

South32 Ltd		F2018	
	Classification	Meeting Type	Meeting Date
S32	Mining	AGM F2018	25/10/2018
Ordinary resolutions			
1.	Financial Report, Directors' Report and Auditor's Report:  To receive the Financial Statements for BHP Billiton Plc and BHP Billiton Limited and the reports of the Directors and the Auditor for the year ended 30 June 2018.		FOR
2.	Re-election of Directors: To consider and, if thought fit, pass the following resolutions as separate ordinary resolutions: a) "That Mr David Crawford AO is re-elected as a Director of the Company." b) "That Dr Xolani Mkhwanazi is re-elected as a Director of the Company."		
2a	<b>David Crawford (74)</b> Independent Non-executive director and chairman Qualifications: AO, BCOMM, LLB, FCA, FCPA, FAICD Appointed: 2015 Other directorships: Chairman, Lendlease Corporation Limited (ASX listed); Chairman, Australia Pacific Airports Corporation Limited; Director, Evans Dixon Limited (ASX listed); Advisory Board Member, Bank of America Merrill Lynch Australia.	[ <b>MOTIVATION:</b> We regard the director to be overextended since he is also the chairman of two ASX listed companies.]	AGAINST
2b	<b>Xolani Mkhwanazi 63</b> Non-executive director Qualifications: BSC, MSC and PHD (APPLIED PHYSICS) Appointed: 2015 Other directorships: Director, Murray and Roberts Ltd (JSE listed); Deputy Chairman, The Public Investment Corporation (SOC) Limited; Chairman, Odgers Berndtson SA (Pty) Ltd; Chairman, Private Label Promotion (Pty) Ltd; Director, South32 SA Coal Holdings (Pty) Ltd		FOR
3	Adoption of the Remuneration Report:  "That the Remuneration Report for the financial year ended 30 June 2018 be adopted."  Votes on this resolution are advisory only and do not bind the Directors or the Company.		FOR
4	Grant of awards to Executive Director:  "That approval be given for the purposes of ASX Listing Rule 10.14 and for all other purposes, to grant equity awards to the Chief Executive Officer, Mr Graham Kerr, under South32's short-term and long-term incentive plans."		FOR
5	Approval of leaving entitlements:		

	<p>“For a period of 3 years commencing from the date this resolution is passed, approval be given for all purposes, including Part 2D.2 of the Corporations Act 2001 (Cth), that for the giving of benefits to any current or future person holding a managerial or executive office in the Company or a related body corporate, in connection with that person ceasing to hold that office.”</p>		FOR
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