Company registration number 4345939

Xstrata Limited



REPORT AND FINANCIAL STATEMENTS **2016**

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Officers and professional advisers

Directors

Andreas Peter Hubmann John William Burton Martin William Haering Carlos Perezagua Marin

Secretary

Nicholas Reid

Registered office

50 Berkeley Street London W1J 8HD

Headquarters and business address

Baarermattstrasse 3 6341 Baar Switzerland

Auditor

Deloitte LLP London, England

Company registration number

4345939

Strategic report

The directors present their Strategic report for Xstrata Limited (the "Company") for the year ended 31 December 2016 to provide a review of the Company's business, principal risks and uncertainties and performance and position. The directors, in preparing this Strategic report, have complied with s414C of the Companies Act 2006.

Organisation and principal activity

The Company was incorporated on 31 December 2001 (Companies House registration no. 4345939) and is a subsidiary of Glencore plc (the "Parent"). The principal activity of the Company is that of a holding company. The directors are not aware, at the date of this report, of any likely major changes in the activities of the Company in the next year. In addition, given the nature of the activities, the Company's directors believe that key performance indicators and business risks for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business.

Business review

As shown in the Profit and Loss account on page 9, the loss for the year after taxation was US\$ 452 million (2015: profit of US\$ 4 278 million). The balance sheet on page 10 shows that the Company's financial position at the year-end, for net assets, has decreased compared with the prior year by US\$ 146 million to US\$ 29 709 million. The directors recommend that no dividend be paid (2015: \$nil).

There have been no significant events since the balance sheet date that require disclosure or would cause any of the assets or liabilities reported in these financial statements to be restated. The Company's profitability is dependent on the quantum and timing of receipt of dividends from its subsidiaries. However, the expectation of the directors is that the Company will remain profitable in the forthcoming year.

Principal risks and risk governance

The Board of Directors are responsible for approving risk management principles and policies, and ensuring that the Company's management maintains an effective system of internal controls. They are responsible for the management of risk within the framework of risk management principles and policies approved by the Board.

Interest rate and foreign exchange risk

The Company monitors its interest rate risk, considering any material exposures. The US dollar is the functional currency of the Company, as the majority of transactions are denominated in US dollars. The Company is exposed to the risks of changes in foreign currency exchange rates with regard to its activities which are not denominated in US dollars.

Credit risk and performance risk

The Company's principal financial assets are investments and debtors. The Company's credit and performance risk is primarily attributable to its debtors. Credit risk is mitigated by the fact that the Company's debtors are mainly other Group companies, which benefit from the support of Glencore plc. The amounts presented in the balance sheet are net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

Approved by the directors and signed on behalf of the Board.

dobn Burto

25 September 2017

Directors' report

The Strategic report starting on page 4 contains details of the principal activities of the Company and provides information on the Company's business during the year and indications of likely future developments.

During the year there were no changes in capital structure of the Company.

Directors

The directors who held office during the year and subsequently are shown on page 3.

Directors' indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors during the year which remain in force at the date of this report.

Going concern

The company's forecasts and projections, taking into account reasonably possible changes in performance and the impact of the risks and uncertainties, indicate it is appropriate to adopt the going concern basis in preparing these financial statements.

Auditor

Each of the persons who are a director at the date of approval of this report confirms that:

- . so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed to be reappointed as auditors in the absence of an Annual General Meeting.

Approved by the directors and signed on behalf of the Board of Directors.

Director

y 25 September 2017

Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, Directors' report, and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101.

Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101
 Reduced Disclosure Framework has been followed, subject to any material departures disclosed and explained in
 the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor's report to the members of Xstrata Limited

We have audited the financial statements of Xstrata Limited for the year ended 31 December 2016, which comprise the Profit and Loss account, the Statement of Other Comprehensive Income, the Balance sheet, the Statement of Changes in Equity and the related notes 1 to 16. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS101 "Reduced Disclosure Framework".

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic report and the Directors' report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2016 and of its loss for the year then ended:
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic report and Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Xstrata Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Christopher Jones FCA (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

Statutory Auditor London, England 25 September 2017

Financial statements

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2016

US\$ million

	Notes	2016	2015
Gross profit		-1	-
Other operating income	4	. 32	4 898
Other operating expenses	5	-30	-6
Operating profit		2	4 892
Loss on foreign exchange, net	1	-6	-1
Impairments	7	-541	-698
(Loss) / profit on ordinary activities before finance charges		-545	4 193
Interest income	8	121	92
Interest expense	1	-28	-7
(Loss) / profit on ordinary activities before taxation		-452	4 278
Tax on profit on ordinary activities	9	-	-
(Loss) / profit on ordinary activities after taxation		-452	4 278

All activities derive from continuing operations.

STATEMENT OF OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2016

US\$ million

•	Notes	2016	2015
(Loss) / profit on ordinary activities after taxation	1	-452	4 278
Revaluation of AFS financial instruments	7,10	306	-488
Impairment of AFS financial instruments*	7		577
Total other comprehensive income		306	89
Total comprehensive (expense) / income		-146	4 367

^{*} In 2015, cumulative fair value losses on the impaired Investment in ultimate parent entity have been recycled to Profit and loss, see note 7

All amounts shown within Other comprehensive income relate to items that may be subsequently reclassified to profit or loss.

