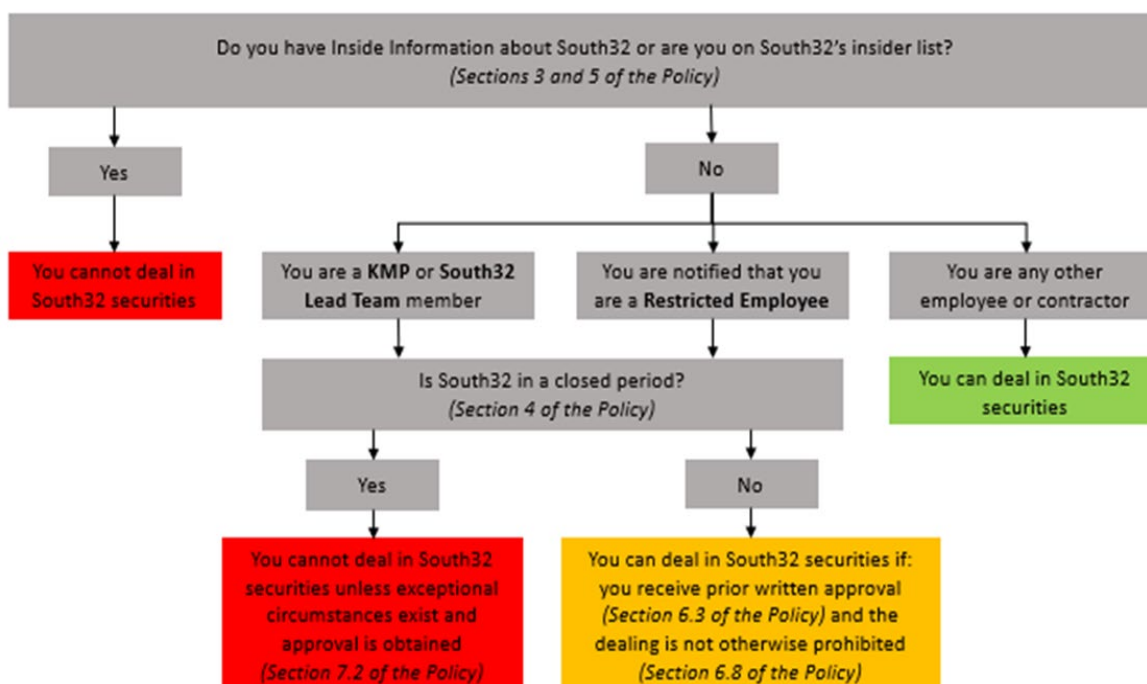


## 1. OVERVIEW

- 1.1 This Securities Dealing Policy (**Policy**) applies to all Directors, officers, employees, contractors and secondees (**Employees**) of South32 Limited (the **Company**) and its related bodies corporate (together the **Group**).
- 1.2 The purpose of this Policy is to ensure:
- that Employees who are in possession of **Inside Information** concerning the Company do not engage in **Insider Trading**, and do not use information acquired as an Employee to gain an improper advantage for themselves or anyone else;
  - the perception of Insider Trading is avoided; and
  - that public confidence is maintained in the reputation of the Group, the Company's Directors and Employees of the Group and in the trading of the Company's securities.
- 1.3 The Company has also adopted a Securities Dealing Procedure (**Procedure**) that sets out how Employees assist with implementing this Policy and comply with relevant obligations.

## 2. DIAGRAM OF RESTRICTIONS UNDER THIS POLICY



## 3. INSIDER TRADING

- 3.1 **Inside Information** is information about a company that:
- is not available to the market (i.e., it has not been made public); and
  - if it were made public, it would be likely to have a significant effect (upwards or downwards) on a company's share price.
- 3.2 Where an Employee has Inside Information in respect of the Group, they must not engage in **Insider Trading** as prohibited by law in various jurisdictions. This includes:
- dealing** in the Company's securities including in any shares vested under the Company's employee share ownership plans, bonds, notes, depositary receipts and any financial instruments linked to them. **Dealing** includes a wide range of transactions such as using the Company's shares as security for a loan and entering into any derivative contract which relates to the Company's securities; or

- (b) advising, procuring or encouraging someone else to deal in the Company's securities, even if the Employee does not profit from the dealing; or
- (c) directly or indirectly providing Inside Information to another person other than in the normal course of their employment including where the Employee knows, or ought to know, that that person is likely to deal in the Company's securities.

3.3 As a guiding principle, before dealing in the Company's securities, Employees should ask themselves:

*If the market was aware of all the current circumstances, could the proposed dealing be perceived by the market as me taking advantage of my access to information in an inappropriate way? How would it look if the transaction were reported on the front page of the newspaper? Is my behaviour consistent with our Code of Business Conduct and Values? (Front Page Test).*

- 3.4 Where an Employee possesses Inside Information about other listed companies (including the Group's customers, contractors or business partners) with which the Company may be engaging or negotiating, the Employee must not deal in the other company's securities.
- 3.5 If an Employee is unsure as to whether or not they hold Inside Information or are allowed to deal in the Company's securities, they should always consult Company Secretariat.

