the context of the ongoing Russia-Ukraine war. Our colleagues come to us with the right questions and understand the importance of sanctions and the underlying risks. This shows us that our continuous communication and training campaigns pay off.”

Bayan Weishaupt
Deputy Head Sanctions, KYC & AML

Advice *continued*

Hear from Claudio Pettigiani Regional Compliance Officer

Europe and Former Soviet Union
(FSU) (metals)

Claudio is a compliance professional with more than ten years of experience, with a background in compliance consulting and forensic accounting, focusing on natural resources in several jurisdictions.



“In order to effectively identify and mitigate compliance risks, we must, first and foremost, understand the socio-economic and political contexts of the jurisdictions in which we operate and the communities with which we interact. It is, certainly, a team effort!”

Region covered: **Europe and FSU**

Commodities: **Zinc, lead, nickel**

Assets: **5**

Offices: **5**

Employees covered: **4,500**

Local Compliance Coordinators: **8**

Local Compliance Support: **11**

Regional team members: **1**

We responded to a fast-changing risk landscape and to evolving regulatory requirements around sanctions by revising our risk assessments to ensure sanctions risks are adequately mapped and mitigated through a range of controls. These included controls on onboarding as well as pre-transactional compliance approvals for Russia-related transactions and continuous monitoring requirements.

We also continued consolidating our Business Partner Management Framework across the region, through the automation of KYC processes performed by our industrial assets. In addition, we implemented system-level controls ensuring that business partners cannot be onboarded in each asset’s ERP system and that, therefore, contracts, invoices and purchase orders cannot be allocated against business partners unless the appropriate due diligence review (in line with either the KYC or TPDDM procedures) has been performed.

Another risk area our regional entities have been focusing on in 2022 is the implementation of overnight screening, a daily automated screening of all business partners against sanctions and other regulatory watchlists. Any alerts identified are reviewed by the LCCs, who are responsible for the identification of applicable mitigating measures and escalation of red flags to the RCO.

In addition to my responsibilities as RCO for Europe and FSU (metals), I also assumed the role of interim RCO for Latin America (metals, minerals and coal) from March to September 2022.

I was responsible for projects including the implementation of Glencore’s Ethics and Compliance Programme at Cerrejón, a coal asset which Glencore acquired control of in 2022, and the continued roll-out and implementation across the region of procedures, guidelines and controls aimed at mitigating potential corruption risks, such as those related to the management of communications and payments and assistance to public officials.

As our industrial assets are located in diverse socio-political contexts, our business partner management controls are also integrated with our framework for the management of stakeholder engagements. Within this context, my role as RCO focused on collaborating with Community Management teams across our industrial assets and offices to design and implement controls ensuring that engagements with host communities are aligned with our core value of Integrity and mitigate corruption risks. For example, we focused on training our LCCs on the identification of red flags and implementation of risk-based mitigating measures, in partnership with internal and external stakeholders, for proposed community investment programmes, as per the Third Party Due Diligence and Management Procedure.

Monitoring

We continuously monitor and test the implementation of our Programme to determine its effectiveness and to assess whether it is operationalised and embedded into our business operations.

Monitoring activities also enable us to identify opportunities for improvement (OFIs) that help develop and evolve our Programme and respond to changes in our business, the environments we operate in, and applicable laws and regulations.

In 2022, the Monitoring team conducted

7

site reviews focusing on KYC, third party due diligence, conflict of interest and interactions with public officials.

2

were conducted physically on-site.

5

were conducted remotely.



“We’ve evolved from cyclical monitoring reviews to ongoing monitoring. This has improved and enhanced not only our Programme, but it has resulted in the identification of improvements which needed to be made to other functions’ controls.”

Matteo Vitali
Head of Compliance Risk Assessment and Monitoring

Programme monitoring

The Monitoring team in Compliance was established to assess the implementation of our Programme, measure its efficacy, and identify areas where we can improve the implementation of the Programme. Team members are experienced in risk assessment, auditing and data analytics.

At the end of each year, the team drafts an Annual Monitoring Plan, setting out its monitoring activities for the following year.

It performs two types of monitoring: site reviews and desktop reviews.

Site reviews

Site reviews are visits to our offices and industrial assets carried out either on-site or remotely by members of the Monitoring team to assess the implementation of our Programme at a particular office or industrial asset. Prior to arriving on-site, the Monitoring team issues an information request to the site and reviews all necessary information available to understand the subject entity’s business activities, risks, current and planned controls resulting from the latest local risk assessment, and previous Monitoring site visit reports.

Once on-site, the Monitoring team:

- conducts interviews and process walkthroughs
- reviews compliance-sensitive accounts, selects samples and performs testing
- conducts awareness testing using questionnaires specific to the offices and industrial assets, and
- identifies and escalates high-priority observations, as well as any potential breaches or violations.

Desktop reviews

Desktop reviews include Corporate Compliance reviews and Data Analytics Projects:

- Corporate Compliance reviews are specific thematic reviews that assess the design and operating effectiveness of Group Compliance’s centralised processes, systems and controls, including (but not limited to) the implementation by the Compliance team itself of processes such as third party management (TPDDMP, KYC), gifts and entertainment management, conflict of interest management, payment approvals, ongoing screening, vessel screening and the Raising Concerns Programme management. These might include deployment of data analytics techniques;
- Data Analytics Projects assess business transactions, counterparties, processes and systems (e.g., Group Enterprise Resource Planning (ERP), and trading platforms) that can be accessed centrally by the Monitoring team in order to review the effectiveness of and adherence to existing or new compliance processes and controls.

In 2022, we finalised the implementation of an in-house data analytics programme on our marketing ERP system, trading platforms and expense management system. With the help of data visualisation software, it has dashboards that allow for the easy viewing and selection of transactions that may present an increased risk.



Monitoring *continued*

For our Group ERP Monitoring programme, we evolved from cyclical reviews executed via testing of Key Risk Indicators (KRIs) to ongoing monitoring through the incremental implementation and testing of Trigger Alerts. Some examples include monitoring of petty cash transactions or donations and sponsorships above predefined thresholds as well as the use of One-Time Vendors (OTVs). Testing of Trigger Alerts generated OFIs that contribute to the enhancement of the programme and the overall control environment.

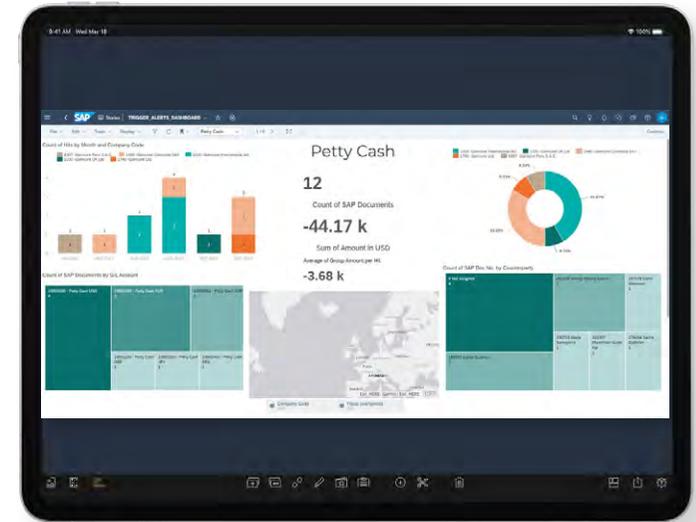
Following the site or desktop review, the Monitoring team summarises the results of the review in a report, including draft OFIs. For site reviews, the report is discussed with Regional Compliance and the industrial asset or office management team, who support the implementation of the OFIs. For desktop reviews, the report is discussed with the relevant Subject Matter Experts and, if required, Regional Compliance and any relevant stakeholders who support the implementation of the OFIs. Reports are then reviewed and approved by the Head of Compliance and circulated to the relevant Group Compliance teams and other relevant stakeholders in the business. Any identified OFIs are assigned to the most appropriate owners to action and are uploaded in CGR to enable the Monitoring team to track progress towards completion – an important element of the monitoring process. The Monitoring team reviews the open OFIs in CGR and follows up with the relevant Group Compliance teams to ensure the timely closure of OFIs.

Group Assurance (which includes Internal Audit) provides a further level of assurance over our Programme and complements the work of the monitoring programme. As part of developing its annual internal audit plan, Group Assurance conducts interviews with senior managers and with Group Compliance to obtain top-down input on high-risk areas, including compliance risks.

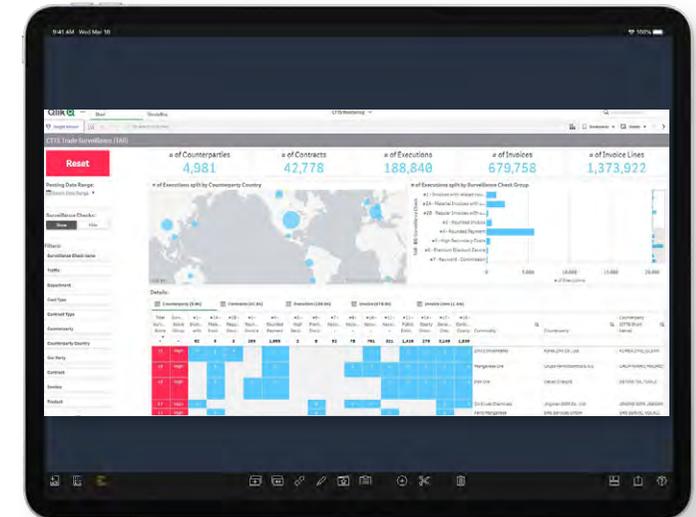
Group Assurance can conduct different types of audits. Legal entity audits have in scope a range of Compliance controls and processes at a particular office or industrial asset (for example, conflicts of interest, gifts and entertainment, market conduct). Thematic audits, on the other hand, audit a particular control or process across the Group. At the time of the relevant audit, Group Assurance does not rely on but coordinates with Group Compliance to ensure the audit takes into account the work of the Monitoring team.

Following each Group Assurance engagement, a written report containing audit findings is prepared and issued. Group Assurance's reports related to our Programme are reported to the Head of Compliance and the Monitoring team. A report containing a summary of Audit engagement results is part of the Audit report presented quarterly at the Audit Committee meeting.

SAP Marketing trigger alert monitoring dashboard (the screenshot shows all Group cash payments or advances to vendors, including employees, above US\$ 500 in the calendar year 2022).



Common Trade and Traffic System (CTTS) Monitoring dashboard (the screenshot shows the CTTS overview of all KRIs' hits within a scoping period. The dashboard allows for further drill-down at single KRI or item level).



Whistleblowing framework

A critical element of an effective ethics and compliance programme is having a culture in which our people feel comfortable raising concerns, knowing they will be properly addressed or investigated, and that appropriate action will be taken. Our Code and policies require employees and contractors to speak openly and raise concerns about possible breaches of our Code, policies or the law.

We encourage whistleblowers to first raise concerns with their managers or supervisors as they are usually best equipped to resolve concerns quickly and effectively. Whistleblowers also have the option of reaching out to nominated whistleblowing contacts, who are members of senior management at their office or industrial asset.

Whistleblowing rationale

If a concern remains unresolved or a whistleblower is uncomfortable using local channels, concerns can also be reported via our Raising Concerns Programme, our corporate whistleblowing programme, managed at our headquarters in Baar, Switzerland.

The Raising Concerns Programme allows whistleblowers to raise concerns anonymously in any of 15 languages, by internet or phone. Hotlines are available in most of the countries where we operate, and details are published on the platform's website and on posters at our offices and industrial assets.

We have a comprehensive suite of documents which establish a framework for managing concerns, including our Whistleblowing Policy. This policy encourages employees to report concerns, explains the process for reporting, escalating, investigating and remedying concerns, and makes clear that retaliation is absolutely prohibited, regardless of whether the reported concern is ultimately substantiated.

All concerns are taken seriously and handled promptly, using an objective, fact-based rationale. The classification of the concern determines how it will be managed and investigated, whether it is handled by Corporate or the relevant commodity department.

Raising Concerns Procedure

Our Raising Concerns Procedure sets out the process for the classification, tracking and reporting of concerns received into the Raising Concerns Programme in a manner consistent with our Whistleblowing Policy. This intake process is critical and we have sought to ensure that we have a nuanced,

sophisticated process which is conducted by experienced compliance professionals with senior oversight and takes into account factors such as:

- the seniority of those involved in the alleged breach (to ensure concerns are handled impartially)
- the consequence of the breach, and
- whether the conduct is ongoing, systemic or deliberate are taken into account.

In certain cases, a single factor may be sufficient to support the classification of a concern, but in other instances a combination of factors may be relevant.

Local Concerns Management Standard

Our Local Concerns Management Standard sets out the minimum requirements for our offices and industrial assets on the procedures, processes and tools in place or to be established to ensure that the classifying, tracking, managing, investigating, and potential escalating of concerns at the local level are performed in line with our Whistleblowing Policy and the Raising Concerns Procedure. If a concern is received at the local level and classified as high, it is required to be reported to Corporate within 24 hours.



Follow the link to our Whistleblowing Policy



“All of us must speak up if we witness conduct that we suspect to be improper or unethical. Whistleblowers are crucial to supporting a culture where people can raise concerns openly, assisting the organisation in detecting misconduct and ensuring that appropriate actions are taken where things have happened contrary to Glencore's expectations and requirements.”

Jason Scholtz
Head of Raising Concerns Programme and Investigations



Find out more about our Whistleblowing Framework



Whistleblowing framework *continued*

Commodity Department Protected Concern Management Guideline

In 2022, we also published our Commodity Department Protected Concern Management Guideline to provide the leadership of our commodity departments with guidance on how concerns should be processed up until any investigation has been completed and relevant remedial actions have been implemented.

The following are examples of compliance-related concerns that would typically be classified as high severity:

- criminal, fraudulent, or corrupt practices, including active or passive bribery involving state-owned entities or public officials by any person regardless of seniority
- active bribery of non-state-owned entities or public officials by any person regardless of seniority
- use of any Glencore funds or resources as contributions to political campaigns, political parties, political candidates, or any affiliated organisations
- use of charitable donations as substitute for political contributions
- non-compliance with competition laws
- non-compliance with sanctions
- participation or assistance of a third party in money laundering
- use of inside information when making decisions on when to deal in Glencore/other publicly traded securities
- billing schemes, payroll schemes, misappropriation of cash (including cash skimming and cash larceny) with exposure greater than \$10 million, or involving senior management
- accounting and financial misstatement fraud, e.g. manipulating company accounts so that assets appear overstated or liabilities appear understated by any person regardless of seniority.

Sexual assault by any person regardless of seniority, and unlawful discrimination, workplace harassment or bullying by senior management are further examples of human resource related concerns that would typically be classified as high.

We carefully track all concerns to ensure they are investigated and closed out within our Raising Concerns system, including any related remediation. We seek to analyse the data arising from the Raising Concerns Programme in order to identify any potential trends and areas where specific focus will be required. We further assess the robustness of our whistleblowing arrangements using external benchmarks and third party data, such as that provided by Protect, a UK-based whistleblowing charity.

We look at the number, nature and severity of the concerns raised, as well as the department and geography. We carefully monitor the time taken to close investigations as well as substantiation rates.

We provide quarterly updates on the Raising Concerns Programme to management through the ESG and the RCIC Committees. The Board also receives quarterly updates.

Investigations

We recognise the critical importance of conducting appropriate investigations and have various procedures that regulate this process.

Our Corporate Investigations Procedure ensures concerns investigated by Corporate functions are performed consistently and effectively. It also sets out the importance of protecting the confidentiality of information relating to an investigation.

The Local Concerns Management Standard includes a template local investigation procedure for locally led investigations. The Standard permits modification of the template to account for local nuances, as long as these revisions remain consistent with the requirements of our Whistleblowing Policy.

Our Programme in action – benchmarking our Whistleblowing Framework

In 2022, we assessed our Whistleblowing Framework against Protect's Whistleblowing Benchmark. Protect is a UK whistleblowing charity. Protect aims to stop harm by encouraging safe whistleblowing. Protect works with organisations supporting, advising and training teams on improving their speak up arrangements. Protect developed its Benchmark Framework to help organisations reach best practice when it comes to whistleblowing standards.

Unlike any other benchmarking tool, Protect's Whistleblowing Benchmark reaches beyond the numbers of whistleblowing cases (which alone don't tell the whole story), providing an in-depth look at staff engagement, policies and practices that hold speak up arrangements together.



