



NEWS RELEASE

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BHP launches subordinated note repurchase plan

BHP announced today that the Board has approved a global multi-currency subordinated note repurchase plan, targeting US dollar and euro subordinated notes issued in 2015 and subject to an aggregate cash spend cap of US\$1.9 billion (excluding accrued interest). The multi-currency plan, which shall be funded from surplus cash, aims to reduce the Group's gross debt balance, reduce associated interest costs and enhance the Group's capital structure.

In conjunction with the repurchase plan, BHP intends to redeem the US\$1,000,000,000 6.250 per cent. Subordinated Non-Call 5 Fixed Rate Reset Notes due 2075, issued by BHPB Finance (USA) Limited, on their First Reset Date on 19 October 2020 in accordance with the terms and conditions of those notes, also using available cash. Further announcements will be made as regards such redemption in due course.

Subject to the Companies acquiring the remaining Notes of any Series if a "Substantial Repurchase Event" is triggered as set out below, it is expected that the remaining subordinated notes will continue to be part of the Companies' debt profile following the Offers and redemption, though in a reduced quantum.

Overview of Offers

BHP Billiton Finance (USA) Limited ("BHPB Finance (USA) Limited") and BHP Billiton Finance Limited ("BHPB Finance Limited" and, together with BHPB Finance (USA) Limited, the "Companies" and each a "Company") today announced:

- (a) an invitation by BHPB Finance (USA) Limited to eligible holders of its outstanding US\$2,250,000,000 6.750 per cent. Subordinated Non-Call 10 Fixed Rate Reset Notes due 2075 guaranteed by BHP Group Limited and BHP Group Plc (the "Parent Companies") (ISIN: US055451AX66 (Rule 144A) / USQ12441AB91 (Reg S)) (the "US Dollar Notes"); and
- (b) an invitation by BHPB Finance Limited to the eligible holders of its outstanding €750,000,000 5.625 per cent. Subordinated Non-Call 9 Fixed Rate Reset Notes due 2079 guaranteed by BHP Group Limited and such Notes and such guarantee being guaranteed by BHP Group Plc (ISIN: XS1309436910) (the "Euro Notes"; the Euro Notes and the US Dollar Notes each being a

“Series”, and any notes within any such Series being the “Notes”, and the eligible holders of any Notes, the “Holders”),

to offer to tender such Notes for repurchase by the relevant Company for cash (together, the “Offers”), on the terms and conditions set out in a tender offer memorandum dated 2 September 2020 prepared by the Companies in connection with the Offers (the “Tender Offer Memorandum”).

The Offers are subject to the offer restrictions set out below and as more fully described in the Tender Offer Memorandum. **For detailed terms of, and information on the procedures for participating in, the Offers, please refer to the Tender Offer Memorandum, copies of which are (subject to the distribution restrictions) available from the Tender and Information Agent as set out below.**

Notes purchased in the Offers are intended to be retired and cancelled.

Capitalised terms not defined in this announcement have the meanings given to them in the Tender Offer Memorandum.

The following table sets forth certain information relating to the pricing for the Offers.

Notes	ISIN	Principal amount outstanding	Coupon to First Optional Redemption Date	First Reset Date	Acceptance Priority Level	Early Tender Payment ⁽¹⁾	Fixed Spread ⁽¹⁾	Reference Security or Reference Interpolated Rate	Hypothetical Early Consideration ⁽²⁾	Bloomberg Reference Page	Offer Cap
US Dollar Notes	US055451AX66 (Rule 144A) / USQ12441AB91 (Reg S)	US \$2,250,000,000	6.750%	20 October 2025	1	US\$50 per US\$1,000	170 bps	0.25% U.S. Treasury Security due 31 August 2025	US\$1,230.00 per US\$1,000	FIT1	The total amount paid in respect of Notes purchased (excluding, for this purpose, Accrued Interest) shall not, when converted, if applicable, into US dollars at the FX Rate, exceed US\$1,900,000,000, all as further described in the Tender Offer Memorandum.
Euro Notes	XS1309436910	€750,000,000	5.625%	22 October 2024	2	€50 per €1,000	150 bps	Interpolated Euro Mid-Swap Rate	€1,179.75 per €1,000	ICAE1	

(1) The Early Consideration shall be calculated from the applicable Fixed Spread and includes the Early Tender Payment. The Late Consideration (defined below) in respect of Notes of each relevant Series will be calculated by deducting the Early Tender Payment from the Early Consideration (defined below). See the Tender Offer Memorandum for further details.

