

BHP Whistleblower Policy: Legal Protections for Reporters Globally

July 2024

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1. Purpose

- 1.1 BHP's Whistleblower Policy provides protections for certain individuals (referred to in this Policy as **'Eligible Reporters'** or **'you'**) who make a protected disclosure under certain laws in accordance with section 4 below (**'Whistleblower Protection Scheme'**). The policy is designed to comply with the *Australian Corporations Act 2001* (Cth) and *Taxation Administration Act 1953* (Cth) and having regard to other laws globally that protect individuals who make certain disclosures. In this policy, **BHP** means BHP Group Limited and any related body corporate of BHP Group Limited (also referred to as **BHP group companies**).
- 1.2 This Policy sets out generally how disclosures under the Whistleblower Protection Scheme can be made and the protections that are available to Eligible Reporters globally including under these Australian laws. For further information on the application of Australia's whistleblower protection laws and the laws of other countries in particular circumstances, independent legal advice should be sought.

2. Key Principles

- 2.1 BHP encourages you to report any information you have reasonable grounds to suspect concerns misconduct or an improper state of affairs or circumstances (a **'Disclosable Matter'**) and to feel safe to come forward without fear of retaliation. Speaking up helps BHP to identify and address issues and improve how we do business.
- 2.2 When you make a report under this Policy, the information you provide will be dealt with confidentially in accordance with section 5 below.
- 2.3 BHP does not allow any form of detriment, punishment, disciplinary or retaliatory action to be taken against anyone because of a belief or suspicion that they or someone else has, may have, proposes to, or could, bring a Disclosable Matter to our attention, or because a person is conducting, assisting or participating in, an investigation. BHP has no tolerance for retaliation and considers retaliation to be grounds for disciplinary action, up to and including termination of employment. In certain circumstances, retaliation may breach laws not only in Australia (as set out in this Policy) but of other countries. As set out in *Our Code*, BHP is committed to protecting those who speak up regardless of whether this Policy and protections under Australian law are applicable.
- 2.4 BHP expects you to make reports under this Policy honestly and on reasonable grounds.
- 2.5 Nothing in this Policy prevents you from, or requires approval for:
 - a) reporting to an appropriate government authority, law enforcement body or prescribed regulator; or
 - b) seeking legal advice in relation to your rights.

3. Applicability

- 3.1 You can make a report under this Policy regardless of where you are or where the conduct is occurring.
- 3.2 BHP operates in numerous locations globally and certain countries may have whistleblower-related laws that affect the application of this Policy, the availability of legal protections in that country or provide protection against non-retaliation in addition to this Policy.

- 3.3 You may also be able to make legally protected disclosures in relation to BHP under the whistleblower protection laws of countries outside Australia, however these other whistleblower protection laws are not specifically addressed in this Policy.
- 3.4 This Policy must be considered in conjunction with laws of any country in which BHP operates and in which an Eligible Reporter is based. If this Policy and the local laws are inconsistent, the local legal obligations will prevail over this Policy and BHP will provide any additional protections required under local laws whenever those laws apply. For the avoidance of doubt, this Policy does not permit conduct that would be unlawful, or prohibit conduct that would be permissible, under local laws.

4. Requirements for a protected disclosure

Protected disclosures

- 4.1 A protected disclosure for the purposes of Australian law means a disclosure ('**report**') that meets each of the following criteria:
- a) the report is made by an Eligible Reporter listed in section 4.4 below;
 - b) the report is made directly to:
 - i. the **BHP Protected Disclosure Reporting Channel** (see contact details in **Annexure A**);
 - ii. an individual Eligible Recipient listed in sections 4.7 to 4.9 below; or
 - iii. a regulator listed in **Annexure B**; and
 - c) the Eligible Reporter has reasonable grounds to suspect the information concerns a Disclosable Matter in relation to BHP (see further 4.11 to 4.19 below).
- 4.2 A protected disclosure also includes:
- a) a disclosure made by an individual to an Australian legal practitioner they engage for the purpose of obtaining legal advice or legal representation about the operation of the Australian whistleblower laws (whether or not the report ultimately relates to a Disclosable Matter)¹; or
 - b) a disclosure made by an Eligible Reporter as a Public Interest Disclosure or an Emergency Disclosure as described in **Annexure B** below.
- 4.3 If the above criteria are met, legal protections under Australian law will be available to you even if:
- a) the report is made anonymously; or
 - b) the report turns out to be incorrect.

