

SECTION XII: DEFINITIONS

The definitions set out below apply throughout this Prospectus, unless the context requires otherwise.

“1C”, “2C”, “3C”, “1P”, “2P” and “3P”	each has the meaning given to it in Appendix A to the PRMS;
“Aabar”	has the meaning given to it in paragraph 10 of Section VIII: “Details of the Global Offer”;
“Adjusted EBIT”	has the meaning given to it in the section titled “Presentation of Information”;
“Adjusted EBITDA”	has the meaning given to it in the section titled “Presentation of Information”;
“Adjusted EBIT pre-exceptional items”	has the meaning given to it in the section titled “Presentation of Information”;
“Adjusted EBITDA pre-exceptional items”	has the meaning given to it in the section titled “Presentation of Information”;
“ADM”	means Archer Daniels Midland Company;
“Admission”	means UK Admission and HK Admission;
“API”	means the American Petroleum Institute;
“Application Form”	means the white, yellow and green application form(s), or, where the context so requires, any of them, relating to the Hong Kong Offer;
“Articles”	means the articles of association of the Company, which have been adopted conditional upon Admission;
“AR Zinc”	means AR Zinc SA, an entity in which Glencore has a 100 per cent. interest;
“Atlas Petroleum”	means Atlas Petroleum International Limited, an independent third party;
“Banks”	means the Joint Sponsors, the International Managers and the Hong Kong Managers;
“bbls”	means barrels;
“bcf”	means billion cubic feet;
“BHP Billiton”	means BHP Billiton Plc, an independent third party;
“BlackRock”	has the meaning given to it in paragraph 10 of Section VIII: “Details of the Global Offer”;
“BlackRock Entities”	has the meaning given to it in paragraph 10 of Section VIII: “Details of the Global Offer”;
“Blackthorn Resources”	means Blackthorn Resources Limited, an entity in which Glencore has a 13 per cent. interest;
“BNP Paribas”	means BNP Paribas, whose registered office is at 16, boulevard des Italiens, 75009 Paris;
“Board”	means the board of Directors of the Company;
“Bonus Award”	has the meaning given to it in paragraph 14 of Section X: “Additional Information”;
“BP”	means BP plc, an independent third party;
“Brookside Capital”	has the meaning given to it in paragraph 10 of Section VIII: “Details of the Global Offer”;

“Brookside Fund”	has the meaning given to it in paragraph 10 of Section VIII: “Details of the Global Offer”;
“bscf”	means billions of standard cubic feet;
“Bunge”	means Bunge Limited, an independent third party;
“capex”	means capital expenditure;
“CBOT”	means Chicago Board of Trade;
“CCASS”	means the Central Clearing and Settlement System established and operated by HKSCC;
“CCASS Operational Procedures”	means the document which forms part of the General Rules of CCASS and sets out the operations of CCASS, the services and facilities available thereunder and the procedures to be followed by participants, as amended from time to time;
“Century Aluminum”	means Century Aluminum Company, an entity in which Glencore has a 44.0 per cent. interest;
“Cerrejón”	means Carbones del Cerrejón Limited;
“Chemoil”	means Chemoil Energy Limited, an entity in which Glencore has a 51.5 per cent. interest;
“CIF”	means cost, insurance and freight;
“CIS”	means the Commonwealth of Independent States, whose participant countries are certain former members of the Union of Soviet Socialist Republics;
“Citi”	means Citigroup Global Markets Limited (in its capacity as UK Sponsor) and/or Citigroup Global Markets U.K. Equity Limited (in its capacity as Joint Global Co-ordinator, Joint Bookrunner and International Manager), as the case may be;
“Citi Asia”	means Citigroup Global Markets Asia Limited;
“City Code”	means the City Code on Takeovers and Mergers;
“Closing Date”	has the meaning given to it in paragraph 10 of Section VIII: “Details of the Global Offer”;
“CME”	means Chicago Mercantile Exchange;
“Cobar”	means Cobar Management Pty Ltd., an entity in which Glencore has a 100 per cent. interest;
“Code”	means the UK Corporate Governance Code on the Principles of Good Governance and Code of Best Practice published in June 2010 by the Financial Reporting Council in the UK;
“Colombian Coal Group”	has the meaning set out in the definition of Prodeco in this Section XII;
“Columbia Falls”	means Columbia Falls Aluminum Company LLC, an entity in which Glencore has a 100 per cent. interest;
“COMEX” or “NYMEX”	means the Commodity Exchange division of the New York Mercantile Exchange;
“Companies Ordinance”	means the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time;
“Company”	means Glencore International plc;
“Consolidated Financial Statements”	means the consolidated financial statements included in Section VI: “Historical Financial Information”;

