

**BHP Group Plc**

Registration number 3196209

Registered in England and Wales

Share code: BHP

ISIN: GB00BH0P3Z91

**NEWS RELEASE**

**Release Time** IMMEDIATE  
**Date** 21 December 2021  
**Number** 36/21

**UNIFICATION REGULATORY AND COMPETITION APPROVALS OBTAINED**

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**Regulatory and competition approvals obtained**

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. On 8 December 2021, BHP announced the publication of the Shareholder Circular, Prospectus and Johannesburg Stock Exchange pre-listing announcement, and set out the expected timetable and outstanding approvals required for the implementation of unification.

BHP is pleased to confirm that all regulatory and competition approvals for unification have now been received, including approval from the National Treasury of South Africa<sup>1</sup>.

Shareholder meetings of BHP Group Limited and BHP Group Plc will be held on Thursday 20 January 2022 to consider unification. Information on unification is available on BHP's website at [www.bhp.com/unify](http://www.bhp.com/unify).

If approved by shareholders and all other conditions are satisfied or waived (including the UK court's sanction of the scheme of arrangement and admission of Limited shares to the standard segment of the FCA official list and trading on LSE and listing on the JSE), unification is expected to complete on 31 January 2022. The last day of trading in BHP Group Plc shares (including BHP Group Plc shares in the form of ADSs on the NYSE) would be 28 January 2022 and the Limited shares that would be issued in connection with unification are expected to be admitted to trading on the ASX, LSE, JSE and Limited ADSs on the NYSE on 31 January 2022.

Sponsor: UBS South Africa (Pty) Limited

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<sup>1</sup> National Treasury of South Africa approval was obtained pursuant to an application that BHP made to the South African Reserve Bank (SARB).

Authorised for lodgement by:  
Stefanie Wilkinson  
Group Company Secretary

Members of the BHP Group which is headquartered in Australia  
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Prior to making any decision in relation to unification or as to whether to invest in the shares in Limited, 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 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.

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**

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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.