2 Park Street Sydney NSW 2000 GPO Box 557 Sydney NSW 2001 Australia T 61 2 8225 4000 F 61 2 8225 5275



CitiFirst

INSTALMENTS | SFIs | TRADING WARRANTS | TURBOS | MINIS

6 March 2019

Andrew Weaver ASX Warrants Level 6, 20 Bridge Street Sydney NSW 2000

Dear Andrew

For dissemination to the market

CitiFirst Warrants over South32 Limited ("S32")

Special Dividend

On 14 February 2019, S32 announced a fully franked ordinary dividend of USD 0.051 ("Ordinary Dividend") (estimate AUD 0.0720) and a fully franked special dividend of USD 0.017 ("Special Dividend") (estimate AUD 0.0240) with an ex-dividend date of 7 March 2019 ("Ex Dividend Date").

The announcement of the Special Dividend affects certain CitiFirst warrants issued by Citigroup Global Markets Australia Pty Limited ("CGMA") (AFSL 240992, ABN 64 003 114 832) over S32 ordinary shares. For a copy of the relevant Product Disclosure Statement (PDS), please refer to www.citifirst.com.au.

The affected codes are:

MINIs

S32KOB

S32KOC

S32KOD

S32KOF

S32KOP

S32KOQ

S32KOR

S32KOT

S32KOU

S32QOA

Instalment MINIs

S32JOF

S32JOG

S32JOM

S32JOY

S32JOZ

Self-Funding Instalments

S32SOM

Bonus Certificates

S32BOA

S32BOB

S32 MINIs

Pursuant to Section 1.17 of the relevant PDS and with the consent of the ASX where needed, CGMA has adjusted S32 MINIs. The specific ASX Codes affected and the impact of the adjustment is detailed in the table below.

The Strike Price adjustment reflects a reduction on account of both the Ordinary Dividend and the Special Dividend, and the standard change on account of the daily funding amount.

The Stop Loss Trigger Level has also been adjusted in line with these changes.

ASX Code	Old Strike Price	Old Stop Loss Trigger Level	New Strike Price	New Stop Loss Trigger Level
S32KOB	\$1.3037	\$1.4300	\$1.2080	\$1.3300
S32KOC	\$3.2367	\$3.5600	\$3.1413	\$3.4600
S32KOD	\$2.5608	\$2.8200	\$2.4652	\$2.7200
S32KOF	\$2.6974	\$2.9600	\$2.6019	\$2.8600
S32KOP	\$5.3127	\$4.7800	\$5.2164	\$4.6800
S32KOQ	\$4.8708	\$4.3800	\$4.7745	\$4.2800
S32KOR	\$4.6624	\$4.2000	\$4.5661	\$4.1000
S32KOT	\$5.0384	\$4.5300	\$4.9421	\$4.4300
S32KOU	\$4.4249	\$3.9900	\$4.3287	\$3.8900
S32QOA	\$2.8290	\$3.1300	\$2.7335	\$3.0300

The changes will take effect on 7 March 2019.

S32 Instalment MINIs

Pursuant to Section 3.2 of the relevant Product Disclosure Statement, CGMA has adjusted S32 Instalment MINIs. The specific ASX Codes affected and the impact of the adjustment is detailed in the table below.

The Final Instalment adjustment reflects a reduction on account of the Special Dividend, and the standard change on account of the daily funding amount.

The Stop Loss Trigger Level has also been adjusted in line with these changes.

ASX Code	Old Final Instalment	Old Stop Loss Trigger Level	New Final Instalment	New Stop Loss Trigger Level
S32JOF	\$0.7541	\$0.8300	\$0.7302	\$0.8100
S32JOG	\$2.5993	\$2.8600	\$2.5758	\$2.8400
S32JOM	\$1.9096	\$2.1000	\$1.8860	\$2.0800

S32JOY	\$2.3878	\$2.6200	\$2.3642	\$2.6000
S32JOZ	\$1.5251	\$1.6800	\$1.5014	\$1.6600

The changes will take effect on 7 March 2019.

S32 Self-Funding Instalments

Pursuant to Section 3.2 of the relevant Product Disclosure Statement, CGMA has adjusted S32 Self-Funding Instalments. The specific ASX Codes affected and the impact of the adjustment is detailed in the table below.

The Final Instalment adjustment reflects a reduction on account of both the Ordinary Dividend and the Special Dividend, as well as a proportional refund of the Interest Amount paid for the current Interest Period.

ASX Code	Old Final Instalment	Interest Refund	New Final Instalment
S32SOM	\$0.8463	\$0.0001	\$0.7502

The changes will take effect on 7 March 2019.

S32 Bonus Certificates

Pursuant to part 4.1 of Section 7 of the relevant Product Disclosure Statement, CGMA has adjusted S32 Bonus Certificates. The specific ASX Codes affected and the impact of the adjustment is detailed in the table below.

The Barrier Level reflects a reduction on account of the Special Dividend.

ASX Code	Old Barrier Level	Old Bonus Level	New Barrier Level	New Bonus Level
S32BOA	\$2.8600	\$4.7000	\$2.8300	\$4.7000
S32BOB	\$2.7000	\$3.6500	\$2.6700	\$3.6500
S32BOC	\$3.4000	\$5.0000	\$3.3700	\$5.0000
S32BOD	\$2.8000	\$3.5000	\$2.7700	\$3.5000

The changes will take effect on 7 March 2019.

What action do you need to take?

You do not need to do anything. Should you have any queries regarding this process, please contact your Stockbroker, Financial Adviser or CitiWarrants on 1300 30 70 70.

Yours Sincerely,

Signed on behalf of

Citigroup Global Markets Australia Pty Limited

Brendon Wills

Brendan Wills Director