“Convertible Bonds”	means the U.S.\$2.3 billion guaranteed convertible bonds due 2014 issued by Glencore Finance (Europe) S.A., one of the financing vehicles in the Glencore Group;
“Cornerstone Investment Agreements”	has the meaning given to it in paragraph 10 of Section VIII: “Details of the Global Offer”;
“Cornerstone Investors”	has the meaning given to it in paragraph 10 of Section VIII: “Details of the Global Offer”;
“Credit Suisse”	means Credit Suisse Securities (Europe) Limited;
“Credit Suisse Asia”	means Credit Suisse (Hong Kong) Limited;
“CREST”	means the electronic, paperless transfer and settlement mechanism to facilitate the transfer of shares in uncertificated form operated by CRESTCo;
“CRESTCo”	means CRESTCo Limited, the operator (as defined in the Uncertificated Securities Regulations) of CREST;
“CRU”	means CRU International Limited;
“DBP”	means the Glencore Deferred Bonus Plan details of which are set out in paragraph 14 of Section X: “Additional Information”;
“Directors”	means the Executive Directors and the Non-Executive Directors;
“Disclosure and Transparency Rules”	means the rules relating to the disclosure of information made in accordance with Section 73A(3) of the FSMA;
“Dispose” and “Disposals” shall be construed accordingly	means, in the context of paragraph 17.6 of Section X: “Additional Information”, to directly or indirectly offer, sell, contract to sell, grant or sell options over, purchase any option or contract to sell, transfer, charge, pledge, grant any right or warrant to purchase or otherwise transfer, lend, or dispose of, directly or indirectly, Ordinary Shares or any securities convertible into or exercisable or exchangeable for Ordinary Shares or to enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of ownership of Ordinary Shares, whether any such transaction described above is to be settled by delivery of Ordinary Shares or such other securities, in cash or otherwise, or dispose or enter into any other agreement to dispose of Ordinary Shares or announce or otherwise publicise the intention to do any of the foregoing;
“DMT”	means dry metric tonnes;
“DRC”	means the Democratic Republic of Congo;
“EEA”	means the European Economic Area;
“EHS”	means environmental, health and safety;
“Equatorial Guinea”	means the Republic of Equatorial Guinea;
“Eton Park”	has the meaning given to it in paragraph 10 of Section VIII: “Details of the Global Offer”;
“Eton Park Funds”	has the meaning given to it in paragraph 10 of Section VIII: “Details of the Global Offer”;
“EU”	means the European Union;
“Executive Directors”	means the executive directors of the Company, being Ivan Glasenberg and Steven Kalmin;