(2) For illustrative purposes only, a hypothetical Early Consideration for each Series is set out in the table above, based upon a hypothetical Pricing Time as at 10.00 a.m. (New York time) on 1 September 2020, where the hypothetical US Dollar Notes Reference Yield was 0.270 per cent. and the hypothetical Interpolated Euro Mid-Swap Rate was -0.400 per cent., and assuming an Early Settlement Date of 21 September 2020. Holders should note that the actual Early Consideration for each Series determined in the manner described in the Tender Offer Memorandum could differ significantly from the hypothetical Early Consideration for each Series set out in the table above.

The Offers will commence on 2 September 2020 and will expire, unless terminated earlier, at 11:59 p.m. (New York time) on 30 September 2020 or at such other date or time to which the Offers may be extended, reopened, amended and/or terminated as provided in the Tender Offer Memorandum (such applicable date and time, the “Expiration Deadline”).

Holders that validly tender their Notes and do not validly withdraw their Notes, at or prior to 5:00 p.m. (New York time) on 16 September 2020 as may be extended or otherwise amended by the Companies (such applicable date and time, the “Early Tender Deadline”) will be eligible to receive the Early

Consideration (defined below), which includes the Early Tender Payment, plus Accrued Interest. Holders that validly tender their Notes after the Early Tender Deadline and at or prior to the Expiration Deadline will only be eligible to receive the Late Consideration (defined below) plus Accrued Interest. Notes tendered may be withdrawn at any time prior to or at 5:00 p.m. (New York time) on 16 September 2020, as may be extended or otherwise amended by the Companies (such applicable date and time, the "Withdrawal Deadline") but not thereafter (other than in the limited circumstances set out in the Tender Offer Memorandum).

The relevant deadlines set by any intermediary or Clearing System will be earlier than these deadlines. Except in the limited circumstances described in the Tender Offer Memorandum, Notes tendered prior to the Withdrawal Deadline may be withdrawn any time prior to or at the Withdrawal Deadline but following the Withdrawal Deadline, a Tender Instruction will be irrevocable. Tender Instructions must be submitted in respect of a minimum principal amount of Notes of the relevant Series of no less than the Minimum Denomination for such Series, and may be submitted in integral multiples of US\$1,000 or €1,000, as applicable.

The Offers are subject to the satisfaction of certain conditions, as set forth in the Tender Offer Memorandum.

Offer Cap

If the Companies (or one of the Companies, as the case may be) decide to accept any Notes for purchase pursuant to the Offers, they propose to accept for purchase pursuant to the relevant Offer(s) an aggregate principal amount of Notes such that the total amount payable for all Notes accepted for purchase pursuant to the relevant Offer(s) (excluding Accrued Interest) is no greater than the cash amount equal to US\$1,900,000,000 (with any euro amounts being converted into US dollars at the FX Rate at the Pricing Time in accordance with the terms set out in the Tender Offer Memorandum), although the Companies reserve the right (acting together), but are under no obligation, to increase or decrease such amount in respect of the Offers at any time, subject to applicable law (the "Offer Cap"), which, in the event of an increase, could result in the Companies purchasing a greater aggregate principal amount of Notes in the Offers.

Priority of Acceptance and Pro-Ration

Subject to the Offer Cap and the pro-ration arrangements described in the next paragraph, the aggregate principal amount of each Series that is purchased pursuant to the Offers will be determined in accordance with the Acceptance Priority Levels, with Acceptance Priority Level 1 being the highest and Acceptance Priority Level 2 being the lowest. All US Dollar Notes validly tendered pursuant to the relevant Offer, having Acceptance Priority Level 1, will be accepted before any validly tendered Euro Notes, having Acceptance Priority Level 2; however, if the Companies purchase Notes on the Early Settlement Date, all Notes validly tendered prior to or at the Early Tender Deadline will have priority over Notes tendered after the Early Tender Deadline, regardless of the Acceptance Priority Levels of such later tendered Notes. Notes validly tendered and purchased on the same Settlement Date shall be purchased in accordance with the Acceptance Priority Levels.