COMPANY REGISTRATION NUMBER +345939 BALANCE SHEET AS AT 31 DECEMBER 2016

US\$ million

	Notes		2016	2015
Fixed assets				
Investments	10)	25 5981	25 838
Current assets				
Debtors	11		5 369	5 247
Cash and bank balances			_{1	<u>-</u>
Creditors: amounts falling due within one year	12	1	1 258	1 230
Net current assets		<u> </u>	4 111	4 017
Total assets less current liabilities being net assets		1	29 709	29 855
Equity				
Share capital	13	1	1 516	1 516
Share premium	13	-	15 377	15 377
Other reserves	13	1	1 255	949
Retained earnings			11 561	12 013
Total shareholders' funds		1	29 709	29 855

These financial statements were approved by the Board of Directors on 25 September 2017.

Signed on behalf of the Board of Directors

John Burton

Pirector

25 September 2017

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED \$1 DECEMBER 2016

US\$ million

	Share capital (note 13)	Share premium (note 13)	Share premium distributable reserves (note 13)	Other reserves (note 13)	Retained earnings	Total
As at 1 January 2015	1 516	8 609	6 768	860	7 735	25 488
Profit on ordinary activities after taxation		•	-		4 278	4 278
Other comprehensive income						
Revaluation of AFS financial instruments	-	-	-	-488	-	-488
Impairment of AFS financial instruments				577	-	577.
As at 31 December 2015	1 516	8 609	6 768	949	12 013	29 855
Loss on ordinary activities after taxation	<u>.</u>	-			-452	-452
Other comprehensive income						
Revaluation of AFS financial instruments	-	-		306	-	306
Impairment of AFS financial instruments	<u> </u>		-		-	
As at 31 December 2016	1 516	8 609	6 768	1 255	11 561	29 709

Notes to the financial statements

1. GENERAL INFORMATION

Xstrata Limited is a Company incorporated in the United Kingdom under the Companies Act 2006. The Company is a private Company limited by shares and is registered in England and Wales. The address of the Company's registered office is shown on page 3. The nature of the Company's operations and its principal activities are set out in the strategic report on page 4.

These financial statements are presented in US dollars because that is the currency of the primary economic environment in which the Company operates.

These financial statements are separate financial statements. The Company is exempt from the preparation and delivery of consolidated financial statements, because it is included in the group accounts of Glencore plc. The group accounts of Glencore plc are available to the public and can be obtained as set out in note 14 as is the registered office address of the parent Company preparing consolidated accounts.

2. ACCOUNTING POLICIES

Basis of accounting

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council.

In accordance with FRS 101 the Company has:

- · provided comparative information;
- · applied the same accounting policies throughout all periods presented;
- retrospectively applied FRS 101 as required; and
- applied certain optional exemptions and mandatory exceptions as applicable for FRS 101.

Exemptions

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to share-based payment, financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash flow statement, standards not yet effective, impairment of assets and related party transactions. Where relevant, equivalent disclosures have been given in the group accounts of Glencore plc.

These financial statements have been prepared under the historical cost convention, except for the revaluation of certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

2. ACCOUNTING POLICIES (CONTINUED)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement purposes in these financial statements is determined on such a basis.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date:
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- · Level 3 inputs are unobservable inputs for the asset or liability.

The Company has adopted the following principal accounting policies:

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the business review. The Company's forecasts and projections, taking into account reasonably possible changes in performance and the impact of the risks and uncertainties outlined above, indicate it is appropriate to adopt the going concern basis in preparing these financial statements.

Revenue recognition

Dividend income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (if it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably).

Interest income

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Investments in subsidiaries

Investments in subsidiaries are accounted for at cost less, where appropriate, any provisions for impairment.

Investment in ultimate parent entity

The Company's investment in the ultimate parent entity represent own shares purchased for the satisfaction of previously issued share based payment awards. The own shares are held within an Employee Share Ownership Plan (ESOP) trust and are accounted for as an available-for-sale (AFS) financial asset using Level 1 inputs. Listed shares held by the Company that are traded in an active market are classified as being AFS and are stated at fair value. Fair value is determined in the manner described above. Gains and losses arising from changes in fair value are recognised in other comprehensive income and accumulated in the investments revaluation reserve with the exception of impairment losses, which are recognised directly in profit or loss. Where the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously recognised in the investments revaluation reserve is reclassified to profit or loss. References to GBP denote investments denominated in British pounds sterling.

2. ACCOUNTING POLICIES (CONTINUED)

Loans from subsidiaries

Loans from subsidiaries are recognised at inception at the fair value of the proceeds received net of issue costs. Subsequently, they are measured at amortised cost using the effective interest method less, where appropriate, any provisions for impairment. Finance costs are recognised in the profit and loss account using the effective interest rate method.

Impairment

The carrying values of fixed assets are reviewed for impairment if events or changes in circumstances indicate the carrying value may not be recoverable. If there are indicators of impairment, an exercise is undertaken to determine whether the carrying values are in excess of their recoverable amounts. Such review is undertaken on cash-generating units. If the carrying value of a fixed asset exceeds the recoverable amount, a provision is recorded to reflect the asset at the lower amount. In assessing the recoverable amounts of fixed assets, the relevant future cash flows expected to arise from the continuing use and disposal of the assets have been discounted to their present value using a market-determined discount rate.

Taxation

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Foreign currency transactions

Foreign currency transactions are booked in the functional currency (US\$) at the exchange rate ruling on the date of the transaction. Foreign currency monetary assets and liabilities are translated into the functional currency at rates of exchange ruling at the balance sheet date. Exchange differences are recorded in the profit and loss account. Foreign currency non-monetary assets and liabilities are not restated at balance sheet date.

