



18 November 2015

South32 Limited
(Incorporated in Australia under the *Corporations Act 2001* (Cth))
(ACN 093 732 597)
ASX / LSE / JSE Share Code: S32
ISIN: AU000000S320

2015 ANNUAL GENERAL MEETING VOTING RESULTS

South32 Limited (ASX, LSE, JSE: S32) ("South32") advises that the resolutions put to the Annual General Meeting of shareholders held on 18 November 2015 at 2:00pm (AWST), in Perth, Western Australia, were carried.¹

The following is information on the number of votes cast on the poll in respect of each resolution:

Item 2	Election of Xolani Mkhwanazi as a Director	For	2,818,558,691	98.40%
		Against	45,894,431	1.60%
		Abstain	8,889,721	
Item 3	Re-election of David Crawford as a Director	For	2,826,666,387	98.64%
		Against	39,042,730	1.36%
		Abstain	7,602,209	
Item 4	Appointment of auditor	For	2,848,304,947	99.37%
		Against	17,918,961	0.63%
		Abstain	7,077,551	
Item 5	Adoption of the Remuneration Report	For	2,686,918,525	94.30%
		Against	162,347,158	5.70%
		Abstain	13,004,246	
Item 6	Grant of Awards to Executive Director	For	2,743,134,042	95.88%
		Against	117,765,581	4.12%
		Abstain	12,080,914	
Item 7	Approval of leaving entitlements	For	2,792,489,059	97.67%
		Against	66,627,676	2.33%
		Abstain	13,268,944	

Further information, as required by section 251AA of the *Corporations Act 2001* (Cth), is set out below.

¹ This release was made outside the hours of operation of the ASX Market Announcements Office.

SOUTH32 LIMITED
2015 ANNUAL GENERAL MEETING
VOTING RESULTS

The following information is provided in accordance with section 251AA of the *Corporations Act 2001* (Cth).

Ordinary Resolutions	Instructions given to validly appointed proxies (as at proxy close)			
	For	Against	Proxy's Discretion	Abstain
Item 2 Election of Xolani Mkhwanazi as a Director	2,770,660,079 96.79%	45,892,931 1.60%	45,882,354 1.61%	8,708,264
Item 3 Re-election of David Crawford as a Director	2,779,197,217 97.06%	38,861,318 1.35%	45,451,617 1.59%	7,601,959
Item 4 Appointment of auditor	2,800,249,596 97.78%	17,910,975 0.62%	45,864,558 1.60%	7,077,115
Item 5 Adoption of the Remuneration Report	2,650,954,837 93.08%	151,884,829 5.33%	45,177,748 1.59%	12,969,412
Item 6 Grant of Awards to Executive Director	2,706,534,887 94.67%	107,512,637 3.76%	45,043,668 1.57%	12,048,377
Item 7 Approval of leaving entitlements	2,756,416,473 96.44%	56,531,041 1.98%	44,967,046 1.58%	13,228,941

Ordinary Resolutions	Number of votes cast on the poll (where applicable)		
	For	Against	Abstain*
Item 2 Election of Xolani Mkhwanazi as a Director	2,818,558,691 98.40%	45,894,431 1.60%	8,889,721
Item 3 Re-election of David Crawford as a Director	2,826,666,387 98.64%	39,042,730 1.36%	7,602,209
Item 4 Appointment of auditor	2,848,304,947 99.37%	17,918,961 0.63%	7,077,551
Item 5 Adoption of the Remuneration Report	2,686,918,525 94.30%	162,347,158 5.70%	13,004,246
Item 6 Grant of Awards to Executive Director	2,743,134,042 95.88%	117,765,581 4.12%	12,080,914
Item 7 Approval of leaving entitlements	2,792,489,059 97.67%	66,627,676 2.33%	13,268,944

*votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

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Further information on South32 can be found at www.south32.net.

JSE Sponsor: UBS South Africa (Pty) Ltd
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