

NEWS RELEASE



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RESULTS OF THE BHP GROUP SHAREHOLDER MEETINGS IN CONNECTION WITH UNIFICATION

BHP Shareholders approve Unification Resolutions

On 2 December 2021, BHP announced a final Board decision to unify BHP's corporate structure under its existing Australian parent company, BHP Group Limited. BHP is pleased to announce that BHP Shareholders have approved each of the unification resolutions at the BHP Group Limited General Meeting, the BHP Group Plc Scheme Meeting and the BHP Group Plc General Meeting.

Attached are the results of the business conducted at the BHP Group Limited General Meeting, held virtually in Australia on 20 January 2022, and both the BHP Group Plc Scheme Meeting and the BHP Group Plc General Meeting that were held in London, United Kingdom on 20 January 2022. A poll was conducted on each of the proposed resolutions and the poll results for each meeting are attached.

The final proxy position for each meeting is detailed in Appendix 1. The additional information required by the United Kingdom Companies Act 2006 in respect of the BHP Group Plc Scheme Meeting and the BHP Group Plc General Meeting is provided in Appendix 2.

Copies of the resolutions approved at each of the meetings have been submitted to the FCA National Storage Mechanism and will shortly be available for inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>. A copy of the proposed amendments to the BHP Group Plc articles of association together with a copy of the BHP Group Plc articles of association adopted at the BHP Group Plc General Meeting are also available for inspection on the FCA National Storage Mechanism.

Next steps and expected timetable of events

Unification involves a scheme of arrangement and still requires the UK Court's sanction of the Plc Scheme. The Court Sanction Hearing is expected to take place on 25 January 2022. The dates and times in the detailed timetable as set out in the Shareholder Circular published by BHP on 8 December 2021 remain unchanged.

Authorised for lodgement by:
Stefanie Wilkinson
Group Company Secretary

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

The poll results for the BHP Group Limited general meeting are as follows:

	<u>Business</u>	<u>Votes For</u>	<u>%*</u>	<u>Votes Against</u>	<u>%*</u>	<u>Total Votes Cast</u>	<u>Abstentions**</u>	<u>Result</u>
1	To approve the amendments to the Constitution of BHP Group Limited	1,384,096,213	97.63	33,567,895	2.37	1,417,664,108	3,408,584	Carried
2	To approve the terms of the Limited Special Voting Share Buy-back Agreement	1,383,908,921	97.61	33,946,024	2.39	1,417,854,945	3,216,466	Carried
3	To approve the terms of the DLC Dividend Share Buy-back Agreement	1,383,947,661	97.61	33,881,125	2.39	1,417,828,786	3,242,625	Carried
4	To approve the Class Rights Actions in connection with the Plc Special Voting Share Buy-back	1,383,581,955	97.60	34,037,763	2.40	1,417,619,718	3,448,963	Carried
5	To approve the Class Rights Action in connection with the change in status of BHP Group Plc from a public listed company to a private limited company	1,383,561,376	97.61	33,807,442	2.39	1,417,368,818	3,702,593	Carried

**Rounded to two decimal places*

***A vote abstained is not counted in the calculation of the proportion of votes for and against each resolution.*

The poll results for the BHP Group Plc scheme meeting are as follows

<u>Business</u>		Results of the Court Meeting	Scheme Shares voted		Scheme Shareholders who voted**		No. of Scheme Shares voted as a % of the Scheme Shares eligible to be voted at the Court Meeting*
			Number	%*	Number	%*	
1	To approve the Plc Scheme proposed to be made between BHP Group Plc and the Scheme Shareholders	<u>For</u>	1,365,986,837	96.12	1,180	83.99	64.68
		<u>Against</u>	55,108,121	3.88	225	16.01	2.61
		Total	1,421,094,958	100	1,405	100	67.28

**Rounded to two decimal places*

***Where a Scheme Shareholder has cast some of their votes "for" and some of their votes "against" the resolution, such Scheme Shareholder has been counted as having voted both "for" and "against" the resolution for the purposes of determining the number of Scheme Shareholders who voted as set out in this column*

The poll results for the BHP Group Plc general meeting are as follows:

