

SECTION II: DIRECTORS AND CORPORATE GOVERNANCE

Board of Directors

The Directors of the Company are as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Simon Murray	71	Independent Chairman
Ivan Glasenberg	54	Chief Executive Officer
Steven Kalmin	40	Chief Financial Officer
Peter Coates	65	Independent Non-Executive Director
Leonhard Fischer	48	Independent Non-Executive Director
Anthony Hayward	53	Senior Independent Non-Executive Director
William Macaulay	65	Independent Non-Executive Director
Li Ning	54	Independent Non-Executive Director

Chairman

Simon Murray, aged 71 (Independent Non-Executive Chairman)

Simon Murray was appointed to the Board with effect from 28 April 2011. Mr Murray is currently the chairman of GEMS Limited, a private equity investment group operating across Asia, which he founded in 1998. Mr Murray worked for Jardine Matheson from 1966 to 1980, where he was responsible for their engineering business and trading operations, after which he set up his own company, Davenham Investments, a project advisory company. In 1984, Mr Murray joined Hutchison Whampoa as the group managing director, a post in which he served until 1993 and during which period he led the group's entry into the mobile telecommunication business, developed the group's energy business and expanded its container and port operations. Mr Murray continued to serve as a member of the board of Hutchison Whampoa until May 2007. From 1994 to 1997, Mr Murray was the executive chairman of Deutsche Bank Group for the Asia Pacific region with responsibility for the supervision of operations of 80 offices in 17 countries in the region. Mr Murray is a member of the board of directors of a number of public companies including IRC Limited, Essar Energy plc, Cheung Kong (Holdings) Limited, Orient Overseas (International) Ltd., Wing Tai Properties Limited, Greenheat Group Limited, Compagnie Financière Richemont SA, and Sino Forest Corporation. Mr Murray was a non-executive director of Vodafone Group Plc between July 2007 and July 2010. In 1993, Mr Murray was appointed a CBE in honour of his contribution to the Hong Kong community. Mr Murray has also been awarded the Order of Merit of the French Republic and is a Chevalier de la Légion d'honneur. He holds an honorary B.A. degree in law from Bath University and attended the Stanford Executive Programme (SEP) in the U.S.

Executive Directors

Ivan Glasenberg, aged 54 (Chief Executive Officer)

Ivan Glasenberg joined Glencore in April 1984 and has been Chief Executive Officer of Glencore since January 2002. Mr Glasenberg was appointed to the Board on 14 March 2011. Mr Glasenberg first worked in the coal/coke commodity department in South Africa for three years as a marketer, responsible for sourcing coal in South Africa and then in Australia for two years as head of the coal/coke commodity division, Asia, responsible for sourcing and marketing coal in regions including Australia, Asia and South Africa. Between 1988 and 1989, he was based in Hong Kong as manager and head of Glencore's Hong Kong and Beijing offices, as well as head of coal marketing in Asia, where his responsibilities included overseeing the Asian coal marketing business of Glencore and managing the administrative functions of the Hong Kong and Beijing offices. In January 1990, he became director of the coal/coke commodity department, responsible for the worldwide coal business of Glencore for both marketing and industrial assets, and remained in this role until he became Chief Executive Officer in January 2002. Mr Glasenberg is a Chartered Accountant of South Africa and holds a Bachelor of Accountancy from the University of Witwatersrand. Mr Glasenberg also graduated in 1983 from the University of Southern California with an M.B.A. degree. He is currently a director of Minara as well as Xstrata and UC Rusal. Before joining Glencore, he worked for five years at Levitt Kirson Chartered Accountants in South Africa.

Steven Kalmin, aged 40 (Chief Financial Officer)

Steven Kalmin joined Glencore in September 1999, starting in the Sydney office in Glencore's coal industrial unit, which was subsequently sold to Xstrata, as general manager of finance and treasury functions. Mr Kalmin was appointed to the Board on 14 March 2011. Mr Kalmin moved to Glencore's Baar head office in October 2003 to oversee Glencore's accounting and reporting functions and became Chief Financial Officer as of the end of June 2005. Mr Kalmin holds a Bachelor of Business from the University of Technology, Sydney and is a member of the Institute of Chartered Accountants of Australia and the Financial Services Institute of Australasia. He is also currently a director of various companies within the Glencore Group. Before joining Glencore, he worked for nine years at Horwath Chartered Accountants in Sydney, leaving the firm as a director.