“Existing Shareholders”	means all holders of Ordinary Shares following completion of the Restructuring and immediately prior to Admission, excluding the Selling Shareholder;
“Fidelity”	has the meaning given to it in paragraph 10 of Section VIII: “Details of the Global Offer”;
“Fidelity Entities”	has the meaning given to it in paragraph 10 of Section VIII: “Details of the Global Offer”;
“FOB”	means free on board;
“FSA”	means the Financial Services Authority;
“FSMA”	means the Financial Services and Markets Act 2000;
“FTSE”	means FTSE International Limited;
“FTSE 100”	means the FTSE 100 index;
“Gécamines”	means La Générale des Carrières et des Mines;
“GIC”	has the meaning given to it in paragraph 10 of Section VIII: “Details of the Global Offer”;
“Glencore” or the “Glencore Group” or the “Group”	means Glencore International AG, and with effect from UK Admission, Glencore International plc and, in each case, their subsidiaries, any subsidiary thereof and “Glencore Group” shall be interpreted accordingly;
“Glencore Deferred Bonus Plan”	means the Glencore employee share plan, a description of which is set out in paragraph 14 of Section X: “Additional Information”;
“Glencore International”	means Glencore International AG, a company incorporated in Switzerland that will become a wholly owned subsidiary of the Company at UK Admission;
“Glencore International Purchase Agreement”	means the agreement summarised in paragraph 18 of Section X: “Additional Information”;
“Glencore Performance Share Plan”	means the Glencore employee share plan, a description of which is set out in paragraph 14 of Section X: “Additional Information”;
“Global Offer”	means the opportunity to acquire Ordinary Shares being made available to institutional and certain other investors, as set out in Section VIII: “Details of the Global Offer”;
“Golders”	means Golder Associates South Africa (Pty) Ltd.;
“g/t”	means grams per MT;
“HK Admission”	means the conditional approval of the Listing Committee of the Hong Kong Stock Exchange for the listing of and dealing in all of the Ordinary Shares on the Main Board of the Hong Kong Stock Exchange;
“HK Joint Bookrunners”	means BNP Paribas, Citi Asia, Credit Suisse Asia, Merrill Lynch Asia and Morgan Stanley Asia;
“HKSCC”	means the Hong Kong Securities Clearing Company Limited;
“HK Sponsors”	means Citi Asia and Morgan Stanley Asia;
“HMRC”	means HM Revenue & Customs;
“Holdco”	means the Company;
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC;

“Hong Kong dollar” or “HK\$”	means the lawful currency of Hong Kong;
“Hong Kong Listing Rules”	means the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“Hong Kong Managers”	means ABN AMRO Bank N.V., Banco Santander, S.A., Barclays Capital Asia Limited, BNP Paribas, BOCI Asia Limited, Citi Asia, Commerzbank Aktiengesellschaft, Crédit Agricole CIB Hong Kong Branch, Credit Suisse Asia, DBS Asia Capital Limited, The Hongkong and Shanghai Banking Corporation Limited, Merrill Lynch Asia, Mizuho Securities Asia Limited, Morgan Stanley Asia, The Royal Bank of Scotland N.V., Hong Kong Branch, Société Générale, Standard Chartered Securities (Hong Kong) Limited and UBS AG, Hong Kong Branch;
“Hong Kong Offer”	means the opportunity to subscribe for Hong Kong Offer Shares being available to the public and professional investors in Hong Kong (subject to adjustment) subject to and in accordance with the terms and conditions set out in this Prospectus and the Application Forms;
“Hong Kong Offer Price”	means the offer price to be paid (denominated in HK\$) by Hong Kong retail investors;
“Hong Kong Offer Shares”	means the Ordinary Shares initially being made available pursuant to the Hong Kong Offer (subject to adjustment set out in Section VIII: “Details of the Global Offer”);
“Hong Kong Stock Exchange” or “HKSE”	means The Stock Exchange of Hong Kong Limited;
“IAS”	means International Accounting Standards;
“lb”	means pound-mass;
“ICE”	means Intercontinental-Exchange, Inc.;
“IEA”	mean International Energy Agency;
“IFRS”	means International Financial Reporting Standards issued by the International Accounting Standards Board (“IASB”) and adopted for use in the EU;
“Informa”	means Informa Plc;
“International Joint Bookrunners”	means BNP Paribas, Citi, Credit Suisse, Merrill Lynch and MSSL;
“International Managers”	means ABN AMRO Bank N.V., Banco Santander, S.A., Barclays Bank PLC, BNP Paribas, BOCI Asia Limited, Citi, Commerzbank Aktiengesellschaft, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Crédit Agricole Corporate and Investment Bank, Credit Suisse, HSBC Bank plc, ING Bank N.V., Liberum Capital Limited, Merrill Lynch, Mizuho International plc, MSSL, Natixis, The Royal Bank of Scotland N.V. (London Branch), Sberbank of Russia, Société Générale, Standard Chartered Securities (Hong Kong) Limited and UBS Limited;
“International Offer”	means the opportunity to acquire International Offer Shares made available to institutional and certain other investors described in Section VIII: “Details of the Global Offer”;
“International Offer Shares”	means the Ordinary Shares initially being made available pursuant to the International Offer;