3. CRITICAL ACCOUNTING JUDGEMENTS

Consideration of existence of indicators of impairment of long-term loan receivables and investments

The Company reviews the carrying amounts of its loans receivable and investments to determine whether there is any indication that the value of those assets is impaired. Where such indicators are identified an impairment review is conducted. During the period, the directors have considered the recoverability of the Company's investments. The Directors' review of the recoverability of these balances identified indicators of impairment for one of the Company's subsidiaries which was subsequently impaired, please refer to note 7. Following this impairment, the directors did not identify any other indicators of impairment and the directors are confident that the carrying amount of all assets will be recovered in full.

3. CRITICAL ACCOUNTING JUDGEMENTS (CONTINUED)

In conducting impairment reviews, the Company makes judgements and estimates in considering the recoverable amount of the respective assets. Changes to the estimates and assumptions on factors such as commodity prices, discount rates and other inputs could impact the assessed recoverable value of assets and consequently impact the Company's income statement and balance sheet.

4. OTHER OPERATING INCOME

Investment income of US\$ 32 million (2015: US\$ 4 898 million) relates solely to the dividend from its investments.

5. OTHER OPERATING EXPENSES

US\$ million

	2016	2015
Realised loss on disposal of shares	-	5
Other operating expenses	30	1
Total	30	6

Audit fees

The audit fee is US\$ 15 000 (2015: US\$ 15 000) in respect of the Company.

Employees

The average monthly number of employees was nil (2015: nil).

6. DIRECTORS' REMUNERATION

None of the directors received any fees or remuneration for their services as a director of the Company during the financial year (2015: \$nil) either from the Company or any other entity within the Glencore Group.

7. IMPAIRMENTS

US\$ million

	201	6 2015
Impairment of AFS financial instruments		- 577
Impairment of investments/ long term loans	54	1 121
Total	54	1 698

During 2015, in accordance with the requirements of IAS 39, the Company assessed the Investment in ultimate parent entity held by the Company for indicators of impairment as at 31 December 2015. Due to the quoted share price of the Investment in ultimate parent entity being below its cost for a prolonged period, IAS 39 considers this objective evidence of impairment. Therefore, the Investment in ultimate parent entity was impaired to its fair value at 31 December 2015 of GBP 0.91 per share, which equates to an impairment charge of US\$ 577 million being recorded. The recorded impairment charge is the cumulative difference between cost and fair value as at 31 December 2015 and the impairment charge has been taken to Profit and loss after recycling any fair value movements previously recorded through Other comprehensive income.

The quoted share price (fair value) of the investment in ultimate parent entity as at 31 December 2016 is GBP 2.77 per share and in accordance with applicable requirements of IAS 39, the increase in fair value has been recorded in Other Comprehensive Income amounting to US\$ 306m.

As part of the annual assessment of recoverability of its Investment in subsidiaries and long term loans, the Company has recorded an impairment of US\$ 541m (2015: US\$ 121m). This impairment was taken on the investment held in Glencore (Nederland) B.V. The fair value less costs of disposal of primarily the coal assets owned by the subsidiary was the principal reason for recording of the impairment during the year to its fair value of US\$ 820 million. The recoverable amounts were measured based on fair value less costs of disposal, determined by discounted cash flow techniques based on the most recent approved financial budgets and three-year business plans.

7. IMPAIRMENTS (CONTINUED)

The valuation models use the most recent reserve and resource estimates, relevant cost assumptions and where possible market forecasts of commodity price and foreign exchange rate assumptions discounted using operation specific discount rates. The determination of the fair value less cost of disposal of the investment uses level 3 valuation techniques.

8. INTEREST INCOME

US\$ million

<u></u>		2016	2015
Interest income from subsidiaries and associated companies	 1	1211	92
Total	1	121	92

9. TAXATION

US\$ million

	2016	2015
Current tax charge	-	-
Swiss corporation tax		_
Tax charge on profit on ordinary activities		
(Loss) / profit on ordinary activities before taxation	-4521	4 278
Profit on ordinary activities multiplied by standard rate of		
corporation tax in Switzerland of 7.8% (2015: 7.8%)	35	334
Effects of:		
Non-taxable income	35	-334
Tax charge for the year	-1	-

The Company is incorporated in the UK but by virtue of its place of effective management being in Switzerland it is tax resident in Switzerland.

The Company can benefit from the holding privilege at the Cantonal level and therefore the Company is exempt from corporate income taxes. The Company is only subject to Federal corporate income tax at an effective tax rate of 7.8%. Due to the fact that the Company's income mainly derives from dividends the participation exemption is available and therefore no Federal corporate income tax is due.

10.INVESTMENTS.

US\$ million

		Investment in		
	Investments in	Investments in ultimate		
	subsidiaries	parent entity	subsidiaries	Total
As at 1 January 2015	24 391	693	4021	25 486
Additions	1 222	-	-1	1 222
Revaluations	-	-488	-1	-488
Disposals	•	-9	-252	-261
Impairment	<u> </u>	_	-121	-121
As at 31 December 2015	25 613	196	291	25 838
Additions	-		- <u>l</u>	
Revaluations	-	306	-5	301
Disposals	-	-	-1	in the extension
Impairment	-541	-	- 1	-541
As at 31 December 2016	25 072	502	241	25 598

The subsidiary undertakings of the Company at 31 December and the percentage holding of ordinary share capital are set out below:

10. INVESTMENTS (CONTINUED)

	Country of	2016	2015	
Company name	incorporation	Activity	Ownership	Ownership
Glencore (Schweiz) AG	Switzerland	Holdings	100%	100%
Glencore (Finance) Dubai Limited	U.A.E.	Finance	90%	90%
Glencore (Nederland) BV	Netherlands	Finance	75%	75%
Glencore Coal Sales Pte Ltd	Singapore	Operating	90%	90%

The table above comprises each of the Company's direct subsidiary undertakings. Further information about each of the Company's indirect subsidiary undertakings as required by Section 409 of the Companies Act 2006 can be found in note 16. All subsidiaries listed operate in their country of incorporation and the year end for all subsidiaries listed is 31 December.

