Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme **SOUTH32 LIMITED**

ACN/ARSN **093 732 597**

1. Details of substantial holder (1)

Name **State Street Corporation and subsidiaries named in Annexures to this form**

ACN/ARSN (if applicable)

The holder ceased to be a substantial holder on **31/10/2023**

The previous notice was given to the company on **01/11/2023**

The previous notice was dated **30/10/2023**

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
Annexure B & C					

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Annexure A	

Signature

print name **Alok Maheshwary** capacity **Authorised signatory**

sign here date **02/11/2023**

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DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.

(2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(3) See the definition of "associate" in section 9 of the Corporations Act 2001.

(4) Include details of:

(a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(6) The voting shares of a company constitute one class unless divided into separate classes.

(7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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This is Annexure A referred to in Form 605 Notice of ceasing to be a substantial holder **Annexure A**



_____ 02 November 2023

Alok Maheshwary
Authorised Signatory

4. Addresses

Name	Address
STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	Level 15, 420 George Street, Sydney NSW 2000, Australia
STATE STREET GLOBAL ADVISORS, INC.	1 Iron Street, Boston MA 02210, United States
STATE STREET BANK AND TRUST COMPANY	One Congress Street, Suite 1, Boston MA 02114, United States

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This is Annexure B referred to in Form 605 Notice of ceasing to be a substantial holder **Annexure B**



_____ 02 November 2023
Alok Maheshwary
Authorised Signatory

2. Changes in relevant interests

Date of Change	Person whose relevant interest changed	Nature of Change	Consideration given in relation to Change	Class and number of Securities affected		Person's Votes affected
31-Oct-2023	STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	Purchase	3.32	Ordinary	1,079,265	1,079,265
31-Oct-2023	STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED	In specie redemption	n/a	Ordinary	(8,552)	(8,552)
31-Oct-2023	STATE STREET GLOBAL ADVISORS, INC.	Sale	3.32	Ordinary	(11,669)	(11,669)
31-Oct-2023	STATE STREET GLOBAL ADVISORS, INC.	In specie application	n/a	Ordinary	47,940	47,940
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE CITIGROUP GROUP - Refer Part B of Annexure C	n/a	Ordinary	241	241
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Return of securities provided to secure a securities loan to THE CITIGROUP GROUP - Refer Part B of Annexure C	n/a	Ordinary	(241)	(241)
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	5,102	5,102
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	62	62
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Return of securities provided to secure a securities loan to THE RBC GROUP - Refer Part B of Annexure C	n/a	Ordinary	(1,390)	(1,390)
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	924	924
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	3,578	3,578
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Return of securities provided to secure a securities loan to THE GOLDMAN SACHS GROUP - Refer Part B of Annexure C	n/a	Ordinary	(59,918)	(59,918)
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Return of securities provided to secure a securities loan to THE GOLDMAN SACHS GROUP - Refer Part B of Annexure C	n/a	Ordinary	(61,665)	(61,665)
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	137	137
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Return of securities provided to secure a securities loan to THE GOLDMAN SACHS GROUP - Refer Part B of Annexure C	n/a	Ordinary	(5,944,705)	(5,944,705)
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	52,999	52,999
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	24	24
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Return of securities provided to secure a securities loan to THE RBC GROUP - Refer Part B of Annexure C	n/a	Ordinary	(2)	(2)
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	618	618
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	12	12
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	1,566	1,566
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	914	914
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Return of securities provided to secure a securities loan to THE RBC GROUP - Refer Part B of Annexure C	n/a	Ordinary	(1)	(1)
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Return of securities provided to secure a securities loan to THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	(668)	(668)
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Return of securities provided to secure a securities loan to THE RBC GROUP - Refer Part B of Annexure C	n/a	Ordinary	(6)	(6)
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Return of securities provided to secure a securities loan to THE RBC GROUP - Refer Part B of Annexure C	n/a	Ordinary	(117)	(117)
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	52	52
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	1,585	1,585
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE RBC GROUP - Refer Part B of Annexure C	n/a	Ordinary	1,508	1,508
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	563	563
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	358	358
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	2,829	2,829
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Return of securities provided to secure a securities loan to THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	(20,197)	(20,197)
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	1,262	1,262
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Return of securities provided to secure a securities loan to THE GOLDMAN SACHS GROUP - Refer Part B of Annexure C	n/a	Ordinary	(166,096)	(166,096)
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Return of securities provided to secure a securities loan to THE RBC GROUP - Refer Part B of Annexure C	n/a	Ordinary	(2)	(2)
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Transfer of title of securities to secure a securities loan from THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	1,760	1,760
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Return of securities provided to secure a securities loan to THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	(84)	(84)
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Return of securities provided to secure a securities loan to THE SOCIETE GENERALE GROUP - Refer Part B of Annexure C	n/a	Ordinary	(53,397)	(53,397)
31-Oct-2023	STATE STREET BANK AND TRUST COMPANY	Lending securities under a securities loan to THE MACQUARIE GROUP - Refer Part A of Annexure C	n/a	Ordinary	70,424	70,424