Independent Non-Executive Directors

Peter Coates, aged 65 (Independent Non-Executive Director)

Peter Coates was appointed to the Board with effect from 14 April 2011. He is currently a non-executive director and chairman of Santos Ltd., and a non-executive director of Amalgamated Holdings Limited. Until recently, he was a non-executive director and chairman of Minara Resources Limited, having been appointed to the chair on 9 May 2008. During his executive career in the resource industry spanning more than 40 years, Mr Coates occupied many senior positions in resource companies associated with the mining of a cross section of commodities including silver, lead, zinc, nickel, iron ore, bauxite and coal. Prior to his retirement as an executive in December 2007, Mr Coates was the chief executive of Xstrata's coal business. He joined Xstrata in 2002 when Glencore sold its Australian and South African coal assets to Xstrata for cash and shares simultaneous with Xstrata's primary listing and capital raising in London. From January 2008 to June 2009 Mr Coates was non-executive chairman of Xstrata Australia. Mr Coates is a past chairman of the Minerals Council of Australia, the NSW Minerals Council and the Australian Coal Association. He was appointed to the Office of the Order of Australia in June 2009 and was recently awarded the Australasian Institute of Mining and Metallurgy Medal for 2010. He holds a Bachelor of Science degree in Mining Engineering from the University of New South Wales.

Leonhard Fischer, aged 48 (Independent Non-Executive Director)

Leonhard Fischer was appointed to the Board with effect from 14 April 2011. He was appointed the chief executive officer of RHJ International S.A. in January 2009, having been the co-chief executive officer from May 2007. He has been a member of the board of directors of RHJ International S.A. since 18 September, 2007. He is also chief executive officer of the Kleinwort Benson Group and is a member of the board of directors at Julius Baer Gruppe AG (formerly Julius Bär Holding AG), as well as at AXA Konzern AG, Germany and Arecon AG (vice president of the board) and was previously a non-executive director and member of the audit committee at 3W Power Solutions S.A. (formerly Germany 1 Acquisition Limited, the holding company of AEG Power Solutions). Mr Fischer was chief executive officer of Winterthur Group from 2003 to 2006 and a member of the executive board of Credit Suisse Group from 2003 to March 2007. He joined Credit Suisse Group from Allianz AG, where he had been a member of the management board and head of the Corporates and Markets Division. Prior to this, he had been a member of the executive board of Dresdner Bank AG in Frankfurt. He holds an M.A. in Finance from the University of Georgia.

Anthony Hayward, aged 53 (Senior Independent Non-Executive Director)

Anthony Hayward was appointed to the Board with effect from 14 April 2011. He was group chief executive of BP plc from 2007 to 2010 having joined BP in 1982 as a rig geologist in the North Sea. Following a series of technical and commercial roles in Europe, Asia and South America, he returned to London in 1997 as a member of the upstream executive committee. He became group treasurer in 2000, chief executive for BP upstream activities and member of the main board of BP in 2003. Tony is a board member of TNK-BP and a partner of AEA Investors. Mr Hayward is also a fellow of the Royal Society of Edinburgh and holds honorary doctorates from the University of Edinburgh, Aston University and the University of Birmingham. He studied geology at Aston University in Birmingham and completed a PhD at Edinburgh University.

William Macaulay, aged 65 (Independent Non-Executive Director)

William E. Macaulay was appointed to the Board with effect from 14 April 2011. He is the chairman and chief executive officer of First Reserve Corporation, a private equity investment firm focused on the energy industry, and has been with First Reserve since its founding in 1983. Prior to joining First Reserve he was a co-founder of Meridien Capital Company, a private equity buyout firm. From 1972 to 1982, he was with Oppenheimer & Co., Inc., where he served as director of corporate finance with responsibility for managing Oppenheimer's buyout business. He also served as general partner and member of the management committee, as well as president of Oppenheimer Energy Corporation. Mr Macaulay is chairman of the board of Dresser-Rand, Inc. and also is a director of Weatherford International Ltd., as well as serving on numerous private energy company boards. In addition, he serves as chairman of the board of the Rogosin Medical Institute and chairman of the advisory board of the City University of New York. Mr Macaulay holds a B.B.A. degree, Magna Cum Laude in Economics from City College of New York and an M.B.A. from the Wharton School of the University of Pennsylvania. He also has received an Honorary Doctor of Humane Letters degree from Baruch College.

