

# BHP

# BHP Group Limited

## Notice of

## Limited GM

# Attending the Limited GM

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The Limited GM will be held at the Grand Hyatt, 123 Collins St, Melbourne VIC 3000 at 6pm (Melbourne time) on Thursday 20 January 2022.

BHP is committed to health and safety, including the health and safety of our shareholders and our people, and we have been closely monitoring COVID-19 developments. Please do not attend the Limited GM in person if you are feeling unwell. It may not be possible to admit all Limited Shareholders who wish to attend the Limited GM due to any applicable venue capacity or other COVID-19-related restrictions. Please be aware that we will be observing social distancing rules and we will not be offering refreshments at the Limited GM.

Any Limited Shareholders who wish to attend the Limited GM should take heed of government warnings and recommendations and monitor the BHP website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Limited GM.

## **Board recommendation**

The Board considers that the resolutions for Items 1 to 5 are in the best interests of Limited Shareholders as a whole, and recommends that you vote in favour of Items 1 to 5. Purpose of this document.

# Limited GM agenda

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## Thursday 20 January 2022

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5pm (Melbourne time)	Registration opens
6pm (Melbourne time)	Limited GM commences
	Consideration of items of business and questions

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## Notice of Limited GM

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**Notice is given that a general meeting of BHP Group Limited (Limited GM) will be held at the Grand Hyatt, 123 Collins St, Melbourne VIC 3000 on Thursday 20 January 2022, starting at 6pm (Melbourne time) for the purpose of transacting the business set out below.**

Unless indicated otherwise, terms used in this Notice of Limited GM have the same meaning as those defined in Section 13 (Glossary) of the Shareholder Circular dated 8 December 2021 (**Shareholder Circular**).

To participate as a Limited Shareholder you must be a registered Limited Shareholder as at 7pm Melbourne time on Tuesday 18 January 2022.

Guests (i.e. persons other than Limited Shareholders, their proxies, attorneys or corporate representatives, or persons who have been requested by Limited to attend the Limited GM), including Plc Shareholders, can view the Limited GM via a live webcast at <https://web.lumiagm.com/359-037-399>. To view the Limited GM as a guest, please refer to the instructions at [bhp.com/LimitedEGM](http://bhp.com/LimitedEGM). Guests who wish to attend the Limited GM may be admitted at the discretion of Limited and are requested to register by 5pm Melbourne time on Wednesday 19 January 2022, by emailing their details to [BHPEGMattendance@computershare.com.au](mailto:BHPEGMattendance@computershare.com.au). Limited Shareholders will be given priority entry to the meeting room, including if it becomes necessary to restrict attendance in line with any government recommendations and health guidance.

**Questions and comments:** Limited Shareholders will have a reasonable opportunity as a whole to make comments and ask questions on all the items of business set out in this Notice of Limited GM during the Limited GM. Limited Shareholders are requested to restrict themselves to two questions or comments initially, and further questions will be considered if time permits. There may not be sufficient time available to address all of the comments and questions raised. Limited Shareholders may also submit questions in advance of the Limited GM online at [bhp.com/LimitedEGM](http://bhp.com/LimitedEGM) by Thursday 13 January 2022. The Chair will endeavour to address the key themes raised during the Limited GM. Please note that individual responses will not be sent to Limited Shareholders.

# Items of business

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The following business will be transacted at the Limited GM:

- Items 1, 2, 3, and 4 will be proposed as special resolutions.
- Item 5 will be proposed as an ordinary resolution.

**The Board recommends that you vote in favour of all items.**

All items of business at the Limited GM are Unification Resolutions. Each Unification Resolution will only become effective if all Unification Resolutions are approved by the requisite majorities, including the relevant Plc Resolutions being approved at the Plc Meetings.

## Item 1

### Amendments to Limited Constitution

To approve, with effect on and from the Implementation Date, the amendments to the Constitution of BHP Group Limited outlined in the Shareholder Circular, as set out in the Amended Limited Constitution tabled by the Chair of the Limited GM and signed for the purposes of identification.

## Item 2

### Limited Special Voting Share Buy-back

To approve the terms of the Limited Special Voting Share Buy-back Agreement conditional on, and with effect as soon as practicable after, termination of the Sharing Agreement, as set out in the Shareholder Circular.

