

BHP

Nomination and Governance Committee Charter

Approved by the Board of BHP Group Limited to take effect on 1 July 2023

Role

1. The role of the Nomination and Governance Committee (**Committee**) is to support and advise the Board of BHP Group Limited (**BHP**) (**Board**) in relation to governance and nomination matters for BHP and its subsidiaries (the **Group**) as set out in this Charter. The Committee is accountable to the Board for its performance.
2. The Committee acts as an advisory body to the Board and has the authority of the Board as set out in this Charter or as otherwise delegated by the Board.

Governance

3. The Committee oversees the Group's corporate governance framework and practices.
4. The Committee will review and make recommendations to the Board on the Group's significant social, community and sustainability policies including those related to climate change, industry associations and charitable contributions.
5. The Committee will review and recommend to the Board for approval the Group's public sustainability targets and goals.
6. The Committee will review and recommend to the Board for approval the Corporate Governance Statement.
7. The Committee will advise the Board on the Group's compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations and other applicable or relevant international governance requirements and will approve the Group's section 303A Annual Written Affirmation for the purposes of the New York Stock Exchange listing requirements.
8. The Committee will advise the Board periodically with respect to significant developments in the law and practice of corporate governance. The Committee will review at least annually the corporate governance policies of the Board and its Committees. The Committee will make recommendations to the Board on all matters of corporate governance including on proposed changes to existing corporate governance policies, structures or practices.

Nomination

Board and Director succession planning process

9. The Committee will, in a structured manner and taking a multi-year view, regularly assess:
 - the Board skills matrix and the overall skills, experience, diversity, independence and knowledge required to competently discharge the Board's duties, having regard to the strategic direction of the Group and the diversity aspirations of the Board, and report the outcome of that assessment to the Board.
 - the collective skills, experience, diversity independence and knowledge of the non-executive Directors represented on the Board and determine whether the Board, as a whole, has the skills, experience, independence and knowledge required to competently discharge its duties.
10. Having regard to the skills, experience, diversity, independence and knowledge required, the Committee will implement a succession planning process to identify suitable candidates for appointment to the Board.
11. The Committee will make recommendations to the Board on candidates it considers appropriate for appointment, after undertaking appropriate checks.
12. The Committee will make recommendations to the Board on the membership of the Board's Committees.
13. The Committee will review and make recommendations to the Board on the diversity and measurable objectives for achieving diversity in the composition of the Board and, at least annually, will review the progress in achieving those measurable objectives.

BHP**Chair succession planning process**

14. The Committee will oversee and periodically evaluate, and make recommendations to the Board in relation to, the succession planning process for the role of Group Chair.
15. The Group Chair succession planning process is the responsibility of the Board which makes all decisions on Chair succession, including the final decision. The role of the Committee is to support the Board in its decision-making by undertaking tasks or activities, at the request of the Board.

CEO and senior executive succession planning process

16. The Committee will oversee and periodically evaluate, and make recommendations to the Board in relation to, the succession planning process for the role of CEO, recognising that the CEO succession planning process is:
 - an integral part of the Group's overall succession management to build, develop, renew, recruit and promote the Group's leaders; and
 - an ongoing process, not a one-time event.
17. The Committee will review and make recommendations to the Board on the succession planning process for the Executive Leadership Team.

Board and Director performance evaluation

18. The Committee will develop and oversee the performance evaluation process for the Board, the Board Committees and Directors individually.
19. The Committee will review and make recommendations to the Board as to whether the Board should support the nomination or re-nomination of a non-executive Director seeking election or re-election.
20. In making recommendations in accordance with paragraph 18, the Committee will undertake a process of review of the retiring non-executive Director's performance during the period in which the non-executive Director has been a member of the Board, and will conduct that review by whatever means it considers appropriate, including using external advisers and assessment of performance by peers.
21. A Committee member may not participate in the review of his or her own performance.

Director independence

22. The Committee will assess, and make recommendations to the Board in relation to, the independence of non-executive Directors on appointment annually, and whenever any new interests, positions or relationships are disclosed by a Director.

Director time commitment

23. The Committee will regularly review the time required of non-executive Directors and whether they are meeting that requirement, taking account of all aspects of the role including site visits and other non-meeting related aspects.

Director training and development

24. The Committee will oversee, review and make recommendations to the Board on the training and development program for Directors (including induction processes), to ensure that Directors have access to appropriate training and development opportunities.

Committee procedures**Reporting**

25. The Committee will report to the Board following each Committee meeting and must refer matters to other Committees where relevant.

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Membership

26. All Committee members must be independent non-executive Directors, as determined by the Board in accordance with its Policy on the Independence of Directors.
27. The Committee must consist of at least three members.
28. Members will be proposed by the Committee and, if thought fit, approved by the Board. In proposing members for approval by the Board, the Committee will take into account the skills, experience and diversity it would be desirable for the Committee to reflect, and the attributes required of its members. Unless otherwise determined by the Board, it is intended that the Committee will comprise the Group Chair, the Senior Independent Director, and the Chairs of all permanent Board Committees at that time. The Chair of the Committee will be the Group Chair.
29. Where the Group Chair is the Committee Chair, they must not chair the Committee when it is dealing with any matter relating to the Group Chairpersonship.

Advice and resourcing

30. The Committee may appoint and instruct expert advisers who are advisers solely to the Committee. The Committee may meet with external advisers without management being present.
31. The Committee will have sufficient resources as determined by the Committee, to run effectively.
32. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise.
33. The Committee will determine the compensation payable to independent advisers and the Group Company Secretary will assist the Committee in securing the service determined necessary and the cost of such advisers are to be borne by the Group.
34. Each Committee member, with the consent of the Committee Chair (whose consent is must not be unreasonably withheld) and the assistance of the Group Company Secretary, may seek independent professional advice at the expense of the Group on any matter connected with the discharge of his or her responsibilities.
35. The Committee will have unrestricted access to personnel, records and senior management as appropriate.

Meetings

36. The Group Company Secretary, or a designate, is the Secretary of the Committee.
37. The Committee will meet as frequently as required but not less than three times a year.
38. Any Committee member may request the Secretary to call a meeting.
39. Any person may be invited to attend meetings of the Committee, but not necessarily for the full duration of the meeting. All non-executive Directors have a standing invitation to attend with the consent of the Committee Chair.
40. At the discretion of the Committee Chair, separate meetings may also be held with any member of Group management.
41. A quorum will comprise any two Committee members.
42. In the absence of the Committee Chair or appointed delegate, the members will elect one of their number as Committee Chair for that meeting. The Committee Chair does not have a second or casting vote.

Review and planning

43. The Committee will approve its annual plan.
44. The Committee will evaluate its performance each year by reference to this Charter.

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45. The Committee members will participate in a program of induction, training and development.
46. This document will be reviewed by the Board as required and at least annually.