	<u>Business</u>	<u>Votes For</u>	<u>%*</u>	<u>Votes Against</u>	<u>%*</u>	<u>Total Votes Cast</u>	<u>Votes withheld**</u>	<u>Result</u>
1	To approve that the directors of BHP Group Plc be authorised to take all such action as they may consider necessary or appropriate for carrying the Plc Scheme and Unification into effect	1,374,794,713	97.17	40,065,268	2.83	1,414,859,981	2,151,451	Carried
2	To approve the terms of the Plc Special Voting Share Buy-back Agreement	1,373,958,053	97.15	40,244,570	2.85	1,414,202,623	2,134,680	Carried
3	To approve the Class Rights Actions in connection with the Plc Special Voting Share Buy-back	1,373,938,613	97.15	40,244,632	2.85	1,414,183,245	2,154,058	Carried
4	To approve the amendments to the articles of association of BHP Group Plc	1,374,300,175	97.18	39,855,970	2.82	1,414,156,145	2,181,158	Carried
5	To approve the Class Rights Action in connection with the change in status of BHP Group Plc from a public listed company to a private limited company	1,374,258,391	97.18	39,894,522	2.82	1,414,152,913	2,184,390	Carried

**Rounded to two decimal places*

***A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes for and against each resolution.*

APPENDIX 1

BHP Group Limited general meeting – Final Proxy Position

1	To approve the amendments to the Constitution of BHP Group Limited	
*	Total number of votes exercisable by all proxies validly appointed	<u>1,416,951,053</u>
*	Total number of votes in respect of which the appointments specified that the proxy -	
-	was to vote for the resolution	<u>1,371,737,763</u>
-	was to vote against the resolution	<u>33,567,633</u>
-	was to abstain on the resolution	<u>3,101,056</u>
-	may vote at the proxy's discretion	<u>11,645,657</u>
2	To approve the terms of the Limited Special Voting Share Buy-back Agreement	
*	Total number of votes exercisable by all proxies validly appointed	<u>1,417,147,588</u>
*	Total number of votes in respect of which the appointments specified that the proxy -	
-	was to vote for the resolution	<u>1,371,501,002</u>
-	was to vote against the resolution	<u>33,946,009</u>
-	was to abstain on the resolution	<u>2,904,521</u>
-	may vote at the proxy's discretion	<u>11,700,577</u>
3	To approve the terms of the DLC Dividend Share Buy-back Agreement	
*	Total number of votes exercisable by all proxies validly appointed	<u>1,417,121,429</u>
*	Total number of votes in respect of which the appointments specified that the proxy -	
-	was to vote for the resolution	<u>1,371,529,378</u>
-	was to vote against the resolution	<u>33,880,963</u>
-	was to abstain on the resolution	<u>2,930,680</u>
-	may vote at the proxy's discretion	<u>11,711,088</u>

4	To approve the Class Rights Actions in connection with the Plc Special Voting Share Buy-back	
*	Total number of votes exercisable by all proxies validly appointed	<u>1,416,913,608</u>
*	Total number of votes in respect of which the appointments specified that the proxy -	
-	was to vote for the resolution	<u>1,371,177,778</u>
-	was to vote against the resolution	<u>34,037,748</u>
-	was to abstain on the resolution	<u>3,136,771</u>
-	may vote at the proxy's discretion	<u>11,698,082</u>
5	To approve the Class Rights Action in connection with the change in status of BHP Group Plc from a public listed company to a private limited company	
*	Total number of votes exercisable by all proxies validly appointed	<u>1,416,661,476</u>
*	Total number of votes in respect of which the appointments specified that the proxy -	
-	was to vote for the resolution	<u>1,371,151,781</u>
-	was to vote against the resolution	<u>33,807,442</u>
-	was to abstain on the resolution	<u>3,390,633</u>
-	may vote at the proxy's discretion	<u>11,702,253</u>

BHP Group Plc scheme meeting – Final Proxy Position

- 1 To approve the Plc Scheme proposed to be made between BHP Group Plc and the Scheme Shareholders

* Total number of votes exercisable by all proxies validly appointed 1,421,093,519

* Total number of votes in respect of which the appointments specified that the proxy -

- was to vote for the resolution 1,365,976,697

- was to vote against the resolution 55,106,681

- may vote at the proxy's discretion 10,141

BHP Group Plc general meeting – Final Proxy Position

1	To approve that the directors of BHP Group Plc be authorised to take all such action as they may consider necessary or appropriate for carrying the Plc Scheme and Unification into effect	
*	Total number of votes exercisable by all proxies validly appointed	<u>1,417,011,439</u>
*	Total number of votes in respect of which the appointments specified that the proxy -	
-	was to vote for the resolution	<u>1,374,769,785</u>
-	was to vote against the resolution	<u>40,065,268</u>
-	was to withhold voting on the resolution	<u>2,151,451</u>
-	may vote at the proxy's discretion	<u>24,935</u>
2	To approve the terms of the Plc Special Voting Share Buy-back Agreement	
*	Total number of votes exercisable by all proxies validly appointed	<u>1,416,337,310</u>
*	Total number of votes in respect of which the appointments specified that the proxy -	
-	was to vote for the resolution	<u>1,373,932,710</u>
-	was to vote against the resolution	<u>40,244,570</u>
-	was to withhold voting on the resolution	<u>2,134,680</u>
-	may vote at the proxy's discretion	<u>25,350</u>
3	To approve the Class Rights Actions in connection with the Plc Special Voting Share Buy-back	
*	Total number of votes exercisable by all proxies validly appointed	<u>1,416,337,310</u>
*	Total number of votes in respect of which the appointments specified that the proxy -	
-	was to vote for the resolution	<u>1,373,913,270</u>
-	was to vote against the resolution	<u>40,244,632</u>
-	was to withhold voting on the resolution	<u>2,154,058</u>
-	may vote at the proxy's discretion	<u>25,350</u>