“Investment Company Act”	means the U.S. Investment Company Act of 1940;
“IPO”	means initial public offering;
“Jersey Companies Law”	means the Companies (Jersey) Law 1991, as amended;
“Jersey Takeover Law”	means the Companies (Takeovers and Mergers Panel) (Jersey) Law 2009 and the Companies (Appointment of Takeovers and Mergers Panel) (Jersey) Order 2009;
“Joint Bookrunners”	the International Joint Bookrunners and the HK Joint Bookrunners;
“Joint Global Co-ordinators”	means Citi, Credit Suisse and Morgan Stanley;
“Joint Sponsors”	the UK Sponsors and the HK Sponsors;
“JORC Code”	means the 2004 Report of the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia;
“Kansuki”	means Kansuki Sprl, an entity in which Glencore has an interest;
“Katanga”	means Katanga Mining Limited, an entity in which Glencore has a 74.4 per cent. interest;
“Katanga Report”	means the technical report dated 4 May 2011 prepared by Golders in relation to the mineral reserves and mineral resources of Katanga set out in Section XIV: “Independent Technical Reports”;
“Kazzinc”	means Kazzinc LLP, a limited liability partnership organised and incorporated under the laws of Kazakhstan;
“Kazzinc Consideration Shares”	has the meaning given to it in paragraph 18.12 of Section X: “Additional Information”.
“Kazzinc Report”	means the technical report prepared by WAI in relation to the mineral reserves and mineral resources of Kazzinc set out in Section XIV: “Independent Technical Reports”;
“Kazzinc SPAs”	has the meaning given to it in paragraph 18.12 of Section X: “Additional Information”;
“KT”	means kilotons;
“LBMA”	means London Bullion Market Association;
“LIBOR”	means the London Interbank Offering Rate;
“Listing Rules”	means the Listing Rules made by the FSA under Part VI of the FSMA;
“LME”	means the London Metal Exchange;
“Lock-Up Deeds”	means the lock-up deeds entered into by the Existing Shareholders and the Executive Directors in favour of the Joint Global Co-ordinators and the Company in relation to the lock-up arrangements described in paragraph 17 of Section X: “Additional Information”;
“London Stock Exchange”	means London Stock Exchange plc;
“Los Quenuales”	means Empresa Minera Los Quenuales SA, an entity in which Glencore has a 97.1 per cent. interest;
“MATIF”	means Marché à Terme International de France;
“MBGS”	means McElroy Bryan Geological Services Pty Ltd.;
“Member State”	means a member of the EEA;

“MER”	means mineral expert’s report;
“Merlin”	means Merlin Trade & Consultancy Ltd;
“Merrill Lynch”	means Merrill Lynch International;
“Merrill Lynch Asia”	means Merrill Lynch Far East Limited;
“Minara”	means Minara Resources Ltd., an entity in which Glencore has a 70.6 per cent. interest;
“MMC”	means Minarco-MineConsult Pty Ltd.;
“MMstb”	means million stock tank barrels;
“Moody’s”	means Moody’s Investors Service Limited;
“Mopani”	means Mopani Copper Mines plc, an entity in which Glencore has a 73.1 per cent. interest;
“Mopani Report”	means the technical report dated 4 May 2011 prepared by Golders in relation to the mineral reserves and mineral resources of Mopani set out in Section XIV: “Independent Technical Reports”;
“Moreno”	means Moreno Group, an entity in which Glencore has a 100 per cent. interest;
“Morgan Stanley”	means Morgan Stanley & Co. International plc;
“Morgan Stanley Asia”	means Morgan Stanley Asia Limited;
“MSSL”	means Morgan Stanley Securities Limited;
“MT”	means metric tonnes;
“Murrin Murrin”	means the joint venture between Minara Resources Ltd. and Glenmurrin Pty Ltd, in which Glencore has an indirect interest;
“Mutanda”	means Mutanda Ya Mukonkota Mining Sprl, an entity in which Glencore has a 40 per cent. interest;
“Mutanda Report”	means the technical report dated 4 May 2011 prepared by Golders in relation to the mineral reserves and mineral resources of Mutanda set out in Section XIV: “Independent Technical Reports”;
“NASDAQ”	means the National Association of Securities Dealers Automated Quotations;
“New Offer Shares”	means the Ordinary Shares to be issued by the Company under the Global Offer;
“Nikanor”	means the company formerly known as Nikanor PLC;
“Noble Group”	means Noble Group Limited, an independent third party;
“Noble Houston”	means Noble Energy EG Limited, a subsidiary of Noble Energy, Inc., an independent third party;
“NOCs”	means national oil companies;
“Non-Executive Directors”	means the non-executive directors of the Company as set out in the table in Section II: “Directors and Corporate Governance”;
“Nyrstar”	means Nyrstar NV, an entity in which Glencore has a 7.8 per cent. interest;
“OAO RussNeft”	means OAO NK “RussNeft”;
“Och-Ziff Funds”	has the meaning given to it in paragraph 10 of Section VIII: “Details of the Global Offer”;

