

BHP Billiton Finance Plc

Directors' report and financial statements

Registered number: 6683534

For the year ended 30 June 2021

COMPANY INFORMATION

DIRECTORS

Stewart Forster Cox
Philip Anthony Valvona
Sarah Margaret Costello (Appointed 24 November 2021)
James Douglas Wear (Resigned 4 October 2021)
Deirdre Williams (Resigned 4 October 2021)

REGISTERED NUMBER

6683534

REGISTERED OFFICE

Nova South
160 Victoria Street
London
England
SW1E 5LB
United Kingdom

SECRETARY

Citco Management (UK) Limited

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Directors' report

The Directors present their Directors' Report and financial statements for BHP Billiton Finance Plc ('the Company') for the financial year ended 30 June 2021.

Principal activities and review of business

The Company was incorporated on 28 August 2008 by the Registrar of Companies for England and Wales as a Public Limited Company under the Companies Act 2006.

The principal activity of the Company is to raise funds in the external debt markets. Funds from such issuance are ultimately made available to BHP Group companies. During the year ended 30 June 2021 and 2020, the company did not have any such operations. The Company's activities are not expected to change in the future.

The Company may be exposed to interest, foreign exchange, liquidity and credit risks. The Company may enter into currency and interest rate swaps and interest rate derivatives for the purpose of managing risk exposures for fellow BHP Group Companies ('the Group').

BHP Group's Financial Risk Management Committee (FRMC) has oversight to monitor the Company's financial exposures.

The US dollar is the functional currency of most operations within the BHP Group as well as being the functional currency of the Company and so most currency exposure relates to transactions and balances in currencies other than the US dollar. The Company has potential currency exposures in respect of items denominated in currencies other than its functional currency:

- Transactional exposure in respect of non-functional currency expenditure; and
- Translational exposure in respect of non-functional currency monetary items.

Results and review of activities

The profit for the financial year, after taxation, amounted to US\$ 54 (2020: US\$ 268).

The operating results and state of affairs of the Company are fully set out in the accompanying financial statements and do not in our opinion require any further comment. The nature of the Company's business will remain the same for the foreseeable future.

Proposed dividend

The directors do not recommend the payment of dividends for the year ended 30 June 2021 (2020: US\$ nil).

Directors' report (continued)

Directors

The following persons were directors of the Company at any time during or since the end of the financial year until the date of this report:

Stewart Forster Cox
Philip Anthony Valvona
Sarah Margaret Costello (Appointed 24 November 2021)
James Douglas Wear (Resigned 4 October 2021)
Deirdre Williams (Resigned 4 October 2021)

Employees

The Company had no employees during the year.

Political contributions

The Company made no political or incurred any political expenditure during the year.

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Subsequent events

On 17 August 2021, BHP Group announced its intention to realise simplification and enhanced strategic flexibility benefits through unifying its corporate structure under its existing Australian parent company.

Directors' report (continued)

Going Concern

These financial statements have been prepared on a going concern basis which Directors believe appropriate due to the Company's strong financial position. Management performed a going concern assessment by reviewing the Company's cash flows for the next 12 months from the date of financial statements. Based on the assessment, the directors concluded that its cash and cash equivalents balance is sufficient to meet the Company's liabilities in the ordinary course of business for 12 months from the date of approval of these Financial Statements to 21 December 2022 being the going concern period.

Strategic report

In accordance with section 414B of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013, the Company has taken exemption from preparing a separate strategic report.

This report was approved by the board on 21 December 2021 and signed on its behalf.



Stewart Forster Cox
Director

Nova South
160 Victoria Street
London
SW1E 5LB
United Kingdom
21 December 2021

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Financial Statements for each financial year. Under that law Directors have elected to prepare the Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 '*Reduced Disclosure Framework*'.

Under company law, the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with Financial Reporting Standard 101 '*Reduced Disclosure Framework*';
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the Financial Statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BHP BILLITON FINANCE PLC

Opinion

We have audited the financial statements of BHP Billiton Finance Plc ("the Company") for the year ended 30 June 2021 which comprise the Statement of Profit or Loss, Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and the related notes 1 to 11, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework (United Kingdom Generally Accepted Accounting Practice)".

