

Supplement Number 4 dated 18 April 2024 to the Base Prospectus dated 30 August 2023

## **Glencore Finance (Europe) Limited**

*(incorporated in Jersey)*

## **Glencore Capital Finance DAC**

*(incorporated in Ireland)*

guaranteed by

# GLENCORE

## **Glencore plc**

*(incorporated in Jersey)*

and

## **Glencore International AG**

*(incorporated in Switzerland)*

and

## **Glencore (Schweiz) AG**

*(incorporated in Switzerland)*

### **U.S.\$20,000,000,000**

## **Euro Medium Term Note Programme**

This prospectus supplement (the “**Supplement**”) to the Base Prospectus dated 30 August 2023, as supplemented by the prospectus supplement dated 3 November 2023, the prospectus supplement dated 21 December 2023 and the prospectus supplement dated 27 March 2024 (the “**Base Prospectus**”), which comprises two prospectus supplements (the Glencore Finance (Europe) Limited Supplement (as defined below) in respect of the Glencore Finance (Europe) Limited Prospectus and the Glencore Capital Finance DAC Supplement (as defined below) in respect of Glencore Capital Finance DAC Prospectus), constitutes a prospectus supplement for the purposes of Article 23(1) of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and is prepared in connection with the U.S.\$20,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by Glencore Finance (Europe) Limited and Glencore Capital Finance DAC (each an “**Issuer**” and together, the “**Issuers**”) and unconditionally and irrevocably guaranteed by Glencore plc (“**Glencore**” or the “**Company**”), Glencore International AG and Glencore (Schweiz) AG (each a “**Guarantor**” and together, the “**Guarantors**”).

On 30 August 2023 the *Commission de Surveillance du Secteur Financier* (the “**CSSF**”) approved the Base Prospectus as a base prospectus for the purposes of Article 8 of the Prospectus Regulation.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus. Unless the context requires otherwise, terms defined in the Base Prospectus have the same meaning when used in this Supplement.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

The Arranger and the Dealers have not separately verified the information contained in this Supplement. None of the Dealers or the Arranger makes any representations, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Supplement.

**Purpose of this Supplement**

The purpose of this Supplement is to (a) incorporate by reference the GFEL 2023 Annual Accounts (as defined below), (b) incorporate by reference the GCFD 2023 Annual Accounts (as defined below), (c) incorporate by reference the GIAG 2023 Annual Financial Statements (as defined below), (d) incorporate by reference the GSAG 2023 Annual Financial Statements (as defined below) and (e) include a new “*No significant change and no material adverse change*” statement.

**2023 Annual Financial Statements**

(a) Glencore Finance (Europe) Limited published its audited non-consolidated annual accounts and financial statements as at, and for the year ended, 31 December 2023 (the “**GFEL 2023 Annual Accounts**”) (available at <https://www.glencore.com/.rest/api/v1/documents/d23f8455901d006e76a1db9d09492f1b/GFE+2023+account+s+-+DT+signed.pdf>). A copy of the GFEL 2023 Annual Accounts has been filed with the CSSF for the purposes of Articles 19 and 23 of the Prospectus Regulation and, by virtue of this Supplement, is incorporated by reference in, and form part of, the Base Prospectus. The section entitled “Information Incorporated by Reference” on page 43 of the Base Prospectus shall be amended accordingly.

For ease of reference, the table below sets out the relevant page references for the GFEL 2023 Annual Accounts. The parts of the GFEL 2023 Annual Accounts that are not incorporated by reference are either not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus.

	<b>Page reference</b>
Independent Auditor’s Report.....	7-14
Statement of Income .....	15
Statement of Other Comprehensive Income .....	15
Statement of Financial Position .....	16
Statement of Changes in Equity.....	17
Notes to the Financial Statements.....	18-31

(b) Glencore Capital Finance DAC has released its audited non-consolidated annual accounts and financial statements as at, and for the year ended, 31 December 2023 (the “**GCFD 2023 Annual Accounts**”) (available at

[https://www.glencore.com/.rest/api/v1/documents/a34ddfea74792418490cd4d6bd68cad6/GCF\\_DAC\\_FS\\_FY\\_23\\_distribution+version.pdf](https://www.glencore.com/.rest/api/v1/documents/a34ddfea74792418490cd4d6bd68cad6/GCF_DAC_FS_FY_23_distribution+version.pdf)). A copy of the GCFD 2023 Annual Accounts has been filed with the CSSF for the purposes of Articles 19 and 23 of the Prospectus Regulation and, by virtue of this Supplement, is incorporated by reference in, and form part of, the Base Prospectus. The section entitled “Information Incorporated by Reference” on page 43 of the Base Prospectus shall be amended accordingly.

For ease of reference, the table below sets out the relevant page references for the GCFD 2023 Annual Accounts. The parts of the GCFD 2023 Annual Accounts that are not incorporated by reference are either not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus.

