



14 November 2019

Retirement of Carolyn Hewson as independent Non-executive Director

Carolyn Hewson retired as an independent Non-executive Director of BHP Group Limited and BHP Group Plc on 7 November 2019. This notification contains an Appendix 3Z – Final Director's Interest Notice and an Appendix 3Y – Change of Director's Interest Notice in relation to Carolyn Hewson.

ASX Listing Rules Appendix 3Z Final Director's Interest Notice

Name of entities	BHP Group Limited	BHP Group Plc
	ABN 49 004 028 077	REG NO 3196209

We (the entities) give the ASX¹ the following information under listing rule 3.19A.3 and as agent for the Director for the purposes of section 205G of the Australian Corporations Act.

Name of director	Carolyn J Hewson
Date of last notice	8 March 2016
Date that director ceased to be director	7 November 2019

Part 1 – Director's relevant interests in securities of which the director is the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Number & class of securities 3,500 ordinary shares in BHP Group Limited

Part 2 – Director's relevant interests in securities of which the director is not the registered holder

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Name of holder & nature of interest	Number & class of securities
(1) Zanlyn Pty Ltd as trustee for the Zanadu Investment Trust in which Carolyn Hewson has a beneficial interest.	(1) 15,500 ordinary shares in BHP Group Limited.
(2) Held by C and J Somerville Pty Ltd, in which Carolyn Hewson has a one third beneficial interest, with her two siblings holding the remaining beneficial interests.	(2) 16,913 ordinary shares in BHP Group Limited.

Part 3 – Director's interests in contracts

¹ This release was made outside the hours of operation of the ASX market announcements office.

Detail of contract	Nil
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
No. and class of securities to which interest relates	N/A

Part 4 – Contact details

Name of authorised officers responsible for making this notification on behalf of the entities	Rachel Agnew
Contact details	Rachel Agnew Tel: +61 3 9609 3730 Fax: +61 3 9611 1044

ASX Listing Rules Appendix 3Y Change of Director's Interest Notice

Name of entities	BHP Group Limited	BHP Group Plc
	ABN 49 004 028 077	REG NO 3196209

We (the entities) give the 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	Carolyn Hewson (resigned as a Director of BHP Group Ltd and BHP Group Plc, effective 7 November 2019)
Date of last notice	8 March 2016

In relation to this Appendix 3Y, we advise the ASX of the following:

- This Appendix 3Y relates to a change in Carolyn Hewson's indirect interest: Carolyn Hewson was transferred a one third beneficial interest in 16,913 ordinary shares in BHP Group Limited held by C and J Somerville Pty Ltd, which was transferred on 18 September 2018 through the distribution of an estate. Her two siblings hold the remaining beneficial interests.
- BHP is satisfied that it has the necessary reporting and notification policies in place to ensure compliance with its disclosure obligations under ASX Listing Rules 3.19A and 3.19B and Article 19 of the Market Abuse Regulation. Directors are aware of their obligations to notify the General Counsel & Company Secretary of any changes in BHP securities holdings.
- BHP believes its current notification practices are adequate and that this Appendix 3Y lodgement is an isolated occurrence.

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	Indirect
Nature of indirect interest (including registered holder)	<p>Carolyn Hewson has an indirect interest in 32,413* ordinary shares in BHP Group Limited as follows:</p> <p>(1) 15,500 ordinary shares in BHP Group Limited held by Zanlyn Pty Ltd as trustee for the Zanadu Investment Trust in which Carolyn Hewson has a beneficial interest; and</p> <p>(2) 16,913 ordinary shares in BHP Group Limited ordinary shares held by C and J Somerville Pty Ltd, in which Carolyn Hewson has a one third beneficial interest, with her two siblings holding the remaining beneficial interests.</p> <p>* Note – total above reflects shares acquired through this transaction.</p>
Date of change	18 September 2018
No. of securities held prior to change	15,500 (indirect) 3,500 (direct)
Class	Ordinary shares
Number acquired	16,913 ordinary shares in BHP Group Limited
Number disposed	-
Value/Consideration	Nil
No. of securities held after change	32,413 (indirect) 3,500 (direct)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Carolyn Hewson was transferred a one third beneficial interest in 16,913 ordinary shares in BHP Group Limited held by C and J Somerville Pty Ltd. Her two siblings hold the remaining beneficial interests.

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	-
Interest acquired	-
Interest disposed	-
Value/Consideration	-
Interest after change	-

Part 3 – Closed period

Were the interests in the securities or contacts detailed above traded during a closed period where prior written consent was required?	No.
If so, was prior written clearance provided to allow the trade to proceed during this period?	Under BHP's Securities and Dealing Policy a Director cannot deal in BHP Securities without prior written clearance. This requirement applies to all dealings, including those that occur outside of a Closed Period.
If prior written clearance was provided, on what date was this provided?	N/A

Part 4 - Contact details

Name of authorised officers responsible for making this notification on behalf of the entities	Rachel Agnew
Contact details	Rachel Agnew Tel: +61 3 9609 3730 Fax: +61 3 9611 1044

BHP Group Limited ABN 49 004 028 077
LEI WZE1WSENV6JSZFK0JC28
Registered in Australia
Registered Office: Level 18, 171 Collins Street
Melbourne Victoria 3000 Australia
Tel +61 1300 55 4757 Fax +61 3 9609 3015

BHP Group Plc Registration number 3196209
LEI 549300C116EOWV835768
Registered in England and Wales
Registered Office: Nova South, 160 Victoria Street
London SW1E 5LB United Kingdom
Tel +44 20 7802 4000 Fax +44 20 7802 4111

Members of the BHP Group which is headquartered in Australia

CAROLYN HEWSON: SECTION 430 (2B) COMPANIES ACT 2006 STATEMENT

BHP Group Limited and BHP Group Plc (collectively, "BHP") confirm that Carolyn Hewson retired as a Non-executive Director of the Company on 7 November 2019. The following information is provided in accordance with section 430 (2B) of the UK Companies Act 2006:

BHP's Remuneration Report for the financial year ending 30 June 2020 will include the remuneration earned by Ms Hewson during her appointment as a Non-executive Director of BHP for the financial year ending 30 June 2020. The reported remuneration will include BHP's normal fees for an independent Non-executive Director and fees for membership on the Remuneration Committee and Nomination and Governance Committee payable for the period from 1 July 2019 to 7 November 2019. Ms Hewson has not received, and will not receive, any other remuneration or payments upon ceasing to be a Director of BHP.