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 30 June 2021 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of 12 months ending 21 December 2022 from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BHP BILLITON FINANCE PLC
(continued)

Other information (continued)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BHP BILLITON FINANCE PLC
(continued)

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice)), Companies Act 2006, Bribery Act 2010 and relevant tax compliance regulations in the jurisdiction in which the company operates, including the United Kingdom.
- We understood how BHP Billiton Finance Plc is complying with those frameworks by making enquiries of management and observing the oversight of those charged with governance. We corroborated our enquiries through the review of the following documentation:
 - all minutes of board meetings held during the year; and
 - any relevant correspondence with local tax authorities.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by considering the controls that the company established to address risks identified by the entity or that otherwise seek to prevent, deter or detect fraud. We gained an understanding of the entity level controls and policies that the company applies being part of the BHP group.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved testing of journal entries, with a focus on journals indicating large or unusual transactions or meeting our defined risk criteria based on our understanding of the business and enquiries of management and of legal counsel.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BHP BILLITON FINANCE PLC
(continued)

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Ernst & Young LLP

Jacqueline Ann Geary (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London, UK
21 December 2021

BHP Billiton Finance Plc
Statement of Profit or Loss
For the year ended 30 June 2021

	Note	2021 US\$	2020 US\$
		<u> </u>	<u> </u>
Administrative expenses	2	(30)	(272)
Operating loss		(30)	(272)
Finance income	3	84	485
Profit before taxation		54	213
Taxation	5	-	55
Profit for the year		54	268

The accompanying notes on pages 15 to 19 form part of these financial statements for the year ended 30 June 2021.

BHP Billiton Finance Plc
Statement of Comprehensive Income
For the year ended 30 June 2021

	2021	2020
	US\$	US\$
Profit for the year	54	268
Total comprehensive income for the year	54	268

The accompanying notes on pages 15 to 19 form part of these financial statements for the year ended 30 June 2021.

BHP Billiton Finance Plc
Statement of Financial Position
As at 30 June 2021

	Note	2021 US\$	2020 US\$
ASSETS			
Current assets			
Cash and bank balances	6	50,500	50,325
Trade and other receivables		-	121
Total assets		50,500	50,446
NET ASSETS		50,500	50,446
EQUITY			
Share capital	7	91,704	91,704
Accumulated losses	8	(41,204)	(41,258)
Total equity		50,500	50,446

The accompanying notes on pages 15 to 19 form part of these financial statements for the year ended 30 June 2021.

The financial statements were approved by the Board of Directors on 21 December 2021 and signed on its behalf by:



Stewart Forster Cox
Director



Philip Anthony Valvona
Director

Registered number: 6683534

BHP Billiton Finance Plc
Statement of Changes in Equity
For the year ended 30 June 2021

	Share capital US\$	Accumulated losses US\$	Total US\$
Balance at 1 July 2020	91,704	(41,258)	50,446
Total comprehensive income for the year	-	54	54
Balance at 30 June 2021	91,704	(41,204)	50,500

	Share capital US\$	Accumulated losses US\$	Total US\$
Balance at 1 July 2019	91,704	(41,526)	50,178
Total comprehensive income for the year	-	268	268
Balance at 30 June 2020	91,704	(41,258)	50,446

The accompanying notes on pages 15 to 19 form part of these financial statements for the year ended 30 June 2021.

1 Accounting policies

Basis of preparation

BHP Billiton Finance Plc (the "Company") is a company incorporated and domiciled in the UK. This is a for-profit entity.

The financial statements were authorised for issue by the Directors on 21 December 2021.

Statement of compliance

The Financial Statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

First time application of Financial Reporting Standard 101 - Reduced Disclosure Exemptions (FRS 101)

In the current year the Company has adopted FRS 101. In previous years, these Financial Statements were prepared in accordance with IFRSs.

This change in the basis of preparation has not altered the recognition and measurement requirements previously applied in accordance with IFRSs. Consequently the principal accounting policies are unchanged from the prior year. The change in basis of preparation has enabled the Company to take advantage of all the available disclosure exemptions permitted by FRS 101 in these Financial Statements, the most significant of which are summarised below.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these Financial Statements.

Financial Reporting Standard 101 - Reduced Disclosure Exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134 - 136 of IAS 1 Presentation of Financial Statements;
- the requirements of IAS 7 Statement of Cash Flows;
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
- the requirements of paragraph 17 of IAS 24 Related Party Disclosures;
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member;
- the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets;
- IFRS 7 Financial Instruments: Disclosures.

1 Accounting policies (continued)

Basis of measurement

The financial statements are drawn up on the basis of historical cost principles.

All amounts are expressed in US dollars, unless otherwise stated, consistent with the functional currency of the Company's operations. Amounts in this financial report have, unless otherwise indicated, been rounded to the nearest US dollar.

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The principal accounting policies, which have been applied consistently throughout the year, are set out below.

