

## NEWS RELEASE

**Release Time** IMMEDIATE  
**Date** 25 January 2022  
**Number** 04/22

### COURT SANCTION OF BHP'S UNIFICATION SCHEME OF ARRANGEMENT

---

On 20 January 2022, BHP announced that shareholders had voted in favour of unification at the BHP shareholder meetings convened in connection with unification. BHP is pleased to announce that the UK Court has today issued the Court Order sanctioning the Plc scheme of arrangement to effect unification.

It is anticipated that the Plc Scheme will become effective at 9:00pm (GMT) on 28 January 2022, when the UK Court Order is expected to be delivered to the UK Registrar of Companies.

#### Next steps and unification timetable

Unification is expected to complete by 31 January 2022 (Melbourne time). To effect unification, Plc Shares and Plc ADSs will be exchanged for Limited Shares and Limited ADSs (respectively) on a one for one basis. BHP Group Limited will become the sole parent company of the BHP Group.

The last time and date for dealings in, and for the registration of transfers of, Plc Shares on the JSE will be 5:00pm (SAST) on 28 January 2022 and on the LSE will be 6:00pm (GMT) on 28 January 2022. The last time and date for dealings in, and for the registration of transfers of, Plc ADSs on the NYSE will be 4:00pm (EST) on 28 January 2022.

The new Limited Shares and the Limited ADSs are expected to be admitted to trading on the ASX, LSE, JSE and the NYSE (as applicable) on 31 January 2022. The existing Limited Shares that are listed and traded on the ASX will also be admitted to trading on the LSE and JSE.

Applications have been made for the de-listing of Plc Shares from the premium listing segment of the Official List of the FCA and the cancellation of the admission to trading of Plc Shares on the Main Market of the LSE.

Subject to the Plc Scheme becoming effective, it is expected that such de-listing and cancellation will take effect at 8:00am (GMT) on 31 January 2022. Trading in Plc Shares on the JSE is expected to be suspended from 9:00am (SAST) on 31 January 2022 and Plc's listing on the JSE is expected to be cancelled at 9:00am (SAST) on 4 February 2022. Dealings in Plc ADSs on the NYSE are expected to be formally halted before markets open (EST) on 31 January 2022.

The detailed timetable as set out in the Shareholder Circular published by BHP on 8 December 2021 remains unchanged.

Authorised for lodgement by:  
Stefanie Wilkinson  
Group Company Secretary

---

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

#### **Media Relations**

Email: [media.relations@bhp.com](mailto: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](mailto: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

Members of the BHP Group which is  
headquartered in Australia



Follow us on social media

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

**Disclaimer**

BHP makes no representation or warranty as to the appropriateness, accuracy, completeness or reliability of the information in this release.

This release is for information purposes only and is not intended to and does not constitute or form part of any offer to sell or subscribe for or any invitation to purchase or subscribe for or otherwise acquire or dispose of any BHP securities or the solicitation of any vote or approval in any jurisdiction pursuant to Unification or otherwise, nor will there be any sale, issuance or transfer of any BHP securities pursuant to Unification or otherwise in any jurisdiction in contravention of applicable law. This release does not constitute a prospectus or prospectus equivalent document.

Prior to making any decision in relation to any securities in BHP, investors should read the Shareholder Circular and the Prospectus in their entirety, including the information incorporated by reference. Investors must rely upon their own examination, analysis and enquiries of BHP and the terms of the Shareholder Circular and Prospectus, including the merits and risks involved.

**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 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.

These forward looking statements are based on management's current expectations and reflect judgments, assumptions, estimates and other information available as at the date of this release. These statements do not represent guarantees or predictions of future financial or operational performance, and involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, and which may cause actual results to differ materially from those expressed in the statements contained in this release. The BHP Group cautions against reliance on any forward-looking statements or guidance, including in light of the current economic climate and the significant volatility, uncertainty and disruption arising in connection with Covid-19.

Forward-looking statements contained in this release apply only as at the date of this release. To the extent required by the FCA Listing Rules, the Disclosure Guidance and Transparency Rules, the Prospectus Regulation Rules, the ASX Listing Rules and other applicable regulations, BHP will update or revise the information in this release. Otherwise, BHP will have no obligation publicly to update or revise any forward-looking statement, whether as a result of new information or future developments.

**No profit forecasts or estimates**

No statement in this release is intended as a profit forecast or estimate and no statement in this release should be interpreted to mean that earnings per share for the most recent, current or future financial years would necessarily match or exceed the historical published earnings per share.

**Notice to overseas shareholders**

The distribution of this release into a jurisdiction other than the United Kingdom or Australia may be restricted by law and therefore persons into whose possession this release comes should inform themselves about and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. No action has been or will be taken by the BHP to distribute this release in any jurisdiction where action for that purpose may be required or doing so is restricted by law. Accordingly, this release may not be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations.

**Notice to US investors**

The securities to be issued by Limited in connection with Unification have not been, and will not be, registered under the US Securities Act of 1933, as amended (the “**US Securities Act**”), or the securities laws of any state or other jurisdiction of the United States. Any securities to be issued if Unification is completed are anticipated to be issued in reliance on the exemption from the registration requirements of the US Securities Act provided by Section 3(a)(10) thereof on the basis of the approval of the High Court of Justice in England and Wales.