## Item 3

### DLC Dividend Share Buy-back

To approve the terms of the DLC Dividend Share Buy-back Agreement, conditional on, and with effect as soon as practicable after, termination of the Sharing Agreement, as set out in the Shareholder Circular.

## Item 4

### Plc Special Voting Share Buy-back (Class Rights Action)

To approve the Class Rights Actions that arise in connection with the amendment to Article 35(5) of the Plc Articles of Association, in connection with the Plc Special Voting Share Buy-back, as set out in the Shareholder Circular.

## Item 5

### Change in the status of Plc (Class Rights Action)

To approve the Class Rights Actions in connection with a change in the status of Plc from a public listed company with its primary listing on the London Stock Exchange to a private limited company.

# Explanatory Notes

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**The Explanatory Notes that follow form part of the Notice of Limited GM and provide or refer to important information regarding the Limited Resolutions to be considered at the Limited GM.**

**Your vote is important. By voting, you are involved in the future of BHP.**

## Item 1

In order to undertake Unification, the Limited Constitution will need to be amended to remove concepts which relate to the operation of the DLC Structure (for example those provisions relating to Class Rights Actions and Joint Electorate Actions under the Sharing Agreement and the Special Voting Shares).

It is also proposed that the Limited Constitution be amended to allow for capital reductions by way of in-specie distribution.

If passed, Item 1 would approve, with effect on and from the Implementation Date, these amendments to the Constitution of BHP Group Limited. A copy of the Limited Constitution (showing the proposed amendments referred to in item 1) is available on the BHP website at [bhp.com/LimitedEGM](http://bhp.com/LimitedEGM).

See Sections 8.5.4 and 11.3 of the Shareholder Circular for further details.

## Item 2

Unification would involve termination of the DLC Structure.

A key aspect of the DLC Structure is the voting equivalency between Limited Shares and Plc Shares. Currently, this is facilitated through the Limited Special Voting Share (as well as the Plc Special Voting Share, which is the subject of the resolution in Item 4).

As part of Unification, it is proposed that the Limited Special Voting Share be bought back and cancelled pursuant to the Limited Special Voting Share Buy-back. Item 2 approves the Limited Special Voting Share Buy-back Agreement.

See Section 8.5.3 of the Shareholder Circular for further details.

## Item 3

Under the DLC Structure, Limited and Plc must pay the same cash dividends per share to Limited and Plc shareholders. Currently, this is facilitated through the DLC Dividend Share. In recent years, Limited has made dividend payments to Plc via the DLC Dividend Share to allow Plc to pay matching dividends to its shareholders.

As part of Unification, it is proposed that the DLC Dividend Share be bought back and cancelled pursuant to the DLC Dividend Share Buy-back. Item 3 approves the terms of the DLC Dividend Share Buy-back Agreement.

See Section 8.5.3 of the Shareholder Circular for further details.

## Item 4

As noted above, Unification would involve termination of the DLC Structure.

A key aspect of the DLC Structure is the voting equivalency between Limited Shares and Plc Shares. Currently, this is facilitated through the Plc Special Voting Share (as well as the Limited Special Voting Share, which is the subject of the resolution in Item 2).

As part of Unification, it is proposed that the Plc Special Voting Share be bought back and cancelled pursuant to the Plc Special Voting Share Buy-back. Item 4 approves the Class Rights Action in connection with the Plc Special Voting Share Buy-back.

Under the current Limited Constitution, the cancellation of the Plc Special Voting Share is a Class Rights Action which is a matter that requires approval (in the case of Item 4, by special resolution) by each of Plc Shareholders and Limited Shareholders, voting separately.

See Section 8.5.1 of the Shareholder Circular for further details.

## Item 5

Item 5 approves the Class Rights Action in connection with a change in the status of Plc from a public listed company to a private limited company.

Following the Plc Scheme becoming effective, it is expected that Plc Shares will cease to be listed on the FCA Official List and traded on the London Stock Exchange's Main Market.

Under the Limited Constitution, a change in corporate status of Plc from a public listed company is a Class Rights Action which is a matter that requires approval (in the case of Item 5, by ordinary resolution) by each of Plc Shareholders and Limited Shareholders, voting separately.

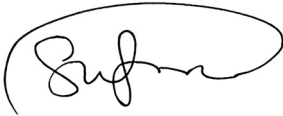
## Explanatory Notes continued

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### Recommendation

The Board recommends you vote in favour of each of the Limited Resolutions.