Eligible Reporters

- 4.4 You will be an Eligible Reporter and can make a report under this Policy if you are a current or past:

¹ It is important to understand that BHP lawyers are engaged by, and owe duties to, BHP as their client. If you wish to make a protected disclosure to an Australian legal practitioner for the purpose of obtaining legal advice or representation, you should separately engage a lawyer.

- a) employee of any BHP group company (this includes employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers, graduates);
- b) officer (e.g. a director or secretary) of any BHP group company;
- c) associate of any BHP group company (i.e. usually someone with whom any BHP group company acts in concert);
- d) supplier of any BHP group company whether paid or unpaid (e.g. volunteering), including contingent workforce and any of the supplier's employees (this includes suppliers who are current and former contractors, consultants, service providers and business partners); and
- e) relative, dependant or spouse (or that spouse's dependant) of any individuals identified at (a) to (d) above.

Eligible Recipients

BHP Protected Disclosure Reporting Channel

- 4.5 We encourage all reports to be made via the **BHP Protected Disclosure Reporting Channel**. Reports made to the **BHP Protected Disclosure Reporting Channel** are received by an external third party and then reviewed by our Ethics & Investigations team for the purposes of responding to the matter. Using the **BHP Protected Disclosure Reporting Channel** is the best way for us to ensure your report is dealt with promptly, securely and in accordance with this Policy. While BHP encourages Eligible Reporters to identify themselves, you may make a report on an anonymous basis if you prefer.
- 4.6 Please note that other BHP reporting systems, such as Integrity@BHP and BHP's risk management and safety incident reporting systems, are not Eligible Recipients. Therefore, if you want to make a report under this Policy you must make your report directly to the **BHP Protected Disclosure Reporting Channel** (anonymously if you wish) or to one of the individual Eligible Recipients listed below.

Individual Eligible Recipients designated by BHP

- 4.7 Reports can also be made directly to any of the following people that BHP has also designated as Eligible Recipients:
 - a) our Chief Compliance Officer;
 - b) our Group General Counsel & Company Secretary; and
 - c) if the concern relates to BHP's tax affairs, our Group Tax Officer.

Other individual Eligible Recipients

- 4.8 By virtue of their roles, the following people are also eligible to receive reports:
 - a) officers of any BHP group company (this includes our directors, company secretaries and "senior managers" (as defined in the *Corporations Act 2001* (Cth) which includes our Executive Leadership Team and our Asset Presidents);
 - b) an internal or external auditor of any BHP group company, or a member of an audit team conducting an audit of any BHP group company; or
 - c) an actuary of any BHP group company.

- 4.9 If the report relates to BHP's tax affairs, it may also be reported to the following additional persons:
- a) a registered tax agent or BAS agent (within the meaning of the *Tax Agent Services Act 2009* (Cth)) engaged by BHP; or
 - b) an employee (excluding administrative staff) who has functions or duties that relate to the tax affairs of the BHP group company relevant to the concern.
- 4.10 If you work at BHP, your direct leader, 2-up leader or other leaders are not Eligible Recipients, unless listed above. If you are a direct report to one of the Eligible Recipients listed above and want to make a report under this Policy to them, we encourage you to indicate that you are reporting the concern to them specifically in their capacity as an Eligible Recipient, rather than as your direct leader.