Li Ning, aged 54 (Independent Non-Executive Director)

Li Ning was appointed to the Board with effect from 14 April 2011. He has been an executive director of Henderson Land Development Company Limited since 1992. He was also an executive director of Henderson Investment Company Limited from 1990 to 2010. He has also been an executive director of Hong Kong (Ferry) Holdings Company Limited since 1989. Prior to joining the Henderson Group, he began his career in the banking industry with Chekiang First Bank Limited. Mr Li holds a B.Sc. degree from Babson College. Mr Ning also graduated in 1983 from the University of Southern California with an M.B.A. degree.

Key employees

The other key employees of the Glencore group are as follows:

<u>Name</u>	<u>Age</u>	<u>Position</u>
Alex Beard	43	Director oil
Steven Blumgart	37	Co-director alumina/aluminium
Stuart Cutler	51	Co-director ferroalloys/nickel/cobalt
Gary Fegel	37	Co-director alumina/aluminium
Giles Jones	43	Chief Risk Officer
Chris Mahoney	52	Director agricultural products
Richard Marshall	56	General Counsel
Daniel Francisco Maté Badenes	47	Co-director zinc/copper/lead
Aristotelis Mistakidis	49	Co-director zinc/copper/lead
Tor Peterson	46	Director coal/coke
Christian Wolfensberger	40	Co-director ferroalloys/nickel/cobalt

Alex Beard, aged 43 (director oil commodity department), joined Glencore in May 1995 working in the oil commodity department as a marketer, responsible primarily for the CIS region and gaining expertise in high sulphur crudes. He was appointed director of the oil commodity department in February 2007, overseeing all of Glencore's crude oil and oil products marketing, shipping, exploration and production and other oil-related investments, as well as being a director of Chemoil and various other Glencore Group companies. Mr Beard holds an MA degree in biochemistry from Oxford University. Before Glencore, he worked for five years for BP in its crude oil department.

Steven Blumgart, aged 37 (co-director alumina/aluminium commodity department), joined Glencore in Baar, Switzerland in October 1998, where he worked until April 2002 in the coal/coke commodity department, responsible for its industrial assets, before moving on to the alumina/aluminium commodity department. Since January 2006, Mr Blumgart has been co-director of Glencore's alumina/aluminium commodity department, overseeing alumina and industrial asset activities, which involves managing the department's alumina marketing operations and industrial asset acquisition and operating activities. He completed his Bachelor of Commerce (Tax Honours) degree from the University of Witwatersrand, and is a South African Chartered Accountant. In addition, Mr Blumgart holds the Chartered Financial Analyst designation. Prior to joining Glencore, Steven worked for three years at Grant Thornton Kessel Feinstein in Johannesburg.

Stuart Cutler, aged 51 (co-director ferroalloys/nickel/cobalt commodity department), joined Glencore in April 1995. He started in the Johannesburg office where he worked on the South African base metals and ferroalloys desk. From January 1997 to July 1999, he managed the Johannesburg office with overall responsibility for managing the South African base metals and ferroalloys marketing desk and the administrative functions of the office. In August 1999, Mr Cutler joined the nickel/cobalt commodity department in Baar, which merged with the ferroalloys department in 2001, gaining expertise in the bulk alloys industry, including chrome and extensive experience in its marketing operations. He became co-director of the department in November 2005, jointly overseeing the marketing business and industrial assets of the department, including strategy and operations. Mr Cutler holds a B. Proc degree from the University of Witwatersrand. Prior to joining Glencore, Mr Cutler was an attorney and notary public of the Supreme Court of South Africa and a barrister and solicitor of the High Court of New Zealand, and worked as a litigation partner at South African law firm, Werksmans.

