

Registered number: 04365240

A PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
OF
GLENCORE SERVICES (UK) LIMITED
(the "Company")**

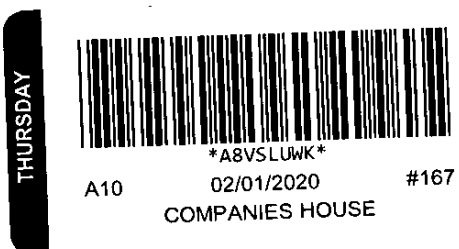
**PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN ACCORDANCE WITH
SECTION 291 OF THE COMPANIES ACT 2006**

SPECIAL RESOLUTION

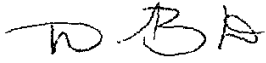
1. That the share premium account of the Company as at the date on which this resolution is passed be reduced by US\$6,000,000,000 to create distributable reserves.

ORDINARY RESOLUTION

2. That the directors be generally and unconditionally authorised to distribute to Glencore Finance (Europe) Limited the \$5,410,788,803 receivable owed to the Company from Glencore International Investments Limited ("**GIIL**") which is governed by a loan agreement effective 30 September 2017 between Xstrata Limited and GIIL and was assigned by Xstrata Limited to the Company on 19 December 2019 (the "**Receivable**"), together with all of the Company's rights, title and interest, present and future, in the Receivable (including any rights to accrued and unpaid interest).



By order of the board:


.....
Director/Secretary

20 December 2019
.....
Date

INFORMATION REQUIRED TO COMPLY WITH SECTION 291(4) COMPANIES ACT 2006

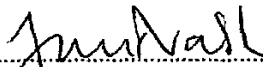
1. Eligible members are the members who would have been entitled to vote on the resolutions on the circulation date of the written resolutions.
2. The circulation date of the written resolutions is 20 December 2019 (the "**Circulation Date**").
3. The procedure for signifying agreement by an eligible member to the written resolutions is as follows:
 - (A) a member signifies its agreement to proposed written resolutions when the Company receives from it (or someone acting on its behalf) an authenticated document:
 - (i) identifying the resolutions to which it relates, and
 - (ii) indicating its agreement to the resolutions;
 - (B) the document must be sent to the Company in hard copy form or in electronic form;
 - (C) a member's agreement to written resolutions, once signified, may not be revoked; and
 - (D) written resolutions are passed when the required majority of eligible members have signified their agreement to them.
4. The period for agreeing to a written resolutions is the period of 28 days beginning with the Circulation Date (see section 297 Companies Act 2006).

AGREEMENT BY ELIGIBLE MEMBER TO WRITTEN RESOLUTIONS

We, being the sole eligible member of the Company,

1. confirm that we have received a copy of the above written resolutions in accordance with section 291 of the Companies Act 2006, and
2. hereby resolve and agree that the above resolutions are passed as written resolutions pursuant to Section 288 of the Companies Act 2006 and that Resolution 4 shall take effect as a special resolution, and Resolutions 1, 2 and 3 shall take effect as ordinary resolutions.

Signed by Ann Nash for and on behalf of
Glencore Finance (Europe) Limited


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Date: 20 December 2019