11. DEBTORS

US\$ million

2016	2015
5 364	5 241
5	6
5 369	5 247
2016	2015
1 257	1 229
1	1
1 258	1 230
	2016 1 257 1 1

US\$ million

3,031,371,571 ordinary shares of US\$0.50 each	1 516	1 516
Share premium		
Balance at 1 January 2016	15 377	15 377
Issue of share capital	-1	-
Dividends paid	1 -1	-
As at 31 December	15 377	15 377

2016

2015

In May 2012, the US\$ 7 978 million reduction of the share premium account was confirmed following the passing of a resolution at the Company's Annual General Meeting and finalisation of regulatory approvals. This reduction enabled the creation of a distributable share premium reserve,

The combined share premium accounts comprise capital contribution reserves of US\$ 13 487 million (2015: US\$ 13 487 million) and share premium arising from the issue of shares to the ESOP of US\$ 1 890 million (2015: US\$ 1 890 million).

Other reserves

US\$ 935 million of Other reserves, principally originated during 2002 from the issue of shares related to the acquisition of the Duiker and Enex Groups and constitutes a capital contribution reserve.

Dividends paid

No dividend has been declared or paid during the year (2015: \$nil).

Share capital (Issued, called up and fully paid)

14. ULTIMATE PARENT COMPANY

The ultimate parent and controlling company is Glencore plc, a company incorporated in Jersey with registered offices at Queensway House, Hilgrove Street, St. Helier, Jersey JE1 1ES. This is the largest and smallest group for which consolidated financial statements are prepared which includes the Company. Copies of the consolidated financial statements of Glencore plc may be obtained from Queensway House or from www.glencore.com.

15. CONTINGENT LIABILITIES AND GUARANTEES

The Company has provided guarantees for the financial obligations of a number of Group companies. Specifically, the Company has provided:

In November 2012, the Group issued EUR 2 250 million of notes in two tranches under its Euro Medium-Term Note Programme. These comprised EUR 1,250 million 1.75% guaranteed notes repaid in May 2016 and EUR 1 000 million 2.625% guaranteed notes due November 2018. The notes were issued by Glencore Finance (Dubai) Limited. These capital market notes are guaranteed by the Company, Glencore plc, Glencore International AG, Glencore (Schweiz) AG, Glencore Canada Financial Corporation and Glencore Finance (Canada) Limited. In addition, the notes were swapped into US\$ currency with the swaps guaranteed by the Company and Glencore (Schweiz) AG.

In October 2012 the Group issued US\$ denominated capital market notes in a US\$ 4 500 million four-tranche transaction comprising 3 year, 5 year, 10 year and 30 year notes. The fixed interest facilities were issued by Glencore Finance (Canada) Limited. The capital market notes comprise US\$ 1 250 million 2.05% guaranteed notes repaid in October 2015, US\$1 750 million 2.70% guaranteed notes due October 2017, US\$ 1 000 million 4.25% guaranteed notes due October 2022 and US\$ 500 million 5.55% guaranteed notes due October 2042. These capital market notes are guaranteed by the Company, Glencore plc, Glencore International AG, Glencore (Schweiz) AG, Glencore Finance (Dubai) Limited and Glencore Canada Financial Corporation.

In November 2011 the Group issued US\$ denominated capital market notes in a US\$ 3 000 million four-tranche transaction comprising 3 year, 5 year, 10 year and 30 year notes. The fixed interest facilities were issued by Glencore Finance (Canada) Limited. The capital market notes comprise US\$ 800 million 2.85% guaranteed notes repaid in November 2014, US\$ 700 million 3.60% guaranteed notes due January 2017, US\$ 1 000 million 4.95% guaranteed notes due November 2021 and US\$500 million 6.00% guaranteed notes due November 2041. These capital market notes are guaranteed by the Company, Glencore plc, Glencore International AG, Glencore (Schweiz) AG, Glencore Finance (Dubai) Limited and Glencore Canada Financial Corporation.

In May 2008, the Group issued GBP 500 million 7.375% fixed guaranteed notes due 2020. The notes were issued by Glencore Canada Financial Corporation. These capital market notes are guaranteed by the Company, Glencore plc, Glencore International AG, Glencore (Schweiz) AG, Glencore Finance (Dubai) Limited and Glencore Finance (Canada) Limited. In addition, the notes were swapped into US\$ currency and a floating rate with the swaps guaranteed by the Company and Glencore (Schweiz) AG.

In November 2007, the Group completed a US\$ 500 million 30-year bond issue bearing interest at 6.90% per annum. The bond was issued by Glencore Finance (Canada) Limited. These bonds are fully and unconditionally guaranteed on a senior, unsecured and joint and several basis by the Company, Glencore plc, Glencore International AG, Glencore (Schweiz) AG and Glencore Finance (Dubai) Limited.

15. CONTINGENT LIABILITIES AND GUARANTEES (CONTINUED)

In June 2007, the Group issued EUR 500 million of notes under its Euro Medium-Term Note Programme. These comprised of EUR 500 million guaranteed 5.25% notes due 13 June 2017. The notes were issued by Glencore Finance (Canada) Limited. These capital market notes are fully and unconditionally guaranteed on a senior, unsecured and joint and several basis by the Company, Glencore plc, Glencore International AG, Glencore (Schweiz) AG, Glencore Finance (Dubai) Limited and Glencore Canada Financial Corporation. In addition, the notes were swapped into US\$ currency and a floating rate with the swaps guaranteed by the Company and Glencore (Schweiz) AG.