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This is Annexure C referred to in Form 605 Notice of ceasing to be a substantial holder **Annexure C**



_____ 02 November 2023

Alok Maheshwary
Authorised Signatory

2. Changes in relevant interests

State Street Bank and Trust Company will, if requested by the company or responsible entity to whom this form must be given under the Corporations Act 2001 (Cth) or if requested by the Australian Securities and Investment Commission (ASIC), provide a copy of the master securities lending agreement/s and security agreement/s referred to below to the company, responsible entity or ASIC.

Part A: **For relevant interests arising out of lending securities - State Street Bank and Trust Company acquires relevant interest as lender of the securities under securities lending authorisation agreement, subject to obligation to return under the agreement. (State Street Bank and Trust Company has lent the securities and retains relevant interest as per Part B of this Annexure.)**

Type of agreement	Securities Lending Authorisation Agreement/ Global Master Securities Lending Agreement/ Securities Loan Agreement
Parties to agreement	(1) State Street Bank and Trust Company (2) The entity referred to in the relevant part of Annexure B to this notice
Can the parties exercise voting rights attaching to the securities?	(1) No (2) Yes. (Borrower has the right to vote, but may on-lend securities)
If yes, in what circumstances	(1) Only if instructed to by the borrower (2) As determined by the owner of the securities
Transfer date	The dates on which the securities were delivered by State Street Bank and Trust Company as lender are set out in Annexure B to this notice
Scheduled return date	No scheduled return date
Does the borrower have the right to return the securities early?	No scheduled return date. Borrower can return securities or equivalent securities at any time subject to giving notice
If yes, in what circumstances	Borrower can return securities or equivalent securities at any time subject to giving notice
Does the lender have the right to recall the securities early (ie before the scheduled return date)?	No scheduled return date. Lender can require return of securities or equivalent securities at any time subject to giving notice
If yes, in what circumstances	Lender can require return of securities or equivalent securities at any time subject to giving notice
Are there any circumstances in which the borrower is not required to return securities or equivalent securities on settlement?	No
If yes, detail any exceptions	n/a

Part B: **For relevant interests arising out of lending securities - State Street Bank and Trust Company acquires a relevant interest in securities through taking a security interest ("title transfer") over the securities as collateral to secure a securities loan. (See Part A of this Annexure for securities loan details.)**

Type of agreement	Global Master Securities Lending Agreement Securities Lending Authorisation Agreement
Parties to agreement	(1) State Street Bank and Trust Company (2) The entity referred to in the relevant part of Annexure B to this notice
Can the parties exercise voting rights attaching to the securities?	(1) Yes, but only if the borrower defaults and ownership is enforced (2) Yes
If yes, in what circumstances	(1) Only if the borrower defaults and ownership is enforced (2) In accordance with ordinary rights as registered holder, either directly or through nominee holder
Transfer date	The dates on which the securities were transferred, as indicated in Annexure B to this notice
Scheduled return date	No scheduled return date. Securities collateral is returned on termination of related securities loan
Does the borrower have the right to have the securities returned early?	No scheduled return date. Securities collateral is returned on termination of related securities loan or the provision of alternative collateral
If yes, in what circumstances	At any time subject to returning the borrowed securities or equivalent securities or providing alternative collateral
Are there any circumstances in which the lender is not required to return securities collateral on settlement?	No, assuming the borrower returns the borrowed securities or equivalent securities
If yes, detail any exceptions	n/a (lender must return securities collateral if the borrower returns the borrowed securities or equivalent securities)

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