Gary Fegel, aged 37 (co-director alumina/aluminium commodity department), joined Glencore in January 2001 in the alumina/aluminium commodity department gaining expertise in logistics, LME and physical marketing. In January 2006, he was appointed as co-director of Glencore's alumina/aluminium commodity department, overseeing the worldwide aluminium business, which involves the buying, marketing and logistics of the metal as well as hedging and risk management. Mr Fegel holds an M.B.A. degree from the University of St. Gallen. Before Glencore, he worked for UBS for four years and Credit Suisse for one year in their respective derivatives departments, being based in Zurich, London and New York.

Giles Jones, aged 43 (Chief Risk Officer), joined Glencore in February 1990 in the oil commodity department, with responsibility for crude oil and products futures and swaps hedging until mid-1994, and then worked as a physical fuel oil marketer, where his responsibilities included negotiating supply contracts and arbitrage strategies. Mr Jones became head of global oil derivatives marketing in January 2007, gaining further expertise in across-the-barrel futures, swaps and options marketing, and his overall responsibilities included price curve setting and market exposure monitoring within the department. Between January 2010 and January 2011, he was chief risk officer of the oil commodity department, leading a team of more than 40 people globally. Mr Jones was appointed as the Chief Risk Officer of Glencore Group in February 2011. As Chief Risk Officer, Mr Jones is responsible for the Glencore Group's overall risk management function. Mr Jones holds an LLB (Honours) in law from University College London.

Chris Mahoney, aged 52 (director Agricultural Products business segment), joined Glencore in September 1998. From September 1998 until November 2002, he was responsible for Glencore's agricultural product activities in the CIS, South Africa and South America. In November 2002, he became director of the Agricultural Products business segment, overseeing all global farming, logistics, processing and marketing businesses, responsible for both strategy and operations. Mr Mahoney holds an MA degree from Oxford University. Before Glencore, he spent 17 years with Cargill, being based in the UK, the U.S., Singapore and Switzerland, and held various management positions in sugar and grain, gaining expertise in the agricultural products industry and marketing operations.

Richard Marshall, aged 56 (General Counsel), joined Glencore as General Counsel in April 2005. As General Counsel, Mr Marshall has responsibilities for overseeing the Glencore Group's overall legal and compliance function. Prior to joining Glencore, Mr Marshall was a partner at Cadwalader Wickersham & Taft LLP in London between September 2003 and March 2005 and a partner at Mallesons Stephen Jaques in Sydney between 1984 and July 2003. Prior to becoming a partner at Mallesons Stephen Jaques, he was an associate in the firm's Sydney office between 1979 and 1984. Mr Marshall completed his law society finals at the College of Law in London in 1978 and was admitted as a solicitor in England and Wales in the same year. He was also admitted as a solicitor in New South Wales, Australia in 1979. He has been an associate member of the Law Society of New South Wales, Australia since 2003.

Daniel Francisco Maté Badenes, aged 47 (co-director zinc/copper/lead commodity department), joined Glencore in October 1988, starting in Glencore's Madrid office, gaining expertise in metals transactions and logistics in Spain and North Africa. After three years in Madrid, he joined the zinc/lead commodity department in Switzerland in August 1991, which merged with the copper department in February 2002, where he was responsible for the zinc and lead concentrates desk for Spain, North Africa and South America, before being appointed in charge of worldwide zinc and lead concentrates marketing. Mr Maté has been co-director of the zinc/copper/lead commodity department since February 2000, jointly overseeing the marketing business and industrial assets of the department, including strategy and

operations. He is also a director of Volcan. Mr Maté holds a Bachelors degree in economics from Universidad Comercial de Deusto, Spain and a Bachelors degree in law from Deusto University of Spain.