4	To approve the amendments to the articles of association of BHP Group Plc	
*	Total number of votes exercisable by all proxies validly appointed	<u>1,416,337,310</u>
*	Total number of votes in respect of which the appointments specified that the proxy -	
-	was to vote for the resolution	<u>1,374,274,268</u>
-	was to vote against the resolution	<u>39,855,970</u>
-	was to withhold voting on the resolution	<u>2,181,158</u>
-	may vote at the proxy's discretion	<u>25,914</u>
5	To approve the Class Rights Action in connection with the change in status of BHP Group Plc from a public listed company to a private limited company	
*	Total number of votes exercisable by all proxies validly appointed	<u>1,416,337,310</u>
*	Total number of votes in respect of which the appointments specified that the proxy -	
-	was to vote for the resolution	<u>1,374,230,559</u>
-	was to vote against the resolution	<u>39,894,522</u>
-	was to withhold voting on the resolution	<u>2,184,390</u>
-	may vote at the proxy's discretion	<u>27,839</u>

APPENDIX 2

Additional Information – BHP Group Plc scheme meeting

For the purposes of section 341 of the United Kingdom's Companies Act 2006 and in respect of BHP Group Plc, the votes validly cast as a percentage of the company's total issued share capital (as at the close of the BHP Group Plc scheme meeting on 20 January 2022) are:

	<u>Item of Business</u>	<u>Votes Cast %</u>
1	To approve the Plc Scheme proposed to be made between BHP Group Plc and the Scheme Shareholders	67.28

Additional Information – BHP Group Plc general meeting

For the purposes of section 341 of the United Kingdom's Companies Act 2006 and in respect of BHP Group Plc, the votes validly cast as a percentage of the company's total issued share capital (as at the close of the BHP Group Plc general meeting on 20 January 2022) are:

	<u>Item of Business</u>	<u>Votes Cast %</u>
1	To approve that the directors of BHP Group Plc be authorised to take all such action as they may consider necessary or appropriate for carrying the Plc Scheme and Unification into effect	66.99
2	To approve the terms of the Plc Special Voting Share Buy-back Agreement	66.96
3	To approve the Class Rights Actions in connection with the Plc Special Voting Share Buy-back	66.96
4	To approve the amendments to the articles of association of BHP Group Plc	66.96
5	To approve the Class Rights Action in connection with the change in status of BHP Group Plc from a public listed company to a private limited company	66.96

Media Relations

Email: media.relations@bhp.com

Australia and Asia

Gabrielle Notley
Tel: +61 3 9609 3830 Mobile: +61 411 071 715

Europe, Middle East and Africa

Neil Burrows
Tel: +44 20 7802 7484 Mobile: +44 7786 661 683

Americas

Judy Dane
Tel: +1 713 961 8283 Mobile: +1 713 299 5342

Investor Relations

Email: investor.relations@bhp.com

Australia and Asia

Dinesh Bishop
Mobile: +61 407 033 909

Europe, Middle East and Africa

James Bell
Tel: +44 2078 027 144 Mobile: +44 7961 636 432

Americas

Brian Massey
Tel: +1 713 296 7919 Mobile: +1 832 870 7677

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

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Forward looking statements

This release contains forward looking statements, including statements regarding: plans, strategies and objectives of management; approval of certain projects and consummation of certain transactions; unification, including, but not limited to, the perceived benefits of unification and expectations around the financial impact of unification on the BHP Group; future performance and future opportunities. Forward-looking statements may be identified by the use of terminology, including, but not limited to, 'intend', 'aim', 'project', 'see', 'anticipate', 'estimate', 'plan', 'objective', 'believe', 'expect', 'commit', 'may', 'should', 'need', 'must', 'will', 'would', 'continue', 'forecast', 'guidance', 'trend' or similar words. These statements discuss future expectations concerning the results of assets or financial conditions, or provide other forward-looking information.

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