

18 May 2021

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

CLIMATE COMMITMENT AND CAPITAL MANAGEMENT PROGRAM INCREASE

South32 Limited (ASX, LSE, JSE: S32; ADR: SOUHY) (South32) will host a call with equity analysts and investors today to discuss our operational performance and strategy, including an increase to our capital management program by US\$200M to US\$1.88B and our intent to achieve a 50% reduction in Scope 1 and 2 operational emissions by FY35¹.

South32 Chief Executive Officer, Graham Kerr said “Our briefing provides an opportunity to update all of our stakeholders on the future of South32. We are sustainably reshaping our business for a low carbon future by increasing our exposure to base metals. We have set a new medium-term target to halve our operational emissions by 2035 and are investing in efficiency projects, applying low carbon design principles and evaluating carbon reduction technologies to achieve this goal.

“Demonstrating the continued strength of our operating and financial performance, as well as the positive outlook for our business, we are also announcing a further US\$200 million to be returned to shareholders through our capital management program. This decision is supported by our strong balance sheet and disciplined approach to capital allocation, and will take total returns to shareholders by our capital management program to US\$1.88 billion.”

Further information

Our emissions performance will be independently reviewed and reported as part of our annual reporting suite. We are also considering the most appropriate way to incorporate performance measures in our remuneration framework that are directly linked to our response to climate change and the longer-term commitments we’ve made.

The US\$200M increase in our capital management program leaves US\$316M to be returned to shareholders by 3 September 2021, initially by continuing our on-market share buy-back. The associated Appendix 3D is attached to this announcement.

Conference call

South32 will hold a conference call at 9.00 am Australian Western Standard Time the details of which are as follows:

Conference ID: 10014026

Please pre-register for this call at [link](#).

Separately a video presentation will be made available on the South32 website, as well as a recording of the conference call following its completion (<https://www.south32.net/investors-media/investor-centre/presentations-reports-speeches>).

¹ Compared with FY21 Baseline. The baseline will be adjusted for any material acquisitions or divestments based on emissions at the time of the transaction.

About South32

South32 is a globally diversified mining and metals company. Our purpose is to make a difference by developing natural resources, improving people's lives now and for generations to come. We are trusted by our owners and partners to realise the potential of their resources. We produce bauxite, alumina, aluminium, energy and metallurgical coal, manganese, nickel, silver, lead and zinc at our operations in Australia, Southern Africa and South America. With a focus on growing our base metals exposure, we also have two development options in North America and several partnerships with junior explorers around the world.

Further Information

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Further information on South32 can be found at www.south32.net.

Approved for release by Nicole Duncan, Company Secretary
JSE Sponsor: UBS South Africa (Pty) Ltd
18 May 2021

Appendix 3D

Changes relating to buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
South32 Limited	84 093 732 597

We (the entity) give ASX the following information.

1	Date that an Appendix 3C or the last Appendix 3D was given to ASX	18 February 2021
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Information about the change

Complete each item for which there has been a change and items 9 and 10.

	Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
On-market buy-back		
2	Name of broker who will act on the company's behalf	Royal Bank of Canada No change
3	Deleted 30/9/2001.	

+ See chapter 19 for defined terms.

Appendix 3D
Changes relating to buy-back

	Column 1 (Details announced to market in Appendix 3C or last Appendix 3D)	Column 2 (Details of change to buy-back proposals)
<p>4 If the company/trust intends to buy back a maximum number of shares/units – that number</p> <p>Note: This requires a figure to be included, not a percentage. The reference to a maximum number is to the total number including shares/units already bought back and shares/units remaining to be bought back. If the total has not changed, the item does not need to be completed.</p>	<p>Up to the number of shares for which the total buy-back consideration paid or payable is up to US\$1,386,487,838.</p> <p>(Previously US\$1,136,487,838 per appendix 3D released 20 August 2020).</p> <p>The Company reserves the right to suspend or terminate the buy-back at any time.</p>	<p>Up to the number of shares for which the total buy-back consideration paid or payable is up to US\$1,586,487,838.</p> <p>(Previously US\$1,386,487,838 per appendix 3D released 18 February 2021).</p> <p>The Company reserves the right to suspend or terminate the buy-back at any time.</p>
<p>5 If the company/trust intends to buy back a maximum number of shares/units – the number remaining to be bought back</p>	<p>Up to the number of shares for which the total buy-back consideration paid or payable is up to US\$259,262,390 (amended to align with USD/AUD FX true-up completed for 31 December 2020 half-year financial results).</p>	<p>Up to the number of shares for which the total buy-back consideration paid or payable is up to US\$315,889,381 (amended to align with USD/AUD FX true-up completed for 30 April 2021).</p> <p>Refer Appendix 3E dated 05 May 2021 for details of shares which may still be bought back.</p>

⁺ See chapter 19 for defined terms.

Appendix 3D
Changes relating to buy-back

6	If the company/trust intends to buy-back shares/units within a period of time – that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention	The Company intends to buy-back shares in the period 11 April 2017 to 3 September 2021 (inclusive) or earlier if US\$1,386,487,838 worth of shares are bought back prior to that date. The Company reserves the right to suspend or terminate the buy-back at any time.	The Company intends to buy-back shares in the period 11 April 2017 to 3 September 2021 (inclusive) or earlier if US\$1,586,487,838 worth of shares are bought back prior to that date. The Company reserves the right to suspend or terminate the buy-back at any time.
7	If the company/trust intends to buy back shares/units if conditions are met – those conditions	Not applicable	Not applicable

All buy-backs

8	Any other change	Not applicable	Not applicable
9	Reason for change	Increase the potential size of the program.	
10	Any other information material to a shareholder's/unitholder's decision whether to accept the offer (<i>eg, details of any proposed takeover bid</i>)	None	

⁺ See chapter 19 for defined terms.

Compliance statement

1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here:
(Company secretary)

Date: 18 May 2021

Print name: Claire Tolcon

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⁺ See chapter 19 for defined terms.