If the total amount payable (excluding Accrued Interest) for validly tendered Notes with the same Acceptance Priority Level would (together with the total amount payable (excluding Accrued Interest))

for any validly tendered Notes with a higher Acceptance Priority Level, where applicable), if purchased, exceed the Offer Cap, such Notes will be purchased on a pro-rata basis such that total amount payable (excluding Accrued Interest) for all Notes validly tendered in the Offers and accepted for purchase does not exceed the Offer Cap, as further described in the Tender Offer Memorandum. If the purchase of all Notes validly tendered prior to or at the Early Tender Deadline would result in an aggregate amount payable (excluding, for this purpose, Accrued Interest) that would equal or exceed the Offer Cap, then no Notes tendered after the Early Tender Deadline will be purchased pursuant to the Offers regardless of the Acceptance Priority Level of such Notes, unless the Companies increase the Offer Cap (acting together, in their sole discretion).

The Companies have an option to redeem remaining Notes of a Series at par plus any accrued but unpaid interest following the purchase of 80 per cent. of such Series of Notes

The terms and conditions of each Series allow the relevant Company (subject to applicable laws) to redeem the Notes in that Series early (in whole but not in part), at their outstanding principal amount plus any accrued but unpaid interest, if a “Substantial Repurchase Event” occurs, meaning at least 80 per cent. of the aggregate principal amount of the Notes of such Series issued on the “Issue Date” for such Series has been purchased by or on behalf of the relevant issuing Company and certain related parties of the relevant issuing Company. Such redemption will be subject to giving not less than 30 days’ irrevocable notice.

It is the current intention of each Company to acquire the remaining Notes of any Series in accordance with the Series’ terms and conditions if a “Substantial Repurchase Event” is triggered in respect of such Series by the purchase of any Notes pursuant to the relevant Offer(s). However, no Company is under any obligation to make any such acquisition and each Company’s intention to do so may change at any time and for any reason. No assurance can be given that the 80 per cent. threshold described above will or will not be met in respect of any Series of Notes.

Early Consideration, Late Consideration and Accrued Interest

The amount in cash to be paid by the relevant Company for each US\$1,000 or €1,000 (as applicable) in principal amount of each Series validly tendered pursuant to the relevant Offer prior to or at the Early Tender Deadline and accepted for purchase by the relevant Company shall be an amount (rounded to the nearest cent, with US\$0.005 and €0.005 (as applicable) being rounded upwards) that would reflect, as of the Early Settlement Date, a yield to the First Reset Date of such Series equal to the sum of: (i) the Reference Yield for such Series, plus (ii) the Fixed Spread for such Series set out in the above table (in respect of each Series, the “Early Consideration”). The Reference Yield will be determined at the Pricing Time on the Pricing Date with reference to, as applicable, the Reference Security or Reference Interpolated Rate, as shown in the above table.

Specifically, the Early Consideration for each Series will equal (i) the value of all remaining payments of principal and interest on the relevant Series up to and including the applicable First Reset Date (assuming all outstanding Notes of the relevant Series are redeemed at their principal amount on the applicable First Reset Date) discounted to the Early Settlement Date at a discount rate equal to the sum of (x) the applicable Reference Yield plus (y) the applicable Fixed Spread, minus (ii) Accrued Interest. The Early Consideration for each Series, when calculated in the manner set out above, includes the applicable Early Tender Payment listed in the above table.

The amount in cash to be paid by the relevant Company for each US\$1,000 or €1,000 (as applicable) in principal amount of each Series validly tendered pursuant to the relevant Offer after the Early Tender Deadline but prior to or at the Expiration Deadline and accepted for purchase by the relevant Company shall be an amount (rounded to the nearest cent, with US\$0.005 and €0.005 (as applicable) being rounded upwards) equal to the Early Consideration for the relevant Series minus an amount equal to the applicable Early Tender Payment listed in the above table (in respect of each Series, the “Late Consideration”).

