

24 November 2016

South32 Limited  
(Incorporated in Australia under the *Corporations Act 2001* (Cth))  
(ACN 093 732 597)  
ASX / LSE / JSE Share Code: S32  
ISIN: AU000000S320  
south32.net

**SOUTH32 LIMITED**  
**Annual General Meeting**  
**Thursday, 24 November 2016**  
**Voting Results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

| Resolution details                                 |                 | Instructions given to validly appointed proxies |                       |                     |           | Number of votes cast on the poll |                       |           | Resolution Result     |
|--|-----------------|---|-----------------------|---------------------|-----------|----------------------------------|-----------------------|-----------|-----------------------|
| Resolution   | Resolution Type | For   | Against               | Proxy's Discretion  | Abstain   | For                              | Against               | Abstain*  | Carried / Not Carried |
| Resolution 2(a) Re-Election of Mr Osborn           | Ordinary        | 3,225,566,189<br>98.57%                         | 16,567,291<br>0.50%   | 30,511,099<br>0.93% | 7,780,424 | 3,257,479,378<br>99.49%          | 16,573,950<br>0.51%   | 7,769,104 | Carried               |
| Resolution 2(b) Re-Election of Mr Rumble           | Ordinary        | 3,224,895,016<br>98.55%                         | 17,190,557<br>0.52%   | 30,515,923<br>0.93% | 7,825,547 | 3,256,796,148<br>99.47%          | 17,215,387<br>0.53%   | 7,814,227 | Carried               |
| Resolution 3 Adoption of Remuneration Report       | Ordinary        | 2,497,629,088<br>76.25%                         | 747,712,233<br>22.82% | 30,210,157<br>0.93% | 4,033,888 | 2,519,986,769<br>76.92%          | 756,128,021<br>23.08% | 4,019,061 | Carried               |
| Resolution 4 Grant of Awards to Executive Director | Ordinary        | 3,189,618,301<br>97.37%                         | 56,143,565<br>1.72%   | 30,007,342<br>0.91% | 4,655,887 | 3,212,787,927<br>98.04%          | 64,383,940<br>1.96%   | 4,650,187 | Carried               |

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

Further information on South32 can be found at [www.south32.net](http://www.south32.net).

JSE Sponsor: UBS South Africa (Pty) Ltd  
24 November 2016