To find out more about Protect, visit their website here

We engaged Protect to assess the robustness of our whistleblowing arrangements.

The tool enabled us to test our arrangements covering Governance, Staff Engagement and Effective Operations.

Glencore's scores

Our total benchmark score was 80% (87% for Governance, 75% for Engagement and 77% for Effective Operations).

Comparative data

Although no comparative statistics were available within the commodity trading and mining industries, we performed well compared against other organisations, particularly those with over 10,000 employees and operating in 6+ countries (11% and 7% higher overall respectively).

Recommendations

Protect also made certain recommendations to consider. A number of these recommendations are already addressed in terms of the way that we manage and administer our programme in practice.

Whistleblowing framework *continued*

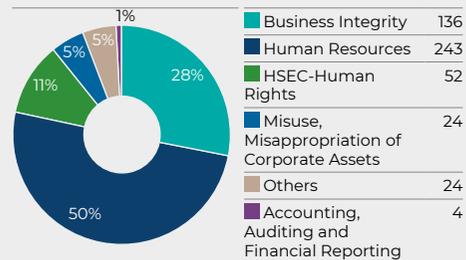
Raising Concerns Programme data

In 2022, the Raising Concerns Programme received

483

concerns
(2021: 407)

Type of concern

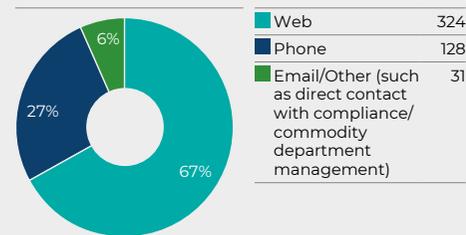


Raised anonymously

81%

(2021: 74%)

Raised via



413 concerns were closed during 2022, with 37% of these concerns being substantiated in some form (excluding concerns closed as non-issue, management issue, work-related grievance, or not capable of investigation) (2021: 33).

73% of the 413 concerns closed were received in 2022, with these concerns taking an average of

49 days

to close.

In 2022, there were

74

instances of discipline applied in respect of concerns received (51 in 2021).

This included fifteen terminations, two suspensions and six removals of contractors from site. Other disciplinary measures included written warnings, mandatory counselling and/or coaching, and vendors being blocked from doing business with us.

Locally raised concerns data

Locally raised concerns

As at the end of 2022,

216

locally raised concerns were reported and documented in terms of the requirements of the Standard, with

2

of these being classified as high. The high locally raised concerns were escalated to Corporate and formally taken into the Raising Concerns Programme for investigation.

134

of the locally raised concerns have been closed.

Whistleblowing framework *continued*



“I think it’s important that people feel like they can challenge in the right way. You must bring forward your thoughts and concerns.”

Colin Glasenberg
Head of Industrial Assets Oil

Promoting a Speaking Openly culture

We actively promote our Raising Concerns Programme and its various reporting channels. Our ongoing global Speaking Openly campaign reinforces our commitment to an open culture where employees feel comfortable raising concerns – something that is integral to the successful implementation of our Code.

We use a wide range of materials to promote the Raising Concerns Programme, including posters, newsletters, animations, talking points for managers and videos. We share data on the concerns received and anonymised case studies so that employees can see our Programme is working.



Watch this video: Listen to Daniel Silver, Head of Compliance, and other senior management members at Glencore talk about the importance of fostering a culture that encourages speaking openly.



Our Programme in action – raising concerns case: instruction to make an inappropriate payment

A concern was brought to the attention of the management of a Glencore office that a senior employee had instructed one of their direct reports to make a personal payment to a representative of a government institution. This payment was to thank the government employee for assistance that they had provided in relation to an administrative matter. The more junior employee did not make the payment as they realised it would be in contravention of Glencore’s requirements.

The concern was immediately brought to the attention of the Raising Concerns Programme in accordance with the requirements of Glencore’s Local Concerns Management Standard. The concern was classified as high, and external counsel was appointed to conduct the investigation which was overseen by the Glencore General Counsel.

The investigation included interviews of the people involved. While the senior employee denied making the instruction, it was determined on balance based on the evidence identified during the investigation, that the instruction had been given to the more junior employee to make an inappropriate payment, but that the junior employee had not executed this instruction. The concern was therefore substantiated, and the senior employee was separated from the business.



Discipline and incentives

We expect all employees to act in accordance with our Values, Code and policies, regardless of role or location. We take breaches of our Code and policies seriously, regardless of the position of the person involved. Anybody working for Glencore who breaches our Code, policies, standards, procedures or the law, may face disciplinary action, including dismissal.

Group HR is responsible for managing the various incentive mechanisms and standards. For example, in 2022, Group HR has implemented specific requirements for the determination of bonuses for the most senior managers worldwide.

As another example, the KPIs considered in determining the CEO's bonus include specific objectives relating to compliance and the underpin for his long-term incentive includes ESG performance, within which culture and compliance are important.

Our Incentive Plan, under which bonuses and share awards are granted to our senior managers, provides that the Board Remuneration Committee may apply a discretionary downward adjustment to the vesting of an award if it considers it appropriate to do so based on performance, including to lapse an award in full. The Remuneration Committee may also require repayment of shares (or cash) for a period after vesting in certain circumstances such as misstatement of accounts, miscalculation, misconduct, or financial, reputational, operational, HSEC-HR or compliance damage or failure.

Our Programme in action – incentivising the right behaviours

The Board and senior management are clear in their commitment to operating ethically and responsibly in all aspects of our business. We are determined to foster a culture of integrity, inclusivity and transparency wherever we operate, and at every level of Glencore.

That includes creating a feedback culture that enhances our existing high-performance standards with a clear and consistent focus on our Values, leadership and compliance-type behaviours.

Historically, incentives for our most senior managers worldwide have been based on a holistic performance assessment approach which ensures that managers pursue the right strategy for any given situation rather than rigidly pursuing a “fixed” KPIs.

In 2022, we considered different approaches and decided to introduce a standardised formal behavioural review, including a self-assessment component, for the most senior leaders worldwide (c. 500 managers).

The review focuses on two main elements:

- the extent to which the individual has applied our Values, Code of Conduct and Company Policies in their work, including any disciplinary action taken against the individual, and

- an assessment of their Leadership Behaviour including their behaviour towards others.

Specific elements call out the importance of creating an environment where others are encouraged to report issues, actively escalating issues of concern themselves and showing commitment to integrity and the compliance programme through team hiring and promotion decisions.

The review links behaviour more explicitly to incentives by operating a separate multiplier to the existing holistic performance assessment thereby ensuring the review delivers a meaningful variation to compensation outcomes where appropriate.

This sends a very clear message about which behaviours Glencore expects and values from its people, beyond the delivery of financial results. We believe that this will further reinforce a feedback culture that enhances our high-performance standards, strengthens our culture, and positively impacts the retention of key talent.



Discipline and incentives *continued*

UK Corporate Governance Code considerations

Our Remuneration Policy, established by the Remuneration Committee and approved by shareholders at the 2021 Annual General Meeting, addresses the remuneration factors set out in Provision 40 of the UK Corporate Governance Code:

UK Corporate Governance Code factors	Glencore's response
Clarity: remuneration arrangements should be transparent and promote effective engagement with shareholders and the workforce.	Our remuneration policy and pay arrangements are clearly disclosed each year in the Annual Report. The Remuneration Committee proactively seeks engagement with shareholders on remuneration matters.
Simplicity: remuneration structures should avoid complexity and their rationale and operation should be easy to understand.	Our remuneration structure comprises fixed and variable remuneration, with the performance conditions for variable elements clearly communicated to, and understood by, participants. The Restricted Share Plan (RSP) provides a simple and transparent mechanism for aligning Executive Director and shareholder interests.
Risk: remuneration arrangements should ensure reputational and other risks from excessive rewards, and behavioural risks that can arise from target-based incentive plans, are identified and mitigated.	The rules of the annual bonus scheme and RSP provide suitable mechanisms for the Committee to reduce award levels and are subject to malus and clawback provisions. The RSP reduces the risk of unintended remuneration outcomes associated with complex performance conditions associated with other forms of long-term incentive. The comprehensive RSP underpins also mitigate the risk of payments for failure.
Predictability: the range of possible values of rewards to individual directors and any other limits or discretions should be identified and explained at the time of approving the policy.	The RSP increases the predictability of reward values (removing the risk of potentially unintended outcomes). Maximum award levels and discretions are set out in the policy tables and the policy includes scenario charts showing the potential outcomes on a range of assumptions.
Proportionality: the link between individual awards, the delivery of strategy and the long-term performance of the Company should be clear. Outcomes should not reward poor performance.	Variable performance-related pay represents a significant proportion of the total remuneration opportunity. The Committee considers the appropriate financial and personal performance measures each year to ensure that there is a clear link to strategy. Discretion is available to the Committee with the ability to reduce awards if necessary, to ensure that formulaic outcomes do not reward poor performance.
Alignment to culture: incentive schemes should drive behaviours consistent with company purpose, values and strategy.	The Committee seeks to ensure that personal performance measures under the annual bonus scheme incentivise behaviours consistent with the Company's Purpose, Values and culture. The RSP will clearly align the Executive Director's interests with those of shareholders by ensuring a focus on delivering against strategy, including strategy related to environmental, social and governance factors, to generate long-term value for shareholders.

(Extracted from the Annual Report)

Key topics

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Introduction

Our Programme addresses the following key topics:

- Anti-corruption and bribery
- Conflicts of interest
- Fraud
- Sanctions and trade controls
- Anti-money laundering and anti-tax evasion
- Competition law
- Market conduct
- Information governance and data protection

Each of our Programme topics is addressed in a formal policy, and many have standards, procedures and guidelines that supplement or provide further guidance to employees regarding the implementation and controls surrounding the policy. A number of these topics are also covered in internal Group Compliance manuals.

Several other policies and procedures which support our Programme are issued by corporate functions other than Group Compliance, including:

- Group Corporate Affairs' Political Engagement Policy and Political Engagement Procedure
- Group Finance's Tax Policy
- Group HR's Equality of Opportunity Policy, Diversity and Inclusion Policy, Anti-Harassment Standard, Discipline Standard and Employment Standard
- Group Legal's Inside Information and Securities Dealing Policy
- Group Risk Management's Enterprise Risk Management Policy for Industrial Assets, as well as the Enterprise Risk Management Framework and Standard
- Group Sustainable Development's Responsible Sourcing Policy and our Supplier Code of Conduct, which sets out our requirements and expectations of our suppliers, including in respect of ethical business practices and conduct, and our approach to supply chain due diligence designed to identify modern slavery and child labour, and other human rights abuses where there is often a nexus with corruption and money laundering
- the Mandatory Compliance Training Escalation Procedure, which is jointly owned by Group HR and Group Compliance
- Group Finance's Petty Cash Standard and Segregation of Duties Standard.



Follow the link to our Group policies



Anti-corruption and bribery

Our Anti-Corruption and Bribery Policy is clear: the offering, providing, authorising, requesting or accepting of bribes is unacceptable, and we do not engage in corruption or bribery, including making facilitation payments. We assess corruption risk within our businesses and work to address these risks through policies, standards, procedures, and guidelines on various topics.

“Glencore has actively promoted its Ethics and Compliance Programme in the DRC in recent years and looks forward to continuing to work with the DRC authorities and other stakeholders to facilitate good governance and ethical business practices in the country.”

Kalidas Madhavpeddi
Chairman

Political contributions

We do not contribute any of our funds or resources to any political campaign, political party, political candidate or any such affiliated organisations.

Political engagement

Although we do not directly participate in party politics, we do engage in policy debate on subjects of legitimate concern to our business, employees, customers, end users and the communities in which we operate. All officers, employees and persons who lobby on our behalf must comply with all relevant Glencore policy and procedural requirements and all applicable legislation (including, but not limited to, the laws and regulations relating to registration and reporting).

Political Engagement Policy

This policy, issued by Group Corporate Affairs, sets out our approach and general requirements in connection with our engagement in the political process, and commitment to operate transparently and in line with our Values and our Code.

Political Engagement Procedure

This procedure, issued by Group Corporate Affairs, sets out the specific steps we take to ensure we comply with the requirements in our Political Engagement Policy.

Our Programme in action – insight from our operations in Central and North Africa

During 2022, we have continued to embed our Programme in our offices and industrial assets in the region, which continues to mature. Our approach is to implement global standards and not allow for local exceptions based on customary practice which can be associated with inherent endemic corruption. Our focus is on creating long-term value for our stakeholders through a sustainable and ethical business strategy.

By way of example, in the Democratic Republic of the Congo (DRC), all mining companies are required to contribute a certain percentage of their revenue to community development projects which is to be managed by a legal entity comprised of representatives of the mine and the affected communities.

We included our relevant compliance provisions in the by-laws of the multi-stakeholder committee, whose responsibility is to oversee a community project fund; this will help ensure that the funds are used for their intended purpose to benefit the community.

Through constant interaction with our local stakeholders, they are becoming increasingly aware of Glencore’s approach to ethical business, and our compliance standards which support this. Sometimes we are faced with resistance, sometimes with understanding. Nevertheless, our clear and consistent position, and close stakeholder management has enabled a continuous improvement of the practices in the area. This has proven to be very useful when we had to challenge some requests.





Anti-corruption and bribery *continued*

Sponsorships, charitable contributions and community investments

We never make a sponsorship, charitable contribution or community investment in order to disguise a bribe, or to gain an improper business advantage.

We ensure that when we make sponsorships, charitable contributions or community investments we conduct risk-based due diligence and when required, we monitor the appropriate use of our funds or resources.

Gifts and entertainment

We only give and accept reasonable, appropriate and lawful gifts and entertainment that satisfy the general principles of our Anti-Corruption and Bribery Policy and are not given or received with the intent or prospect of influencing the recipient's decision making or other conduct.

We have requirements for pre-approval of gifts and entertainment based on localised thresholds, and additional requirements regarding public officials.

Gifts and Entertainment Standard – Marketing, and Gifts and Entertainment Standard – Industrial Assets

Our Gifts and Entertainment Standard – Marketing applies to our marketing activities while our Gifts and Entertainment Standard – Industrial Assets applies to our industrial activities. Both standards require offices/ industrial assets to establish a local gifts and entertainment procedure and a gifts and entertainment register. The purpose of the standards is to:

- set out the requirements for giving and receiving gifts and entertainment to include in a local procedure, and
- provide guidance on the application and interpretation of these requirements.

Use of petty cash payments

Group Finance developed the Petty Cash Standard, which sets out the governance requirements for use of petty cash across the Group, in both industrial assets and marketing offices. Use of petty cash is generally prohibited. However, where not practical or possible to do so, local petty cash procedures must be developed in line with the requirements outlined in the Standard.

The scope of permitted petty cash use is limited to travel cash advance requests or the settlement of expenses which would otherwise be unreasonable or impractical to settle through a procurement process, such as notary fees/stamps, postal/courier fees or pantry items and replenishment of petty cash funds. Use of cash for any other purpose requires an exception request and specific approval from Compliance.



“We identify and rely on existing strengths of our area of operation, like when we decided to use local innovative payment methods to improve transparency and traceability of payments, notably through mobile banking payments. Using this secure payment stream allows us to further reduce the use of cash and its associated compliance risks.”

Samy Doss

Regional Compliance Officer,
Central and North Africa

Anti-corruption and bribery *continued*

Interactions with public officials

We are conscious that dealings with public officials increase the risk of bribery and corruption, particularly in high-risk jurisdictions, so we are especially careful in our interactions with them.

Employees must report requests for inappropriate or illegal payments, favours, or unusual or suspicious requests by a public official to Compliance immediately.

Payments and In-Kind Assistance to Public Officials, Government Institutions and State-Owned Entities Guideline

This guideline sets out the steps that Compliance employees must follow to ensure we manage the corruption risk associated with payments and in-kind assistance requests made by public officials, government institutions or state-owned entities. For example, in certain jurisdictions where we operate, we are required to make payments to public security forces who are dedicated to securing our operations, and this guideline helps us navigate our response to this type of request.

Communicating with Public Officials Guideline

This guideline applies to employees working for a Glencore office or industrial asset in a high-risk jurisdiction as well as employees who communicate with public officials in high-risk jurisdictions. It provides guidance on how to communicate with public officials and identifies processes for:

- planned communications with public officials,
- dealing with unplanned communications with public officials, and
- documenting communications with public officials.

