

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU ("**MiFID II**"); (ii) a customer within the meaning of Directive 2002/92/EC (as amended "**IMD**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended, the "**Prospectus Directive**"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

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

Final Terms dated 22 March 2019

**GLENCORE FINANCE (EUROPE) LIMITED**

Issue of GBP 500,000,000 3.125 per cent. Guaranteed Notes due 2026

Guaranteed by

**GLENCORE PLC**

and

**GLENCORE INTERNATIONAL AG**

and

**GLENCORE (SCHWEIZ) AG**

under the U.S.\$20,000,000,000

**Euro Medium Term Note Programme**

**PART A**

**Contractual Terms**

Terms used herein shall be deemed to be defined as such for the purposes of the conditions (the "**Conditions**") set forth in the base prospectus dated 22 June 2018 as supplemented by the supplement(s) to it dated 29 August 2018, 21 February 2019 and 13 March 2019 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of Article 5.4 of Directive 2003/71/EC, as amended (the "**Prospectus Directive**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer, the Guarantors and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on the website of the Luxembourg Stock Exchange (*www.bourse.lu*).

1	(i) Series Number:	28
	(ii) Tranche Number:	1
	(iii) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
2	Specified Currency or Currencies:	British Pounds Sterling (" <b>GBP</b> ")
3	Aggregate Nominal Amount of Notes admitted to trading:	GBP 500,000,000
4	Issue Price:	99.704 per cent. of the Aggregate Nominal Amount
5	(i) Specified Denominations:	GBP 100,000 and integral multiples of GBP 1,000 in excess thereof up to and including GBP 199,000. No Notes in definitive form will be issued with a denomination above GBP 199,000.
	(ii) Calculation Amount:	GBP 1,000
6	(i) Issue Date:	26 March 2019
	(ii) Interest Commencement Date:	Issue Date
7	Maturity Date:	26 March 2026
8	Interest Basis:	3.125 per cent. Fixed Rate  (further particulars specified in 13 below)
9	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed at 100 per cent. of their Aggregate Nominal Amount
10	Change of Interest Basis:	Not Applicable

11	Put/Call Options:	Issuer Call  (further particulars specified in 16 below)
12	Date Board approval for issuance of Notes and Guarantees obtained:	23 April 2018, in the case of the Issuer; 15 February 2019 and 27 February 2019, in the case of Glencore plc; and 23 April 2018, in the case of Glencore International AG and Glencore (Schweiz) AG

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

13	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	3.125 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Step Up Event/Step Down Event:	No
	(iii) Step Up Margin:	Not Applicable
	(iv) Interest Payment Date(s):	26 March in each year, commencing on 26 March 2020
	(v) Fixed Coupon Amount:	GBP 31.25 per Calculation Amount
	(vi) Broken Amount(s):	Not Applicable
	(vii) Day Count Fraction:	Actual/Actual (ICMA)
14	<b>Floating Rate Note Provisions</b>	Not Applicable
15	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

16	<b>Call Option</b>	Applicable
	(i) Optional Redemption Date(s):	(1) <i>Issuer Call at Par</i> : Any date from, and including, 27 December 2025 to, but excluding, the Maturity Date  (2) <i>Issuer Call at Make-whole Amount</i> : Any date from, and including, the Issue Date to, but excluding, 27 December 2025
	(ii) Optional Redemption Amount(s) of each Note:	(1) <i>Issuer Call at Par</i> : GBP 1,000 per Calculation Amount

(2) *Issuer Call at Make-whole Amount: Make-whole Amount:*

(A) Reference Bond:	UKT 1.500% due July 2026
(B) Quotation Time:	11:00 a.m. London time
(C) Redemption Margin:	+0.30 per cent.
(D) Determination Date:	The third Business Day prior to the relevant Optional Redemption Date

(iii) If redeemable in part:

(a) Minimum Redemption Amount:	Not Applicable
(b) Maximum Redemption Amount:	Not Applicable

17	<b>Put Option</b>	Not Applicable
18	<b>Final Redemption Amount of each Note</b>	Par
19	<b>Early Redemption Amount (Tax)</b>	Par

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

20	<b>Form of Notes:</b>	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
21	New Global Note Form:	Yes
22	Financial Centre(s):	London and TARGET2
23	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No

Signed on behalf of the Issuer:


By:   
Duly authorised

Signed on behalf of Glencore plc:

By:   
Duly authorised

By:   
Duly authorised

Signed on behalf of Glencore International AG:

By:   
Duly authorised

Signed on behalf of Glencore (Schweiz) AG:

By:   
Duly authorised

**PART B**  
**Other Information**

**1 LISTING AND ADMISSION TO TRADING**

- |      |   |   |
|------|---|---|
| (i)  | Admission to trading and listing:                           | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange and listed on the Official List of the Luxembourg Stock Exchange with effect from the Issue Date. |
| (ii) | Estimate of total expenses related to admission to trading: | EUR 600 (listing fee)   |

**2 RATINGS**

The Notes to be issued have been rated:

Moody's Investors Service Ltd.: Baa2

S&P Global Ratings Europe Limited: BBB+

Moody's Investors Service Ltd. and S&P Global Ratings Europe Limited are established in the European Union and registered under Regulation (EC) No 1060/2009 on credit rating agencies, as amended (the "**CRA Regulation**").

In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the European Union and registered under the CRA Regulation unless the rating is provided by a credit rating agency operating in the European Union before 7 June 2010 which has submitted an application for registration in accordance with the CRA Regulation and such registration is not refused.

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

Save for any fees payable to Banco Santander, S.A., Barclays Bank PLC, Commerzbank Aktiengesellschaft and Credit Suisse Securities (Europe) Limited (together, the "**Joint Lead Managers**"), so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantors and their affiliates in the ordinary course of business.

**4 THIRD PARTY INFORMATION**

Not Applicable

5 **YIELD**

Indication of yield: 3.173 per cent. per annum

6 **OPERATIONAL INFORMATION**

ISIN Code: XS1968703345

Common Code: 196870334

New Global Note intended to be held in a manner which would allow Eurosystem eligibility:

No

Whilst the designation is specified as "No" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with Euroclear or Clearstream, Luxembourg as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s):

Not Applicable

Delivery:

Delivery against payment

Names and addresses of initial Paying Agent(s)

As set out in the Base Prospectus

Names and addresses of additional Paying Agent(s) (if any):

Not Applicable