Disclosable Matters

- 4.11 A Disclosable Matter includes any information that you have reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances, in relation to BHP, or in relation to the tax affairs of a BHP group company or an associate of a BHP group company.
- 4.12 This includes (but is not limited to) information about conduct that:
- a) constitutes an offence against, or a contravention of, the *Corporations Act 2001* (Cth) or the *Australian Securities and Investments Commission Act 2001* (Cth);
 - b) constitutes an offence against any other Australian Commonwealth law that is punishable by imprisonment for a period of 12 months or more; or
 - c) represents a danger to the public or the financial system.
- 4.13 Reports that are not about a Disclosable Matter do not qualify for protection under the *Corporations Act 2001* (Cth) or the *Taxation Administration Act 1953* (Cth).
- 4.14 Disclosable Matters may include a breach of any legal or regulatory requirement. However, Disclosable Matters may also include conduct that does not necessarily involve a contravention of any particular law.
- 4.15 Examples of what may constitute a Disclosable Matter include concerns relating to:
- a) a serious or systemic breach of Our Charter or **Our Code of Conduct**;
 - b) fraud, theft, bribery or corruption;
 - c) failure to comply with any legal obligation, including in relation to modern slavery and/or human rights standards, financial regulation (including as to tax affairs), trade sanctions laws, workplace safety, environment, data privacy and competition laws;
 - d) criminal offences or suspected criminal offences;
 - e) failure to comply with any other obligation of BHP as a company listed on the ASX;
 - f) concerns that pose a risk to public safety, or the stability of, or confidence in the financial system;

- g) any retaliation, or threat of retaliation, to anyone because of a belief or suspicion that they or someone else has made, may have made, proposes to make, or could make, a report under this Policy or for conducting, assisting or participating in the investigation of such a report; or
 - h) any deliberate concealment relating to the above.
- 4.16 Personal work-related grievances may not be Disclosable Matters or qualify for protection under this Policy. Your report will concern a personal work-related grievance if the information:
- a) concerns a grievance about any matter in relation to your employment, or former employment, having or tending to have implications for you personally; and
 - b) does not have significant implications for BHP (or another entity) or relate to breaches of specific laws or represent a danger to the public or financial system (see 4.12 above).
- 4.17 Examples of reports regarding personal work-related grievances that may not qualify for protection include:
- a) an interpersonal conflict between you and another employee;
 - b) a decision relating to your engagement, transfer or promotion;
 - c) a decision relating to the terms and conditions of your engagement; or
 - d) a decision to suspend or terminate your engagement, or otherwise discipline you.
- 4.18 A personal work-related grievance may qualify for legal protection if:
- a) it is a 'mixed report', i.e. information about misconduct includes or is accompanied by a personal work-related grievance; or
 - b) it concerns alleged detriment (or a threat of detriment) caused to you or any other person due to a belief or suspicion that you or another person has or may have made (or because you or another person propose to, or could, make) a protected disclosure.
- 4.19 Reports about personal-work related grievances that do not qualify for protection under the Whistleblower Protection Scheme will generally be dealt with under BHP's usual processes for responding to such grievances and not as Disclosable Matters.

5. How BHP responds to reports made under this Policy

- 5.1 Upon receipt of a report made under this Policy, BHP will take appropriate steps to respond, including (where appropriate) by conducting an investigation. This includes:
- a) assessing the report and deciding on the need for an investigation or alternative response;
 - b) for matters to be investigated, appointing an investigator; and
 - c) subject to the confidentiality protections set out at section B.3 in **Annexure B**, maintaining appropriate oversight and governance, including (where appropriate) reporting to the Board's Risk and Audit Committee.

- 5.2 BHP will aim to respond in a reasonable timeframe and to follow the processes and protections set out in **Annexure B**.
- 5.3 BHP will provide fair treatment to employees mentioned in disclosures or to whom disclosures relate. This may include taking steps to maintain confidentiality and, in matters subject to investigation, providing an opportunity for individuals to respond (where appropriate).

