

27 May 2015

To: Australian Securities Exchange

cc: London Stock Exchange
JSE Limited

**Initial Notification of Interests of
Directors, Other Persons Discharging Managerial Responsibility and Their Connected
Persons**

**(Australian Securities Exchange Listing Rules Appendix 3X)
(Listing Rules & Disclosure and Transparency Rules of the United Kingdom Financial
Conduct Authority)**

Name of entity	South32 Limited
ABN	84 093 732 597

The entity notifies the stock exchanges on which it has listings, all those interests of directors of the entity, other persons discharging managerial responsibilities and each of their connected persons in the securities of the entity and its related bodies corporate which are required to be disclosed under the Australian Securities Exchange (ASX) Listing Rules, the Listing Rules and Disclosure and Transparency Rules of the United Kingdom Financial Conduct Authority, the Australian Corporations Act and the entity's Securities Dealing Policy.

We (the entity) give the following information under ASX Listing Rule 3.19A.1, United Kingdom Financial Conduct Authority Disclosure and Transparency Rules 3.1.2R and 3.1.4R and as agent for the director, other person discharging managerial responsibilities and/or their connected person(s) in accordance with the entity's Securities Dealing Policy and section 205G of the Australian Corporations Act (where applicable).

Name of director or other person discharging managerial responsibilities	Brendan Harris (Chief Financial Officer)
Date of appointment / commencement of role	25 May 2015

Part 1 – Relevant interests in securities as registered holder

Number and class of securities

Brendan Harris has a direct interest in 26,419 ordinary shares in South32 Limited.

Part 2 – Relevant Interests in securities other than as registered holder

Name of holder and nature of interest	Number and class of securities
Note: Provide details of the circumstances giving rise to the relevant interest. Held by Computershare Nominees	915 ordinary shares in South32 Limited
Held by Computershare Nominees as South32 Limited Depository Interests	366 South32 Limited Depository Interests, representing an interest in 366 ordinary shares in South32 Limited

Part 3 – Interests in contracts other than as described in Parts 1 and 2

Detail of contract	-
Nature of interest	-
Name of registered holder (if issued securities)	-
No. and class of securities to which interest relates	-

Part 5 – Contact details

Name of authorised officers responsible for making this notification on behalf of the entity	Nicole Duncan Chief Legal Officer and Company Secretary
Contact details	Nicole Duncan Tel +61 8 9324 9000 Fax +61 8 9324 9227