



Risk and Audit Committee Charter

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

Role

1. The role of the Risk and Audit Committee (**Committee**) is to support and advise the Board of BHP Group Limited (**BHP**) (**Board**) in relation to financial reporting, external audit, risk management, internal audit and capital management 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 otherwise delegated by the Board.

Integrity of Financial Statements and Annual Report

Financial statements and other public documents containing significant financial information

3. The Committee will review and recommend to the Board for approval the draft financial statements and other related information. The review process will include management and the external auditor and assess the integrity of the financial statements and whether the draft financial statements reflect the understanding of the Committee members of, and otherwise provide a true and fair view of, the financial position and performance of the Group.
4. The Committee will review the appropriateness of significant accounting policies and practices of the Group, including management's interpretation of accounting standards, significant judgements and treatment of unusual or complex transactions. The Committee will consider and approve any material changes proposed to the Group's accounting interpretations and the Group's materiality and adjustment thresholds.
5. The Committee will review and assess the procedures and internal controls implemented by management in the interests of safeguarding the integrity of the Group's financial statements and other non-audited periodic disclosures, including compliance with applicable accounting standards and legal requirements.
6. The Committee will review drafts of the CEO and CFO declarations which are to be provided to the Board relating to BHP's full year and half year financial statements.

Annual Report and other public disclosures

7. The Committee will review and recommend to the Board for approval the Directors' Report which includes the operating and financial review and the Remuneration Report.
8. The Committee will review and recommend to the Board for approval public financial disclosures regarding sustainability matters (including but not limited to financial information contained in sustainability reports, climate change reports and climate transition action plans).

External audit

Appointment, remuneration and external audit process

9. The Committee will evaluate and recommend to the Board the appointment, reappointment and removal of the external auditor.
10. The Committee will approve the terms of engagement (including the appointment of the Audit Engagement Partners) and remuneration of the external auditor.
11. The Committee will manage the relationship between the Group and the external auditor and oversee the external auditor's work, including discussing with the external auditor any significant issues arising from the audit. The external auditor must report directly to the Committee and is accountable to the Committee.

Performance, independence and integrity of external auditor

12. The Committee will monitor and evaluate the performance of the external auditor and the progress of the audit, which will include obtaining feedback about the conduct of the audit from key employees engaged in the process.

13. The Committee will meet with the external auditor, without members of management being present on a regular basis, and whenever it is deemed appropriate by the Committee Chair.
14. The external auditor may request the Secretary to call a meeting of the Committee.
15. The Committee will review and evaluate the integrity, objectivity and independence of the external auditor.
16. The Committee will make decisions and take actions that are necessary and appropriate where it becomes aware of an actual conflict, the potential for a conflict or the reasonable perception of a conflict between the interests of the external auditor and the interests of the Group or a current or former Director or member of management.
17. The Committee will review and approve the Group's Provision of Audit and Other Services Policy by the External Auditor and approve the provision of non-audit services by the external auditor in accordance with that Policy. The Committee will consider the impact on independence of providing such non-audit services.
18. The Committee will annually receive and review a formal written statement from the external auditor confirming that the external auditor is, in its professional judgment, objective and independent of the Group.
19. The Committee will provide to the Board an advice as to whether the Committee is satisfied that the provision of non-audit services is compatible with the general standard of independence, and an explanation of why those non-audit services do not compromise the auditor's independence, in order for the Board to be in a position to make the statements required by law to be included in the Annual Report.

Risk management and internal control

20. The Committee will oversee and assist the Board in reviewing the emerging and principal risks facing the Group, including financial and non-financial risks that could threaten the Group's business model, future performance, solvency, liquidity or reputation. This includes business risk, financial reporting risk, insurance risk, tax risk, technology security and cyber risk, climate risk, and standards and procedures in respect of reserves, resources, closure and rehabilitation and legal and ethical compliance programs.
21. The Committee will monitor and, at least annually, will review the effectiveness of the Group's systems of risk management and internal control and make a recommendation to the Board on whether they continue to be sound and whether the Group is operating with due regard to the risk appetite set by the Board.
22. The Committee will meet with the head of the Group's internal risk function, without other members of management being present, on a periodic basis and whenever it is deemed appropriate by the Committee Chair. The head of the Group's internal risk function will have direct access to the Committee Chair and the Group Chair, and may request the Secretary to call a meeting of the Committee.
23. The Committee will review and recommend to the Board for approval the statements to be included in the Annual Report concerning the emerging and principal risks facing the Group, the assessment of those risks, how they are being managed, mitigated or reported and the Group's system of internal controls and risk management.
24. The Committee will review the arrangements for, and receive periodic reports on:
 - standards and practices for detecting, reporting and preventing fraud, serious breaches of business conduct, and speak-up procedures and reports;
 - the receipt, retention and treatment of complaints received by the Group regarding accounting, internal accounting controls or auditing matters and other material incidents reported under Group procedures for raising concerns;
 - confidential and/or anonymous submissions of concerns regarding material breaches of Group policies, questionable accounting, possible improprieties in matters of financial reporting or other matters, auditing matters, serious breaches of business conduct or other concerns; and
 - incidents of fraud and misappropriation involving management or other employees.