Confidentiality

- 5.4 When a report is made or shortly after, BHP will seek your consent to disclose your identity. Regardless of which option you choose the information you provide will be dealt with confidentially. The information you provide will only be shared where necessary for the purposes outlined and measures to protect the confidentiality of your identity will be put in place, as appropriate in the circumstances. Even if you consent to the disclosure of your identity, BHP will take steps to limit the disclosure of your identity as far as possible.
- 5.5 You can select one of two options:
 - a) **Not anonymous** – this means you consent to disclosure of your identity. The information provided will be used where reasonably required to respond to your report, maintain oversight and governance over reported matters, and where otherwise required or permitted by law. Outside of these circumstances, BHP will take all reasonable steps to protect your identity from being disclosed.
 - b) **Anonymous** – this means you do not consent to your identity being disclosed. This may make it more difficult for BHP to respond to the report. Other information provided in the report will be used where reasonably necessary to respond to the report, maintain oversight and governance over reported matters or where otherwise required or permitted by law.
- 5.6 The specific steps BHP takes to protect the confidentiality of your identity may vary between reports. Examples of these steps may include:
 - a) redacting identifying information from reports and investigation materials;
 - b) measures restricting access to confidential information, including to protect the confidentiality of your identity, your report and the investigation/response to your report;
 - c) reminders to personnel in relation to their confidentiality obligations and that breaching these obligations can have serious consequences; and
 - d) provision of training/guidance to relevant personnel.
- 5.7 In some circumstances it may be necessary to disclose information which is likely to lead to your identification in order to investigate a matter, even if you do not consent to this. In doing so, BHP:
 - a) will not disclose your identity;
 - b) will only disclose information which is likely to lead to your identification if doing so is reasonably necessary for the investigation; and
 - c) will take all reasonable steps to reduce the risk of you being identified.

- 5.8 Any alleged confidentiality breaches should be immediately reported to the **BHP Protected Disclosure Reporting Channel** (preferred) or to one of the individual Eligible Recipients (outlined under sections 4.7 to 4.9).
- 5.9 To help BHP protect you and your identity (where this is desired by you), we recommend that you do not share details of the matter, your report, or communications with BHP with others outside of the relevant investigation team. Of course, you have the right to communicate with lawyers, regulators and law enforcement authorities (see section 2 '**Key Principles**' above) and to seek confidential professional support from health care providers at any time.
- 5.10 Note that for legal and regulatory reasons, BHP may need to disclose your identity to lawyers, regulators and or law enforcement authorities, regardless of the level of consent that has been provided.

Detrimental Conduct

- 5.11 BHP will not tolerate any detriment that is inflicted or threatened to be inflicted on you because of a belief or suspicion that you (or someone else) have made a report, may have made a report, propose to, or could, make a report, regardless of whether you have or are intending to do so. This protection also applies to individuals conducting, assisting or participating in, an investigation.
- 5.12 Examples of what may be considered detriment include:
 - a) retaliation, dismissal, suspension, denial of benefits or promotion, demotion, reassignment to a less desirable position or project, or terminating a person's engagement with BHP;
 - b) harassment, threats, exclusion or intimidation;
 - c) discrimination, subjecting a person to current or future bias, or derogatory treatment;
 - d) injury in employment, or harm including psychological harm; or
 - e) damage or threats to property, business, financial position or reputation.
- 5.13 Detriment does not include steps that are reasonable to protect you from detriment or steps to manage unsatisfactory work performance that are in line with BHP's usual processes for managing performance and conduct.
- 5.14 The specific steps BHP takes to protect you from detriment will vary between reports. Examples of these steps may include:
 - a) considering the risk of detriment;
 - b) providing access to support services;
 - c) measures to protect the confidentiality of your identity, your report and the investigation/response to your report;
 - d) reminders to investigation participants that BHP does not tolerate retaliation and that engaging in retaliation can have serious consequences;
 - e) modification of working rosters and assignments;
 - f) the provision of training/guidance to relevant personnel;

g) other management strategies and actions to prevent, mitigate, stop and address the risk of detriment.