The Companies shall also pay Accrued Interest on all Notes validly tendered and accepted for purchase pursuant to the relevant Offer(s).

Summary Timetable

The following table sets out the expected dates and times of the key events relating to each Offer. All references to dates and times are to New York dates and times unless indicated otherwise. The times and dates below are indicative only and subject to change at the discretion of the relevant Company. In particular, the below times and dates are subject to the right of the Companies to extend, re-open, amend, and/or terminate either Offer (subject to applicable law and as provided in the Tender Offer Memorandum).

Holders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from a Holder in order for that Holder to be able to participate in, or (in the limited circumstances in which withdrawal is permitted) withdraw their instruction to participate in, the Offers by the deadlines specified in the Tender Offer Memorandum. The deadlines set by any such intermediary and each Clearing System for the submission and withdrawal of a Tender will be earlier than the relevant deadlines specified in the Tender Offer Memorandum.

Date	Calendar Date and Time
Launch Date	2 September 2020
Early Tender Deadline	5:00 p.m., New York time, on 16 September 2020
Withdrawal Deadline	5:00 p.m., New York time, on 16 September 2020
Early Results Announcement Time	Prior to the Pricing Time on the Pricing Date
Pricing Date and Time	At or around 10.00 a.m., New York time on 17 September 2020, the first Business Day after the Early Tender Deadline
Pricing and Early Acceptance Announcement Time	As soon as practicable after the Pricing Time
Early Settlement Date	Expected to be 21 September 2020, the third Business Day after the Early Tender Deadline
Expiration Deadline	11:59 p.m., New York time, on 30 September 2020

Date	Calendar Date and Time
Final Results Announcement Date	Expected to be 1 October 2020, the first Business Day after the Expiration Deadline, or as soon as reasonably practicable thereafter, provided that the purchase of all Notes validly tendered prior to or at the Early Tender Deadline would not result in an aggregate amount payable (excluding, for this purpose, Accrued Interest) that would equal or exceed the Offer Cap
Final Settlement Date	Expected to be 2 October 2020, the second Business Day after the Expiration Deadline, or as soon as reasonably practicable thereafter

Unless stated otherwise in the Tender Offer Memorandum, all announcements in connection with the Offers will be made in accordance with applicable law: (i) by publication through RNS, (ii) by the delivery of notices to the Clearing Systems for communication to Direct Participants, (iii) on the relevant Reuters Insider Screen, (iv) by the issue of a press release to a Notifying News Service or on the BHP Group website; and/or (v) obtainable from the Tender and Information Agent, the contact details for which are below. Significant delays may be experienced where notices are delivered to the Clearing Systems and Holders are urged to contact the Tender and Information Agent for the relevant announcements during the course of the Offers. In addition, Holders may contact the Lead Dealer Managers for information regarding the Offers using the contact details set out below.

Further Information

Holders may contact the Lead Dealer Managers or the Tender and Information Agent using the contact details below:

LEAD DEALER MANAGERS

Deutsche Bank AG, London Branch

Winchester House
1 Great Winchester Street
London EC2N 2DB
United Kingdom

Telephone (London): +44 (0) 20 7545 8011
Telephone (US Toll Free): +1 (866) 627 0391
Telephone (US): +1 (212) 250 2955
Attention: Liability Management Group

In respect of the Offer for the US Dollar Notes:

J.P. Morgan Securities LLC

383 Madison Avenue
New York, New York 10179
United States of America

Telephone (U.S. Toll-Free): (866) 834-4666
Telephone (U.S. Collect): (212) 834-3424
Attention: Liability Management Group

Merrill Lynch International

2 King Edward Street
London, EC1A 1HQ
United Kingdom

Telephone (London): +44 20 7996 5420
Telephone (U.S. Toll Free): +1 (888) 292 0070
Telephone (U.S.): +1 (980) 387 3907
Attention: Liability Management Group
Email: DG.LM-EMEA@bofa.com