	<b>Page reference</b>
Independent Auditor’s Report.....	8-14
Statement of Comprehensive Income .....	15
Statement of Financial Position .....	16
Statement of Changes in Equity.....	17
Notes to the Financial Statements.....	18-25

- (c) Glencore International AG has released its audited non-consolidated financial statements as at, and for the year ended, 31 December 2023 (the “**GIAG 2023 Annual Financial Statements**”) (available at [https://www.glencore.com/.rest/api/v1/documents/46767ff0c7f6625a9ca766c47a02532f/Final+GIAG+FS+%28incl.+opinion%29+2023\\_08042024%28signed%29.pdf](https://www.glencore.com/.rest/api/v1/documents/46767ff0c7f6625a9ca766c47a02532f/Final+GIAG+FS+%28incl.+opinion%29+2023_08042024%28signed%29.pdf)). A copy of the GIAG 2023 Annual Financial Statements has been filed with the CSSF for the purposes of Articles 19 and 23 of the Prospectus Regulation and, by virtue of this Supplement, is incorporated by reference in, and form part of, the Base Prospectus. The section entitled “Information Incorporated by Reference” on page 43 of the Base Prospectus shall be amended accordingly.

For ease of reference, the table below sets out the relevant page references for the GIAG 2023 Annual Financial Statements. The parts of the GIAG 2023 Annual Financial Statements that are not incorporated by reference are either not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus.

	<b>Page reference</b> (references are to the PDF page numbers)
Report of the Statutory Auditor.....	3-4
Statement of Financial Position .....	5
Statement of Income .....	6
Notes to the Financial Statements.....	7-19

- (d) Glencore (Schweiz) AG has released its audited non-consolidated financial statements as at, and for the year ended, 31 December 2023 (the “**GSAG 2023 Annual Financial Statements**”) (available at [https://www.glencore.com/.rest/api/v1/documents/01a682cd328454e67da110d31a336295/Final+GSAG+FS+%28incl.+opinion%29+2023\\_09042024%28signed%29.pdf](https://www.glencore.com/.rest/api/v1/documents/01a682cd328454e67da110d31a336295/Final+GSAG+FS+%28incl.+opinion%29+2023_09042024%28signed%29.pdf)). A copy of the GSAG 2023 Annual Financial Statements has been filed with the CSSF for the purposes of Articles 19 and 23 of the Prospectus Regulation

and, by virtue of this Supplement, is incorporated by reference in, and form part of, the Base Prospectus. The section entitled “Information Incorporated by Reference” on page 43 of the Base Prospectus shall be amended accordingly.

For ease of reference, the table below sets out the relevant page references for the GSAG 2023 Annual Financial Statements. The parts of the GSAG 2023 Annual Financial Statements that are not incorporated by reference are either not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus.

	<b>Page reference</b> (references are to the PDF page numbers)
Report of the Statutory Auditor.....	3-4
Statement of Financial Position .....	5
Statement of Income .....	6
Notes to the Financial Statements.....	7-9

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

The paragraph under the heading “*No significant change and no material adverse change*” on page 164 of the Base Prospectus shall be deleted and replaced with the following:

“There has been no significant change in the financial position or financial performance of the Group since 31 December 2023 (the end of the last financial period for which the latest audited consolidated financial statements were prepared) or any material adverse change in the prospects of Glencore Finance (Europe) Limited, Glencore Capital Finance DAC, the Company, Glencore International AG and Glencore (Schweiz) AG since 31 December 2023 (being the last date to which the published audited financial statements for each Issuer and each Guarantor were prepared).”

**Responsibility Statement**

Each Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each Guarantor, the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import.

Glencore Finance (Europe) Limited accepts responsibility for the information contained in the Glencore Finance (Europe) Limited Supplement. To the best of the knowledge of Glencore Finance (Europe) Limited, the information contained in the Glencore Finance (Europe) Limited Supplement is in accordance with the facts and contains no omission likely to affect its import.

Glencore Capital Finance DAC accepts responsibility for the information contained in the Glencore Capital Finance DAC Supplement. To the best of the knowledge of Glencore Capital Finance DAC, the information contained in the Glencore Capital Finance DAC Supplement is in accordance with the facts and contains no omission likely to affect its import.

For the purposes of this Supplement:

- (a) the “Glencore Finance (Europe) Limited Supplement” comprises this Supplement with the exception of the information (i) contained in the section headed “*2023 Annual Financial Statements*” to the extent that it

relates to Glencore Capital Finance DAC and (ii) contained in the section headed “*No significant change and no material adverse change*” to the extent that it relates to Glencore Capital Finance DAC; and

- (b) the “Glencore Capital Finance DAC Supplement” comprises this Supplement with the exception of the information (i) contained in the section headed “*2023 Annual Financial Statements*” to the extent that it relates to Glencore Finance (Europe) Limited and (ii) contained in the section headed “*No significant change and no material adverse change*” to the extent that it relates to Glencore Finance (Europe) Limited.