Going concern basis

These financial statements have been prepared on a going concern basis which Directors believe appropriate due to the Company's strong financial position. Management performed a going concern assessment by reviewing the Company's cash flows for the next 12 months from the date of financial statements. Based on the assessment, the directors concluded that its cash and cash equivalents balance is sufficient to meet the Company's liabilities in the ordinary course of business for 12 months from the date of approval of these Financial Statements to 21 December 2022 being the going concern period.

Foreign currency

The Company's functional currency is the US dollar as this is the principal currency of the economic environments in which it operates.

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the statement of profit or loss. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined.

1 Accounting policies (continued)

Cash and bank balances

Cash comprise cash balances.

Share capital

Dividends unpaid at the reporting date sheet are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the Company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

Finance income

Financing income comprise interest receivable on funds invested and net foreign exchange gains. Interest income is recognised in the statement of profit or loss as it accrues, using the effective interest method.

Income tax

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the statement of profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect both accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

BHP Billiton Finance Plc
Notes to the Financial Statements
For the year ended 30 June 2021

2 Administrative expenses

	2021	2020
	US\$	US\$
Bank charges	<u>(30)</u>	<u>(272)</u>
Total Administrative expenses	<u>(30)</u>	<u>(272)</u>

3 Finance income

	2021	2020
	US\$	US\$
Interest income	<u>84</u>	<u>485</u>
Finance income	<u>84</u>	<u>485</u>

4 Auditor's remuneration

	2021	2020
	US\$	US\$
Auditor's remuneration	<u>20,000</u>	<u>20,000</u>
Total auditor's remuneration	<u>20,000</u>	<u>20,000</u>

The auditor's remuneration in respect of the Company's audit was borne by a fellow Group undertaking. There was no other remuneration paid to the auditor in respect of non-audit services rendered to the Company (2020: US\$ Nil) during the year.

The remuneration for statutory audit services relate solely to amounts paid to Ernst and Young LLP.

5 Taxation

	2021	2020
	US\$	US\$
Reconciliation of tax credit		
Profit before taxation	<u>54</u>	<u>213</u>
Tax charge using the UK corporation tax rate of 19% (2020: 19%)	<u>10</u>	<u>40</u>
Effects of:		
Utilisation of losses on which no deferred tax asset is provided	(10)	(40)
Adjustment in respect of prior periods	-	(55)
Total tax credit for the year	<u>-</u>	<u>(55)</u>

United Kingdom taxation

A reduction in the United Kingdom corporation tax rate from 19% to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016 but was reversed prior to it taking effect. The law to maintain the rate at 19% was substantively enacted on 17 March 2020.

The UK Budget 2021 announcements on 3 March 2021 included measures to support economic recovery as a result of the ongoing COVID-19 pandemic. These included an increase to the UK's main corporation tax rate to 25%, which is due to be effective from 1 April 2023. These changes were substantively enacted on 24 May 2021.

The Company is a member of a group for purposes of relief under Part 5 Corporation Tax Act 2010. The Company has tax losses of \$1,853 (2020: \$1,907) on which deferred tax is not recognised as it is not probable that there will be future taxable profits against which the losses may be utilised.

BHP Billiton Finance Plc
Notes to the Financial Statements
For the year ended 30 June 2021

6 Cash and bank balances

	2021	2020
	US\$	US\$
Cash and bank balances	50,500	50,325
Total cash and bank balances	50,500	50,325

7 Share capital

	2021	2020
	US\$	US\$
Share capital		
Balance at the start of the financial year	91,704	91,704
Balance at the end of the financial year	91,704	91,704
	2021	2020
	Shares	Shares
Shares issued		
Ordinary shares of £1.00 each fully paid	50,000	50,000

8 Accumulated losses

	2021	2020
	US\$	US\$
Balance at the beginning of the financial year	(41,258)	(41,526)
Profit attributable to members of BHP Billiton Finance Plc	54	268
Balance at the end of the financial year	(41,204)	(41,258)

9 Contingencies

As at 30 June 2021 the Company had no contingent liabilities (2020: US\$ nil) in respect of bank and contractual performance guarantees and other matters arising in the ordinary course of business entered into.

10 Ultimate parent company and parent company of larger group

The Company is a subsidiary undertaking of BHP Group Plc incorporated in the United Kingdom.

The largest and smallest group in which the results of the Company are consolidated is that headed by BHP Group Plc incorporated in the United Kingdom. The consolidated accounts of this Company are available to the public and may be obtained from Company Secretariat. Copies of the BHP Group Plc consolidated financial statements are available from Nova South, 160 Victoria Street London, SW1E 5LB, United Kingdom. No other group accounts include the results of the Company.

11 Subsequent events

On 17 August 2021, BHP Group announced its intention to realise simplification and enhanced strategic flexibility benefits through unifying its corporate structure under its existing Australian parent company.