

NEWS RELEASE

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THIS IS NOT A PROSPECTUS. YOUR ATTENTION IS DRAWN TO THE IMPORTANT INFORMATION ON PAGE 2.

UPDATE ON APPOINTMENT OF SOUTH32 NON-EXECUTIVE DIRECTORS

BHP Billiton has announced the following developments in relation to the Board of Directors for South32 Limited:

- the appointments of **Frank Cooper**, **Peter Kukielski**, **Futhi Mtoba** and **Wayne Osborn** as Non-executive Directors of South32, which were subject to shareholder approval of the demerger of South32 from BHP Billiton, took effect on 7 May 2015 as contemplated by BHP Billiton's announcement of 7 April 2015;
- **Keith Rumble**, who was appointed to the South32 Board of Directors on 27 February 2015, will retire from the BHP Billiton Board with effect from 22 May 2015; and
- the appointment of **Xolani Mkhwanazi** as a Non-executive Director of South32 will take effect on 2 July 2015, to facilitate finalisation of the transition from his current employment with BHP Billiton.

Further information on BHP Billiton can be found at: www.bhpbilliton.com.

IMPORTANT INFORMATION

This announcement is not a prospectus or listing document in any jurisdiction but constitutes an advertisement in relation to South32 Limited (“South32”) for the purposes of the UK Prospectus Rules.

Any investment decision in relation to South32 should be made only on the basis of the information contained in the Listing Document for the relevant jurisdiction. The “Listing Documents”, which are available, subject to applicable securities laws, on the BHP Billiton website at www.bhpbilliton.com/demerger, comprise a prospectus which has been approved by the UK Listing Authority in connection with the proposed admission of South32’s ordinary shares to the standard listing segment of the Official List of the UK Financial Conduct Authority and to trading on the Main Market for listed securities of London Stock Exchange plc, an information memorandum in connection with South32’s application for the admission of its ordinary shares to listing on the Australian Securities Exchange and a pre-listing statement in connection with South32’s application for the admission of its ordinary shares to listing on the Johannesburg Stock Exchange. Subject to applicable securities laws, shareholders may obtain printed copies of the Listing Document applicable to their jurisdiction free of charge by calling the Shareholder Information Line (details set out in section 3.9 of the Listing Documents).

Nothing in this announcement should be construed as either an offer to sell or a solicitation of an offer to buy or sell BHP Billiton securities or securities in South32 in any jurisdiction, or be treated or relied upon as a recommendation or advice by BHP Billiton.

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