“Offer Price”	means the price at which each Ordinary Share is to be issued or sold in the Global Offer, to be determined and as set out in the Pricing Statement;
“Offer Price Range”	means 480 pence to 580 pence;
“Offer Shares”	means the New Offer Shares and the Sale Shares;
“Official List”	means the Official List of the FSA;
“Ordinary Shares”	means ordinary shares of U.S.\$0.01 each in the share capital of the Company;
“Over-Allotment Option”	means the over-allotment option granted by the Company to the Stabilising Manager for up to a maximum of 10 per cent. of the Offer Shares at the Offer Price, exercisable in whole or in part upon notice by the Stabilising Manager at any time on or before the 30th calendar day after the commencement of conditional dealings of the Ordinary Shares on the London Stock Exchange (or, in respect of Hong Kong, before such time in accordance with applicable laws and regulatory requirements);
“Over-Allotment Shares”	means the Ordinary Shares that are the subject of the Over-Allotment Option;
“P10”	means the value in a probabilistic distribution which corresponds to 10 per cent. cumulative exceedance probability;
“P50”	means the value in a probabilistic distribution which corresponds to 50 per cent. cumulative exceedance probability;
“P90”	means the value in a probabilistic distribution which corresponds to 90 per cent. cumulative exceedance probability;
“Pacorini Group”	means the group of metal warehousing companies acquired by Glencore in the third quarter of 2010, a group of companies in which Glencore has a 100 per cent. interest;
“Pasar”	means Philippine Associated Smelting & Refining Corporation, an entity in which Glencore has a 78.2 per cent. interest;
“Pictet”	has the meaning given to it in paragraph 10 of Section VIII: “Details of the Global Offer”;
“Polymet”	means Polymet Mining Corp., an entity in which Glencore has 9.3 per cent. interest;
“Portovesme”	means Portovesme srl, an entity in which Glencore has a 100 per cent. interest;
“PRC” or “China”	means the People’s Republic of China but excluding, for the purpose of this document only, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Price Determination Date”	means the date, expected to be on or around 18 May 2011, on which the Offer Price is fixed for the purposes of the Global Offer;
“Pricing Agreement”	means the pricing agreement to be executed by the Underwriters, the Company and the Selling Shareholder immediately prior to the announcement of the Offer Price;
“Pricing Statement”	means the statement to be published by the Company detailing the Offer Price and related information;
“PRMS”	means the 2007 SPE/WPC/AAPG/SPEE Petroleum Resources Management System;