In November 2006, the Group issued US\$ 1,000 million of capital market notes to refinance existing debt facilities comprised of US\$ 1,000 million guaranteed 5.8% notes repaid in November 2016. The notes were issued by Glencore Finance (Canada) Limited. These capital market notes are guaranteed by the Company, Glencore plc, Glencore International AG, Glencore (Schweiz) AG and Glencore Finance (Dubai) Limited. In addition, the notes were swapped into a floating rate with the swaps guaranteed by the Company and Glencore (Schweiz) AG.

Included in the financial obligations of a number of Group companies that were assumed by the Glencore Group were a number of US\$ bonds assumed from the Group's acquisition of Glencore Canada Corporation. Pursuant to the terms of the note indentures as amended by supplemental indentures, the Company has fully and unconditionally guaranteed in favour of the holders of the bonds the payment, within 15 days of when due, of all financial liabilities and obligations of Glencore Canada Corporation to such holders under the terms of the bonds.

16. SUBSIDIARY UNDERTAKINGS

Additional subsidiary undertakings of the Company at 31 December 2016 and the ultimate percentage holding of ordinary share capital as required by section 409 of the Companies Act 2006 are listed below:

Company Minera Alumbrera Limited	Address Old Parham Road 11	Status active	Percentage 50.00
:	St. John's Antigua		
Xstrata Pachon S.A.	Maipu 812 C1006ACL Buenos Aires Argentina	active	100.00
Mim Argentina Exploraciones S.A.	Callejón Lemos 525 Mendoza Argentina	active	100.00
Mim Argentina S.A.	Callejón Lemos 525 Mendoza Argentina	active	100.00
Glencore Australia Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Cook Resource Mining Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Coal Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
United Collieries Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	95.00
Glenmurrin Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Investment Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Cumnock Coal Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Isokind Pty. Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Acelight Pty. Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Minara Pastoral Holdings Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glideco Pty. Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
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Company Cadelan Pty. Limited	Address Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	Status active	Percentage 100.00
Cobar Management Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Coal Investments Australia Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Oceanic Coal Australia Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Budroll Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Yundamindra Pastoral Holdings Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	. 100.00
Minara Resources Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Liddell Coal Marketing Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	67.50
Ravensworth Coal Terminal Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	73.57
Oakbridge Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	78.01
Austral Coal Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Copper Nt Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	dormant	100.00
Copper Sa Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	dormant	100.00
Cuprum Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	dormant	100.00
Cyprium Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	dormant	100.00
Czi Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencopper Nsw Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	dormant	100.00

Company	Address	Status	Percentage
Nsw Base Metals Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencopper Sa Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencopper Nt Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Queensland Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Murrin Murrin Operations Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Australia Finance Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Australia Investment Holdings Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Australia Finance Gp Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Australia Finance Partnership Lp	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Australia Holdings Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Mcarthur River Mining Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Bulga Coal Sales Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	78.01
Macquarie Coal Marketing Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	80.00
Nca Marketing Company Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Ravensworth Operations Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Resource Pacific Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	77.78
Saxonvale Coal Sales Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	78.01

Company	Address	Status	Percentage
Tahmoor Coal Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Ulan Coal Mines Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	90.00
Glencore Coal Queensland Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Coal Sales Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Cumnock Management Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Mt Owen Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Mangoola Coal Operations Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Ernest Henry Mining Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Kokino Australia Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Coal (Nsw) Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Sphere Minerals Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Mount Isa Mines Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Azsa Holdings Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Finance Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Holdings Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Operations Australia Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Ploutos Australia Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00

Company Jonsha Pty Limited	Address Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	Status active	Percentage 100.00
Xstrata Nickel Australia Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Cumnock No 1 Colliery Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Enex Liddell Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Abelshore Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Copper Refineries Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Bulga Coal Management Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	78.01
The Wallerawang Collieries Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	74.11
Rolleston Coal Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Newlands Coal Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Liddell Coal Operations Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Coal Assets Australia Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Collinsville Coal Company Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Togara Coal Sales Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	70.04
Oaky Creek Coal Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Sidero Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Projects Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
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Company	Address	Status	Percentage
Clermont Coal Operations Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Technology Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Xstrata Nickel Australasia Operations Pty. Ltd.	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Nicias Investments Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Coal (Nsw) Processing Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Enex Ulan Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Clermont Coal Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Xt Co Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Acn 130 335 894 Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Enex Oakbridge Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Azsa Pastoral Holdings Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00 :
Carbon Transport And Storage Corporation (Ctsco) Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Colinta Holdings Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Newpac Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Murrin Murrin Holdings Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Bauxite Resource Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Finance No 2 Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00

Company Glencore Australia Oil Pty Limited	Address Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	Status active	Percentage 100.00
Noranda Pacific Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Gabume Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Ocal Macquarie Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Xman Services Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Bowen Coke Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Mintrade Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Chemoil Australia Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Gila Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Vistajura Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Owljura Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Midas Hawk Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Xstrata Nickel Australasia Investments Pty. Ltd.	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Xstrata Nickel Australasia Holdings Pty. Ltd.	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	in liquidation	100.00
Xstrata Nickel Australasia Exploration Pty. Ltd.	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	in liquidation	100.00
Xstrata Nickel Australasia Pty Ltd.	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Mount Isa Pacific Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00

Company Resource Pacific Investments Pty Limited	Address Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	Status active	Percentage 100.00
Helios Australia Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Capital Holdings Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Coal Corporate Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Coal Holdings Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
North Queensland Stevedoring Pty. Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Hv Coking Coal Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Aurum Hawk Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Pegasus Hawk Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Enex Foydell Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Ulan Power Company Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Mim Resource Development Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Mount Margaret Mining Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
M.I.M. International Exploration Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Helios Hawk Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Coal Logistics Services Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Acn 080 803 461 Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00

