

25 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	Mr Frank Charles Cooper (director)
Date of appointment / commencement of role	7 May 2015 (Mr Cooper was appointed as a director of South32 Limited prior to the company's admission to the official list of ASX).

Part 1 – Relevant interests in securities as registered holder

Number and class of securities
NIL