5.15 If anyone engages in detrimental conduct against an individual, please immediately contact the **BHP Protected Disclosure Reporting Channel** (preferred) or one of the individual Eligible Recipients (as outlined under sections 4.7 to 4.9 above).

5.16 It is very important that reports of detriment are made immediately, as it will help BHP better protect people to the greatest extent possible. Reports of detrimental conduct will be treated confidentially.

Other support

5.17 For BHP employees and their family members, the **Employee Assistance Program ('EAP')** also provides free, confidential, short term support services by qualified professionals either face to face, over the phone or over the internet.

5.18 Depending on the nature of the concern reported, there may be additional processes available to assist such as advice, support, guidance or dispute resolution.

6. Breach of this Policy

6.1 Any alleged breaches of the confidentiality protection obligations under this Policy should be reported immediately in accordance with section 5.8 and any alleged breaches of the detriment protection obligations under this Policy should be reported immediately in accordance with section 5.15.

6.2 Anyone who breaches the confidentiality protections afforded to you or who engages in detrimental conduct may be subject to serious consequences, including disciplinary action and/or termination of their engagement with BHP, as applicable. They may also be subject to legal consequences in the form of civil and criminal penalties.

7. Administration

Further information

7.1 If you would like further information about matters covered in this Policy, including how to make a report under this Policy, we encourage you to contact the Ethics and Investigations Team.

7.2 This Policy is non-contractual. It does not form part of any contract of employment or service or any contract for services, and it may be amended at any time.

Availability of this Policy

7.3 This Policy is published on BHP's external website.

ANNEXURE A: BHP PROTECTED DISCLOSURE REPORTING CHANNEL CONTACT DETAILS

Contact the **BHP Protected Disclosure Reporting Channel** online via <https://secure.ethicspoint.com/domain/media/en/gui/23435/report.html> or by phone:

Australia and Asia		Americas and Caribbean	
Australia	Free call 1800 423 473	Brazil	Free call 0800 892 3110
Australia (Sexual Assault or Harassment specific)	+61 8 6321 SASH (7274)	Canada	Free call 1 844 297 4027
China	Free call 400 120 4934	Chile	Free call 800 800 660
India	Free call 000 800 610 1130	Colombia	Free call 01 800 915 5860
Japan	Free call 0034 800 40 1212	Ecuador	1. From an outside line dial the direct access number for your location: Ecuador: 1-800-225-528 2. At the English prompt dial: 877 281 5508
Malaysia	Free call 1800 817 565	Mexico	Free call 001 844 763 3254
Malaysia (Sexual Assault or Harassment specific)	+60 3 2037 6666	Peru*	0800 74598
Philippines	Free call 2 854 020 36	Trinidad/To bago*	1 868 224 7195
Philippines (Sexual Assault or Harassment specific)	+63 2 8967 0111	United States	Free call 1 844 801 7783
Singapore	Free call 800 616 7080		
Singapore (Sexual Assault or Harassment specific)	+65 6421 6666		
Africa		Europe	
Algeria*	Collect call (country exit code) 1 503 906 8492		
South Africa	Free call 087 195 1091	Switzerland	Free call 0800 562 876
Guinea*	Direct 00 61 3 9639 1234	United Kingdom	Free call 0800 066 8767

*For the locations where a free call number is not available, a direct number has been provided that will incur minimal charges to connect to Australia. Connection usually takes a minute or two. The call will not incur any further charges once the connection is made.

ANNEXURE B: ADDITIONAL INFORMATION ON AUSTRALIAN LEGAL PROTECTIONS

Australian regulators

- B.1 The reference to regulators in paragraph 4.1(b)(iii) includes the following regulators:
- a) the Australian Securities and Investments Commission (**ASIC**);
 - b) the Australian Prudential Regulation Authority (**APRA**); or
 - c) if the concern relates to BHP's tax affairs, the Commissioner of Taxation.
- B.2 So long as they meet the other requirements described in section 4.1, reports to these regulators will be protected disclosures. As set out in section 3.1, you can make a report under this Policy regardless of where you are or where the conduct is occurring.

