

23 November 2017

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

**SOUTH32 LIMITED**  
**2017 Annual General Meeting**  
**Thursday, 23 November 2017**  
**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 (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
Resolution 2A Re-election of Mr Frank Cooper as a Director	Ordinary	3,415,588,204 98.39%	27,751,201 0.80%	28,045,456 0.81%	4,863,690	3,447,796,967 99.20%	27,752,551 0.80%	4,864,190	Carried
Resolution 2B Re-elect Dr Ntombifuthi (Futhi) Mtoba as Director	Ordinary	3,090,796,104 89.04%	352,432,124 10.15%	28,062,202 0.81%	4,957,592	3,123,005,827 89.86%	352,448,474 10.14%	4,958,878	Carried
Resolution 3A Election of Dr Xiaoling Liu as a Director	Ordinary	3,437,927,825 99.06%	4,913,843 0.14%	28,076,091 0.80%	5,329,392	3,470,162,073 99.86%	4,919,143 0.14%	5,331,092	Carried
Resolution 3B Election of Ms Karen Wood as a Director	Ordinary	3,425,753,838 98.70%	17,458,526 0.50%	28,055,588 0.80%	4,978,017	3,457,970,955 99.50%	17,461,904 0.50%	4,978,267	Carried
Resolution 4 Adoption of the Remuneration Report	Ordinary	3,361,250,345 96.90%	80,080,641 2.30%	27,963,505 0.80%	6,830,676	3,389,498,124 97.69%	80,096,227 2.31%	6,943,524	Carried
Resolution 5 Grant of Awards to Executive Director	Ordinary	3,339,869,038 96.26%	101,879,006 2.94%	27,742,836 0.80%	6,755,678	3,368,695,987 97.06%	101,908,220 2.94%	8,525,592	Carried
Resolution 6 Renewal of proportional takeover provisions	Special	3,432,830,004 98.93%	8,774,893 0.25%	28,143,668 0.82%	6,489,883	3,465,107,121 99.75%	8,774,893 0.25%	6,493,288	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  
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