By order of the Board

A handwritten signature in black ink, appearing to read 'Stefanie', enclosed within a large, hand-drawn oval.

**Stefanie Wilkinson**  
Group Company Secretary



# Voting and participating

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Your vote is important. By voting, you are involved in the future of BHP.

Limited Shareholders can vote by:

- attending the Limited GM and casting their vote in person; or
- appointing an attorney or, in the case of corporate shareholders, a corporate representative to attend the Limited GM and vote; or
- appointing a proxy to attend the Limited GM and vote on their behalf.

## What if COVID restrictions are in place at the time of the Limited GM?

While it is currently anticipated that Limited Shareholders will be able to physically attend the Limited GM, if it becomes appropriate to hold the Limited GM without Limited Shareholders physically present, we will ensure Limited Shareholders can instead participate in the proceedings online. In that event, details of how to participate will be announced on the ASX and on BHP's website at [bhp.com/LimitedEGM](http://bhp.com/LimitedEGM).

However, to ensure that their votes will be counted, all Limited Shareholders are encouraged to lodge a directed proxy and submit any questions they have in advance of the Limited GM (whether or not you plan to attend) in case it becomes necessary or appropriate for Limited to make alternative arrangements for the holding or conduct of the Limited GM.

## How are votes calculated?

Items 1, 2 and 3 require a special resolution of Limited Shareholders only.

Item 4 is a Class Rights Action requiring a special resolution of each of Plc Shareholders and Limited Shareholders, voting separately.

Item 5 is a Class Rights Action requiring an ordinary resolution of each of Plc Shareholders and Limited Shareholders, voting separately.

The Resolutions will be valid resolutions only if all Unification Resolutions are approved by the requisite majorities, including the Plc Resolutions being approved at the Plc Meetings.

All Limited Resolutions will be decided by way of a poll.

## Am I entitled to vote at the Limited GM?

To vote at the Limited GM, you must be a registered holder of Limited Shares as at the Voting Entitlement Time, which is 7pm Melbourne time on Tuesday 18 January 2022. Your voting entitlement will be determined by the number of Limited Shares you hold at that time.

## How do I register my attendance on the day of the Limited GM?

You must register to vote at the Limited GM. The registration desks will be open from 5pm (Melbourne time) and we ask that you arrive at least 30 minutes before proceedings commence to complete registration.

## I have a power of attorney from a shareholder. How can I attend and vote?

Attorneys should submit an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the Limited GM to the Limited Share Registry prior to the Limited GM, unless previously given to the Limited Share Registry.

## I am a representative of a corporate shareholder. How can I attend and vote?

A shareholder that is a corporation may appoint an individual to act as its representative and to vote at the Limited GM in accordance with the Corporations Act. The representative should submit evidence of his or her appointment, including any authority under which it is signed, to the Limited Share Registry prior to the Limited GM, unless previously given to the Limited Share Registry.

## I hold American Depositary Shares (Limited ADSs). Can I attend and vote?

The main contact for Limited ADS Holders who do not hold their investment directly is the registered shareholder, custodian or broker, or whoever administers the investment on their behalf. Limited ADS Holders should deal with that contact in relation to any rights under the agreement to participate in and vote by proxy at the Limited GM.

## I want to vote but I can't attend the Limited GM. What should I do?

If you cannot attend the Limited GM, you can appoint the Chair of the Limited GM or any other person as your proxy to attend and vote on your behalf.

- A Limited Shareholder entitled to attend the Limited GM and cast two or more votes may appoint up to two proxies. A proxy need not be a shareholder and can be an individual or a body corporate. Each proxy will have the right to vote on a poll and to speak at the Limited GM.

## Voting and participating continued

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- A proxy appointment may specify the proportion or number of votes that the proxy may exercise. Where this is not specified and more than one proxy is appointed, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half the votes).
- If a proxy is not directed how to vote on a Unification Resolution, or should any resolution other than those specified in this Notice of Limited GM be proposed at the Limited GM, the proxy may vote or abstain from voting on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on a Unification Resolution, they are directed not to vote on the Limited Shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Limited Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chair of the Limited GM as their proxy to vote on their behalf. If a proxy form is returned with a direction on how to vote but the nominated proxy does not attend the Limited GM, or does not vote on the resolution, the Chair of the Limited GM will act in place of the nominated proxy and vote in accordance with any instructions. It is intended that proxy appointments in favour of the Chair of the Limited GM, the Secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed at Items 1 to 5 in this Notice of Limited GM.
- The proxy form must be signed by the Limited Shareholder or the Limited Shareholder's attorney.
- Proxies appointed by corporations must be executed in accordance with the Corporations Act.
- Proxy forms can be accessed via [bhp.com/LimitedEGM](http://bhp.com/LimitedEGM).

