



24 August 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

RESOLUTIONS UNDER SECTION 249N OF THE CORPORATIONS ACT

South32 Limited (ASX, LSE, JSE: S32; ADR: SOUHY) (South32), in accordance with ASX Listing Rule 3.17A, advises that two proposed resolutions have been requisitioned under section 249N of the Corporations Act for consideration at the 2021 Annual General Meeting of South32 Limited. The terms of the resolutions are set out in Attachment A.

The proposed resolutions have been requisitioned by shareholders of South32 representing approximately 0.007% of the shares on issue.

The South32 Notice of Annual General Meeting will be published in September and will include the requisitioned resolutions, and the requisitioners' statements of support, as well as our Board's response and voting recommendations.

About us

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, 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.

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

Approved for release by Graham Kerr, Chief Executive Officer
JSE Sponsor: UBS South Africa (Pty) Ltd
24 August 2021

Attachment A

Resolution 1 - Special resolution to amend our company's constitution

To insert into our company's constitution the following new clause 7.6 (l):

Member resolutions at general meeting

The Members in general meeting may by ordinary resolution express an opinion or request information about the way in which a power of the company partially or exclusively vested in the directors has been or should be exercised. However, such a resolution must relate to an issue of material relevance to the company or the company's business and cannot either advocate action which would violate any law or relate to any personal claim or grievance. Such a resolution is advisory only and does not bind the directors or the company.

Resolution 2 - Ordinary resolution on climate-related lobbying

Shareholders request that our company strengthen its review of industry associations to ensure that it identifies areas of inconsistency with the Paris Agreement.

Where an industry association's record of advocacy is, on balance, inconsistent with the Paris Agreement's goals, shareholders recommend that our company suspend membership, for a period deemed suitable by the Board.

Nothing in this resolution should be read as limiting the Board's discretion to take decisions in the best interests of our company.