“Prodeco”	means Colombian Coal Group, comprising C.I. Prodeco SA, Consorcio Minero Unido SA, Carbones de la Jagua SA, Carbones El Tesoro SA and Puerto Nuevo SA, a group of companies in which Glencore has an interest;
“Prodeco Report”	means the technical report dated 4 May 2011 prepared by MMC and MBGS in relation to the mineral reserves and mineral resources of Prodeco (comprising the Calenturitas mine and the La Jagua complex) set out in Section XIV: “Independent Technical Reports”;
“Prospectus” or “Price Range Prospectus”	means this document relating to the Company and the Ordinary Shares, prepared by the Company in accordance with the Listing Rules, the Hong Kong Listing Rules, the Companies Ordinance and the Prospectus Rules;
“Prospectus Directive”	means Directive 2003/71/EC;
“Prospectus Rules”	means the Prospectus Rules published by the FSA under Section 73A of the FSMA;
“PSP”	means the Glencore Performance Share Plan details of which are set out in paragraph 14 of Section X: “Additional Information”;
“PSP Award”	has the meaning given to it in paragraph 14 of Section X: “Additional Information”;
“QIBs”	means qualified institutional buyers as defined in Rule 144A under the Securities Act;
“QPs”	has the meaning as defined in the Investment Company Act;
“Qualifying Reserves”	means Capital Contribution Reserves in terms of Swiss tax law and according to the Swiss GAAP financial statements as included in the notes to the annual financial statements. These are reserves from capital contributions made by shareholders to the Company after 31 December 1996, which can be repaid free of Swiss Withholding Tax;
“Recylex”	means Recylex SA, an entity in which Glencore has a 32.2 per cent. interest;
“Regulation S”	means Regulation S under the Securities Act;
“Relationship Agreement”	means the relationship agreement as further described in Section I: “Information on Glencore”;
“Restructuring”	means the reorganisation of Glencore International’s shareholding structure pursuant to which the Company will be inserted as the immediate holding company of Glencore International prior to Admission;
“Rio Vermelho”	means Rio Vermelho Acucar e Alcool SA, an entity in which Glencore has a 76 per cent. interest;
“RPS”	means RPS Energy Limited;
“RPS Report”	means the technical report prepared by RPS Energy Limited in relation to the West African Oil Assets as set out in Section XIV: “Independent Technical Reports”;
“Rule 144A”	means Rule 144A under the Securities Act;
“Sale Shares”	means the Ordinary Shares sold to the Selling Shareholder prior to UK Admission which are being made available for sale by the Selling Shareholder as part of the Global Offer;

“SAMREC”	means the 2007 edition of the South African Code for Reporting of Exploration Results, Mineral Resources and Mineral Reserves;
“SDRT”	means stamp duty reserve tax;
“SEC”	means the U.S. Securities and Exchange Commission;
“Secondary Listing”	means the admission of Ordinary Shares to secondary listing and trading on the HKSE pursuant to the Hong Kong Listing Rules;
“Securities Act”	means the U.S. Securities Act of 1933, as amended;
“Selling Shareholder”	means Penwith Limited, a company incorporated under the Jersey Companies Law for the purpose of aggregating the Sale Shares and selling them in the Global Offer;
“SFC”	means the Securities and Futures Commission of Hong Kong;
“Shanduka Coal”	means Shanduka Coal (Pty) Limited, an entity in which Glencore has a 70 per cent. interest;
“Shareholders”	means holders of Ordinary Shares;
“Shell”	means Royal Dutch Shell plc, an independent third party;
“Sherwin Alumina”	means Sherwin Alumina Company LLC, an entity in which Glencore has a 100 per cent. interest;
“SHFE”	means Shanghai Futures Exchange;
“SHG”	means special high grade;
“Sinchi Wayra”	means Sinchi Wayra SA, an entity in which Glencore has a 100 per cent. interest;
“Singapore Stock Exchange”	means Singapore Exchange Securities Trading Limited;
“SIX”	means SIX Swiss Exchange;
“Stabilising Manager”	means Morgan Stanley Securities Limited;
“Standard & Poor’s”	means Standard & Poor’s Ratings Services, a division of The McGraw-Hill Companies, Inc.;
“ST Shipping”	means ST Shipping & Transport Pte Ltd., an entity in which Glencore has a 100 per cent. interest;
“Subscriber Shares”	means the two ordinary shares issued on incorporation of the Company;
“SXEW”	means Solvent Extraction Electrowinning;
“The West African Oil Assets”	means Block O in Equatorial Guinea held by Glencore Exploration Ltd. and Block I in Equatorial Guinea and five other discoveries in these blocks (Carmen, Diega (A-sand), Diega (B-sand), Felicita and Yolanda) held by Glencore Exploration (EG) Ltd.;
“Topley”	means Topley Corporation, an entity in which Glencore has a 100 per cent. interest;
“toz”	means troy ounce;
“UC Rusal”	means United Company RUSAL Plc, an entity in which Glencore has a 8.75 per cent. interest;
“UK” or “United Kingdom”	means the United Kingdom of Great Britain and Northern Ireland;