Communicating with Public Officials Guideline – Oil Marketing

This guideline reflects the fact that the Oil department regularly engages with national oil companies and state-owned entities. The guideline highlights the risks related to discussions concerning material new business opportunities and how we look to mitigate these risks. It applies to our Oil marketing offices globally. The guideline sets out:

- a process governing planned communications with public officials, and
- a process for dealing with unscheduled/ unexpected communications from public officials.



Follow the link to our Anti-Corruption and Bribery Policy



Anti-corruption and bribery *continued*

Hear from Kristine Eviaty Compliance Officer

Singapore

Kristine joined Glencore's Compliance team in June 2020; she is a compliance professional with eight years of experience. Prior to joining Glencore, she implemented a corporate compliance and ethics programme in the Asian region for an American logistics company.



“In addition to sanctions risk, corruption risk remains an area of focus for us, as Asia has a long tradition of gift giving.”

Region covered:	Singapore, Asia
Commodities:	Aluminium, coal, copper, iron ore, zinc, carbon, oil and gas
Assets:	1
Offices:	13
Regional team members:	4
Local Compliance Coordinators:	9
Local Compliance Support:	7

At the beginning of 2022, following Russia's invasion of Ukraine and the sanctions imposed against Russia, we worked closely with our colleagues in London and Baar to make the business aware of the evolving measures, providing a summary of the relevant legislation and analysing the practical impact to the businesses to ensure Glencore could continue to honour its legal obligations under pre-existing contracts, while complying with all applicable sanctions.

In addition to sanctions risk, corruption risk remains an area of focus for us, as Asia has a long tradition of gift giving. It is an expression of gratitude and desire for a long-term, meaningful and prosperous relationship. It is particularly important in business and politics, as it demonstrates manners and courtesy.

We respect this tradition while still upholding our Values and policies. To manage our bribery and corruption risk while maintaining business relationships with business partners, we work closely with the business to ensure our local gifts and entertainment procedure is followed and that appropriate due diligence is carried out on business partners when it comes to donations or sponsorships.

For example, in 2022, one of our traders received an iPhone and expensive whiskies from a counterparty as a year-end appreciation gift. We advised him to thank the counterparty on behalf of Glencore and offer those gifts for a raffle to employees during our company's annual dinner. Another example was when we received a golf sponsorship request from one of our customers in Indonesia for their 2022 anniversary event. We rejected this request as we identified a few red flags such as links to a former politician, use of individual bank account details instead of the company's bank account, and the counterparty's unwillingness to cooperate in our due diligence process.

Anti-corruption and bribery *continued*

External engagements

Anti-corruption organisations

We are a member of the Partnering Against Corruption Initiative (PACI) whose members collaborate on collective action and share leading practice in organisational compliance. PACI has a commitment of zero tolerance to bribery and requires its members to implement practical and effective anti-corruption programmes.

In 2021, we participated in a working group set up by the National Resource Governance Institute to develop guidance for the partners of state-owned entities. The guidance, which was issued in January 2022, contains a series of recommendations for companies to strengthen their anti-corruption safeguards. We assessed and adopted a number of the recommendations, including publicly disclosing our marketing sales/purchase agents.

Events

We recognise that as a large multinational company we have a significant influence in the regions where we operate, through the employees and contractors that we employ, and our substantial procurement spend and support for local communities. We therefore believe it is important that we support local anti-corruption and bribery efforts by clearly communicating our commitment to responsible and ethical business practices and articulating the standards that we expect from our suppliers.

Transparency

We are committed to high standards of corporate governance and transparency. We seek to maintain long-term, open, transparent and constructive relationships and dialogue with our key stakeholders.

Through our presence, we can deliver significant and sustainable economic benefits to our host governments, employees, suppliers and communities. We seek to understand and manage our impacts, generate sustainable benefits for our host communities, while also promoting diversified and resilient local economies.

We believe our transparency encourages the responsible management of revenues, gives an improved understanding of our activities and contributions and strengthens accountability.

Our Programme in action – collaborative dialogue in the DRC

Indaba Week's General Counsel Forum

In May 2022, we took part in the Mining Indaba Week's General Counsel Forum with the subject "Investing in African Mining" where we were able to discuss during a panel session how ESG and corporate cultures are linked. This was also an opportunity to present our Programme and how we tailor it to the risks we face in our area of operation.



DRC Mining Week Expo and Conference

In June 2022, we participated in the DRC Mining Week which is a forum for all actors for the mining sector operating in the DRC and the Copperbelt. During this event, we presented our Programme and its implementation in our DRC assets, Mutanda Mining S.a.r.l. and Kamoto Copper Company SA. A panel discussion on how to create responsible businesses in the DRC through ethics and compliance rounded off the event.





Anti-corruption and bribery *continued*

Our Programme in action – Glencore's participation at Transparency International's Anti-Corruption Conference

In December 2022, at Transparency International's Anti-Corruption Conference in Washington D.C., Glencore participated in a panel discussion on "Trading in Corruption: Lessons Learned and Next Steps for Fighting Corruption and Illicit Financial Flows in the Billion-Dollar Commodity Trading Industry," led by the Organisation for Economic Co-operation and Development (OECD).

Other panelists included representatives from the Extractive Industries Transparency Initiative (EITI), the Organised Crime and Corruption Reporting Project (OCCRP), and Petrobras. In a wide-ranging discussion, the panelists discussed historical challenges facing compliance departments in the commodities sector, the implementation of compliance controls, as well as the challenges presented by the global response to Russia's invasion of Ukraine and the need to bolster controls and shift focus from traditional state-owned oil entities to the mineral sector as the world makes the energy transition to renewables, recycling and electrification.



"We understand the detrimental impact of corruption on the capacity for regions and nations to fully realise rights and benefits due to them from resource development. Supporting efforts to combat corruption, including through transparency initiatives, is important to us.

We welcome fiscal transparency, as it encourages the responsible management of revenues from extractive activities and our disclosure of taxes, fees, and royalties related to mineral extraction to governments is aligned with our commitment to the EITI."

Anna Krutikov
Head of Sustainable Development

Extractive Industry Transparency Initiative

We have been an active supporter of EITI since 2011, a multi-stakeholder initiative between governments, companies and civil society, which promotes the open and accountable management of extractive resources. We participate in in-country forums supporting EITI, and, at a corporate level, in the EITI Commodity Trading Transparency working group. Our annual Payments to Governments Report includes information required by the EU Accounting Directive, detailing payments by country, project, and recipient. We also include our EITI disclosures on our payments to state-owned entities in EITI-member countries for the purchase of oil, minerals, and metals.

Further information on our approach to transparency, including the disclosure of the beneficial owners of our independently managed joint ventures, a list of entities where the Group owns more than 20% interest, and our active marketing sales/purchase agents, is available at: glencore.com/who-we-are/transparency.



Read more in our Payments to Government Report



Our approach to transparency – Watch the video, to find out more about our transparency commitments as well as the broader socio-economic contribution we make across the countries where we operate.

Our commitment to fiscal transparency

We acknowledge that we were a member of the EITI during the period when certain of the serious misconduct in the investigations into Glencore occurred. As noted above, we have taken substantial remedial measures as a result of the issues identified during the investigations, which includes significantly increasing our focus on transparency and commitment to the EITI. We are committed to using the lessons learned from our investigations, not only to drive our own focus on ethical business practices, but also to help address the challenge of corruption in the extractive industry. As shown in this report, we actively engage and support local anti-corruption and bribery efforts. We are exploring how we can further support strengthening of anti-corruption measures and promote responsible business practices in countries where we operate.



Conflicts of interest

Our Conflict of Interest Policy requires that we always act in Glencore's best interests and that we try to avoid actual, potential and perceived conflicts of interest. We take steps to manage conflicts and reduce the risk they present.



Follow the link to our Conflict of Interest policy

Conflict of Interest Management Procedure

Our Conflict of Interest Management Procedure sets out the required steps to ensure that conflicts of interest are recorded and appropriately managed in a timely manner.

All employees are required to declare promptly any actual, potential or perceived conflicts of interest. Declarations can be made:

- electronically through the platform (coi.glencore.net)
- via the Ethics and Compliance App
- via paper forms
- by email to Compliance.



- Compliance reviews the declaration and confirms whether a conflict exists and the type of conflict.
- Compliance follows up to obtain additional information, as required, and assigns the declaration to the declarer's supervisor or manager.



- The declarer's supervisor or manager, with guidance and input from Compliance, will identify a Management Action Plan (MAP) designed to manage and mitigate the risk the conflict presents.
- Compliance will approve the MAP only if it deems it is sufficiently robust, and where not, will recommend changes to the MAP.
- Once Compliance approves the MAP, it is the declarer's and his or her supervisor or manager's responsibility to abide by the terms of the MAP.

Employee onboarding:

HR requires all candidates, at the outset of the recruitment process, to declare any actual or potential conflicts. Declarations are flagged to Compliance for review and further instructions. Additionally, the recruitment or secondment of current or former public officials is subject to Compliance's prior review and approval.

Annual training:

All networked employees must complete a Conflict of Interest and Code of Conduct eLearning or a toolbox in-person training for frontline employees, both of which are followed by instructions on how to declare any conflict of interest. We also cover conflict of interests in our in-person anti-corruption and bribery training for high-risk employees.



Conflicts of interest *continued*

Hear from Johan Donayre Compliance Coordinator, Compañía Minera

Antapaccay S.A., Perú



Johan has been working at Antapaccay since mining activities commenced in December 2012. He has worked in operations and management, with his managerial role covering risk management, internal control, assurance, chemical lab and quality control and management of grievances and complaints management.

Site covered: **Antapaccay, Peru**

Commodity: **Copper**

Employees covered: **1,800**

“To embed Compliance at Antapaccay, we’ve delivered targeted training to the different work teams, actively disseminated and embedded our Code of Conduct and identified areas of potential risk.”

Antapaccay, located in the southern region of Perú, in Cusco city, is an industrial asset with two active copper mineral processing plants. The asset delivers its concentrates to the port of Matarani for export.

Our major achievements in 2022 were the implementation of Diligent 3PM for all business partners and preparing detailed due diligence reports in line with the applicable procedures. A challenge was, above all, trying to optimise the time spent during the coordination and preparation of these due diligence reports.

We have particularly focused our efforts on our community relations, procurement and supply chain activities, legal advisers, environmental intermediaries, human resources guidelines for employees and social development projects. All of this requires close attention to the proper application of two key procedures, KYC and Third Party Due Diligence and Management (TPDDMP).

These revised procedures were rolled out and implemented in 2019 and over time they have been fine-tuned. Our interaction with and regular training of the business on these two procedures has led to a closer relationship with our business colleagues. It’s essential they understand the reason we need to follow these procedures and why we request detailed information on our business partners. We are proud of the quality of our due diligence reports, which show our commitment to continuous learning, precision and good collaboration with our internal stakeholders. On average this year, we have prepared four due diligence reports per month and we want to continue delivering quality due diligence reports that are precise, so looking into how to make the process as efficient as possible is key.

Our KYC procedure at the Copper South America department has been developed for new suppliers with the support of the Regional Supply team through the use of the Diligent 3PM. We have had to continuously coordinate with the team to be able to deal with the challenge of conducting KYC on over 1,000 suppliers who were already registered in our counterparty onboarding platform.

We have also developed a process with a local platform that interacts with the Glencore Group platform for the management of Conflicts of Interest (COI). We have focused on conflicts which may arise in the hiring of new employees and the management of existing cases declared. We have done a lot of work to ensure the staff are very familiar with our COI process and that they are proactive in complying with it.



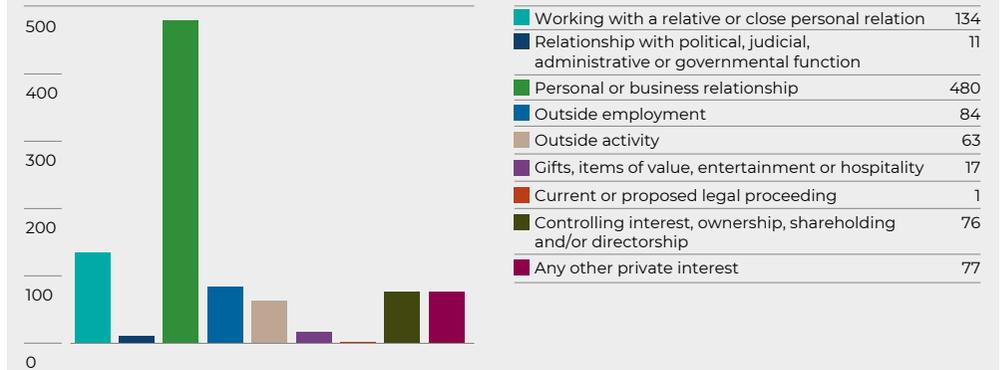
Conflicts of interest *continued*

Our Programme in action – working with relatives or close personal relations

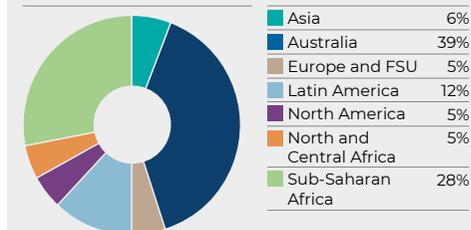
A common potential conflict of interest situation in our industry is working with close personal relations or relatives. To ensure these potential conflict of interests are managed appropriately, Compliance works closely with HR and the relevant business function to assess the specifics of each case. For example, if the potential conflict was declared as part of the recruitment process, we consider factors such as when the position became open and why, whether the candidate is being recruited into a team that the close personal relation or relative works in, whether other candidates were interviewed for the role and how the most suitable candidate was determined.

We review the proposed reporting structure to ensure the conflicted employee would not be involved in matters such as the allocation of job responsibilities, performance reviews and remuneration. This would then be documented in more detail as part of the MAP.

Conflict of interest declarations by type (count)



Conflict of interest declaration by region (in %)



In 2022 we had

943

new conflict of interest declarations, of which 149 were classified as not posing a potential, actual or apparent conflict.

For the remaining

794

appropriate MAPs were created, or are currently in the process of being reviewed and signed off.



Fraud

Our Fraud Policy sets out our commitment to not engage in fraudulent behaviour. We do not knowingly assist or facilitate any third party to commit fraud.

Group Finance supports the implementation of our Fraud Policy through its Financial Risk and Assurance Framework and supporting procedures and standards.

We raise awareness among our employees on fraud in various trainings including in our annual Code of Conduct eLearning. We discuss fraud cases during targeted in-person trainings such as how to prevent change of bank account fraud and how to detect fake invoices.

Risk of fraud in fronting and sleeving arrangements

Fronting and sleeving refers to arrangements whereby a party is inserted as an intermediate trading counterparty in a trading chain or structure. This could involve inserting a third party into a transaction in which Glencore is the ultimate supplier or customer. Alternatively, it could be an arrangement where Glencore acts in such a capacity, sitting between two trading counterparties.

As per our Fraud Policy and Fronting and Sleeving Guideline, we have a general prohibition against dishonest and deceptive fronting or sleeving arrangements that are designed, intended to conceal, or have the effect of concealing Glencore's (or any other party's) involvement in a transaction or trading structure, even if such arrangement is legal, as it is contrary to our Code of Conduct and Fraud Policy. The application of the guideline ensures full transparency of Glencore's participation in transactions.

Our Fronting and Sleeving Guideline is particularly relevant to traders and operators/traffic in the Oil marketing department, and highlights the compliance risks associated with these types of arrangements and provides guidance on how to assess potential fronting or sleeving transactions and when they must seek Compliance approval to ensure compliance with our Code of Conduct and Fraud Policy.



Follow the link to our Fraud policy



Sanctions and trade controls

Our Sanctions Policy sets out our commitment to complying with all applicable sanctions and we adhere to United States, European Union, United Nations and Swiss sanctions throughout our business, whether we are legally required to do so or not.

We do not participate in transactions designed or intended to evade or facilitate a breach of applicable sanctions, and we do not:

- conduct business in, or involving any, embargoed territory or sanctions targets
- conduct business that would violate any applicable trade controls or anti-boycott laws
- conduct business with sectorally sanctioned entities, which is prohibited by sanctions, or
- engage in any sanctionable activity that could result in the designation of Glencore as a sanctions target.

