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South32 Limited
(Incorporated in Australia under the Corporations Act 2001 (Cth))
(ACN 093 732 597)
ASX/JSE/LSE Share Code: S32 ADR: SOUHY
ISIN: AU000000S320
south32.net

*Rule 3.19A.2*

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

| | |
|---|---|
| **Name of entity** | South32 Limited |
| **ABN** | 84 093 732 597 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|---|---|
| **Name of Director** | Graham Kerr |
| **Date of last notice** | 5 December 2023 |

**Part 1 - Change of director's relevant interests in securities**
*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|---|---|
| **Direct or indirect interest** | Direct |
| **Nature of indirect interest (including registered holder)**<br>Note: Provide details of the circumstances giving rise to the relevant interest. | |
| **Date of change** | 30 August 2024 and 3 September 2024 |
| **No. of securities held prior to change** | 2,040,944 ordinary shares<br><br>6,461,601 rights comprising:<br>• 516,835 deferred rights held as short term incentive awards under the South32 Equity Incentive Plan (subject to continued service).<br>• 5,944,766 performance rights held as long term incentive awards under the South32 Equity Incentive Plan. |
| **Class** | Ordinary fully paid shares in South32 Limited |

+ See chapter 19 for defined terms.

| | |
|---|---|
| **Number acquired** | 1,181,803 ordinary shares following vesting of 1,181,803 deferred rights held as short and long term incentive awards under the South32 Equity Incentive Plan (subject to continued service). |
| **Number disposed** | 3,222,333 fully paid ordinary shares |
| **Value/Consideration**<br>Note: If consideration is non-cash, provide details and estimated valuation | Received 1,181,803 ordinary shares at nil cost, following vesting of rights on 30 August 2024 under the South32 Equity Incentive Plan.<br><br>Non-cash disposal of 141,645 ordinary shares on 3 September 2024 as part of a divorce settlement.<br><br>Off-market transfer of 3,080,688 South32 Limited ordinary fully paid shares to GK71 Pty Ltd <GK71 A/C> on 3 September 2024 |
| **No. of securities held after change** | Direct<br>414 ordinary fully paid shares<br><br>3,482,768 rights comprising:<br>• 233,546 deferred rights held as short term incentive awards under the South32 Equity Incentive Plan (subject to continued service).<br>• 3,249,222 performance rights held as long term incentive awards under the South32 Equity Incentive Plan (where 1,797,030 lapsed).<br><br>Indirect<br>3,080,688 ordinary fully paid shares held by GK71 Pty Ltd <GK71 A/C> |
| **Nature of change**<br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | Vesting of rights under the South32 Equity Incentive Plan.<br><br>Off-market transfer made as part of settlement of a divorce settlement.<br><br>Off-market transfer of interests from Graham Kerr to GK71 Pty Ltd <GK71 A/C> |

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## Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|---|---|
| **Detail of contract** | - |
| **Nature of interest** | - |
| **Name of registered holder (if issued securities)** | - |
| **Date of change** | - |
| **No. and class of securities to which interest related prior to change**<br>Note: Details are only required for a contract in relation to which the interest has changed | - |
| **Interest acquired** | - |
| **Interest disposed** | - |
| **Value/Consideration**<br>Note: If consideration is non-cash, provide details and an estimated valuation | - |
| **Interest after change** | - |

## Part 3 – +Closed period

| | |
|---|---|
| **Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?** | No |
| **If so, was prior written clearance provided to allow the trade to proceed during this period?** | N/A |
| **If prior written clearance was provided, on what date was this provided?** | N/A |

JSE Sponsor: The Standard Bank of South Africa (Pty) Ltd
3 September 2024

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