## 4. CLOSED PERIOD

4.1 Closed periods apply to **KMP** (refer to section 6.1(a)), **South32 Lead Team members** and **Restricted Employees** (refer to section 5.1).

4.2 During a closed period, those persons are prohibited from trading in the Company's securities except as set out in section 7.

4.3 The Company's closed periods (also known as "black-out periods") are:

- (a) the period from the close of trading on the Australian Securities Exchange (**ASX**) on 30 June each year, or if that date is not a trading day, the last trading day before that day, until the day following the announcement of the Group's full year financial results (provided that this period is at least 30 days);
- (b) the period from the close of trading on the ASX on 31 December each year, or if that date is not a trading day, the last trading day before that day, until the day following the announcement of the Group's half-year financial results (provided that this period is at least 30 days); and
- (c) any other period that is specified as a closed period for dealings from time to time. In particular, this could include a period specified as a closed period if required to do so by applicable law.

## 5. ADDITIONAL RESTRICTIONS FOR CERTAIN EMPLOYEES (RESTRICTED EMPLOYEES)

5.1 Company Secretariat may notify certain Employees that in addition to the restrictions under this Policy that apply to all Employees, they are subject to additional restrictions (**Restricted Employees**) such as not dealing in the Company's securities whilst their name is on specific distribution lists or on a confidential project list or an insider list.

### Dealing outside closed periods

5.2 During any period that is not a closed period, Restricted Employees must, prior to any proposed dealing in the Company's securities, seek approval from :

Role of person seeking approval	Relevant approver for dealings
Members of the South32 Leadership Team	CEO (or delegate)
Any other Restricted Employee (i.e. not a member of the South32 Leadership Team)	Company Secretary

5.3 The request for approval must be made in accordance with the Procedure.

5.4 In considering whether to grant approval, the relevant approver will consider whether the Restricted Employee holds any Inside Information, whether the Company holds any Inside Information and whether the proposed dealing satisfies the Front Page Test (see section 3.3), and may consult with members of the South32 Lead Team, as appropriate.

5.5 The approved dealing must occur within two business days following approval (or such other time specified in the approval), otherwise the approval is no longer effective and approval must be sought again.

## 6. ADDITIONAL RESTRICTIONS FOR KMP AND SOUTH32 LEAD TEAM MEMBERS

6.1 There are additional requirements that specifically apply to:

(a) persons discharging managerial responsibilities in respect of the Company being:

1. Directors;
2. members of the South32 Lead Team listed in South32's remuneration report as being KMP; (together, **KMP**); and

(b) other members of the South32 Lead Team who are not KMP (**South32 Lead Team members**); and

(c) persons closely associated with KMP and South32 Lead Team members (**PCAs**), which, for each KMP and South32 Lead Team members are:

1. spouse or civil partner;
2. child (including a step-child) who is under the age of 18, is unmarried and does not have a civil partner;
3. a relative who has shared the same household for at least one year on the date of the dealing;
4. any other family member who may be expected to influence, or be influenced by the KMP or South32 Lead Team member in his or her dealings with the Company or Company securities (this may include the KMP's or South32 Lead Team member's partner's children or other dependents of the KMP or South32 Lead Team member or the KMP's or South32 Lead Team member's partner); and
5. company, a legal person, trust partnership or other entity, the managerial responsibilities of which are discharged by the KMP or South32 Lead Team member or by a person referred to in (1), (2) or (3) above, which is directly or indirectly controlled by such a person or is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person.

6.2 KMP and South32 Lead Team members must provide the Company with a list of all their PCAs, any changes to that list and take appropriate steps to ensure that their PCAs are aware of their responsibilities and do not breach this Policy. Restrictions on dealings which are included or excluded under this Policy also apply to the PCAs. In addition, notification requirements under section 6.7 apply to PCAs, except for PCAs under section 6.1 (c) (4).

### Dealing outside closed periods

6.3 During any period that is not a closed period, KMP and South32 Lead Team members must, prior to any proposed dealing in the Company's securities, seek approval from the following approver before undertaking the proposed dealing:

Role of person seeking approval	Relevant approver for dealings
Chair of the Board	Chair of the Risk and Audit Committee
Directors (other than Chair of the Board), including the CEO	Chair of the Board
South32 Lead Team members (other than the CEO)	CEO (or delegate)

6.4 The request for approval must be made in accordance with the Procedure.

6.5 In considering whether to grant approval, the relevant approver will consider whether the KMP or South32 Lead Team member holds any Inside Information, whether the Company holds any Inside Information and whether the proposed dealing satisfies the Front Page Test (see section 3.3), and may consult with members of the South32 Lead Team, as appropriate.

6.6 The approved dealing must occur within two business days following approval (or such other time specified in the approval), otherwise the approval is no longer effective and approval must be sought again.