Aristotelis Mistakidis, aged 49 (co-director zinc/copper/lead commodity department), joined Glencore in March 1993 in the zinc/lead commodity department, which merged with the copper department in February 2002, where he was responsible for, and gained expertise in, price and risk management and zinc and lead marketing. He has been co-director of the zinc/copper/lead commodity department since February 2000, jointly overseeing the marketing business and industrial assets of the department, including strategy and operations. He is also a director of Katanga and Recylex and is chairman of Mopani. Mr Mistakidis holds a B.Sc. Economics degree from London School of Economics. Before Glencore, he worked at Cargill for six years, where he worked in and gained experience in the non-ferrous metals industry.

Tor Peterson, aged 46 (director coal/coke commodity department), joined Glencore in January 1992 as a marketer and has been working in the coal/coke commodity department ever since, gaining expertise in marketing and coal assets, responsible for various regions including Colombia, Russia and Europe. In January 2002, he was appointed as director of the coal/coke commodity department, succeeding Ivan Glasenberg who moved into the Chief Executive Officer role, and he is responsible for overseeing the global marketing business and industrial assets of the department, including strategy and operations. Mr Peterson holds a Bachelor degree in political science and French from Duke University. Before Glencore, he worked for five years for Phibro-Salomon Inc. as a marketer, being based in New York, London and the Ivory Coast.

Christian Wolfensberger, aged 40 (co-director ferroalloys/nickel/cobalt commodity department), joined Glencore in December 1994, starting in the trade finance department in Switzerland, where he was responsible for arranging financing for global trades. In January 1996, Mr Wolfensberger joined the ferroalloys/nickel/cobalt commodity department in its traffic team, responsible for managing marketing data and logistics, before becoming in charge of the nickel desk, gaining expertise in physical marketing operations. He became co-director of the ferroalloys/nickel/cobalt commodity department in November 2005, jointly overseeing the marketing business and industrial assets of the department, including strategy and operations. He holds an MBA degree from the University of St. Gallen.

Description of ownership structure

Glencore has historically been entirely owned by its employees. Glencore believes that this ownership structure has been an important element of its successful growth since inception. Additionally, assuming no conversion of the Convertible Bonds the Over-Allotment Option is not exercised, the Kazzinc Consideration Shares have not been issued and the Offer Price is set at the mid-point of the Offer Price Range, the number of Ordinary Shares in issue following the Global Offer will be 6,893,292,886, and of these 83.6 per cent. will be held by Existing Shareholders. Consequently, the Company will continue to be primarily owned by Existing Shareholders upon Admission. This ownership structure aligns the interests of Shareholders and employees and has fostered a culture of excellence, teamwork and accountability. In addition, employee ownership helps Glencore to attract new employees of the highest calibre and to retain and motivate existing employees. The fact that Glencore's employees have a significant amount of capital invested in Glencore, with overall compensation structured in favour of longer-term incentives, motivates it to take a long-term view of Glencore's overall performance and to protect the capital of Glencore. Glencore believes that its consistent profitability, the long-term tenure of its management team and its prudent risk management policies have been a direct result of its employee ownership structure.

To continue the strong culture within Glencore based on employee ownership, the Company has put in place two new employee share plans – the Glencore Performance Share Plan and the Glencore Deferred Bonus Plan. These plans are in addition to the annual short-term bonus arrangements in place for the Glencore employees.

No awards have been granted under these plans to date. It is not proposed to make any awards in calendar year 2011 other than awards to new hires and any top-up awards to existing employees necessary to reflect their level of seniority and/or performance in line with their peers (where such top-up awards, if any, are not expected to be material).

Under the Glencore Performance Share Plan, awards of Ordinary Shares will be granted to employees who have already demonstrated excellent performance over a sustained period. It is currently intended that awards granted to Executive Directors will vest after a three-year period subject to the satisfaction of the

agreed performance condition(s), continued employment and clawback and that awards granted to other employees will vest in annual tranches over a five-year period subject only to continued employment and clawback.

Under the Glencore Deferred Bonus Plan, a proportion of annual bonus payable to the Executive Directors will be deferred as an award of shares. It is currently intended that such award will vest over three years subject to continued employment and clawback.