In respect of the Offer for the Euro Notes:

J.P. Morgan Securities plc

25 Bank Street
London E14 5JP
United Kingdom

Telephone: +44 20 7134 2468
Attention: Liability Management
Email: liability_management_EMEA@jpmorgan.com

TENDER AND INFORMATION AGENT

Lucid Issuer Services Limited

Tankerton Works

12 Argyle Walk

London WC1H 8HA

Attention: David Shilson / Owen Morris

Phone: +44 (0)20 7704 0880

Email: bhp@lucid-is.com

Legal notices

This announcement must be read in conjunction with the Tender Offer Memorandum. The Tender Offer Memorandum contains important information which must be read carefully before any decision is made with respect to the Offers described in this announcement. If any Holder is in any doubt about any aspect of the Offers and/or the action it should take, it is recommended to seek its own legal, tax and financial advice from its stockbroker, bank manager, counsel, accountant or other independent adviser. Any Holder whose Notes are held on its behalf by a bank, securities broker or other intermediary must contact such entity if it wishes to offer to tender such Notes pursuant to the Offers. The Dealer Managers are acting exclusively for the Companies and no one else in connection with the arrangements described in this announcement and the Tender Offer Memorandum and will not be responsible to any Holder for providing the protections which would be afforded to customers of the Dealer Managers or for advising any other person in connection with the Offers.

This announcement is for informational purposes only and is neither an offer to purchase nor the solicitation of an offer to sell any of the securities described herein, and neither this announcement nor the Tender Offer Memorandum constitutes an offer or invitation to participate in the Offers in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such offer or invitation or for there to be such participation under applicable laws. The distribution of this announcement and the Tender Offer Memorandum, and the transactions contemplated by the Offers, may be restricted in certain jurisdictions by law. Persons into whose possession the Tender Offer Memorandum comes are required by BHPB Finance Limited, BHPB Finance (USA) Limited, the Parent Companies, the Dealer Managers and the Tender and Information Agent to inform themselves about and to observe any such restrictions. The materials relating to the Offers, including this announcement, do not constitute, and may not be used in connection with, an offer or solicitation in any place where, or from any person to or whom, offers or solicitations are not permitted by law.

None of the Companies, the Parent Companies, the Dealer Managers or the Tender and Information Agent or any of their respective directors, employees or affiliates make any representation or recommendation whatsoever regarding this announcement, the Tender Offer Memorandum or the Offers or whether any Holder should submit Tenders or refrain from doing so, and no one has been authorised by any of them to make any such recommendation. None of the Companies, the Parent Companies, the Dealer Managers or the Tender and Information Agent (or any of their respective directors, officers, employees, agents or affiliates) is providing Holders with any legal, business, tax or other advice in this announcement and/or the Tender Offer Memorandum. Each Holder must make its own decision as to whether to submit Tenders or refrain from doing so and, if it wishes to submit a Tender, the principal amount of Notes to tender.

NEITHER THIS ANNOUNCEMENT NOR THE TENDER OFFER MEMORANDUM HAS BEEN REVIEWED BY ANY STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY IN THE UNITED STATES, THE UNITED KINGDOM OR THE EUROPEAN ECONOMIC AREA, NOR HAS THE U.S. SECURITIES AND EXCHANGE COMMISSION OR ANY SUCH COMMISSION OR AUTHORITY PASSED UPON THE ACCURACY OR ADEQUACY OF THIS ANNOUNCEMENT NOR THE TENDER OFFER MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL AND MAY BE A CRIMINAL OFFENCE.

United Kingdom

The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offers is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of Section 21 of the Financial Services and Markets Act 2000 (as amended). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom, and are only for circulation to persons to whom they can lawfully be circulated outside the United Kingdom or to persons within the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Order”), or within Article 43(2) of the Order, or within Article 49(2)(a) to (d) of the Order, or to other persons to whom it may lawfully be communicated in accordance with the Order (such persons together being the “Relevant Persons”). Each of this announcement and the Tender Offer Memorandum is only available to Relevant Persons and the transaction contemplated therein will be available only to, or engaged in only with, Relevant Persons, and no person other than Relevant Persons should act on or rely on this announcement, the Tender Offer Memorandum or any of its contents.

