

## Glencore plc

### Ethics, Compliance and Culture Committee - Terms of Reference

#### **1 Membership**

- 1.1 The Committee shall comprise at least two Members, all of whom must be Non-Executive Directors. Members of the Committee shall be appointed by the Board.
- 1.2 Only Members have the right to attend Committee meetings. However, other Directors who request it would usually be expected to be permitted to attend. In addition, other individuals such as the General Counsel, other representatives of the legal and compliance functions within the Group and members of senior management may be invited to attend for all or part of any Committee meeting, as and when appropriate and necessary, to provide advice and assistance to the Committee and to report on matters within the Committee's remit.
- 1.3 The Committee may also invite specialists with appropriate expertise to attend meetings of the Committee on a regular or as required basis.
- 1.4 An appointment to the Committee shall be for a period of up to three years, which may be extended for a maximum of two further three-year periods.
- 1.5 The Board shall appoint the Committee Chairman. In the absence of the Committee Chairman and/or an appointed deputy, the remaining Members present shall elect one of their number to chair the meeting.

#### **2 Secretary**

The Company Secretary or his or her nominee shall act as the Secretary of the Committee.

#### **3 Quorum**

The quorum necessary for the transaction of business shall be two Members. 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 at least two times a year and otherwise as required.

#### **5 Notice of Meetings**

- 5.1 Meetings of the Committee shall be called by the Secretary of the Committee at the request of any Member and may be called at any time. Usually meetings should be scheduled to take place adjacent to a Board meeting.
- 5.2 For each meeting, an agenda of items to be discussed shall be forwarded to each Member, any other person required to attend and all other Directors, no fewer than three working days before the date of the meeting (subject to short notice requirements). Supporting papers shall also be provided to each Member and all other Directors as appropriate.

## **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. The Members shall approve the minutes.

## **7 Annual General Meeting**

The Committee Chairman shall attend the Annual General Meeting of the Company to answer any shareholder questions on the Committee's activities.

## **8 Duties**

- 8.1** The Committee's primary function is to provide oversight and approval of key ethics, compliance matters within the Group and matters concerning the Group's culture (which shall include values). Executive management and the Group's ethics and compliance function shall be responsible for day-to-day management and implementation of Group's programme in respect of such matters, with operational oversight of ethics and compliance provided by the Business Ethics Committee (BEC), or any other management committee nominated from time to time. The Group's ethics and compliance function shall report to the Committee.

- 8.2** The Committee shall have the following duties:

- 8.2.1** recommend to the board for consideration and approval the Group's strategy and plans with respect to ethics, compliance and culture;
- 8.2.2** oversee the implementation of the Group Ethics and Compliance Programme including the Group's policies, procedures, systems and controls for the prevention of unethical business practices and misconduct, including anti-bribery and corruption, anti-competitive practices, breach of applicable sanctions, anti-money laundering, market abuse, fraud, misuse of data and information and tax evasion;
- 8.2.3** receive reports from, and review the activities of, the BEC and the Group's ethics and compliance function;
- 8.2.4** assess and monitor culture for alignment with the Company's purpose and values;
- 8.2.5** review reports on any material projects, investigations and audits relating to ethics and compliance;
- 8.2.6** provide a report on the Committee's activities, for inclusion in the Company's Annual Report;
- 8.2.7** refer concerns about potential misconduct in matters of financial reporting to the Audit Committee;
- 8.2.8** review and approve the BEC terms of reference, and any amendments to them as required from time to time;
- 8.2.9** perform such other activities consistent with these terms of reference as the Board or Committee may deem appropriate.

- 8.3** The Committee shall also review and report to the board concerning the Group's arrangements for its employees to raise concerns, in confidence, about possible wrongdoing in matters within the Committee's remit (except that reports relating to financial reporting

shall be reviewed by the Audit Committee). The Committee shall ensure the adequacy and integrity of such arrangements and that the arrangements allow appropriate investigation of these matters and adequate follow up action.

## **9 Reporting Responsibilities**

- 9.1** The Committee Chairman shall report formally to the Board on the Committee's 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 a report on its activities to be included in the Company's Annual Report.

## **10 Audit Committee**

The Audit Committee is responsible for ensuring the integrity of the Group's system of risk management and internal controls but shall, as appropriate, receive input from the Committee on issues within the Committee's remit. The Committee will liaise with the Audit Committee as appropriate.

## **11 Other**

The Committee shall:

- 11.1** have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;
- 11.2** be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
- 11.3** give due consideration to applicable laws and regulations. This shall include the rules and regulations which apply to the Company arising from the listing of its securities on any stock exchange, and the UK Corporate Governance Code; and
- 11.4** 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.

## **12 Authority**

The Committee is authorised by the Board to:

- 12.1** seek any information it requires from any employee of the Company in order to perform its duties and all employees are directed to co-operate with any such request made by the Committee;
- 12.2** instigate and oversee, at the Company's expense, any investigation or special project and/or undertake any thorough analysis on any matters within its terms of reference; and
- 12.3** obtain, at the Company's expense, outside legal or other professional advice on any matters within its terms of reference.