The number of shares which may be issued, or committed to be issued under the Glencore Performance Share Plan and Glencore Deferred Bonus Plan in any 10 year period will not exceed (i) 10 per cent. of the Company's issued ordinary share capital, in respect of any employee share plans operated by the Company; and (ii) 5 per cent. of the Company's issued ordinary share capital, in respect of discretionary employee share plans adopted by the Company. As at the date of Admission, the Company will only have discretionary employee share plans in existence. Shares issued, or committed to be issued, before Admission will not be counted for either of these limits.

The principal features of the Glencore Performance Share Plan and the Glencore Deferred Bonus Plan are summarised under "Glencore employee share plans" in Section X: "Additional Information".

Corporate governance

The Board structure

At Admission, the Board will consist of the Non-Executive Chairman, two Executive Directors and five Non-Executive Directors. The Company regards this as an appropriate Board structure.

The Company regards all of its Non-Executive Directors as independent Non-Executive Directors within the meaning of "independent" as defined in the Code and free from any business or other relationship which could materially interfere with the exercise of their independent judgement. This view was taken having regard to all facts including those below. William Macaulay is chairman and chief executive of First Reserve Corporation ("First Reserve"). First Reserve is the holder of a tranche of the U.S.\$2.3 billion Convertible Bonds due 2014 issued by Glencore Finance (Europe) S.A.. Peter Coates was until recently the independent non-executive chairman of Minara, a company listed on the Australian Securities Exchange and 70.6 per cent. owned by Glencore, and was previously a non-executive chairman of Xstrata Australia and a former chief executive of Xstrata Coal, part of Xstrata plc, a listed entity in which Glencore holds a 34.5 per cent. interest. Mr Coates joined Xstrata in 2002 with Glencore's coal assets in Australia and South Africa when they were sold to Xstrata for cash and shares simultaneous with Xstrata's primary listing and capital raising in London.

The Directors support high standards of corporate governance. Following Admission, the Company will comply with the Code. The Company is compliant, as at the date of this document and will continue to comply with the standards expected of them as directors of a Jersey company.

The Directors have established an audit committee, a remuneration committee, a nominations committee, and an environment, health and safety committee.

Audit committee

The audit committee will be chaired by Leonhard Fischer and its other members are Peter Coates and William Macaulay. The audit committee will meet not less than twice a year and will have responsibility for, among other things, monitoring the integrity of Glencore's financial statements and reviewing its summary financial statements. It will oversee Glencore's relationship with its external auditors and review the effectiveness of the external audit process. The committee will give due consideration to laws and regulations, the provisions of the Code and the requirements of the Listing Rules. It will also have responsibility for reviewing the effectiveness of Glencore's system of internal controls and risk management systems. The ultimate responsibility for reviewing and approving the interim and annual financial statements remains with the Directors. The Directors consider that Leonhard Fischer has recent and relevant financial experience. Further details are set out in his biography under the heading "Board of Directors". The audit committee will also be responsible for reviewing, updating and presenting to the Board Glencore's policies on risk management in relation to Glencore's marketing and operational activities.

Remuneration committee

The remuneration committee is chaired by William Macaulay and its other members are Leonhard Fischer and Anthony Hayward. The remuneration committee will meet not less than once a year and will have responsibility for making recommendations to the Board (i) on Glencore's policy on the remuneration of management and (ii) for the determination, within agreed terms of reference, of the remuneration of the Chairman and of specific remuneration packages for each of the Executive Directors and the members of management, including pension rights and any compensation payments. The remuneration committee will also ensure compliance with the Code in this respect.

Nominations committee

The nominations committee is chaired by Anthony Hayward and its other members are Simon Murray, Ivan Glasenberg and Li Ning. The committee will meet not less than once a year and will, with effect from Admission, have responsibility for making recommendations to the Board on the composition of the Board and its committees and on retirements and appointments of additional and replacement Directors and ensuring compliance with the Code.

Environment, health and safety committee

The environment, health and safety committee is chaired by Peter Coates and its other members are Ivan Glasenberg, Anthony Hayward and Michael Fahrback (the Glencore employee currently responsible for Glencore's environmental, health and safety issues). The committee will meet not less than once a year and will be responsible for formulating and recommending to the Board Glencore's policy on health and safety as well as environmental, security and local community issues as they affect Glencore's operations.