### Notification to Company Secretariat of all dealings

6.7 KMP and their PCAs must notify Company Secretariat by close of business (at the latest) on the day of the dealing of the Company's securities. Company Secretariat will disclose the dealings to the ASX, Johannesburg

Stock Exchange and London Stock Exchange (as applicable). ASX lodgements must be made within five business days of the Director's dealing and the announcement must be made on the London Stock Exchange within two business days of receipt of notification of the KMP's dealing.

- 6.8 In addition, KMP and their PCAs are required to notify the UK Financial Conduct Authority of dealings within three business days of the dealing. Company Secretariat will assist KMP and their PCAs with this process.

### Other types of restricted dealings

- 6.9 KMP and South32 Lead Team members must not undertake any of the following dealings with respect to the Company's securities:
- (a) trade in derivative products issued over or in respect of the Company's securities;
  - (b) deal in the Company's securities on a short-term trading basis (being three months);
  - (c) engage in the practice of "short selling" in the Company's securities;
  - (d) enter into margin lending or other secured financing arrangements in respect of the Company's securities; or
  - (e) enter into any hedging arrangements that limit his or her exposure to the Company's securities.
- 6.10 If a member of the KMP or South32 Lead Team is unsure as to whether or not their dealing in the Company's securities falls within a category of restricted dealings, they should consult Company Secretariat.

## 7. DEALING DURING CLOSED PERIODS IN EXCEPTIONAL CIRCUMSTANCES

- 7.1 KMP, South32 Lead Team members and Restricted Employees must not deal in the Company's securities for themselves or on behalf of another during a closed period.
- 7.2 If, however, a member of the KMP South32 Lead Team or a Restricted Employee needs to deal (to sell but not buy) in securities during a closed period due to exceptional circumstances, they must seek approval from the following approver before undertaking the proposed dealing:

Role of person seeking approval	Relevant approver for dealings
Chair of the Board	Chair of the Risk and Audit Committee
KMP or South32 Lead Team member	Chair of the Board
Restricted Employee	CEO (or delegate)

- 7.3 In considering whether to grant approval, the relevant approver will consider whether the KMP, South32 Lead Team member or Restricted Employee holds any Inside Information, whether the Company holds any Inside Information, whether the proposed dealing satisfies the Front-Page Test (see section 3.3) and whether exceptional circumstances exist, which may include severe financial hardship (excluding a liability to pay tax) which requires the immediate sale of shares or compulsion by a court order such as a family law settlement.
- 7.4 The request for approval must be made in accordance with the Procedures and in addition, the KMP, South32 Lead Team member or Restricted Employee's application to sell must be accompanied by sufficient evidence (in the opinion of the relevant approver for this purpose) that the sale of securities is the only reasonable course of action available in the circumstances and that such approval is permitted under applicable laws in Australia and the UK.
- 7.5 The approved dealing must occur within two business days following approval, otherwise the approval is no longer effective and approval must be sought again.

## 8. DEALINGS EXCLUDED FROM THIS POLICY

- 8.1 Subject to the Insider Trading rules, and other than in relation to dealings during closed periods, this Policy (save for sections 6.7 and 6.8 which apply to all dealings by KMP and their PCAs) does not apply to the following dealings with respect to the Company's securities:
- (a) dealings that result in no effective change to the beneficial interest in the securities (for example, transferring Company securities already held, into a superannuation fund or trust of which the Employee is a beneficiary);
  - (b) trading under a pre-approved non-discretionary trading plan, where the Employee did not enter into the plan or amend the plan during a closed period, the plan does not permit the Employee to exercise any

influence or discretion in relation to trading under the plan and the trading cannot be cancelled during a closed period, other than in exceptional circumstances (Employees must still take care to comply with the law); and

- (c) participation in an employee, executive or director equity plan operated by the Company. However, where securities in the Company granted under an employee, executive or director equity plan cease to be held under the terms of that plan, any dealings in those securities must only occur in accordance with this Policy.

- 8.2 In addition to the above, the relevant approver may determine that this Policy does not apply to other types of dealings in respect of the Company's securities (for example: those listed in section 6.1 of ASX Listing Rules Guidance Note 27), provided that no such determination would breach any relevant law or regulation. Please contact Company Secretariat in this regard.

## **9. BREACH OF THIS POLICY**

- 9.1 Compliance with securities laws and this Policy is each Employee's responsibility and strict compliance with Policy is mandatory.
- 9.2 Breaches of securities laws including Insider Trading and market abuse laws have serious consequences for the Employee concerned and for the Company which include criminal (including imprisonment) and civil penalties (for example, fines).
- 9.3 Breaches of this Policy may also lead to disciplinary action being taken against the Employee, including forfeiture of securities and/or suspension or termination of employment.
- 9.4 Any person who becomes aware of a violation of this Policy must immediately report it to the Company Secretary.

## **10. REVIEW OF THIS POLICY**

- 10.1 This Policy is reviewed every two years unless a material change is required earlier. A revised Policy will be released to the stock exchanges and made publicly available within five business days, in accordance with the applicable listing rules.