

BHP Group Plc
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Registered in England and Wales
Share code: BHP
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NEWS RELEASE

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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.

Sponsor: UBS South Africa (Pty) Limited

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

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

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

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 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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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

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