To manage our sanctions risk exposure and ensure compliance, we implement controls and processes. These include screening and conducting due diligence on our counterparties and vessels, using a risk-based approach, to determine whether they are a sanctions target, subject to sectoral sanctions, or otherwise attract sanctions risk.



Follow the link to our Sanctions Policy



“The new Russia-related sanctions are complex, multilateral and continue to change in real time in response to the war in Ukraine. This has been, and continues to be, a challenging situation for my team. We tackled this with focus and commitment by deploying our Global Sanctions Response Plan. We provided effective and efficient advice to our business through newly implemented transaction-based controls that are specifically designed to address these new sanctions.”

Lina Oswald
Head of Sanctions, AML and KYC

Our Programme in action – Russia-related sanctions in response to the invasion of Ukraine and its impact on Glencore’s business

This year, the sanctions and export controls landscape related to business activities involving Russia has substantially changed. The US, EU, Switzerland, UK, Japan, Singapore, Australia, Canada and Ukraine (among other countries) have imposed far-reaching sanctions in view of the Russian government’s actions in Ukraine.

Glencore made the decision that it will not enter into any new trading business in respect of Russian-origin commodities unless directed by the relevant government authorities.

Glencore will continue to honour its legal obligations under pre-existing contracts, subject to meeting all applicable sanctions in accordance with our Sanctions Policy and where it is feasible and safe to perform these contracts.



Sanctions and trade controls *continued*

Hear from Aigerim Ismagulova Senior Compliance Specialist

Kazzinc LLP, Kazakhstan

Aigerim joined Kazzinc's Compliance and Business Ethics Department in September 2021, and is responsible for the implementation of policies, procedures and guidelines, managing sanctions risk exposure, and monitoring the intended use of funds for charitable contributions and social investments.

Her past experience includes third party due diligence, KYC and control gap analysis.

Region covered:	Kazakhstan
Commodities:	Zinc, precious metals, copper, lead
Assets:	1
Employees covered:	23,000
Local Compliance Officers:	13



"Given our geographical location and close economic relations to the Russian Federation, Kazzinc faced challenges because of the high level of sanctions vulnerability."

2022 was challenging in terms of global geopolitical shifts that directly impacted Kazzinc's operations, including sanctions against the Russian Federation.

In order to effectively manage these risks, we were required to respond urgently and quickly to new sanctions and act in accordance with our global Sanctions Response Plan.

We were able to swiftly identify counterparties' beneficiaries, manage complex beneficial ownership structures, maintain continuous contact with the business, monitor the procurement department's payments, and promptly review and resolve matches in our ongoing screening tool.

We also manage sanctions risk by implementing controls and corrective measures. One of these controls is requiring Compliance to approve payments to all counterparties that have been identified as high risk. We make sure to promptly update and manage the counterparty reference database following the issuance of new sanctions and trade restrictions.

We have managed to build good working relationships with the business by providing timely advice and guidance, and working closely together. We are also in regular contact with Kazzinc's management and we try to understand every process, whether it be an accounting control or procurement process. This includes understanding how the process was designed and implemented, the existing controls, and if these controls are actually effective. This is my job and contribution to the long-term goal of ensuring Compliance is an integral part of the business.

Sanctions and trade controls *continued*



Our Programme in action – rejections in line with our Sanctions Policy, and our commitment to operating responsibly and ethically

Rejection of a vessel

The business approached our Compliance Vessel team for advice on a vessel's screening outcome. The screening of this vessel showed that it did not broadcast its Automatic Identification System (AIS) close to Syria, which is an embargoed territory.

Upon investigation, the vessel owner provided contradictory information without supporting documents, which suggested a port call in Syria while the vessel was not broadcasting its AIS. Furthermore, the team identified a change of draught once the vessel started broadcasting its AIS again. Consequently, we rejected the vessel since there was a high risk that the vessel violated sanctions in the recent past.

Rejection of a counterparty

One of our Group companies was approached to sell certain equipment to an existing counterparty, who in turn would on-sell the equipment to an end-user. We had reason to suspect that the counterparty would deliver the equipment to a Russian company (the Russian end-user). The business consulted our Head of Sanctions in the Corporate Compliance team for advice. Detailed transaction due diligence was carried out, including checks on whether the transaction involved a sanctions target. The owner of the Russian end-user was sanctioned by the EU in 2022 but claimed that he donated his shares in the Russian end-user to a non-profit organisation. We were not satisfied by the explanation provided. Accordingly, we determined that the Russian end-user was still sanctioned and rejected the transaction.



Anti-money laundering and anti-tax evasion

Our Anti-Money Laundering Policy sets out our approach to ensuring that we comply with all applicable laws and regulations to prevent money laundering and the facilitation of tax evasion, and appropriately manage the related risks. Particularly:

- we are aware of the risk of third parties exploiting us to engage in money laundering;
- we do not knowingly assist, support, participate in or permit money laundering or terrorist financing;
- we do not accept money or other assets if we know or suspect that they derive from any kind of criminal activity. We do not knowingly deal with criminals, suspected criminals or the proceeds of crime;
- we do not facilitate the acquisition, ownership or control of criminal proceeds or other assets deriving from criminal activity nor do we assist others in concealing criminal proceeds or assets; and
- we do not tolerate tax evasion of any kind and we do not knowingly or wilfully facilitate tax evasion.

Furthermore, our Tax Policy sets out our approach to taxation and towards management and control over our tax affairs and sets out the general framework within which Glencore operates when considering tax-related issues.

To manage our money laundering and tax evasion risk exposure and ensure compliance, we implement a number of controls and processes including in respect of payments to third parties.

Third Party Payments Procedure – Marketing

This procedure applies to our marketing activities and sets out the steps on how to:

- perform due diligence on non-contractual parties who want to make or receive payments instead of our contractual counterparty
- identify red flags in third party payment structures, and
- document acceptable payments to or from non-contractual parties.

Third Party Payments Standard – Industrial Assets

This standard applies to our industrial assets and:

- requires industrial assets to develop and implement a local procedure setting out the steps on how to deal with payments to and from parties that are not our contractual counterparty
- sets out minimum requirements to be included in such local procedures, and
- provides guidance on the application and interpretation of these principles.

Prevention of Facilitation of Tax Evasion Guideline

This guideline applies to our offices and industrial assets and illustrates the characteristics of tax evasion and facilitation of tax evasion, helping employees to better identify when the facilitation of tax evasion may be taking place. It provides examples of situations that present an elevated risk of facilitating tax evasion as well as red flags to be considered when working on a transaction and/or dealing with a third party.

Additionally, we have in place KYC and Third Party Due Diligence and Management procedures and conduct screening in order to determine the background and identity of our business partners. For more information, please refer to “Our business partners” section.



Follow the link to our Anti-Money Laundering Policy



Anti-money laundering and anti-tax evasion *continued*



Our Programme in action – anti-money laundering and anti-tax evasion

Participation in the Financial Action Task Force's (FATF) mutual evaluation process by our operation Altyntau Kokshetau in Kazakhstan

The Agency of Finance Monitoring (AFM) of Kazakhstan is undergoing a mutual evaluation process conducted by the Eurasian Group (EAG) to combat money laundering and terrorist financing. The EAG is a FATF-style regional body and an associate member of the FATF. Kazakhstan strives to meet the standards of and remain a member of the EAG and FATF, which is possible only after successfully passing the mutual evaluation process conducted by EAG.

Our industrial asset Kazzinc was invited on behalf of its subsidiary Altyntau Kokshetau JSC to participate in the mutual evaluation process as a subsoil industry representative. One of our colleagues, working in the Compliance and Business Ethics department at Kazzinc, participated in the development and implementation

of processes and controls to ensure anti-money laundering (AML) compliance at our Altyntau Kokshetau JSC gold mine. Kazakhstan's AML law requires that subsoil users producing precious metals must be transparent and implement effective controls for all operations involving precious metals, in order to address the risks of money laundering and terrorist financing.

Our asset was positively assessed by AFM and EAG experts, which contributes to an overall positive assessment of Kazakhstan in the international mutual evaluation process. The Kazakhstan mutual evaluation process is expected to be completed by May 2023.

Prevention of risk of facilitation of tax evasion

One of our business departments requested the onboarding of a trading counterparty based in the British Virgin Islands (BVI).

The initial proposed transaction was for the purchase of metals. During the course of the KYC process, the KYC team identified that the prospective counterparty, which had

been recently incorporated, did not have any substantive presence in the BVI (neither employees nor office premises). The prospective counterparty was incorporated in the BVI via a registered agent and all day-to-day operations were undertaken through a trust and corporate service provider incorporated in a self-governing British Crown Dependency. The prospective counterparty was not VAT registered.

We were also informed that the person with whom Glencore was negotiating the transaction terms, was not employed by the counterparty but was an external adviser located in the UK. We engaged extensively with the prospective counterparty to try and understand its arrangements, but the counterparty was not able to credibly explain the rationale for its arrangements and how it was ensuring tax compliance.

Accordingly, in order to avoid the risk of facilitating potential tax evasion, we rejected the onboarding of the prospective counterparty.

Competition law

Our Competition Law Policy sets out our approach to competing vigorously, but fairly and legally. We don't engage in collusion and we don't agree with our competitors, formally or informally, to:

- fix prices
- limit production or supply
- allocate customers or markets
- rig bids
- collectively boycott customers or suppliers.

In addition, we have more comprehensive guidance for employees on a variety of competition law topics.

Dealing with Competitors Guideline

This guideline provides detailed guidance on the key competition law risks employees need to be aware of when dealing with our competitors.

Dealing with Suppliers, Customers, and Agents Guideline

This guideline provides detailed guidance on the key competition law risks we need to be aware of when dealing with suppliers, customers and agents.

Dealing with Merger and Acquisition Transactions Guideline

This guideline provides detailed guidance on the key competition law risks we need to be aware of when involved in M&A transactions.



Follow the link to our Competition Law Policy



“At Glencore, we get specialised training, which is tailored to our roles, so that we're aware of the competition law risks in our day-to-day activities. This gives us an understanding of the risks which can arise not only along the entire supply chain, but also in the different jurisdictions where we do business.

Additionally, in my role as a trader, I attend various industry conferences which are a great way to network. I appreciate the open dialogue with my colleagues in Legal and Compliance, particularly regarding competition law risks I need to be aware of when attending these events. Our competitors are also present at these conferences, so it's important to understand the types of anti-competitive practices that could arise, and how we must conduct ourselves.”

David Thomas
Chrome Trader

Market conduct

We have implemented a Market Conduct Compliance Framework centred on our Market Conduct Policy, which articulates our expectations of our employees with respect to market conduct issues. We also have three supplemental guidelines, which apply to all employees:

- our Market Manipulation Guideline provides guidance and examples regarding certain topics in the Market Conduct Policy;
- our Inside Information Guideline provides more detailed guidance on how to comply with prohibitions on engaging in insider dealing in commodities; and
- our Benchmark and Price Reporting Agencies Guideline sets out the steps we take regarding our interactions with price reporting agencies in order to manage the relevant risks.

Glencore operates in different jurisdictions and trades on both regulated markets and over the counter (OTC), in both commodity derivatives, and physical commodities.

We are committed to complying with all applicable laws, regulations and rules related to Glencore's activities and behaviour in the physical and commodity derivative or related financial markets.

Trading in specific markets, regardless of where we are located, means we are subject to the rules of that market and the regulatory authorities who oversee it. We adhere to global market conduct regulations such as the Market Abuse Regulation (MAR), the Markets in Financial Instruments Directive 2014 (MIFID II), the Commodity Exchange Act, and the Financial Market Infrastructure Act.

In addition, different trading venues (such as the London Metal Exchange, Chicago Mercantile Exchange, ICE Futures Europe and US) have their own rules with which we must also comply (e.g. position limits, and prohibitions on wash trades).



Follow the link to our Market Conduct Policy



“We continue to improve and enhance our Market Conduct Programme to demonstrate our commitment to, and compliance with, market conduct laws. This is particularly important in light of our recent resolution with the US DOJ relating to market manipulation which demonstrated the critical need for a strong market conduct compliance programme and identified certain weaknesses in our historical compliance practices in this area.”

Lawrence Hughes
Head of Market Conduct

Market conduct *continued*

Our Programme in action – market conduct trainings

During 2022, we continued market conduct trainings for our higher-risk employees in all commodity departments.

Targeted in-person trainings

In the Oil department, our market conduct onboarding process assists in the identification of the higher-risk employees which includes traders and market-facing personnel. Through the onboarding process, we identify the applicability of and deliver training

modules, including on general market conduct and communications, exchange rules, benchmarks, specific regulation (e.g. REMIT) and the UK's Financial Conduct Authority's Senior Managers and Certification Regime.

In 2022, our annual market conduct training for Oil department employees has focused on lessons learned from the investigations and we have continued an approach of smaller groups structured by trading desks to encourage participation and interactivity during the sessions. Following the post-pandemic return to

the office, we have also reverted to doing these sessions in person, wherever possible.

Our colleagues in the metals business also received targeted market conduct in-person training.

For the market conduct in-person training numbers please see p.42.

New tailored market conduct digital training

During 2022, we rolled out two interactive micro eLearnings, or sprints, to a wider population (both Oil and metals employees) on the fundamental concepts of compliant market conduct and communications.

These modules are designed to raise awareness of how to spot potential market conduct red flags in trading activity and reinforce the need for clean and professional communications. Through relevant practical examples, the audience navigates through different types of market misconduct, such as market manipulation, benchmark manipulation, disruptive trading and the dissemination of false or misleading information. Real-life cases including audio recordings and visualisations contextualise the financial, criminal and reputational risk companies face for misconduct. The sprints form part of our awareness framework which includes regular newsletters summarising key market conduct issues, enforcement actions and regulatory updates.



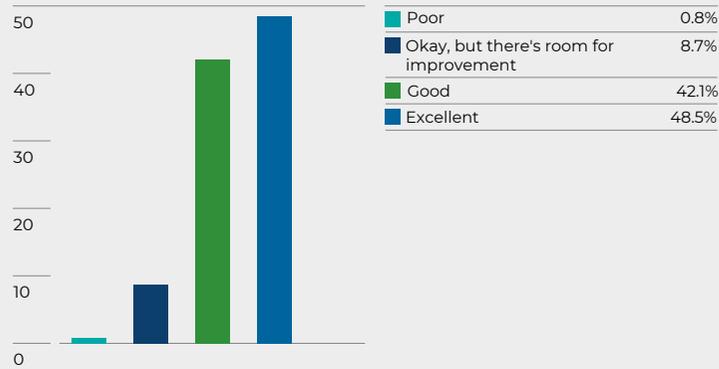


Market conduct *continued*

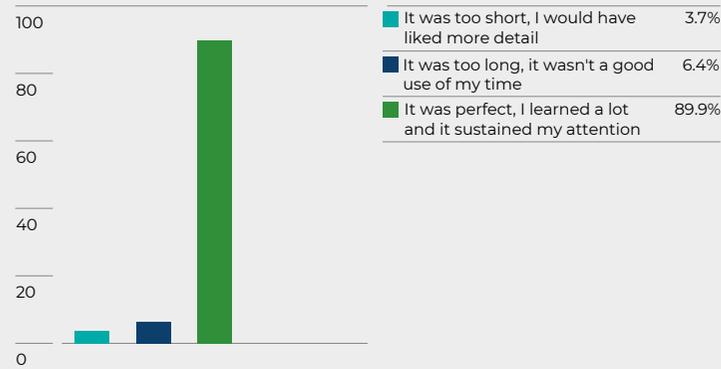
Measuring effectiveness – surveys

Survey results from some of our Market Conduct Sprints 2022

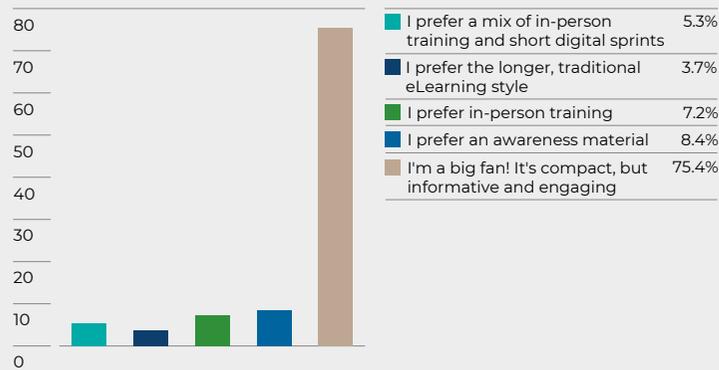
2022 market conduct overall sprints rating