Australia

No prospectus or other disclosure document (as defined in the *Corporations Act 2001* (Cth) (“Corporations Act”)) in relation to the Offers has been or will be lodged with the Australian Securities and Investments Commission (“ASIC”) or any other regulatory authority in Australia and the Tender Offer Memorandum does not comply with Division 5A of Part 7.9 of the Corporations Act.

No offers or applications will be made or invited for the purchase of any or all Notes in Australia (including an offer or invitation which is received by a person in Australia).

This announcement, the Tender Offer Memorandum and any other offering material or advertisement relating to any or all Notes will not be distributed or published in Australia, unless: (i) such action complies with all applicable laws, directives and regulations (including, without limitation, the licensing requirements set out in Chapter 7 of the Corporations Act); (ii) such action does not require any document to be lodged with ASIC or any other regulatory authority in Australia; and (iii) the offer or invitation is made in circumstances specified in Corporations Regulation 7.9.97.

If you are a resident of Australia, you have been sent the Tender Offer Memorandum on the basis that you are a wholesale client for the purposes of Section 761G of the Corporations Act or otherwise a person to whom disclosure is not required under Part 6D.2 or Chapter 7 of the Corporations Act.

Italy

None of the Offers, this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Offers has been or will be submitted to the clearance procedures of the Commissione Nazionale per le Società e la Borsa (“CONSOB”) pursuant to Italian laws and regulations.

Therefore, the Offers may only be carried out in the Republic of Italy pursuant to an exemption under article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the

“Financial Services Act”) and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Holders of each Series of Notes that are resident and/or located in the Republic of Italy may tender their Notes through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes and the Offers.

France

The Offers are not being made, directly or indirectly, to the public in the Republic of France. This announcement and the Tender Offer Memorandum and any other document or material relating to the Offers have only been and shall only be distributed in France to qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1129. Neither this announcement nor the Tender Offer Memorandum has been nor will be submitted for clearance to nor approved by the Autorité des Marchés Financiers.

General

Neither this announcement, the Tender Offer Memorandum nor any other materials relating to the Offers constitutes an offer to buy or the solicitation of an offer to sell Notes (and Tenders will not be accepted from Holders) in any circumstances in which such offer or solicitation is unlawful. If a jurisdiction requires that the Offers be made by a licensed broker or dealer and any of the Dealer Managers or any of their respective affiliates is a licensed broker or dealer in that jurisdiction, the Offers shall be deemed to be made by such Dealer Manager or affiliate, as the case may be, on behalf of the Companies in that jurisdiction.

Each Holder wishing to submit a Tender will be deemed to give certain agreements, acknowledgements, representations, warranties and undertakings in respect of the jurisdictions referred to above and generally as set out in the Tender Offer Memorandum. Any Tender from a Holder that is unable to make these agreements, acknowledgements, representations, warranties and undertakings will not be accepted. Each of BHPB Finance Limited, BHPB Finance (USA) Limited, the Parent Companies, the Dealer Managers and the Tender and Information Agent reserves the right, in its absolute discretion, to investigate, in relation to any Tender, whether any such representation and warranty given by a Holder is correct and, if such investigation is undertaken and as a result the Companies determine (for any reason) that such representation is not correct, such tender shall not be accepted. None of BHPB Finance Limited, BHPB Finance (USA) Limited, the Parent Companies, the Dealer Managers and the Tender and Information Agent is under any obligation to make such an investigation.

Further information on BHP can be found at: bhp.com

Authorised for lodgement by:
Caroline Cox
Group General Counsel & Company Secretary

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

Tara Dines
Tel: +61 3 9609 2222 Mobile: + 61 499 249 005

Europe, Middle East and Africa

Elisa Morniroli
Tel: +44 20 7802 7611 Mobile: +44 7825 926 646

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 549300C116E0WV835768
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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headquartered in Australia



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