The Committee will report material findings and concerns from these periodic reports, including breaches of business conduct, and any underlying thematic issues, lessons learned and follow up actions to the Board.

25. The Chief Compliance Officer will have direct access to the Committee Chair and can request the Secretary to call a meeting of the Committee.

Performance, objectivity and leadership of the internal audit function

26. The Committee will approve the appointment and termination of the head of the Group's internal audit function. In the event of the proposed dismissal of the head of the Group's internal audit function, the CEO will present the Committee with a statement of circumstances, and seek the Committee's approval to terminate the appointment and pursue a proposed course of action to appoint a successor.
27. The head of the Group's internal audit function will be accountable to both the Committee and the CEO (or nominee) for the performance of the internal audit function.
28. The Committee will meet with the head of the Group's internal audit function, without other members of management being present, on a periodic basis and whenever it is deemed appropriate by the Committee Chair.
29. The head of the Group's internal audit function will have direct access to the Committee Chair and the Group Chair of the Board and may request the Secretary to call a meeting of the Committee.
30. The Committee will evaluate and approve:
- the annual plans of the internal audit function (**Internal Audit Plan**), following review by the Sustainability Committee in relation to the health safety environment and community components of the Internal Audit Plan; and
 - the internal audit function's Terms of Reference and changes to those Terms of Reference.
 - The Committee will annually evaluate the performance of the internal audit function and the head of the Group's internal audit function, and report the results of its evaluation to the Board.

Capital management and other matters

31. As required from time to time, the Committee will assist the Board in its consideration for approval and on-going oversight of the following matters:
- capital structure and funding; and
 - capital management planning and initiatives.
32. The Committee will:
- at the beginning of each financial year, evaluate information from Human Resources in relation to proposed financial performance measures for the CEO, and other members of the Executive Leadership Team and provide any feedback it sees fit to the People and Remuneration Committee; and
 - at the end of each financial year, evaluate information from Human Resources in relation to financial performance measures and performance outcomes for the CEO and other members of the Executive Leadership Team and provide any feedback it sees fit to the People and Remuneration Committee.
33. The Committee will recommend to the Board for approval or approve (as relevant) in accordance with the delegated authorities:
- the commencement or settlement of litigation, (including tax litigation) and the settlement of revenue authority audits or lodgement of tax litigation appeals;
 - guarantees and indemnities in favour of third parties;
 - marketing strategy, controls and risk limits;

- global directors and officers insurance; and
- the use of, and policy relating to, uncleared swaps, including the periodic review of the Group's related policies.

Committee procedures

Reporting

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

Membership

35. All Committee members must be independent non-executive Directors as determined by the Board in accordance with its Policy on Independence of Directors, and financially literate. At least one member must have recent and relevant accounting or related financial experience and the Committee as a whole must have competence relevant to the sector in which the Group operates.
36. The Committee must consist of at least three members.
37. Members will be proposed by the Nomination and Governance Committee and approved by the Board. The Board will appoint a member of the Committee to be the Committee Chair (who may not be the Group Chair).

Advice and resourcing

38. The Committee may appoint and instruct expert advisers who will be advisers solely to the Committee. The Committee may meet with external advisers without management being present.
39. The Committee will have sufficient resources, as determined by the Committee, to run effectively.
40. 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.
41. 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.
42. Each Committee member, with the consent of the Committee Chair (whose consent 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.
43. The Committee will have unrestricted access to personnel, records, external auditors, and the internal risk and internal audit functions (with or without management present) and senior management as appropriate.

Meetings

44. The Group Company Secretary or a designate is the Secretary of the Committee.
45. The Committee will meet as frequently as required but not less than four times a year. Any Committee member may request the Secretary to call a meeting.
46. Any person may be invited to attend meetings of the Committee, but not necessarily for the full duration of the meeting. A standing invitation will be issued to all non-executive Directors to attend (with the consent of the Committee Chair), the CEO, CFO, head of the Group's internal audit function, head of the Group's internal risk function, Group Financial Controller and engagement partners of External Audit firms.
47. At the discretion of the Committee Chair, separate meetings may also be held with any member of Group management.
48. A quorum will comprise any two Committee members.

49. In the absence of the Committee Chair or appointed delegate, the members will elect one of their number as Chair for that meeting. The Committee Chair does not have a second or casting vote.

Review and planning

50. The Committee will approve its annual plan.

51. The Committee will evaluate its performance each year by reference to this Charter.

52. The Committee members will participate in a program of induction, training and development.

53. This document will be reviewed by the Board as required and at least annually.