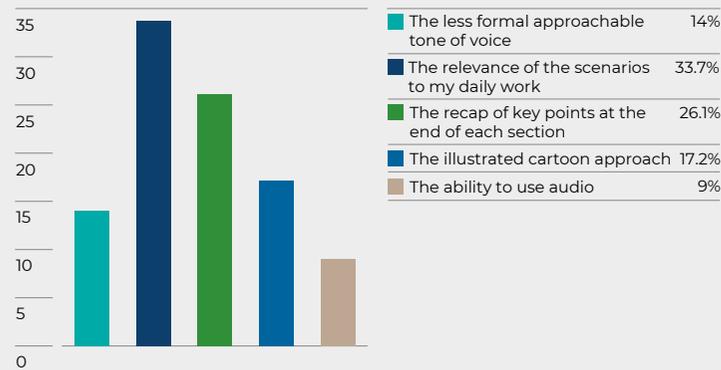
Opinion regarding the length of the 2022 market conduct sprints



Opinion regarding the digital learning approach



Most effective element about the 2022 market conduct sprints



Market conduct monitoring and surveillance enhancements

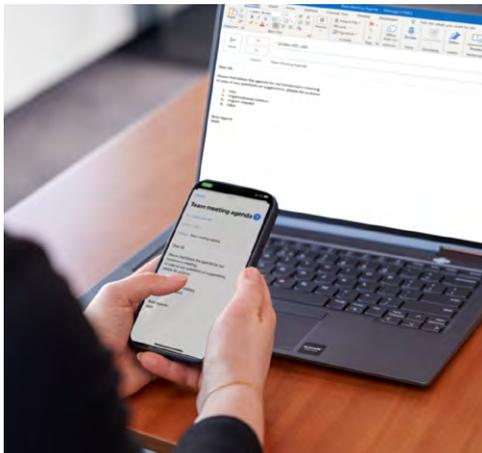
Enhancing Glencore's monitoring and surveillance of market conduct is a key focus. During 2022, we set up a Monitoring and Surveillance team of highly experienced individuals. We continue to grow this team to provide a consistent and global coverage of our market abuse risks. The team is working to build a robust framework including:

- implementing a third party trade surveillance system selected through a rigorous market survey and RFP process supported by external consultants. The system will provide comprehensive alert-based monitoring for market abuse risks. Phased implementation will be complete in 2023
- recruiting data visualisation resources to enhance how we monitor risks that are more effectively addressed outside of an alert-based system (such as Glencore's existing Benchmark Manipulation Framework), and
- embedding a surveillance operating model with a formal governance framework and operating procedures.

There has also been significant regulatory attention on record keeping practices across the market, in particular, the use of messaging platforms, such as WhatsApp. The Market Conduct team is engaging with external counsel, the Corporate Compliance Information Governance and Data Protection team and other third party providers to enhance our approach on capturing and monitoring communications using these messaging platforms.

Information governance and data protection

Our Information Governance Policy is the cornerstone of our Information Governance and Data Protection Framework. It sets out our approach to handling personal data and other types of information and ensures that we manage it appropriately. In the dynamically changing regulatory environment, the Framework allows us to comply with a number of legal obligations related to data management.



Data protection

Our Data Protection Standard and local procedures set out requirements to protect personal data processed within Glencore (including employee and business partner data). Whilst the standard stipulates the minimum requirements for the entire Group, local procedures allow our offices and industrial assets to define additional obligations to comply with local laws and regulations. These documents, together with the Data Protection Guideline, provide our employees a comprehensive overview of their legal obligations and various data protection topics, including:

- domestic and cross-border data transfers;
- data transfers to third parties (e.g. Glencore's vendors);
- data breach handling process; and
- handing of data subject requests.

The Corporate Compliance Information Governance and Data Protection team continuously monitors developments in the regulatory landscape (including enforcement actions) to advise the business and corporate functions and to facilitate compliance with all applicable legislation.

Examples of regulatory focus and development areas in 2022 were the usage of cloud platforms, data transfers to the US, ephemeral messaging and record keeping, and data localisation.

Retention and destruction

The Corporate Compliance Information Governance and Data Protection team developed a Retention and Destruction Standard and a template Retention and Destruction Procedure to ensure that our data is classified, used, retained and deleted in accordance with legal requirements and business needs.

To plan the roll-out and facilitate a successful and efficient local implementation of the Retention and Destruction Standard, we conducted a comprehensive maturity assessment of information governance across our offices and industrial assets. The results of the survey will be available in 2023 and will help us identify and prioritise high-risk locations. Due to the complexity of that matter, local roll-outs will be supported by the Corporate Compliance Information Governance and Data Protection team.



Follow the link to our Information Governance Policy



“After establishing a solid Data Protection Framework over the last few years, we’ve decided to focus more on the challenges around data retention and destruction. The scope and complexity of this topic call for a coordinated approach and close involvement of Corporate Compliance. With the information governance maturity assessments, we are looking to roll out the Retention and Destruction Standard in the most effective manner and improve our overview of information processed within the Group. A good understanding of internal data assets not only supports compliance with regulations, but also paves the way for major IT developments, process improvements and cost savings.”

Stefan Willmann

Head of Information Governance and Data Protection

Information governance and data protection *continued*

Our Programme in action – example of data protection advice provided to internal stakeholders

The below conversation is an example of an everyday scenario that our Information Governance and Data Protection team provides advice on to the business and corporate functions such as Human Resources.

HR stakeholder (HR): I would like to engage an external vendor for payroll services in one of our offices. Could you check if this arrangement is fine from a data protection perspective?

Data Protection Contact* (DPC): Sure! Please let us know where the vendor is located, how we will exchange the data, and share a draft of the contract with us.

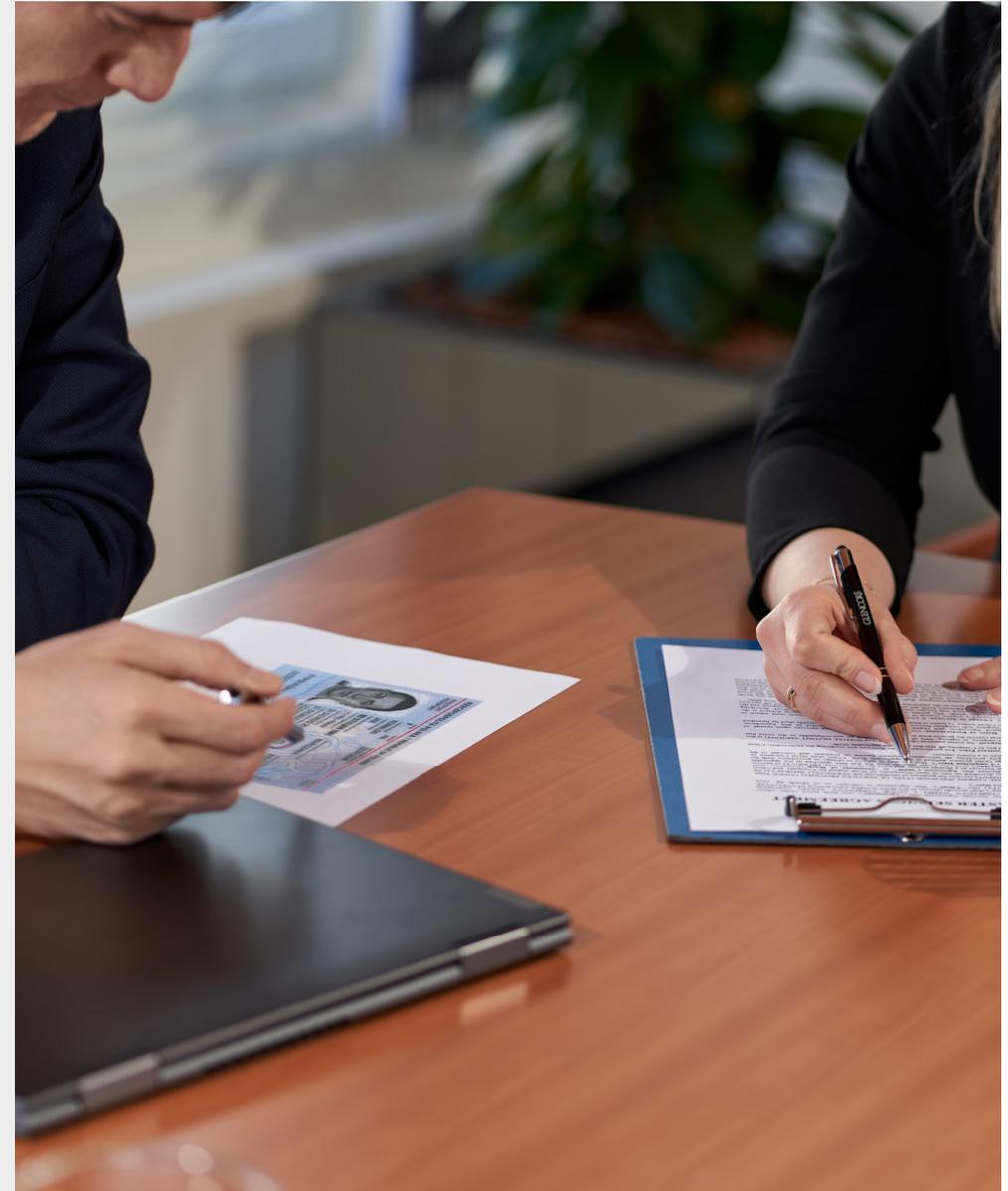
HR: We would like to use a US company, but their staff will be located in India. In the attachment you can find the contract and data-flow description.

DPC: Since the vendor will process employee data on our behalf and the vendor staff will be located in India, we need to consider several aspects:

- Data Protection Impact Assessment (DPIA): Certain particularly risky activities require additional risk assessment which may identify additional requirements. In case of bigger projects and initiatives it is important to always verify a need for a DPIA.

- Data transfer to external party and third country: Since personal data will be transferred to India, an additional assessment (transfer impact assessment) and execution of additional contracts (data processing agreement, standard contractual clauses) are required. It is crucial to identify such requirements as early as possible to avoid unnecessary delays in project implementation.
- Proportionality assessment: It is necessary to verify if all data elements (e.g. medical history, personal data of employee's children) and processing methods (e.g. profiling) suggested by the vendor are in fact necessary to achieve the purpose of data processing (payroll calculation).
- Transparency obligations. We need to inform our employees that their data will now be processed by an external vendor abroad. It is necessary to verify if the existing Privacy Notice is sufficient.
- Review of technical and organisational measures (TOMs): We need to ensure that security measures implemented by an external vendor are consistent with our internal requirements and preferences. This step plays a central role in data leakage prevention.

* **DPC:** The person appointed by each office and industrial asset as a first point of contact in data protection matters and in charge of data protection tasks including the implementation and enforcement of a local data protection procedure and the supervision of the processing of personal data.



Our business partners

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Joint ventures, mergers and acquisitions, and disposals	87
Responsible sourcing and supply	89



Our business partners

Our business partners

We work with a range of business partners and expect them to share our commitment to ethical business practices and conduct. Business partners include our suppliers, customers, joint ventures (JVs), JV partners, service providers and other counterparties.

We have a comprehensive framework for managing the key risks associated with our business partners, from onboarding to offboarding and ongoing monitoring. Through this framework, we seek to comply with applicable laws (including corruption and bribery, sanctions, money laundering and tax evasion) and manage the reputational risks that can arise from engaging with certain types of business partners.

We assert our influence over JVs we don't control to encourage them to act in a manner consistent with our Values and Code.

Business Partner Management Framework

Our Business Partner Management Framework seeks to ensure that all business partners are assessed adopting a risk based approach, which directs them to the most appropriate due diligence and management process. These processes include the KYC, third party due diligence and management, or the JVs, Mergers and Acquisitions, and Disposals process.

Code of Conduct									
Key subject matter risk areas									
Corruption and bribery			Sanctions				Money laundering and tax evasion		
Corporate policies, procedures and standards									
KYC Procedure – Marketing	Onboarding Form	Risk assessment	Due diligence	Ongoing monitoring (screening) and payment controls			Renewal and Termination	Examples include:	
								<ul style="list-style-type: none"> Customers Service providers such as surveyors, warehouses, and inspectors Suppliers such as mines and refineries 	
Due diligence		Ongoing monitoring (screening)			<ul style="list-style-type: none"> Suppliers of goods and equipment such as tyres, plant and machines, raw materials Service providers such as mining services, security services and catering services 				
Risk assessment		Enhanced due diligence and business justification review	Training	Ongoing monitoring and payment controls (including screening, periodic audits and site visits)		Examples include:			
KYC Standard – Industrial Assets							<ul style="list-style-type: none"> Sales/purchase agents Government appointed agents Tax and law firms Distributors Customs clearing agents Lobbyists Community investments Charitable contributions 		
Third Party Due Diligence and Management Procedure (applicable to marketing and industrial assets)							<ul style="list-style-type: none"> Joint venture partners M&A targets Purchasers of interests in JVs, business undertakings or operations 		
Joint Ventures, Mergers & Acquisitions and Disposals Procedure	Pre-transaction approval (including internal and external questionnaires)	Due diligence of JV partners, JV operations, M&A targets, purchasers	Assessment of JV controls and compliance strategies	Implementation of compliance strategies	Ongoing monitoring				

Know your counterparty

Applying a risk-based approach, our procedures require that we obtain beneficial ownership information. We will not partner or contract with any business partners assessed as high corruption risk that decline to identify their beneficial owners, unless appropriate mitigation measures are implemented to reduce corruption risk.

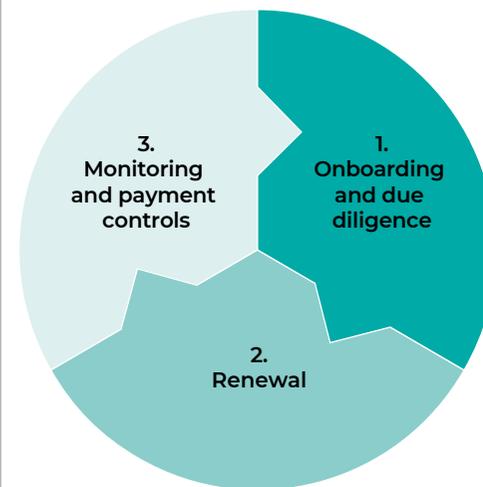
KYC processes

Our KYC processes differ for counterparties of the marketing and industrial assets businesses. While we have a Group-wide approach to managing KYC in our marketing business (KYC Procedure – Marketing), counterparties engaged by the industrial assets are managed pursuant to local procedures which meet the KYC Standard – Industrial Assets to accommodate different local processes.

Each process applies a risk-based approach for suppliers, customers, service providers and trading counterparties (together referred to as counterparties).

The onboarding phase includes a preliminary step during which the applicable procedure (e.g. Third Party Due Diligence and Management Procedure or KYC Procedure or JVs, Mergers and Acquisitions and Disposals Procedure), the responsible hub, risk rating and type of required due diligence is determined.

Counterparty lifecycle



KYC Procedure – Marketing

The KYC Procedure – Marketing sets out the steps we take for marketing counterparties, including onboarding and due diligence, renewal and, where required, mitigating measures and controls.

Our marketing counterparties include customers, suppliers, service providers and trading counterparties that are not classified as high-risk business partners under the Third Party Due Diligence and Management Procedure.

The KYC process takes place using Diligent Third Party Manager (Diligent 3PM, previously known as Steele), a leading vendor-hosted, Group-wide system for implementation of the KYC Procedure – Marketing. Diligent 3PM ensures that:

- due diligence documentation is retained in a centralised system
- the risk model is consistently applied
- automated workflows are established for sending reminders to counterparties, to submit onboarding documentation and to obtain internal approvals, and
- counterparties that have been declined for compliance or reputational reasons are flagged to Compliance.

