

Glencore plc (the “Company”)

Terms of Reference – Remuneration Committee

Reference to:

- “the Code” means the principles, provisions and recommendations of the UK Corporate Governance Code
- “the Committee” shall mean the Remuneration Committee
- “the Board” shall mean the Board of Directors.

1. Membership

- 1.1. The Committee shall comprise at least three members, all of whom shall be independent non-executive directors. The Chairman of the Board may also serve on the Committee as an additional member if he or she was considered independent on appointment as Chair.
- 1.2. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chair of the Remuneration Committee.
- 1.3. Only members of the Committee have the right to attend Committee meetings.
- 1.4. However, other individuals such as the Chief Executive, the head of human resources and external advisers may be invited to attend for all or part of any Committee meeting as and when appropriate and necessary.
- 1.5. Appointments to the Committee are made by the Board and shall be for a period of up to three years, which may be extended for up to two additional three-year periods, provided the director (other than the Chairman of the Board, if they are a member of the Committee) still meets the criteria for membership of the Committee.
- 1.6. The Board shall appoint the Committee Chair who shall be an independent non-executive director and who should have served on the Committee for at least 12 months. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting who would qualify under these terms of reference to be appointed to that position by the Board. The Chairman of the Board shall not be Chair of the Committee.

2. Secretary

The Company Secretary or his or her nominee shall act as the Secretary of the Committee and will ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3. Quorum

The quorum necessary for the transaction of business shall be two. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

4. Frequency of Meetings

The Committee shall meet not less than twice a year and otherwise as required. Meetings should be organised so that attendance is maximized.

5. Notice of Meetings

- 5.1. Meetings of the Committee shall be called by the Secretary of the Committee at the request of the Committee Chair or any of its members.
- 5.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, usually no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

6. Minutes of Meetings

- 6.1. The Secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2. Draft minutes of Committee meetings shall be circulated to all members of the Committee prior to each subsequent meeting.

7. Engagement with shareholders

The Committee Chair shall attend the Annual General Meeting of the Company to:

- 7.1 seek engagement with shareholders on significant matters related to the Committee's areas of responsibility, and
- 7.2 respond to any shareholder questions on the Committee's activities.

8. Duties

- 8.1. The Committee should carry out the duties below for the parent Company, major subsidiary undertakings and the group as a whole, as appropriate.
- 8.2. The Committee shall:
 - 8.2.1 have delegated responsibility for determining the policy for directors' remuneration and setting remuneration for the Company's Chairman, executive directors and senior management in accordance with the Code;
 - 8.2.2 in determining such policy:
 - (a) take into account all factors which it deems necessary including in relation to all relevant legal and regulatory requirements, the Code and associated guidance as amended from time to time;
 - (b) ensure that members of the executive management of the Company are provided with appropriate incentives, aligned with the Company's purpose and values, and linked to the successful delivery of the Company's long-term strategy, so as to encourage performance and reward individual contributions to the success of the Company in a fair and responsible manner;
 - (c) enable the use of discretion to override formulaic outcomes and to recover and/or withhold sums or share awards under appropriate specified circumstances;
 - 8.2.3 when setting remuneration for directors and executive directors:
 - (a) review and have regard to the Code requirements for clarity, simplicity, risk mitigation, predictability, proportionality and alignment to culture; and

- (b) exercise independent judgement and discretion when determining remuneration awards, taking account of Company and individual performance and wider circumstances;
- 8.2.4 no director or senior manager shall be involved in any decisions as to their own remuneration outcome. The Board itself or, where required by the Articles of Association, the shareholders should determine the remuneration of the non-executive directors within the limits set in the Articles of Association;
- 8.2.5 regularly review the ongoing appropriateness and relevance of the remuneration policy;
- 8.2.6 within the terms of the agreed policy and in consultation with the Chair and/or Chief Executive, as appropriate, determine the total individual remuneration package of the Chair and each executive director including pension rights, bonuses, benefits in kind, incentive payments and share options or other share awards;
- 8.2.7 establish remuneration schemes that promote long-term shareholding by executive directors that support alignment with long-term shareholder interests, with share awards subject to a total vesting and holding period of at least five years, and a formal policy for post-employment shareholding requirements encompassing both unvested and vested shares;
- 8.2.8 to help it fulfil its obligations the Committee shall have full authority to appoint remuneration consultants and to commission or purchase any reports, surveys or information which it deems necessary, within any budgetary restraints imposed by the Board;
- 8.2.9 be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any remuneration consultants who advise the Committee;
- 8.2.10 determine the policy for, and scope of, pension arrangements for each executive director;
- 8.2.11 ensure that contractual terms on dismissal, loss of office or termination (whether for misconduct or otherwise), and any payments made, are fair and not excessive to the individual, and the Company, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- 8.2.12 review and approve any compensation payable to executive directors and senior management in connection with any dismissal, loss of office or termination (whether for misconduct or otherwise) to ensure that such compensation is determined in accordance with the relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
- 8.2.13 oversee any major changes in employee benefits structures throughout the group;
- 8.2.14 agree the policy for authorising claims for expenses from each member of the Board (including non-executive directors); and
- 8.2.15 be responsible for all other matters required to be carried out by it under the Code and relevant legal and regulatory requirements.

9. Reporting Responsibilities

- 9.1. The Committee Chair shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 9.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- 9.3. The Committee shall produce an annual report of the Company's remuneration policy and practices which will form part of the Company's Annual Report and ensure each year that it is put to shareholders for approval at the Annual General Meeting.
- 9.4. The Committee shall provide a description of its work in the annual report in line with the requirements of the Code.
- 9.5. The Committee shall ensure that provisions regarding disclosure of information as set out in the Code are fulfilled, and that a report on the directors' remuneration policy and practices is included in the Company's annual report and put to shareholders for approval at the AGM as necessary.
- 9.6. If the Committee has appointed remuneration consultants, the consultant should be identified in the annual report alongside a statement about any other connection it has with the Company or individual directors.

10. Other matters

The Committee shall:

- 10.1. have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat for assistance as required;
- 10.2. be provided with appropriate timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 10.3. give due consideration to applicable laws and regulations. This shall include the applicable rules and regulations which apply to the Company arising from the listing of its securities on any stock exchange, the Code, guidelines or recommendations regarding the remuneration of company directors and the formation and operation of share incentive plans, the requirements of the FCA's Listing Rules, Prospectus Rules, Disclosure Guidance and Transparency Rules sourcebook, and any other applicable rules, as appropriate;
- 10.4. ensure that a periodic evaluation of the committee's own performance is carried out; and
- 10.5. at least annually, review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

11. Authority

- 11.1. The Committee is authorised by the Board to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference.
- 11.2. arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.