Protections for Eligible Reporters

B.3 Under the Whistleblower Protection Scheme the following protections are available in relation to protected disclosures:

	Protection	Consequences
1.	Protection of confidentiality	<p>It is illegal to disclose your identity or any information likely to lead to your identification, except when:</p> <ul style="list-style-type: none"> • you consent; • disclosure is made to ASIC, APRA or a member of the Australian Federal Police, or if the report relates to a tax matter, the Commissioner of Taxation; • disclosure is made to a lawyer in order to obtain legal advice or representation in relation to the operation of the Australian whistleblower laws; or • information (not including your identity) likely to lead to your identification is disclosed because it is reasonably necessary for the purpose of investigating the matter, and all reasonable steps are taken to reduce the risk that you will be identified.
2.	Protection from detriment	<p>It is illegal to engage in, or threaten to engage in, detrimental conduct because you have raised, may have raised, propose to raise or could raise a concern.</p> <p>If you are subject to detrimental conduct, you may be entitled to compensation or another remedy. Compensation may also be available for breach of a duty to prevent a third party engaging in retaliation.</p> <p>Detrimental conduct is discussed further at paragraphs 5.11 to 5.16.</p>
3.	Immunity from some types of liability	<p>You may also be entitled to other legal protections in certain circumstances, including:</p> <ul style="list-style-type: none"> • protection from civil, criminal or administrative legal action for making a report; • protection from contractual or other remedies being sought against you on the basis that you made a report; and • the information you provide may not be admissible in evidence against you in legal proceedings (unless you have provided false information). <p>You will not have immunity for any misconduct you have engaged in that is revealed in a report.</p>

Emergency and Public Interest Disclosures

B.4 In certain circumstances you may also be protected if you report a Disclosable Matter that you consider is in the 'public interest' (a '**Public Interest Disclosure**') or which relates to a substantial and imminent danger to health, safety or the environment ('**Emergency Disclosure**') to a professional journalist or parliamentarian.

B.5 The requirements that must be met in order to receive protection are set out in the table below.

	Public Interest Disclosure	Emergency Disclosure
	You must have made a previous report to ASIC or APRA	
1.	90 days has passed since making the report	(No wait period)
2.	You do not have reasonable grounds to believe that action is being, or has been, taken to address the matters to which the previous disclosure related	(No equivalent requirement)
3.	You have reasonable grounds to believe that making a further disclosure of the information would be in the public interest	You have reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment
4.	You have provided written notification to ASIC/APRA that you intend to make a Public Interest or Emergency Disclosure and you provide enough information to identify the previous disclosure	
5.	You make a disclosure to a member of Commonwealth, State Parliament or the legislature of a Territory, or to a professional journalist	
6.	The information disclosed provides no more detail than necessary to inform the recipient of the misconduct or improper state of affairs or circumstances	The information disclosed provides no more detail than necessary to inform the recipient of the substantial and imminent danger

B.6 It is important for you to understand the above criteria and we recommend that you seek independent legal advice before making a Public Interest Disclosure or Emergency Disclosure.

Investigation processes

B.7 Where reports are investigated:

- a) the investigator may need to contact you for further information for the purposes of the investigation, and may provide updates where appropriate and subject to any legal and confidentiality constraints; and
- b) if a report is made anonymously, the investigator may seek to communicate with you via anonymous channels (where possible). Anonymous communications can be conducted through the **BHP Protected Disclosure Reporting Channel**. BHP will respect an anonymous Eligible Reporter's decision not to share their identity and you can refuse to answer questions that you feel could reveal your identity at any time, including during any follow-up conversations.

B.8 Records of the report and any investigation/response will be securely retained.

B.9 Additional requirements in relation to the conduct of investigations/responses may be imposed by law. BHP acts in accordance with these requirements where applicable.