“UK Admission”	means admission of the Ordinary Shares to the Official List and to the London Stock Exchange’s main market for listed securities;
“UK Companies Act 2006”	means the Companies Act 2006 of England and Wales, as amended;
“UK Sponsors”	means Citi and Morgan Stanley;
“Umcebo”	means Umcebo Mining (Proprietary) Limited, an entity in which Glencore has agreed to acquire a 43.66 per cent. interest;
“Uncertificated Securities Regulations” or “CREST Regulations”	means the Uncertificated Securities Regulations 2001 (S.I. 2001 No. 3755) or the Companies (Uncertificated Securities) Jersey Order 1999 (as applicable);
“Underwriters”	means ABN AMRO Bank N.V., BNP Paribas, Banco Santander, S.A., Barclays Bank PLC, Barclays Capital Asia Limited, BOCI Asia Limited, Citi, Citi Asia, Commerzbank Aktiengesellschaft, Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., Crédit Agricole Corporate and Investment Bank, Crédit Agricole CIB Hong Kong Branch, Credit Suisse, Credit Suisse Asia, DBS Asia Capital Limited, HSBC Bank plc, The Hongkong and Shanghai Banking Corporation Limited, ING Bank N.V., Liberum Capital Limited, Merrill Lynch, Merrill Lynch Asia, Mizuho International plc, Mizuho Securities Asia Limited, Morgan Stanley Asia, MSSSL, Natixis, The Royal Bank of Scotland N.V. (London Branch), The Royal Bank of Scotland N.V., Hong Kong Branch, Société Générale, Standard Chartered Securities (Hong Kong) Limited, UBS Limited and UBS AG, Hong Kong Branch;
“Underwriting Agreement”	means the underwriting agreement dated 4 May 2011 relating to the Global Offer entered into by, amongst others, the Underwriters, the Company and the Selling Shareholder as set out in paragraph 16 of Section X: “Additional Information”;
“U.S.”	means the United States of America;
“U.S. Persons”	means U.S. Persons as defined in Regulation S;
“USDA”	means the U.S. Department of Agriculture;
“VaR”	means value at risk;
“VasGold”	means Vasilkovskoje gold mine and concentrator;
“VAT”	means value added tax;
“Verny”	means Verny Investments together with Verny Rost, each an independent third party (but for its shareholding in Kazzinc);
“Verny Capital”	means JSC “Verny Capital” (registered in the Republic of Kazakhstan);
“Verny Investments”	means closed unit risk investment fund “Vernye Investitsii” (represented by Verny Capital, acting in the best interest of closed unit risk investment fund “Vernye Investitsii”);
“Verny Rost”	means closed unit risk investment fund “Verny Rost” (represented by Verny Capital, acting in the best interest of closed unit risk investment fund “Vernye Rost”);
“Volcan”	means Volcan Compañía Minera S.A.A., an entity in which Glencore has a 4.1 per cent. interest;
“WAI”	means Wardell Armstrong International Ltd.;

“WGC”	means World Gold Council;
“White Form eIPO Service”	means the facility for making an application for Hong Kong Offer Shares to be issued in or transferred into the investor’s own name by submitting an application online through the designated website of the White Form eIPO Service Provider (being Computershare Hong Kong Investor Services Limited), www.eipo.com.hk ;
“Xstrata”	means Xstrata plc and, where the context requires, its subsidiaries, subsidiary undertakings and associated undertakings, an entity in which Glencore has a 34.5 per cent. interest;
“York Capital Funds”	has the meaning given to it in paragraph 10 of Section VIII: “Details of the Global Offer”; and
“Zijin”	has the meaning given to it in paragraph 10 of Section VIII: “Details of the Global Offer”.