Company Acn 102 714 849 Pty Limited	Address Level 44, 1 Macquarie Place		Status active	Percentage 100.00
	Sydney NSW 2000 Australia			
Actway Pty. Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia		dormant	100.00
Associated Steamships Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia		active	100.00
Austral Operations Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia		active	100.00
Azsa Australia Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia		active	100.00
Bargo Collieries Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia		active	100.00
Black Rock Minerals Pty. Ltd.	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	•	active	65.52
Bulga Coal Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia		active	78.01
Bulga Underground Operations Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	. •	active	78.01
Clermont Region Support Services Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia		active	100.00
Coalex Holdings Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia		active	78.01
Coalex (Sales) Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia		active	78.01
Cook Coal Handling Services Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia		active	100.00
Cook Coal Holdings Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia		active	100.00
Enex Togara Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia		active	100.00
Foybrook Tenements Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia		active	67.50
Gc Emissions Management Company Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia		active	100.00

Company Gcq Bicet Pty Limited	Address Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	Status active	Percentage 100.00
Gcq Emissions Management Company Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Genders Mining Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	78.01
Gigalink Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Coal Low Emissions Research and Development Corporation (GCLERD) Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Coal Surat Basin Rail Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glencore Oxyfuel Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glendell Mining Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Glendell Tenements Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Hadenis Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Jerrys Plains Coal Terminal Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Liddell Coal Loader Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Liddell Coal Preparation Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	67.50
Liddell Collieries Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	67.50
Liddell Southern Tenements Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Liddell Tenements Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	67.50
Mauritanian Holdings Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00

Company	Address	Status	Percentage
Mcilwraith Mceacharn Operations Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Mcilwraith Mceacharn Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Mcilwraith Mining Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Miniere Mining Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	78.01
Mt Owen Tenements Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Narama Investments Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Nca Coal Holdings Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	. 100.00
Newlands Northern Underground Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Noranda Pacific No 2 Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Oakwell Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	78.01
Ravensworth Coal Management Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Ravensworth Coal Processing Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	77.78
Ravensworth East Coal Management Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Resource Pacific Holdings Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	77.78
Resource Pacific Leases Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	77.78
Resource Pacific Services Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	77.78
Rolleston Developments Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00

Company	Address	Status	Percentage
Saxonvale Coal Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	78.01
Sphere Iron Ore Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Sphere Mining Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Sphere Resources Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Sybota Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	dormant	78.01
Tagus Holdings Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	dormant	78.01 .
Tagus Properties Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	dormant	78.01
The Lithgow Valley Colliery Company Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	78.01
The Newcastle Wallsend Coal Co Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	78.01
Ulan Surface Operations Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	90.00
Ulan West Operations Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	90.00
United Coal Sales Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	95.00
Valley Coal Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Wandoan Coal Holdings Pty Limited	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Wandoan Coal Pty Ltd	Level 44, 1 Macquarie Place Sydney NSW 2000 Australia	active	100.00
Perly Ltd.	Victoria Street 22 HM 12 Hamilton Bermuda	active	100.00
Glencore Cerrejon Ltd	Victoria Street 22 HM 12 Hamilton Bermuda	active	100.00

Company	Address	Status	Percentage
Glencore Grain Finance Holdings Bermuda Limited	Victoria Street 22 HM 12 Hamilton Bermuda	active	100.00
Glencore Grain Finance Bermuda Limited	Victoria Street 22 HM 12 Hamilton Bermuda	active	100.00
Glencore Investments Antamina Limited	Victoria Street 22 HM 12 Hamilton Bermuda	active	100.00
Xnc Finance Ltd.	Victoria Street 22 HM 12 Hamilton Bermuda	active	100.00
Glencore El Pachon Limited	Victoria Street 22 HM 12 Hamilton Bermuda	active	100.00
Pachon Project Ltd.	Victoria Street 22 HM 12 Hamilton Bermuda	active	100.00
Glencore Coal South America Ltd	Victoria Street 22 HM 12 Hamilton Bermuda	active	100.00
Glencore International Investments Ltd.	Victoria Street 22 HM 12 Hamilton Bermuda	active	100.00
Glencore Sa Holdings Ltd.	Victoria Street 22 HM 12 Hamilton Bermuda	active	100.00
Ronlis Limited	Victoria Street 22 HM 12 Hamilton Bermuda	active	100.00
Glencore Investment Holdings Australia Ltd.	Victoria Street 22 HM 12 Hamilton Bermuda	active	100.00
Samaxo Limited	Victoria Street 22 HM 12 Hamilton Bermuda	active	100.00
Xstrata Brasil Exploracao Mineral Ltda.	Av Prof. Mário Werneck 882/801 30.455-610 Belo Horizonte Brasil	dormant	100.00
Mineracao Mount Isa Do Brasil Limitada	Av Prof. Mário Werneck 882/801 30.455-610 Belo Horizonte Brasil	dormant	100.00
Jumelles Limited	Coastal Building 2 Tortola British Virgin Islands	active	50.00
Glencore Holdings Canada Ltd.	King Street West 100 M5X 1E3 Toronto Canada	active	100.00
Glencore Canada Financial Corp.	King Street West 100 M5X 1E3 Toronto Canada	active	100.00

