

8 February 2019

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

SOUTH32 CHAIR SUCCESSION

South32 Limited (ASX, LSE, JSE: S32; ADR: SOUHY) (South32) is pleased to announce the election of Karen Wood as Chair Elect of the Board of Directors. Karen will succeed David Crawford AO effective from 12 April 2019, at which time David will retire as Chairman and Non-Executive Director.

Ms Wood joined the South32 Board as an Independent Non-Executive Director on 1 November 2017 and is a member of the Board's Remuneration Committee, Sustainability Committee and Nomination and Governance Committee. She has extensive experience as a senior executive in the resources sector, having served on BHP's executive team from 2001 until her retirement in 2014.

Ms Wood's election follows a formal succession process led by South32 Independent Non-Executive Director and Chair of the Nomination and Governance Committee, Wayne Osborn.

South32 Chairman David Crawford said "It has been an honour to serve as the first Chairman of South32 and I am delighted that Karen has been elected as my successor. Her experience in strategy and governance, and her legal and people skills, position her well to lead the Board. Karen has a wealth of industry knowledge, a deep understanding of the business and is an excellent choice for the role."

Chair-elect Karen Wood said "On behalf of the Board I would like to thank David for his significant contribution to South32. David leaves the company with a clear purpose, well embedded values, a robust financial position and excellent leadership capability.

"Some of the highlights of his tenure include steering the company through three consecutive years of financial growth, commencing the journey to reshape our portfolio and overseeing the establishment and operation of an experienced and diverse Board of Directors."

"I look forward to working with the Board, CEO Graham Kerr and the Lead Team as we build on these solid foundations and continue to deliver value to our shareholders."

Ends

Karen Wood biography

Karen Wood, 62, has extensive experience as a senior executive in the resources sector having served on BHP's executive team from 2001 until her retirement in 2014. During this period, she served as Group Company Secretary, Chief People Officer and President People and Public Affairs.

Previous to this, Karen was General Counsel and Company Secretary for Bonlac Foods Limited. She has previously served as a member of the Takeovers Panel (Australia), Australian Federal Government's Business Regulatory Advisory Group, and the Australian Securities & Investments Commission Business Consultative Panel.

Karen joined the South32 Board on 1 November 2017 as an Independent Non-Executive Director. Her other directorships include Djerriwarrh Investments Limited and the Robert Salzer Foundation. Karen was also the inaugural Chair of the BHP Foundation, an independent charitable organisation, and remains on its Board as a Director. She is a member of Chief Executive Women.

Karen has a Bachelor of Laws (Hons) from Monash University. She is a fellow of Monash University.

About South32

South32 is a globally diversified mining and metals company. We produce bauxite, alumina, aluminium, energy and metallurgical coal, manganese, nickel, silver, lead and zinc at our operations in Australia, Southern Africa and South America. We are also the owner of a high grade zinc, lead and silver development option in North America and have several partnerships with junior explorers with a focus on base metals. Our purpose is to make a difference by developing natural resources, improving people's lives now and for generations to come, and to be trusted by our owners and partners to realise the potential of their resources.

Further Information

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

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