

24 October 2019

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  
2019 Annual General Meeting  
Thursday, 24 October 2019  
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
2A Re-election of Mr Wayne Osborn as a Director	Ordinary	3,270,727,963 98.98%	11,399,501 0.34%	22,446,166 0.68%	3,762,794	3,303,134,890 99.66%	11,404,917 0.34%	3,763,294	Carried
2B Re-election of Mr Keith Rumble as a Director	Ordinary	3,264,447,667 98.79%	17,674,816 0.53%	22,480,037 0.68%	3,733,904	3,296,889,465 99.47%	17,680,232 0.53%	3,734,404	Carried
3 Adoption of the Remuneration Report	Ordinary	3,197,810,426 97.21%	69,759,521 2.12%	22,026,238 0.67%	18,612,354	3,220,326,268 97.88%	69,797,409 2.12%	19,194,229	Carried
4 Grant of awards to Executive Director	Ordinary	3,196,159,242 96.74%	85,322,430 2.59%	22,113,727 0.67%	4,610,250	3,221,374,201 97.42%	85,370,077 2.58%	11,424,428	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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