Company	Address	Status	Percentage
Company Glencore Finance (Canada) Limited	King Street West 100 M5X 1E3 Toronto Canada	active	100.00
Canadian Electrolytic Zinc Limited	Boulevard Cadieux 860 Salaberry-De-Valleyfield Canada	active	100.00
Gcbc Management Services Limited	King Street West 100 M5X 1E3 Toronto Canada	active	100.00
Societe Miniere Raglan Du Quebec Ltd./Raglan Quebec Mines Ltd.	Avenue de l'Aeroport 120 Rouyn-Noranda Canada	in liquidation	100.00
Glencore Coal Canada Limited	King Street West 100 M5X 1E3 Toronto Canada	active	100.00
Glencore Canada Corporation	King Street West 100 M5X 1E3 Toronto Canada	active	100.00
1787393 Ontario Ltd.	King Street West 100 M5X 1E3 Toronto Canada	dormant	100.00
Boreas Coal Limited	King Street West 100 M5X 1E3 Toronto Canada	active	75.00
Donkin Coal Limited	King Street West 100 M5X 1E3 Toronto Canada	active	100.00
Donkin Coal Management Limited	Upper Water Street 1959 B3J 3E5 Halifax Canada	active	100.00
First Coal Corporation	West Georgia Street 650 V6B4N9 Vancouver Canada	active	75.00
Glencore Coal Canada Resources Limited	King Street West 100 M5X 1E3 Toronto Canada	active	75.00
Kidd Creek Timber Ltd.	King Street West 100 M5X 1E3 Toronto Canada	dormant	100.00
Magnola Metallurgy Inc./Metallurgie Magnola Inc.	Chemin Pinacle 125 Danville Canada	dormant	80.00
Magnola Mining Inc./Mines Magnola Inc.	Chemin Pinacle 125 Danville Canada	dormant	80.00
New Brunswick Zinc Limited	Queen Street 371 Fredericton Canada	dormant	100.00
N-Nif Holdings Limited Partnership	King Street West 100 M5X 1E3 Toronto Canada	active	100.00

Company	Address	Status	Percentage
N-Nif Holdings Ltd.	King Street West 100 M5X 1E3 Toronto Canada	active	100.00
Noranda Ipco Inc./Sopi Noranda Inc.	King Street West 100 M5X 1E3 Toronto Canada	active	100.00
N-Zinc Ltd.	King Street West 100 M5X 1E3 Toronto Canada	active	100.00
Kabanga Holdings Ltd.	Cricket Square, Floor 4 Willow House PO Box 268 Grand Cayman, KY1-1104 Cayman Islands	active	83.33
Glencore South America Limited	South Church Street George Town Cayman Islands	active	100.00
Glencore Chile S.A.	Avenida Costanera Sur 2730 Santiago Chile	active	99.39
Energia Austral Spa	Alcantara 200 Las Condes Santiago Chile	active	66.00
Xstrata Chile Norte Inversiones S.A.	Ave Costanera Sur 2730 Santiago Chile	active	100.00
Complejo Metalurgico Altonorte Sa	Panamericana Norte Km. 1348 Sector La Negra Antofagasta Chile	active	100.00
Pachon Transportes Y Servicios Limitada	Av. Costanera Sur 2730 Santiago Chile	active	100.00
Xstrata Chile Servicios Corporativos Limitada	Avenida Costanera Sur 2730 Santiago Chile	active	100.00
Energia E Inversiones Limitada	Av. Costanera Sur 2730 Santiago Chile	active	100.00
Compania Minera Lomas Bayas	Camino Minsal S/N km. 35 Antofagasta Region Chile	active	100.00
Glencore Exploraciones Limitada	Av. Costanera Sur 2730 Santiago Chile	active	100.00
Glencore Inversiones Chile Spa	Avenida Costanera Sur 2730 Santiago Chile	active	100.00
Glencore Technology Agencia En Chile (Chile Branch Of Mintrade Pty Ltd)	Avenida Costanera Sur 2730 Santiago Chile	active	100.00

Company	Address	Status	Percentage
Xstrata Commercial Services (Shanghai) Co. Ltd.	Raffles City 6 Shanghai China	in liquidation	100.00
Xstrata Technology Trading (Beijing) Co. Limited	Dongzhimen South Avenue 1 100020 Beijing China	active	100.00
Nordenhamer Zinkhuette Gmbh	Johannastrasse 1 26954 Nordenham Germany	active	100.00
Jangleglade Limited	Berkeley Street, 50 W1J 8HD London Great Britain	active	100.00
Glencore Services (Uk) Limited	Berkeley Street 50 W1J 8HD London Great Britain	active	100.00
Mount Isa Holdings (Uk) Limited	Botany Road DA11 9BG Northfleet, Kent Great Britain	active	100.00
Glencore Project Services (Uk) Limited	Berkeley Street 50 W1J 8HD London Great Britain	in liquidation	100.00
Britannia Refined Metals Limited	Botany Road DA11 9BG Northfleet, Kent Great Britain	active	100.00
Britannia Refined Metals Retirement Plan Ltd	Botany Road DA11 9BG Northfleet, Kent Great Britain	dormant	100.00
Glcr Limited	Berkeley Street 50 W1J 8HD London Great Britain	active	100.00
Glencore Guernsey Limited	Westbourne St Peter Port Guernsey	active	100.00
Glencore Technology Hong Kong Pty Limited	13/F, Gloucester Tower The Landmark Queen's Road 15 Central Hong Kong	active	100.00
Glencore Zinc Ireland Limited	Dromkeen Industrial Park 1 Limerick Ireland	active	100.00
Glencore Recycling Inc. (Malaysia) Sdn. Bhd.	Lorong Pulau Tikus 7-A 10350 Penang Malaysia	active	100.00
Sphere Mauritania S.A	Rue 43-032 1448 Nouakchott Mauritania	active	90.00
Sphere Lebtheinia S.A.	383 F Nord Tevragh-Zeina 1448 Nouakchott Mauritania	active	97.51