1. Onboarding and due diligence

When the onboarding process identifies the KYC Procedure – Marketing to be applicable, different levels of due diligence are applied, depending on the type of the counterparty and risk rating. The due diligence requirements include:

- screening of the counterparty, its ultimate beneficial owners, directors and submitter of the external questionnaires in WorldCheck One as well as the

counterparty and ultimate beneficial owners in KP3ID, our adverse media screening tool

- receipt of a duly completed internal and external questionnaire
- receipt of requested documentation (e.g. extract from the trade register)
- identification of all ultimate beneficial owners holding 10% or more (this threshold is currently being reviewed), and
- receipt of a valid passport copy for all ultimate beneficial owners.

For the onboarding, due diligence and ongoing screening, Compliance in 2022 changed to a new platform, WorldCheck One. The platform has several advantages, including enhancements of the screening capability.

Once due diligence is complete, the KYC team member prepares a risk report which summarises:

- relevant third party-related information
- the business justification
- any concerns or red flags, and
- controls and mitigating actions to reduce identified risks.

This report is reviewed by a KYC team member designated on a seniority basis according to the risk rating of the counterparty, and approved or rejected by Compliance, following an escalation process to the Head of Compliance. If the business challenges Compliance's decision to decline a counterparty, the engagement may ultimately be escalated to the Business Approval Committee (BAC). Following approval, Compliance ensures that any specific controls required prior to the engagement are implemented.



Know your counterparty *continued*

2. Renewal

All counterparties are subject to a KYC renewal at a frequency determined by their risk rating. Diligent 3PM notifies Compliance that a counterparty's KYC is due for renewal. The renewal process is effectively a repetition of the onboarding process.

3. Monitoring and payment controls

After counterparties are KYC-approved, Compliance documents any red flags and required mitigating measures in Diligent 3PM. The business is expected to monitor these red flags and comply with the mitigating measures.

In addition, Compliance monitors trades with and controls payments to certain counterparties which have been identified as higher risk. In case new trades are entered with such counterparties, Compliance is notified of such trades and takes appropriate actions. For such counterparties, Compliance may also control payments, whereby outgoing payments to such counterparty have to be approved by Compliance in the payment system, in order to be released.

Compliance also documents all counterparties that have been rejected or which are associated with material red flags in the Declined Parties & Red Flags List.

Finally, all counterparties are automatically screened by WorldCheck One overnight to identify new red flags. Compliance reviews all hits and takes appropriate follow-up actions.

KYC Standard – Industrial Assets

Lower-risk counterparties engaged by the industrial assets are managed pursuant to local procedures which meet the minimum requirements of the KYC Standard – Industrial Assets. These are suppliers and service providers engaged by the industrial assets to support operations. The KYC Standard – Industrial Assets sets out the due diligence requirements for engaging these counterparties, including external questionnaires, screening, escalation, and an established approval mechanism, including a prohibition of entry of the counterparty on the relevant procurement/finance system without Compliance approval. These counterparties must be re-screened at intervals, and procedures must be in place to blacklist or deactivate counterparties due to compliance concerns, which includes that these counterparties may not be reactivated without Compliance approval.

In 2022, we put

1,516

(marketing) and

9,898

(industrial asset) counterparties through our KYC programme.

Our Programme in action – KYC process at our Oil industrial asset Alesat Combustíveis S.A. (Alesat), Brazil

Alesat, the fourth largest fuel distributor in Brazil (c. 4% market share), sources fuel products (gasoline and diesel) domestically and through imports from Glencore Ltd. and distributes them through a network of service stations, or sells directly to commercial customers. Glencore acquired Alesat mid-2018 and now has full ownership. Alesat has implemented the Glencore Ethics and Compliance Programme. All compliance policies and procedures have been branded locally and translated into Portuguese.

In 2022, the compliance focus has been on improving the processes for conducting KYC reviews on counterparties. The Alesat Compliance, Procurement and Registration teams conducted red flag searches using various

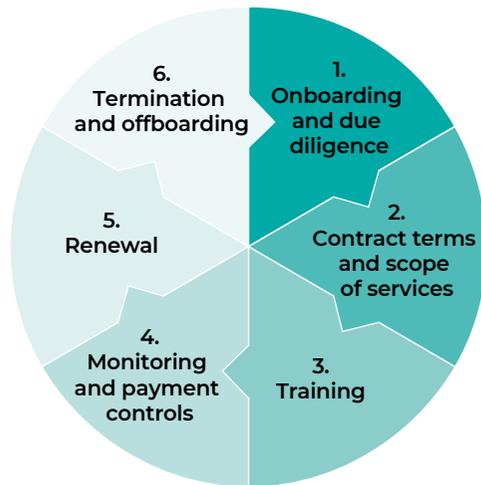
screening tools and counterparties that generated a red flag were escalated for further review to the Glencore Regional Compliance Officer.

In March 2022, the London-based Oil Compliance team took on full responsibility for providing oversight and advice to the Alesat Ethics and Compliance Programme.

As part of a phased approach, in April 2022, Diligent 3PM has been implemented at Alesat for certain of its KYC processes. Counterparties subject to Alesat's KYC procedure can be approved locally by the Alesat Compliance team, with the exception of counterparties that generate a red flag, which must be escalated to the Oil Compliance team for review and approval through Diligent 3PM.

Third party due diligence and management

Third party lifecycle



Third Party Due Diligence and Management

Our Third Party Due Diligence and Management Procedure (TPDDMP) is a standardised procedure that applies across our offices and industrial assets. It sets out a detailed, risk-based assessment process whereby we identify, manage, mitigate and monitor the corruption risk exposure of third party engagements presenting the highest risk to our business.

Business partners determined as higher-risk third parties include business generating intermediaries (such as marketing sales/purchase agents, distributors, physical brokers, profit share partners and back-to-back purchasers), government-facing intermediaries (such as customs clearing agents/brokers, lobbyists, law and tax firms, port agents/agencies, freight forwarders, work permit/visa processors, and consultants), and recipients of community investments and charitable contributions or sponsorships.

Third parties are higher risk because they often act on our behalf, interact with public officials on our behalf or engage in activities that have been identified as posing a heightened risk from a corruption perspective.

The TPDDMP sets out the steps we take in respect of the management of third parties including onboarding and due diligence, contract terms/scope of services, training, monitoring and payment reviews/controls, renewal, and termination and offboarding.

In 2022, we extended the use of Diligent 3PM, our existing due diligence workflow tool used by the Compliance team who undertakes marketing KYC, to the TPDDMP activities. Use of Diligent 3PM assists with the onboarding, due diligence, approval and ongoing management of third parties. It further streamlines the TPDDMP, in particular when it comes to monitoring actions, including monitoring training and renewals. Use of a common system also supports the collaboration with the Compliance team undertaking KYC marketing.

Disclosure of marketing sales and purchase agents

Recognising the inherent risks associated with marketing sales/purchase agents, we have significantly scaled down our engagements with these types of business partners. We only engage marketing sales/purchase agents who provide a clear, tangible service that would otherwise need to be provided by our employees and where we have no office or on the ground presence.

In 2022, in line with our approach to transparency and the National Resource Governance Institute's recommendation to companies, we published a list with the names and ultimate beneficial owners of all marketing sales/purchase agents. These agents perform substantive tasks for or on behalf of Glencore, such as engaging on business matters with existing and potential customers. Their contracts are renewed annually following fully refreshed due diligence and audit by an independent auditor.



Find out more about our sales and purchase agents

As of 31 December 2022, Glencore's oil marketing business had

0

marketing sales and purchase agents.

Glencore's metals, minerals and coal marketing business engaged only

3

marketing sales and purchase agents, all of whom are subject to stringent due diligence and monitoring.



Third party due diligence and management *continued*

1. Onboarding and due diligence

The onboarding phase includes a number of steps such as a risk assessment and due diligence.

After the third party has been classified in Diligent 3PM:

- the proposing employee automatically receives an invitation to complete the relevant internal questionnaire and must provide a business justification for the engagement or transaction; and
- the third party automatically receives an invitation to complete the relevant external questionnaire and must provide the required due diligence documentation.

With this information, the proposed engagement is assigned a risk score by Diligent 3PM, which is calculated based on the following criteria:

- third party risk: considers the type of third party, its ownership, experience and any prior relationship with us;
- country risk: the risks associated with the country in which the services are to be provided taking into account Transparency International's latest corruption perception index (CPI score); and
- transaction risk: considers the type of transaction, how the opportunity was identified, the value of the contract or transaction, the proposed type of payment, and our internal capability to perform the services in-house. Third parties receive a risk rating of severe, high, medium, or low based on their risk score.

All third parties must at this stage be screened in WorldCheck One and KP3ID. WorldCheck One also screens against Compliance's Declined Parties & Red Flags List, which consists of entities which have previously been rejected or terminated for compliance reasons and with whom we prohibit business interactions. If a proposed third party appears on this list, onboarding will not proceed unless an exception is approved by the Head of Compliance.

Compliance next performs due diligence on the third party. Depending on the third party's assigned risk rating, due diligence requirements may include:

- completion of an enhanced due diligence report by external service providers
- review of the third party's compliance policies and procedures
- conducting an interview with the proposing employee and separately with the third party
- conducting a reference check
- verification against public online registers
- verification of bank account
- review of compensation
- review of financial statements, and
- identification of other red flags.

Once due diligence is complete, Compliance drafts a report which holistically summarises the proposed engagement, including:

- relevant third party-related information
- the business justification
- any concerns or red flags identified during the due diligence process
- any mitigating measures required to address identified risks
- a recommendation from Compliance on whether the third party should be engaged, and
- any applicable monitoring requirements.

This report is reviewed, and the engagement is approved or rejected, by:

- Compliance per defined approval levels, and
- for offices the Head of Department or their delegate, depending on the engagement; for industrial assets the CEO, General Manager, CFO, or, in their absence a senior member of management of that industrial asset.

If Compliance and the business cannot reach an agreement on whether to engage a business partner, they may escalate the matter to the Head of Compliance. If an agreement cannot be reached, the Head of Compliance may refer the matter to the BAC.

Following approval, Compliance ensures that any mitigating measures included in the report are recorded on the third party's file and that any specific measures required prior to engagement are implemented.

2. Contract terms and scope of services

The TPDDMP does not permit us to start the engagement with any third party without having a written agreement in place. Compliance works with Legal and the business to ensure compliance clauses are included in a written agreement. Compliance ensures that documentation for the engagement is complete and the relevant documentation is uploaded onto Diligent 3PM.

In 2021, Group Legal rolled-out the Group Contracting Standard for the marketing business. In 2022, the Group Contracting Standard for the industrial asset business was rolled-out. The standards are largely the same, with some differences given the different risk profiles and operational dynamics of the two businesses. They adopt a pragmatic, risk-based approach to the scope of obligations imposed on each type of business partner.

The standards:

- define the different types of business partners (and, in the industrial assets standard, the different contract types) with which we deal
- identify the relevant compliance (and Supplier Code of Conduct) clauses which must be used for each type of business partner and/or contract type
- prescribe the form of those clauses, and
- prescribe a process for amending those clauses where, for example, they are not accepted by a business partner.



Third party due diligence and management *continued*

Third parties ranked as severe or high risk also receive an onboarding pack which the third party must acknowledge receipt of and includes:

- a summary of our compliance requirements and what we expect from our business partners
- a copy of our Code of Conduct
- a copy of our Supplier Code of Conduct
- a copy of our Anti-Corruption and Bribery Policy
- a copy of our Responsible Sourcing Policy, and
- a description of our Raising Concerns Programme.

Third parties must also acknowledge that they have read, understood and will comply with our policies.

3. Training

Compliance ensures that third parties onboarded under TPDDMP receive relevant training in accordance with the Third Party Training and Monitoring (TPTM) Plan. Training requirements for third parties, including the frequency of training, vary according to the third party's risk rating and include digital training as well as in-person anti-corruption and bribery training. Where relevant to their engagement, third parties are also enrolled in market conduct digital training.

4. Monitoring and payment controls

After third parties are engaged, in addition to training, Compliance actively monitors the engagement to ensure that third parties are providing the services they have been contracted to provide

Compliance and the business work together to manage and monitor third parties in accordance with the TPTM Plan, which outlines requirements for third parties, based on their risk rating and the nature of their engagement. The Corporate Compliance Monitoring team and Group Assurance also monitor the application of aspects of the TPTM Plan on an ongoing basis.

For severe and high-risk third parties, the Glencore Business Third Party Manager, an employee within the business who is assigned to work with that third party on a regular basis, must monitor the third party. He or she maintains records of communications and services provided by the third party, informs Compliance of any material changes to the way the third party provides its services, requests and reviews the third party's activity reports and liaises with the Corporate Compliance Anti-Corruption and Bribery team prior to making any amendments to the third party's terms, commission levels or payment structures.

Group Compliance is required to review and approve in advance the invoices and payments of all severe and high-risk business generating intermediaries, to confirm that payments match the agreed

contract rates, and that invoices include necessary details and are itemised to clearly indicate the services provided. There is a hard control in our systems blocking payments to severe-risk third parties and high-risk business generating intermediaries, unless approved by Group Compliance to ensure that no payments to these categories of third parties are made without the necessary approval. In 2022, we introduced Group Compliance approval of invoices and payments of high-risk government facing intermediaries when appropriate. Payments to third parties for any work carried out without a written agreement or acknowledgement in place are prohibited without approval from the Corporate Compliance Anti-Corruption and Bribery team.

Auditing and site visit requirements for third parties are two fundamental elements of the TPTM Plan. Depending on the third party's risk rating, these requirements may consist of:

- a full financial audit performed by an external auditor
- a full financial audit performed by Group Internal Audit
- a site visit by Group Internal Audit, and/or
- a site visit by Group Compliance.

In addition to audits and site visits, Compliance, in consultation with the business, reviews activity reports containing detailed information on the nature of services that the third party performs.

For third parties rated severe and high risk, Compliance additionally corroborates the information received through the activity reports via semi-annual or annual interviews.

As of January 2023, we monitor

1,073

active third parties across our industrial assets and

227

active third parties in our marketing business.

In 2022, we commissioned

9

annual full financial audits which were conducted by an external auditor. **Five** were on business generating intermediaries in our marketing business and **four** on government facing intermediaries in our industrial business.

In 2022, Group Assurance completed

6

audits/site visits, **two** were on business generating intermediaries, **two** on government facing intermediaries in our marketing business, and **two** on government facing intermediaries in our industrial business.



Third party due diligence and management *continued*

In total, depending on the third party's risk level, a third party's training and monitoring activities within a period of one year may include:

- a full financial audit by external auditors
- twice-yearly reviews of activity reports and interviews
- digital learning and in-person anti-corruption training and, where appropriate, market conduct training
- onboarding and due diligence renewal
- daily media and sanctions screenings
- compliance certifications, and
- review and pre-approval by Compliance of any payment.

5. Renewal

Compliance coordinates the process of renewing third party relationships with the proposing employee or the Glencore Business Third Party Manager in accordance with the TPDDMP.

Depending on the third party's assigned risk rating, the renewal process may include:

- obtaining an updated internal questionnaire
- obtaining an updated external questionnaire and relevant due diligence documents
- re-screening or requesting an updated enhanced due diligence report on the third party and shareholders/beneficial owners, and
- completion of an updated Compliance Report, which includes a reassessment of the business justification and assessment of whether there have been any issues identified by the business (in particular by

the Glencore Business Third Party Manager) during the course of dealing with the third party, including lack of competence, difficulties raised over compensation, general ethical concerns, unusual requests, and implementation of any mitigating measures.

6. Termination and offboarding

If a severe or high-risk third party engagement expires without being renewed, or if the engagement is terminated, Compliance will coordinate with the Glencore Business Third Party Manager and Legal to send the third party an end of service termination letter. This letter will confirm that the engagement has expired/terminated and that the third party must cease performing services for the Company and will not be paid for any future services performed. The Glencore Business Third Party Manager or the proposing employee must ensure the third party is deactivated in the relevant accounting or finance systems at the office or industrial asset.

If a third party engagement is terminated due to compliance concerns (regardless of risk level), Compliance must add the third party to the Declined Parties & Red Flags List, change the third party's status to inactive in Diligent 3PM, and liaise with the business to deactivate the third party from the relevant accounting or finance systems at the office or industrial asset. Any reactivation of declined third parties must be approved by the Head of Compliance.

If a third party engagement is not renewed and there are no compliance concerns, the third party is placed in inactive status in the relevant accounting or finance systems and cannot be re-engaged without again going through the onboarding process.

