

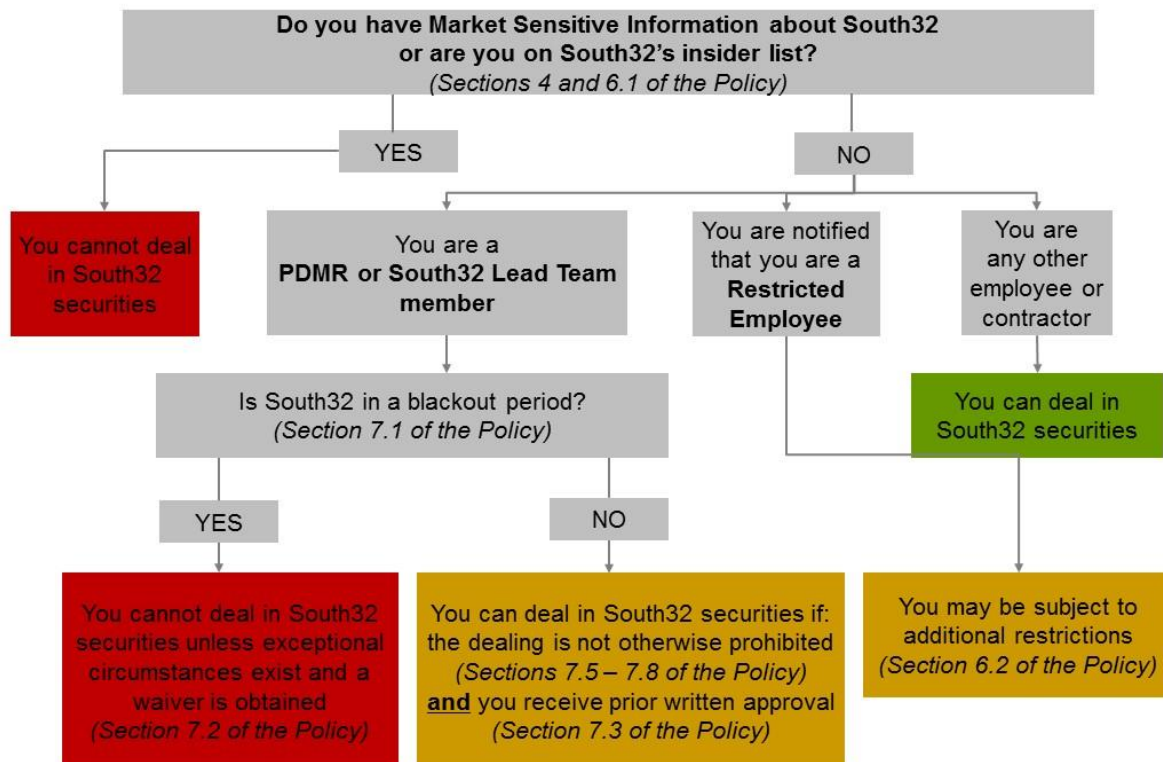
SECURITIES DEALING POLICY

Revised on 12 October 2016

1 Overview

- 1.1 This Securities Dealing Policy (**Policy**) applies to all Directors, employees, and contractors (**Employees**) of South32 Limited (the **Company**) and its related bodies corporate (together the **Group**).
- 1.2 The purpose of this Policy is to ensure:
- (a) 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; and
 - (b) 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 Securities Dealing Procedures (**Procedures**) that set out internal procedures to assist with implementing this Policy and complying with relevant legal 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**. This includes:
- (a) **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) advise, procure or encourage someone else to deal in the Company's securities, even if the Employee does not profit from the dealing; or
 - (c) directly or indirectly provide Inside Information to another person 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? (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 Blackout Periods

- 4.1 Blackout periods apply to **KMPs, South32 Lead Team members and Restricted Employees**.
- 4.2 The Company's blackout 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 blackout period for dealings from time to time. In particular, this could include a period specified as a blackout 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 including the restrictions under this Policy, they are subject to additional restrictions (**Restricted Employees**) such as not dealing in the Company's securities whilst their name is on an 'insider list' or dealing during blackout periods only in exceptional circumstances; or that certain Employees are subject to other additional restrictions the Company may impose from time to time such as not dealing in the Company's securities unless prior approval is obtained.
- 5.2 The request for approval to deal by Restricted Employees must be made in accordance with the Procedures.

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 (i.e. key management personnel with authority and responsibility for planning, directing and controlling the Company's activities, directly or indirectly), who have regular access to Inside Information relating directly or indirectly to the Company and power to take managerial decisions affecting the future developments and business prospects of the Company;
(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 KMPs 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) a legal person, trust or partnership, 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 KMPs and South32 Lead Team members must provide the Company with a list of all of 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 KMPs and South32 Lead Team members' PCAs. In addition, notification requirements under section 6.7 apply to KMPs and South32 Lead Team members' PCAs, except for PCAs under section 6.1 (c) (4).

Dealing outside blackout periods

6.3 During any period that is not a blackout period, KMPs 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
Executives (other than the CEO)	CEO

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

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 any Inside Information exists in relation to the Company and whether the proposed dealing satisfies the Front Page Test.

6.6 The approved dealing must occur within two business days following approval, otherwise the approval is no longer effective and approval must be sought again.

Notification to Company Secretariat of all dealings by KMP

6.7 KMPs 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 on the KMP's behalf the dealings to the ASX, Johannesburg Stock Exchange, London Stock Exchange and UK Financial Conduct Authority within three business days of the dealing.

Other types of restricted dealings by KMP

6.8 KMPs 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;
- (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.

6.9 If a KMP or South32 Lead Team member 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 blackout periods in exceptional circumstances

- 7.1 **KMPs, South32 Lead Team members and Restricted Employees** must not deal for themselves or on behalf of a third party in the Company's securities during any blackout period.
- 7.2 If, however, a KMP, South32 Lead Team member or a Restricted Employee needs to deal (to sell but not purchase) in securities during a blackout 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

- 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 any Inside Information exists in relation to the Company, whether the proposed dealing satisfies the Front-Page Test and whether exceptional circumstances exist, which may include severe financial hardship which requires the immediate sale of shares or compulsion by a court order.
- 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 Director designated 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 law 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 blackout periods, this Policy 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, transfers of Company securities already held, into a superannuation fund or trust of which the Employee is a beneficiary); and
 - (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 blackout period, the plan does not permit the Employee to exercise any influence or discretion in relation to trading under the plan and the plan cannot be cancelled during a blackout period, other than in exceptional circumstances (Employees must still take care to comply with the law).
- 8.2 In addition to the above, the Company may determine that this Policy does not apply to other types of dealings in respect of the Company's securities, provided that no such determination would breach any relevant law or regulation. Please contact Company Secretariat in this regard.

9 Breach of this Policy

Breaches of securities laws including insider trading and market abuse laws have serious consequences for the Employee concerned and for the Company. Breaches of this Policy may lead to disciplinary action being taken against the Employee, including forfeiture of securities and/or suspension or termination of employment in serious cases. Any person who becomes aware of a violation of this Policy should immediately report it to Company Secretariat.