Company Jumelles M Limited	Address Sir William Newton Street 19 Port Louis Mauritius	Status active	Percentage 50.00
Xcm Llc	Chinggis Avenue-13 210648 Ulaanbaatar Mongolia	in liquidation	100.00
Wilru Investments One Hundred And Thirty Four (Proprietary) Limited	Feld Street 29 Windhoek Namibia	active	100.00
Rosh Pinah Zinc Corporation (Pty) Limited	Feld Street 29 Windhoek Namibia	active	80.09
Rosh Pinah Base Metals (Proprietary) Limited	Feld Street 29 Windhoek Namibia	active	100.00
Rosh Pinah Mine Holdings (Pty) Ltd	Independence Avenue 344 Windhoek Namibia	active	100.00
Glencore (Nederland) B.V.	Blaak 31 3011GA Rotterdam Netherlands	active	100.00
Glencore Holdings (South Africa) B.V.	Blaak 31 3011GA Rotterdam Netherlands	active	100.00
Glencore Nikkelverk As	Vesterveien 31 4613 Kristiansand Norway	active	100.00
Vesterveien 43 As	Postboks 604 4606 Kristiansand Norway	active	100.00
Compania Minera Antapaccay S.A.	Pasaje Los Delfines 159 Surco, Lima Peru	active	100.00
Noranda Antamina S.R.L.	Av. Santa Maria 110 18 Lima Peru	active	100.00
Glencore Peru Holding Sa	Pasaje Los Delfines 159 33 Lima Peru	active	100.00
Mining Project Development Congo S.A.U.	Quartier OCH Moungali III J363V Brazzaville Republic of Congo	active	50.00
Glencore Holdings (Panama) S.A.	Costa del Este Ave. and Roberto Motta Ave. Panama City	active	100.00
Kaldaron S.A.	Republic of Panama Costa del Este Ave. and Roberto Motta Ave. Panama City	active	100.00
Lixul S.A	Republic of Panama Costa del Este Ave. and Roberto Motta Ave. Panama City Republic of Panama	active	100.00

Company Cumnock Coal Sales Pte Limited	Address Temasek Avenue 1 039192 Singapore Singapore		Status active	Percentage 90.00
Macquarie Coal Sales Pte. Limited	Temasek Avenue 1 039192 Singapore Singapore	·	active	80.00
Nca Coal Sales Pte Limited	Temasek Avenue 1 039192 Singapore Singapore		active	55.00
Oaky Creek Coal Sales Pte Limited	Temasek Avenue 1 039192 Singapore Singapore		active	55.00
Ravensworth Underground Coal Sales Pte. Limited	Temasek Avenue 1 039192 Singapore Singapore		active	70.00
Rolleston Coal Sales Pte Limited	Temasek Ävenue 1 039192 Singapore Singapore		active	75.00
Glencore Coal Sales Pte. Limited	Temasek Avenue 1 039192 Singapore Singapore		active	100.00
Liddell Coal Sales Pte Limited	Temasek Avenue 1 039192 Singapore Singapore		active	67.50
Harbour Insurance Pte. Ltd.	8 Marina View #09-05 018960 Singapore Singapore		active	100.00
Glencore Coal Sales (Services) Pte. Limited	Temasek Avenue 1 039192 Singapore Singapore		active .	100.00
Glencore Operations South Africa Proprietary Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		active	97.00
Char Technology (Proprietary) Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		active	97.00
Duiker Mining (Pty) Limited	Melrose Boulevard 23 2196 Johannesburg South Africa	**************************************	active	97.00
Glencore Holdings South Africa (Pty) Ltd	Melrose Boulevard 23 2196 Johannesburg South Africa		active	100.00
Glencore Property Management Company Proprietary Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		active	97.00
Sightfull 165 (Proprietary) Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		in liquidation	97.00
African Carbon Manufacturers (Proprietary) Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		active	97.00

Company K2016200284 (South Africa) (Pty) Ltd	Address Melrose Boulevard 23 2196 Johannesburg		Status active	Percentage 100.00
Liu	South Africa			
African Carbon Producers (Proprietary) Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		active	97.00
African Carbon Union (Proprietary) Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		active	71.78
African Fine Carbon (Proprietary) Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		active	97.00
Alloys Power Generation Proprietary Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		dormant	97.00
Beestkraal Platinum Mines (Proprietary) Limited	Melrose Boulevard 23 2196 Johannesburg South Africa	·	dormant	71.78
Breyten Coal Farms (Pty) Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		active	97.00
Consolidated Metallurgical Industries (Proprietary) Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		dormant	97.00
Egalite Investments (Proprietary) Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		in liquidation	97.00
Eland Platinum Holdings Proprietary Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		dormant	97.00
Eland Platinum Mines (Proprietary) Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		active	71.77
Golden Ribbon Trading 300 (Proprietary) Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		dormant	67.90
Madibeng Platinum (Proprietary) Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		dormant	82.45
Mim Process Technologies South Africa (Proprietary) Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		dormant	100.00
Platoon Trade And Invest 96 (Proprietary) Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		dormant	97.00
Psv Resources Marikana (Proprietary) Limited	Melrose Boulevard 23 2196 Johannesburg South Africa		active	71.78
Sebenzana Business Development Services (Pty) Ltd	Melrose Boulevard 23 2196 Johannesburg South Africa		dormant	97.00

			United Arab Emirates	
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			6341 Baar Switzerland	
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			6341 Baar	
00	100	active	Baarermattstrasse 3	SA griffel Marketing AG
			Spain	10 11 110
oo.	100	active	Avenida de la Playa S San Juan De Nieva	Mecanizaciones Y Fabricaciones S.A.U.
00			Spain	
			Arnao, Castrillon	
00.	001	active	Fabrica 48	Constructora De Castrillon S.A.U.
			Spain occuration	
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			2196 Johannesburg	Limited
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			2196 Johannesburg South Africa	
00	0.76	active	Meirose Boulevard 23	Tavistock Collieries (Pty) Limited
centage		Status	Address	Company