Our Programme in action – due diligence and monitoring of third parties

We prohibit third parties subject to the TPDDMP from subcontracting any aspect of their engagement with us without receiving prior authorisation in writing from Compliance. Any subcontractors performing any government facing or business generating activity on Glencore's behalf are subject to the same due diligence requirements as the third party that has engaged them, including training and monitoring. Third parties are required to disclose any subcontractors they intend to engage in the external questionnaire.

Any subcontracting authorisation is subject to the third party having in place an agreement with their subcontractor which contains compliance provisions no less stringent than the ones included in the third party's agreement with Glencore.

During an annual audit in 2022, external auditors undertaking the TPDDMP monitoring review identified that one of our third parties was engaging subcontractors which had not been previously disclosed to Glencore. Compliance sent the third party a formal letter reminding them of the prohibition on subcontracting without prior authorisation and indicating that any further breaches would give rise to termination of their agreement. The subcontractors were also required to fully participate in our third party due diligence process before being authorised to continue working on the engagement with us.



Third party due diligence and management *continued*

Hear from Tim Gabelko Senior Compliance Officer, Oil assets

London, United Kingdom

Tim has been with Glencore for two and half years and has 12 years of relevant Compliance experience across multiple sectors, including natural resources. Tim is responsible for implementing our Programme across Glencore's portfolio of oil assets in Africa, Europe and Latin America.



Region covered:	Africa, Europe and Latin America
Commodities:	Oil
Assets:	3
Offices:	1
Employees covered:	1,148
Regional team members:	2
Local Compliance Officers:	3
Local Compliance Coordinators:	2
Local Compliance Supports:	3

"In 2022, we approved 445 counterparties who were subject to KYC Marketing, a significant increase on the 136 counterparties approved in 2021."

The Glencore Oil Assets Compliance team based in London, took over the Compliance engagement with Astron, a Glencore owned downstream refining, retail, storage and distribution company located in South Africa, at the beginning of 2021. The Astron Compliance team consists of two full-time Compliance Officers and a secondee from Internal Audit and is headed up by the Internal Audit Manager and Compliance Manager. We hold weekly calls with Astron Compliance to discuss and provide advice on all aspects of Astron's Compliance Programme, with a particular focus on the KYC and TPDDM procedures in relation to Astron's suppliers, customers and intermediaries.

Glencore's KYC workflow and onboarding tool was rolled out at Astron in March 2021. The Astron Compliance team reviews all counterparties subject to the KYC Marketing Procedure and escalates all cases to us for review and approval. Counterparties subject to the KYC Industrial Assets Procedure, i.e. suppliers of goods and services, are reviewed and approved locally by Astron Compliance, with only particularly challenging cases referred to us.

Astron also engages several business-generating (e.g. business introducers) and government facing (e.g. customs brokers) intermediaries, and makes several charitable donations, all which are subject to TPDDMP. In 2021, we approved 19 business partners who were subject to TPDDMP. In 2022, we approved 25 third parties, a 32% increase.

Once Covid-related travel restrictions were lifted, we conducted two site visits to Cape Town in 2022 to meet with the Astron Compliance team and Astron Management. These meetings allowed us to learn more about the business and discuss the Astron Compliance Programme. There was positive feedback from Astron Management on the benefits derived from the Astron Compliance Programme, with one General Manager commenting how the KYC process provides her with additional assurances as to the integrity of her clients.

We are currently supporting Astron with updating its compliance risk assessment. This is part of our continuous improvement approach to ensuring that controls are implemented where deficiencies in policies, systems or processes have been identified and to ensure that Astron's Compliance Programme is able to prioritise its highest compliance risk areas.



Joint ventures, mergers and acquisitions and disposals

Joint ventures, mergers and acquisitions and disposals

Our Joint Ventures (JVs), Mergers and Acquisitions (M&A) and Disposals Procedure requires that our Programme is implemented at all JVs that we control or operate. For those we do not control or operate, we seek to influence our JV partners to adopt our commitment to responsible business practices and implement appropriate compliance programmes accounting for the nature and risks associated with the JV and JV partners, and which meet the minimum requirements as set out in the JV, M&A and Disposals Procedure.

In respect of M&A, we conduct thorough pre-transaction due diligence and incorporate acquired or merged entities which we control or operate into our Programme. When we dispose of our interest in JVs, business undertakings or operations, we conduct due diligence on the purchaser.

Depending on the transaction, the process includes:

- initial approval by the relevant Head of Department
- due diligence of JV partners/M&A target/purchaser and the JV operation itself
- assessment of due diligence findings
- determination of JV level of control
- determination of compliance provisions and programme requirements in the JV/M&A shareholders' agreement, and
- preparation of a compliance report.

To commence the process, the relevant commodity department seeking to enter into a JV/M&A transaction or dispose of an undertaking, appoints a Transaction Responsible Person (TRP) internally, who must manage the JV/M&A transaction or disposal with Compliance. Before starting due diligence, the TRP is required to obtain approval for the transaction/disposal in principle from the Head of Department and notify Compliance.

All JV partners and the JV/target business itself, regardless of our anticipated ownership or operational control of the proposed JV, are subject to due diligence. The TRP submits an internal questionnaire and informs Compliance of any red flags or unusual payment requests that they are aware of. The TRP works with the target entity to gather the documentation and information required to perform thorough due diligence. As part of this, he or she must also require the JV partner and/or JV/target business operation to complete an external questionnaire which includes the provision of extensive documentation.

For a disposal, compliance due diligence is conducted on the purchaser, focusing on source of funds, reputational issues and money laundering risks.

Upon receipt of all relevant information, due diligence is conducted by Compliance, enabling an assessment of the compliance risks of the transaction, including:

- risks associated with the proposed JV partners
- risks associated with any existing business or operations in which we will acquire an interest as part of the JV/M&A transaction
- risks associated with the purchaser and source of funds, and/or
- risks associated with the proposed business undertaking/operation of the JV/M&A activity going forward.

Compliance issues recommendations on mitigating any identified compliance risks, including working with Legal to set out the proposed mitigating actions and remedies in the JV, M&A or disposal agreements.

Our Programme in action – onboarding of a JV: regional story from Corporate Compliance

In 2022, Glencore made a number of pure equity investments as well as investments with the option to convert debt into equity. For example, we recently conducted due diligence on a scrap processing facility in the US, where we purchased convertible notes with the option to convert into equity. Having been informed of the transaction by the department, Compliance asked the internal TRP to complete an internal questionnaire, and the JV partner to complete an external questionnaire. Once this information was received, in addition to screening the JV partner company, its subsidiaries, as well as all beneficial owners, managers and directors, we considered the status of the compliance programme at the JV operation. This involved reviewing the policies and procedures in place to assess whether they adequately cover the compliance risks at the JV operation.

In this particular transaction, as the JV operation was newly established, it did not have a compliance programme in place. As a result, we worked with Legal to include in the relevant transaction documents a requirement that the JV operation must establish a compliance programme that is appropriate for its size and the nature of its business. To assist the JV partner, we provided a guidance document covering the core elements of a compliance programme.

In cases where the JV under review has a compliance programme in place we would typically engage with staff at the JV, and/or shareholders to assess the risks and the maturity of the programme, and seek the implementation of any mitigating controls we deem appropriate.

Joint ventures, mergers and acquisitions and disposals *continued*

Compliance management in JVs

After the completion of the due diligence and assessment of the compliance risks associated with the JV partner and the JV operation, Compliance, Legal and the relevant commodity department determine the level of control we should seek to exert over the JV in light of the risks identified, our commercial objectives, and our negotiating leverage with the JV partner(s). The extent of our control will generally be linked to the percentage of ownership we will have in the JV. However, if the compliance risks associated with the JV are assessed to be high, Compliance and the business may determine that in order to mitigate those risks, we may need to obtain control that is disproportionate to our level of ownership. The JV's compliance programme requirements will vary based on our level of ownership and control.

For non-controlled JVs where we hold 20% or more of the voting rights and independently managed JVs, we require that JVs implement an appropriate compliance programme that meets certain minimum requirements and that certain compliance provisions are included in the relevant JV agreements. For non-controlled JVs where we hold less than 20%, we make reasonable efforts prior to entering into the JV to influence the JV to adopt an appropriate compliance programme.

In respect of all non-controlled JVs, we seek to influence the JV's approach to compliance through the activities and advocacy of any board members that we appoint. Such board members undergo compliance training which equips them to discharge their duty as a member of the JV's board of directors, to raise compliance issues during board meetings, regularly request and review audit reports, and ensure that any dissatisfaction with board decisions is recorded. In addition to the JV board member training, we publish a brochure on our Programme's core elements which provides additional key guidance for board members who we appoint. Compliance also seeks to regularly liaise with a compliance contact at relevant JVs.

Existing non-controlled JVs

For non-controlled JVs already in existence when the JV, M&A and Disposals Procedure was initially rolled out in 2020, Compliance conducts risk assessments on a periodic basis, which includes a review of the JV's compliance programme measured against the core elements of a compliance programme. Broadly speaking, this includes assessing:

- compliance resources at the JV
- whether the JV has a code of conduct and compliance policies and procedures governing topics such as anti-corruption and bribery, gifts and entertainment, conflicts of interest, charitable contributions and sponsorships, whistleblowing, interactions with public officials, sanctions, anti-money laundering and data privacy

- how the JV manages third party relationships
- whether there is a confidential reporting structure and investigations process in place
- compliance incentives and disciplinary processes, and
- monitoring, testing and review of the compliance programme in place.

Depending on the outcome of the risk assessment and any follow-up engagement with the JV partner, we may recommend additional compliance measures.

In 2022, we reviewed under the process set out in our JV, M&A and Disposals Procedure:

14

new JVs

1

M&A transaction, and

7

disposals.



"We work closely with Legal and the business to gain a deep understanding of any potential in-scope transaction, be it a small equity purchase in a listed company or a full-scale acquisition of control of an operating mine site. It means we ask the right questions, look at the right risks, deliver the right service and implement the right mitigating measures."

Ceri Chave
Head of Anti-Corruption and Bribery



Responsible sourcing and supply

Types of JVs in our framework

Glencore-controlled JVs

A majority Glencore-controlled or operated JV involves entities where we are responsible for controlling or operating the JV and implementing relevant policies, systems, and controls. This model of control must be applied in any JV where we hold more than 50% of the voting rights. For majority-controlled/operated JVs, we require that the JV implement our Programme, including all policies, standards, and procedures. We implement monitoring and controls where our Programme applies, as we would with any other Glencore entity.

Non-controlled JVs

A JV where we do not control or operate the JV. We differentiate between two types of non-controlled JVs: partner-controlled JVs and independently managed JVs.

Partner-controlled JVs

A JV in which the JV partner controls or operates the JV and implements compliance policies, systems and controls. Because this level of control creates more risk for us, since it relies on the JV partner to control and operate the JV, it is only acceptable if we hold 50% or less of the voting rights and if we are satisfied that the JV partner has the resources and ability to implement an appropriate compliance programme.

Independently managed JVs

A JV which operates independently from the shareholders, meaning that an independent board of directors, management, and corporate functions, including finance and legal, will be established for the purpose of operating the JV. The shareholders' involvement in the JV is typically limited to participation in the board and shareholder governance bodies. This level of control can be acceptable for all levels of Glencore ownership, although it is typically not implemented where we hold more than 50% of the voting rights. For independently managed JVs, we are required to ensure the JV has the resources to implement an appropriate compliance programme without the support of its shareholders.

Responsible sourcing and supply

In addition to our expectations for ethical business practices, we seek to incorporate social and ethical considerations in our relationships with suppliers. We are committed to understanding and addressing the risk of human rights violations, environmental impacts, and other concerns in our supply chains. Through our policies, standards and processes, including our Responsible Sourcing Policy and Supplier Code of Conduct, we respect human rights in accordance with the United Nations (UN) Universal Declaration of Human Rights, the International Labour Organization Declaration on Fundamental Principles and Rights at Work, the UN Guiding Principles on Business and Human Rights and the UN Global Compact.

Our responsible sourcing strategy takes a risk-based approach to considering the production and sourcing of metals and minerals and procurement of goods and services.

These responsible sourcing processes complement our Business Partner Management Framework and there is significant collaboration between the Compliance and Responsible Sourcing teams. For example:

- we assisted our Responsible Sourcing colleagues with mapping out compliance diligence processes and tools across the Group specific to each commodity
- provided data on existing counterparties across regions
- reviewed and contributed to the policy framework
- participated in project management workshops and planning, and
- assisted with pilots, extended our screening tools, and amended some of our existing due diligence systems to house the supply chain due diligence process.

Moreover, the KYC teams have conducted due diligence on many of our industrial assets' suppliers during 2022. The due diligence was conducted in line with our KYC Procedure – Marketing in order to meet the LME branding requirements.



Our business partners *continued*

Hear from Diana Rodriguez Regional Compliance Officer

Latin America (LATAM), Lima, Perú



Diana is our Regional Compliance Officer for LATAM. Previously, Diana worked as a Senior Manager for a Big 4 firm, in the Forensic and Integrity Services department. Diana has more than 11 years of relevant compliance experience in the areas of corporate compliance and anti-bribery and corruption, providing assistance to national and multinational clients in Latin America.

Diana is a Certified Fraud Examiner, a Certified ISO 37001 Lead Auditor and has a Compliance diploma from the IE Law School.

Region covered: **Latin America (LATAM)**

Commodities: **Coal, copper, zinc**

Assets: **8**

Offices: **12**

Employees covered: **13,765**

Regional team members: **2**

“In the time I've been with Glencore, one of the things that impresses me the most is the way in which the Corporate, Regional and Local Compliance teams work together. In an industry as complex as mining, and in a company as multi-faceted as Glencore, this efficient collaborative effort was something that struck me. Our Programme surely has opportunities for improvement that we'll continue to address, however, I'm motivated to be a part of this journey.”

Local Compliance Officers: **6**

Local Compliance Coordinators: **13**

Local Compliance Support: **8**

LATAM is a very diverse region. Each industrial asset and office is unique in the way it works, and therefore, in the way it deploys and lives ethics and compliance. That is why we've paid particular attention to being close to our main stakeholders of each office and industrial asset, to understand their challenges and motivations, and to be able to work together on the main activities that allow us to deploy our Programme in each of these locations. Understanding the different ways they work also allows us to provide better day-to-day support to our local compliance colleagues on ethical dilemmas and how to manage red flags.

One example of this is when we enter into a JV or acquire control over a new company in the region, we must deploy our Programme at the JV. This can be challenging, since sometimes these companies already have their own compliance programme and ingrained ways of working. In these cases, we begin by identifying our main stakeholders and performing a gap analysis with them to determine if the risks identified and listed in the Glencore Group Risk Register are appropriately addressed by the controls they have in place, or whether there is a need to introduce new or amend existing controls. We then analyse the current state of the business in relation to each component of our Programme and deploy an action plan with specific deadlines and responsible parties to achieve an integration of our Programme.

In 2022, we completed the acquisition of Cerrejón, a mine in Colombia. Cerrejón was previously an independently managed JV in which we held a non-controlling interest. Because we acquired full ownership of Cerrejón, we needed to ensure its compliance programme met our standards. Cerrejón already had a compliance programme and team in place,

so we benchmarked it against ours. We implemented some new compliance procedures and guidelines and tailored others to local legal requirements. To achieve this, we involved the local compliance team and legal advisers. Restructuring the compliance team required the participation of Cerrejón's General Manager and Legal Counsel, who took into account the new activities that the local compliance team would have to assume.

After having benchmarked Cerrejón's compliance programme and restructuring its compliance team, we then focused on implementation and monitoring. This is not achieved overnight. It takes effort and the joint participation of several individuals who work together. In this case, that included the involvement of the Corporate Compliance Anti-Corruption and Bribery team, who carried out an initial risk assessment of Cerrejón, the RCO for LATAM, who analysed Cerrejón's compliance programme against that of Glencore's and created an implementation plan, and the new Regional Compliance team for LATAM, which is now working to ensure the programme is implemented and embedded.



