

30 June 2015

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

**(Australian Securities Exchange Listing Rules Appendix 3Y)
(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 (and changes to those interests) 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.2, 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 Mike Fraser (President and Chief Operating Officer Africa Region)
Date of last notice	27 May 2015
Date issuer informed of transaction	30 June 2015
Date and place of transaction	29 June 2015 (place of transaction not applicable)
Nature of transaction (including a description of the securities/financial instrument)	Award of performance rights under the South32 Equity Incentive Plan pursuant to and on the terms set out in the South32 Listing Document dated 16 March 2015.

Part 1 – Change of relevant interests in securities

This Part includes changes in the relevant interest of Connected Persons of the director or other person discharging managerial responsibilities.

Changes in relevant interest that relate to rights and options granted by the entity are covered in Part 3 below.

Direct or indirect interest	-
Nature of indirect interest (including registered holder)	-
Date of change	-
No. of securities held prior to change	-
Class	-
Number acquired	-
Number disposed	-
Value/Consideration	-
No. of securities held after change	-
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	-
Any additional information (including whether the notification relates to a person connected with a director or other person discharging managerial responsibilities and, if so, the identity of the connected person)	<p>Mr Fraser has an existing direct interest in 36,337 ordinary shares in South32 Limited.</p> <p>Mr Fraser also has an existing indirect interest in the following:</p> <ul style="list-style-type: none"> • 139,012 South32 Limited Depository Interests, representing an interest in 139,012 ordinary shares in South32 Limited, held by Investec on behalf of Mike Fraser • 220 ordinary shares in South32 Limited held by Computershare Nominees • 84 South32 Limited Depository Interests, representing an interest in 84 ordinary shares in South32 Limited, held by Computershare Nominees • 12,147 South32 Limited Depository Interests, representing an interest in 12,147 ordinary shares in South32 Limited, held by Solium Capital UK Ltd <p>No change to these interests</p>

Part 2 – Change of interests in contracts other than as described in Part 1

Detail of contract	-
Nature of interest	-
Name of registered holder (if issued securities)	-
No. and class of securities to which interest related prior to change	-
Interest acquired	-
Interest disposed	-
Value/Consideration	-
Interest after change	-

Part 3 – Change of interests in options or other rights granted by the entity

Date of grant	29 June 2015
Period during which or date on which exercisable	<p>Grants of performance rights to replace BHP Billiton short term and long term incentive awards that were cancelled or withheld in connection with the demerger on the terms set out in the South32 Listing Document dated 16 March 2015:</p> <ul style="list-style-type: none"> • Replacement for Short Term Incentive Plan (STIP) FY2014 – Aug 2016 • Replacement for Group Short Term Incentive Plan (GSTIP) FY2014 – Aug 2016 • Replacement for Long Term Incentive Plan (LTIP) FY2014 – Aug 2018 • Replacement for LTIP FY2015 – Aug 2019 <p>Grants of performance rights to replace BHP Billiton Transitional GMC awards pursuant to and on the terms set out in the South32 Listing Document dated 16 March 2015:</p> <ul style="list-style-type: none"> • Replacement for FY2014 – Aug 2016 (for 50% of the award) and Aug 2017 (for 50% of the award) <p>Grant of performance rights as a South32 transitional performance award pursuant to and on the terms set out in the South32 Listing</p>

	<p>Document dated 16 March 2015:</p> <ul style="list-style-type: none"> • Tranche 1 – Aug 2016 (one third) • Tranche 2 – Aug 2017 (one third) • Tranche 3 – Aug 2018 (one third)
Total amount paid (if any) for the grant	-
Description of securities involved: Class; number	<p>2,933,489 performance rights to replace BHP Billiton short term and long term incentive awards:</p> <ul style="list-style-type: none"> • 401,964 for STIP FY2014 • 23,597 for GSTIP FY2014 • 1,222,058 for LTIP FY2014 • 1,285,870 for LTIP FY2015 <p>437,690 performance rights to replace BHP Billiton Transitional GMC awards for FY2014:</p> <ul style="list-style-type: none"> • 218,845 vesting Aug 2016 • 218,845 vesting Aug 2017 <p>1,616,241 performance rights as a South32 transitional performance award:</p> <ul style="list-style-type: none"> • 538,747 vesting Aug 2016 • 538,747 vesting Aug 2017 • 538,747 vesting Aug 2018
Exercise price (if fixed at time of grant) or indication that price is to be fixed at time of exercise	Nil
Total number of securities over which options or other rights held at the date of this notice	<p>425,561 – maximum number of performance rights held as short term incentive awards under the South32 Equity Incentive Plan.</p> <p>2,507,928 – maximum number of performance rights held as long term incentive awards under the South32 Equity Incentive Plan.</p> <p>2,053,931 – maximum number of performance rights held as Transitional awards under the South32 Equity Incentive Plan.</p> <p>_____</p> <p>4,987,420 – Total</p>
Any additional information	-

