



South32
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4 June 2015

FINAL TOP 20 SHAREHOLDERS AND DISTRIBUTION SCHEDULE

Final statement of the 20 largest shareholders

Set out below is the final statement of the 20 largest holders of fully paid ordinary shares in South32 Limited (ASX, LSE, JSE: S32) (**South32**) as at 26 May 2015 (looking through the UK depository, which holds the South32 shares underlying the depository interest structure),¹ being the only class of quoted securities of South32, and the number and percentage of South32 shares held by those holders.

No	Shareholder	Shares	% of Shares
1	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	565,867,517	10.63
2	J P MORGAN NOMINEES AUSTRALIA LIMITED	387,598,036	7.28
3	PLC NOMINEES (PROPRIETARY) LIMITED	333,980,204	6.27
4	CITICORP NOMINEES PTY LTD	284,267,233	5.34
5	NATIONAL NOMINEES LIMITED	211,329,473	3.97
6	CITICORP NOMINEES PTY LIMITED <CITIBANK NY ADR DEP A/C>	179,015,362	3.36
7	STATE STREET NOMINEES LIMITED <OM02>	88,261,251	1.66
8	THE BANK OF NEW YORK (NOMINEES) LIMITED	80,454,922	1.51
9	CHASE NOMINEES LIMITED	78,782,869	1.48
10	STATE STREET NOMINEES LIMITED <OM04>	76,585,109	1.44

¹ The UK depository holds 27.74% of the South32 shares against which depository interests have been issued.

No	Shareholder	Shares	% of Shares
11	BNP PARIBAS NOMS PTY LTD <DRP>	72,360,686	1.36
12	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	62,760,421	1.18
13	BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING COLLATERAL>	61,000,000	1.15
14	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSCO ECA	60,804,302	1.14
15	UBS NOMINEES PTY LIMITED <DRT A/C>	59,700,242	1.12
16	BHP BILLITON LIMITED ²	53,224,711	1.00
17	NORTRUST NOMINEES LIMITED	50,112,763	0.94
18	LYNCHWOOD NOMINEES LIMITED <2006420>	48,063,032	0.90
19	VIDACOS NOMINEES LIMITED <CLRLUX2>	46,377,257	0.87
20	BAINPRO NOMINEES PTY LIMITED	45,264,944	0.85
Top 20 holders of shares		2,845,810,334	53.45
Balance of shares		2,477,952,567	46.55
Total shares on issue		5,323,762,901	100.00

Final distribution of shareholders statement

Set out below is a distribution schedule of the holders of South32 shares as at 26 May 2015.

Range	Holders	Shares
1 to 1,000	366,900	143,679,281
1,001 to 5,000	159,267	357,308,174
5,001 to 10,000	26,220	186,400,352
10,001 to 100,000	19,733	434,919,996
100,001 and over	1,302	4,201,455,098
Total	573,422	5,323,762,901

² This holding reflects South32 shares to be sold through the sale facility under the demerger.

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Further information on South32 Limited can be found at: www.South32.net. Further information about the demerger can be found at: www.bhpbilliton.com/demerger.