Our business partners *continued*

Our Programme in action – implementation of a compliance programme at G500 Network, Sociedad Anónima Promotora de Inversión de Capital Variable (G500), Mexico

G500 is a Mexican 50/50 JV that Glencore created in 2017 with Corporación G500, a buyers' conglomerate, composed of around 500 local gas stations, who are also G500's customers. Petroleum products for sale at the gas stations are sourced from Glencore and Petróleos Mexicanos (PEMEX). Glencore holds a 50% equity stake and we classify the JV as partner-controlled. G500 implements its own compliance programme and Glencore therefore seeks to influence that compliance programme.

Since the beginning of our compliance engagements with G500, Glencore has interacted with the G500 Legal Director and Compliance Officer. A compliance risk assessment was first conducted in 2018 to understand the key compliance risks and inform the focus areas for the G500 compliance programme. The risk assessment report drove the need to formalise G500's approach to compliance and to implement a sufficiently robust compliance programme to mitigate the identified compliance risks.

The key elements of the Glencore Programme, including policies and procedures, as well as training and awareness materials, form the basis for the G500 compliance programme. The G500 Code of Conduct and anti-corruption policies were rolled out in early 2019.

Subsequently, G500 implemented KYC and Know Your Vendor (KYV) procedures, with the KYC and KYV reviews being conducted in-house, after initially being outsourced to Deloitte.

G500 has also implemented competition law, conflicts of interest and data protection policies, and made available a raising concerns hotline to its employees.

Since 2020, in-person training on core compliance topics such as bribery and corruption and interactions with public officials has been conducted annually. G500 employees are also required to complete an annual Code of Conduct and anti-corruption eLearning.

The Oil Compliance team took over the compliance engagement with G500 in March 2022 and conducted a site visit in November to meet with G500's Compliance Officer and management to gain an improved understanding of their business and associated compliance risks.

The Oil Compliance team was pleased with the levels of engagement on compliance matters from G500 management, as well as the continuous efforts to strengthen the G500 compliance programme by updating policies and procedures and improving controls.

The Oil Compliance team will continue supporting the G500 Compliance Officer in developing the G500 compliance programme by sharing Glencore compliance best practice and resources, such as training and awareness materials.



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Additional information

Glossary

Unless noted otherwise in the report, the following terms have the meanings noted below:

Business partners

Suppliers, customers, joint ventures, joint venture partners, service providers and any other counterparties.

Charitable contributions and sponsorships

Any type of financial or non-financial contribution to any entity or organisation, including foundations, charities, or clubs in respect of any events and/or activities to enhance Glencore's brand awareness, reputation and/or to support the community.

Community investments

Large-scale projects (not qualifying as a charitable contribution) with the purpose of benefiting communities in the areas where Glencore operates, including enterprise development or capacity-building programmes such as building or refurbishing roads, schools and hospitals. A community investment is often implemented over time and in accordance with a project plan outlining goals, objectives, and schedules. A one-off financial contribution would typically qualify as a charitable contribution.

Compliance Officer (CO)

An employee who is a member of Group Compliance and dedicates all of his/her time to the implementation of the Glencore Group Ethics and Compliance Programme, and for the purpose of this definition, includes employees with the title Senior Compliance Officer, Compliance Officer, Junior Compliance Officer, and Compliance Assistant.

Controlled or operated joint venture

A joint venture where Glencore is responsible for controlling or operating the JV and implementing the relevant policies, procedures, systems and controls in the JV and providing the necessary resources and support for the implementation, monitoring and support of the controls.

Corporate Compliance

Employees responsible for designing, monitoring and continuously improving the Glencore Group Ethics and Compliance Programme. This includes establishing corporate policies, procedures and guidelines. The Corporate Compliance team is primarily based in Baar, Switzerland and includes subject matter experts for each element of our programme and the various compliance risks covered by our programme.

EITI

The Extractive Industries Transparency Initiative (EITI) aims to strengthen governance by improving transparency and accountability in the extractives sector (oil, gas and mining). EITI promotes revenue transparency by monitoring and reconciling payments from the extractive businesses and government revenues at country level, as well transparency in commodity trading.



Additional information *continued*

Group Compliance

Employees of the Glencore Group responsible for the management of the Glencore Group Ethics and Compliance Programme globally and who have a direct reporting line into the Head of Compliance. Group Compliance comprises Corporate Compliance and Regional Compliance.

Independently managed joint venture

Joint venture which operates independently from its shareholders. This means that a board of directors not controlled by Glencore, with an independent executive management and corporate functions, including finance and legal, is established to operate the JV. The shareholders' involvement in the JV is typically limited to participation in the board and shareholder governance bodies.

Industrial activities

Glencore term covering activities of the Group's industrial assets focused on exploring, extracting, processing, refining and delivering commodities, which generally provide a source of physical commodities for the Group's marketing activities. See 'Marketing activities'.

Industrial asset

An operation involved in the extraction, production or processing of minerals and metals and energy products for sale or further processing. An industrial asset may comprise several sites in different locations (e.g. port, pipelines) under the same management control supporting these activities.

Intermediaries

Third parties engaged by or on behalf of Glencore to provide specific services, which comprise business generating intermediaries and government facing intermediaries.

Joint Venture (JV)

Any arrangement entered into by two or more parties for the purpose of a specific business undertaking, such as a new project or any other business activity. JVs may be incorporated, where the parties agree to incorporate a separate legal entity, or unincorporated, where there is no creation of a separate legal entity but where the parties are bound by the terms to undertake together a specified commercial activity.

Local Compliance Coordinator (LCC)

An employee who is employed by a Glencore Group office or industrial asset and dedicates all or a portion of his/her time to the local implementation of the compliance programme at such office or industrial asset. LCCs have a dotted reporting line into Group Compliance.

Local Compliance Officer (LCO)

Full-time compliance employees/professionals performing all aspects of the Glencore Group Ethics and Compliance Programme, risk assessment, policy/procedure implementation, training, etc. These individuals are employed by the local entity where they work and either have a direct or indirect reporting line to Group Compliance.

Local Compliance Support (LCS)

Employees assisting the Local Compliance Officer or Local Compliance Coordinator on specific tasks, for example KYC, TPDD, or training.

Marketing activities

Glencore term relating to the marketing and trading of commodities, which focus on sourcing a diversified range of physical commodities from third party suppliers and from industrial assets in which Glencore has full or part-ownership interests. These commodities are sold, often with value-added services such as freight, insurance, financing and/or storage, to a broad range of customers and industrial commodity. See 'Industrial activities'.

Raising Concerns programme

A Glencore Group programme which offers anonymous reporting channels for all Glencore Group employees, business partners and other stakeholders. The Raising Concerns programme enables the reporting of conduct that potentially contravenes our Code of Conduct and Policies and allows any person to report concerns in various languages in a secure manner.

Regional Compliance Officer (RCO)

A full-time employee of Group Compliance responsible for:

1. overseeing the effective implementation of the Glencore Group Ethics and Compliance Programme throughout various regions, and
2. providing support to LCCs and the business.

Regional Compliance teams

An RCO in a specific region may be supported by one or more Compliance Officers, Local Compliance Officer and/or Local Compliance Supports, collectively referred to as Regional Compliance team. The Regional Compliance teams are responsible for implementing and maintaining our Programme in their regions.

Subject Matter Expert (SME)

A subject matter expert within Corporate Compliance who is the owner of a particular risk. A SME is usually supported by additional Compliance Officers, collectively referred to as a SME team.



Additional information *continued*

Appendix: Key indicators

Measuring the effectiveness of our anti-corruption and bribery programme

This Content Index sets out a number of key indicators on ethics and compliance programmes from various organisations and where we address those indicators in this report or in other public reports issued by Glencore.

Number	Indicator	Response/cross reference
Global Reporting Initiative (GRI) and Sustainability Accounting Standard Board (SASB)		
Our GRI content index including SASB references is included in Appendix One: ESG Data Book and GRI Index 2022 of our 2022 Sustainability Report and our extended Excel ESG Data Book that will be released in May this year. Both will be available here.		
Norges Bank Investment Management and the Basel Institute on Governance		
Culture		
1.1	A baseline has been established to identify perceptions of the ethical culture/culture of integrity in the company. There is a methodology to measure/gauge changes to the culture over time.	<p>Please see sections:</p> <ul style="list-style-type: none"> • Introduction/Chairman's introduction (p.3) • Introduction/Chief Executive Officer's Introduction (p.4) • Introduction/Introduction (p.5) • Introduction/Compliance leadership Q&A (p.6-8) • Introduction/Our Values and Code of Conduct (p.11) • Governance and structure/Culture and commitment to Compliance (p. 20-21) • Governance and structure/The Compliance team/Maturity assessment (p.25) • Our approach/Discipline and incentives (p.53-54)
Culture		
1.2	The frequency (could be a percentage or absolute number) of references to ethics and compliance communicated internally and/or externally by the defined C-level persons.	<p>Please see sections:</p> <ul style="list-style-type: none"> • Introduction/Our Values and Code of Conduct (p.11-13) • Governance and structure/Tone at the top: Our Board of Directors (p.16) • Our approach/Training and awareness (p.37-43) • Our approach/Events (p.43)
1.3	Does your performance management framework incorporate how ethics and integrity objectives are achieved (Y/N)?	<p>Please see sections:</p> <ul style="list-style-type: none"> • Governance and structure/Corporate support for Group Compliance (p.28) • Our approach/Discipline and incentives (p.53-54)



Additional information *continued*

Number	Indicator	Response/cross reference
Norges Bank Investment Management and the Basel Institute on Governance		
Culture		
1.4	Ethics and integrity are integral components in leadership decisions.	<p>Please see sections:</p> <ul style="list-style-type: none"> • Introduction/Our Values and Code of Conduct (p.11) • Governance and structure/Tone at the top: Our Board of Directors (p.16) • Governance and structure/Governance (p.17) • Governance and structure/Culture and commitment to Compliance (p.20-21) • Governance and structure/Compliance leadership (p.22) • Governance and structure/Corporate support for Group Compliance (p.28) • Our approach/Discipline and incentives (p.53-54)
1.5	The company actively engages in anti-corruption Collective Action.	Please see section: Key topics/Anti-corruption and bribery/External engagement (p.61-62)
Risk management		
2.1	The company has an anti-corruption compliance risk programme which it uses to give regular updates to senior management and board on how risks are being managed.	<p>Please see sections:</p> <ul style="list-style-type: none"> • Governance and structure/Tone at the top: Our Board of Directors (p.16) • Governance and structure/Governance (p.17) • Governance and structure/Compliance leadership (p.22) • Our approach/Risk assessments (p.31-32)
2.2	The percentage of business functions that are included in the anti-corruption risk assessment.	Please see section: Our approach/Risk assessments (p.31-32)
2.3	The company has established anti-corruption compliance KPIs that are used to measure the compliance programme.	<p>Please see sections:</p> <ul style="list-style-type: none"> • Our approach/The Glencore Ethics and Compliance Programme (p.30) • Our approach/Monitoring (p.47-48)
Third parties		
3.1	Percentage of Third Party reviews conducted.	Please see section: Our business partners/Third party due diligence and management (p.82-85)
3.2	How the findings from Third Party reviews are addressed.	Please see section: Our business partners/Third party due diligence and management (p.82-85)
3.3	Percentage of Third Parties that improve their anti-corruption compliance programme.	<p>Please see sections:</p> <ul style="list-style-type: none"> • Our business partners/Third party due diligence and management (p.82-85) • Our business partners/Joint ventures and mergers and acquisitions and disposals (p.87-89)



Additional information *continued*

Number	Indicator	Response/cross reference
Compliance function		
4.1	The organisational structure of the company is transparent, including the location of the compliance function within the structure, and it identifies where the Chief Compliance Officer is situated.	<p>Please see sections:</p> <ul style="list-style-type: none"> • Governance and structure/Governance (p.17) • Governance and structure/Compliance leadership (p.22) • Governance and structure/The Compliance team (p.23-25)
4.2	The governance structure of the company enables the Chief Compliance Officer to execute her/his responsibilities impartially.	<p>Please see sections:</p> <ul style="list-style-type: none"> • Governance and structure/Tone at the top: Our Board of Directors (p.16) • Governance and structure/Governance (p.17) • Governance and structure/Compliance leadership (p.22)
4.3	Ethics and integrity are integral components in all talent and leadership development programmes.	<p>Please see sections:</p> <ul style="list-style-type: none"> • Governance and structure/Culture and commitment to Compliance (p.20-21) • Governance and structure/Corporate support for Group Compliance (p. 28)
4.4	The programme is adequately resourced and empowered to function effectively.	<p>Please see sections:</p> <ul style="list-style-type: none"> • Governance and structure/Governance (p.17) • Governance and structure/Compliance leadership (p.22) • Governance and structure/The Compliance team (p.23-25) • The Glencore Ethics and Compliance Programme/Risk assessments (p.31-32)
4.5	The frequency of the board actively reviewing the sufficiency of resources allocated to the global anti-corruption and bribery programme including the compliance function.	<p>Please see sections:</p> <ul style="list-style-type: none"> • Governance and structure/Governance (p.17) • Governance and structure/Compliance leadership (p.22)
Oversight		
5.1	Access by the Chief Compliance Officer to the board including the Board committees (i.e., the supervisory level of the company) on a formalised basis and the actual frequency of that access in practice.	<p>Please see sections:</p> <ul style="list-style-type: none"> • Governance and structure/Tone at the top: Our Board of Directors (p.16) • Governance and structure/Governance (p.17) • Governance and structure/Compliance leadership (p.22)



Important notice concerning this report including forward-looking statements

Given the focus of this document, it is necessarily oriented towards future events and therefore contains statements that are, or may be deemed to be, “forward-looking statements” which are prospective in nature. Such statements may include (without limitation) statements in respect of trends in commodity prices and currency exchange rates; demand for commodities; reserves and resources and production forecasts; expectations, plans, strategies and objectives of management; climate scenarios; sustainability performance (including, without limitation, environmental, social and governance) related goals, ambitions, targets, intentions, visions, milestones and aspirations; approval of certain projects and consummation of certain transactions (including, without limitation, acquisitions and disposals); closures or divestments of certain assets, operations or facilities (including, without limitation, associated costs); capital costs and scheduling; operating costs and supply of materials and skilled employees; financings; anticipated productive lives of projects, mines and facilities; provisions and contingent liabilities; and tax, legal and regulatory developments.

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Likewise, the words “we”, “us” and “our” are also used to refer collectively to members of the Group or to those who work for them. These expressions are also used where no useful purpose is served by identifying the particular company or companies.



Further information

In addition to our annual Ethics and Compliance Report, our annual corporate reporting suite reflects our commitment to transparent disclosure across a broad range of topics:

- Annual Report
- Climate Report
- Sustainability Report
- Payments to Governments Report
- Modern Slavery Statement

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Glencore is one of the world's largest global diversified natural resource companies and a major producer and marketer of more than 60 commodities that advance everyday life. Through a network of assets, customers and suppliers that spans the globe, we produce, process, recycle, source, market and distribute the commodities that support decarbonisation while meeting the energy needs of today.

With around 140,000 employees and contractors and a strong footprint in over 35 countries in both established and emerging regions for natural resources, our marketing and industrial activities are supported by a global network of more than 40 offices.

Glencore's customers are industrial consumers, such as those in the automotive, steel, power generation, battery manufacturing and oil sectors. We also provide financing, logistics and other services to producers and consumers of commodities.

Our culture

We fulfil our purpose and deliver on our strategy in a manner that reflects our values of safety, integrity, responsibility, openness, simplicity and entrepreneurialism. Only by actively living and breathing these values are we able to ensure our culture is conducive to fulfilling our purpose and delivering on our strategy.



Safety

We never compromise on safety. We look out for one another and stop work if it's not safe



Integrity

We have the courage to do what's right, even when it's hard. We do what we say and treat each other fairly and with respect

Our purpose

Responsibly sourcing the commodities that advance everyday life



Responsibility

We take responsibility for our actions. We talk and listen to others to understand what they expect from us. We work to improve our commercial, social, and environmental performance



Openness

We're honest and straightforward when we communicate. We push ourselves to improve by sharing information and encouraging dialogue and feedback

Our strategy

To sustainably grow total shareholder returns while maintaining a strong investment grade rating and acting as a responsible operator.



Simplicity

We work efficiently and focus on what's important. We avoid unnecessary complexity and look for simple, pragmatic solutions



Entrepreneurialism

We encourage new ideas and quickly adapt to change. We're always looking for new opportunities to create value and find better and safer ways of working