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

Mike Aikins Chi-X Australia 1 Farrer Place Sydney NSW 2000

Dear Mike

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") (actual AUD 0.0719) and a fully franked special dividend of USD 0.017 ("Special Dividend") (actual 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

S32KCB

S32KCC

S32KCD

S32KCQ

S32KCR

S32KCS

Instalment MINIs

S32JCA

S32 MINIs

Pursuant to Section 1.17 of the relevant PDS and with the consent of Chi-X where needed, CGMA has adjusted S32 MINIs. The specific Chi-X 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
S32KCB	\$3.0178	\$3.3200	\$2.9224	\$3.2200
S32KCC	\$3.4062	\$3.7400	\$3.3109	\$3.6400
S32KCD	\$2.3108	\$2.5500	\$2.2153	\$2.4500
S32KCQ	\$5.6025	\$5.0400	\$5.5063	\$4.9400
S32KCR	\$5.7689	\$5.1900	\$5.6727	\$5.0900
S32KCS	\$5.9466	\$5.3600	\$5.8503	\$5.2600

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	Old Stop Loss	New Final	New Stop Loss
	Instalment	Trigger Level	Instalment	Trigger Level
S32JCA	\$1.3665	\$1.5000	\$1.3427	\$1.4800

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

Brendon Wills

Citigroup Global Markets Australia Pty Limited

Brendan Wills

Director