

**BHP Group Plc**  
Registration number 3196209  
Registered in England and Wales  
Share code: BHP  
ISIN: GB00BH0P3Z91

**BHP Group Limited**  
ABN 49 004 028 077  
LEI WZE1WSENV6JSZFK0JC28  
Registered in Australia  
Share code: BHG  
ISIN: AU000000BHP4

## NEWS RELEASE

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### RESULTS OF THE BHP GROUP SHAREHOLDER MEETINGS IN CONNECTION WITH UNIFICATION

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#### **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. Further key dates relating to the admission of BHP Group Limited shares on the JSE are included in Appendix 3.

Sponsor: UBS South Africa (Pty) Limited

Authorised for lodgement by:  
Stefanie Wilkinson  
Group Company Secretary

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**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
		<b>Total</b>	<b>1,421,094,958</b>	<b>100</b>	<b>1,405</b>	<b>100</b>	<b>67.28</b>

*\*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

## APPENDIX 3

### Expected timetable – Key dates for JSE

Each of the times and dates in the timetable below are indicative only and may be subject to change.

Court Sanction Hearing	25 January 2022
Latest time and date for dealings in, and for registration of transfers of (including dematerialisations and rematerialisations of), Plc Shares on the JSE <sup>(1)</sup>	5.00 p.m. (South African time) on 28 January 2022
Plc Scheme Effective Time and Plc Scheme Record Time	9.00 p.m. (London time) on 28 January 2022
Issue of New Limited Shares <sup>(2)</sup>	By 10.00 a.m. (Melbourne time) on 31 January 2022
Admission of the Limited Shares, including the New Limited Shares, to the JSE (under the ticker "BHG") <sup>(3)</sup>	9.00 a.m. (South African time) on 31 January 2022
Record date for JSE settlement purposes	2 February 2022
CSDP accounts credited with New Limited Shares on the Limited South African Branch Register	9.00 a.m. (South African time) on 3 February 2022
Despatch of holding statements in respect of New Limited Shares on the Limited South African Branch Register in dematerialised form in the CSDP account of Computershare South Africa	By no later than 11 February 2022

(1) Trading in Plc Shares on the JSE under the ticker "BHP" is expected to be suspended from 9.00 a.m. (South African time) on 31 January 2022. Plc's listing on the JSE is expected to be cancelled at 9.00 a.m. (South African time) on 4 February 2022.

(2) It is expected that 2,112,071,796 New Limited Shares will be issued in connection with Unification.

(3) It is expected that 5,062,323,190 Limited Shares, including the New Limited Shares, will be admitted to listing and trading on the JSE.

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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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