### When do I have to submit my proxy appointment by?

- Proxies must be lodged by 6pm Melbourne time on Tuesday 18 January 2022. Proxies lodged after this time will be invalid.
- Where the appointment of a proxy is signed by the appointor's attorney, a certified copy of the power of attorney, or the power itself, must be received by Limited or the Limited Share Registry at the address specified below or by facsimile, by 6pm Melbourne time on Tuesday 18 January 2022. If facsimile transmission is used, the power of attorney must be certified.
- Amended proxy appointments or instructions must also be received by Limited or the Limited Share Registry by the deadline for receipt of proxies.

### How do I submit my proxy appointment?

You can lodge your proxy using any of the following methods:

- **Electronically** by recording the proxy appointment and voting instructions at [www.investorvote.com.au](http://www.investorvote.com.au). Only registered Limited Shareholders may access this facility and will need the Control Number, their Holder Identification Number (HIN) or Security holder Reference Number (SRN) and postcode for their shareholding (each as shown on the proxy form). SRN/HIN details are also set out on holding statements. **Once you have entered your voting instructions electronically, you will be asked to confirm your voting selections. At this point, you can request an email confirmation of your vote. Once you press 'submit', you will be taken to a screen that confirms your details have been received and processed. If you do not see this confirmation screen, you should contact the Limited Share Registry.**
- **By hand delivery or post to:**  
Limited Share Registry  
Computershare Investor Services Pty Limited  
Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067  
Postal address: GPO Box 782, Melbourne VIC 3001 Australia
- **By fax** to 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia);
- **For Intermediary Online users only** (custodians) at [www.intermediaryonline.com](http://www.intermediaryonline.com).

### When can I find out the results of the Limited GM?

Voting results will be announced to the stock exchanges and made available at [bhp.com](http://bhp.com) as soon as the poll is finalised after the Limited GM.

# How to access information on BHP

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All up-to-date shareholder information is available online at [bhp.com](http://bhp.com).

## Online shareholder services

- check your holding
- register to receive electronic shareholder communications
- update your records (including address and direct credit details)
- access all your securities in one portfolio by setting up a personal account
- vote online

## Latest news

## Reports and presentations

**Company overview** (including *Our Charter*, structure and governance)

## Subscribe to receive news alerts

sent directly to your email address

## How to access information on BHP

BHP produces a range of publications, which are available at [bhp.com](http://bhp.com). You can also elect to receive a paper copy of this Notice of Limited GM, the Shareholder Circular and other materials related to the Unification through the Limited Share Registry.

If you would like further information or would like to change your previous election in relation to electronic or hard copy communications, please contact:

### Limited Share Registry

1300 656 780 (from within Australia)

+61 3 9415 4020 (from elsewhere)

# Shareholder information

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## Share Registrars and Transfer Offices

### Australia

#### Computershare Australia

Computershare Investor Services Pty Limited  
Yarra Falls, 452 Johnston Street  
Abbotsford VIC 3067  
Postal Address – GPO Box 2975  
Melbourne VIC 3001  
Telephone 1300 656 780 (within Australia)  
+61 3 9415 4020 (outside Australia)  
Facsimile +61 3 9473 2460  
Email enquiries: [www.investorcentre.com/bhp](http://www.investorcentre.com/bhp)

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### United Kingdom

#### Computershare UK

Computershare Investor Services PLC  
The Pavilions, Bridgwater Road  
Bristol BS13 8AE  
Postal Address (for general enquiries) –  
The Pavilions, Bridgwater Road  
Bristol BS99 6ZZ  
Telephone +44 (0) 344 472 7001  
Facsimile +44 (0) 370 703 6101  
Email enquiries: [www.investorcentre.co.uk/contactus](http://www.investorcentre.co.uk/contactus)

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### South Africa

#### Computershare South Africa

Computershare Investor Services Proprietary Limited  
Rosebank Towers  
15 Biermann Avenue  
Rosebank, 2196 South Africa  
Postal address – Private Bag X9000,  
Saxonwold, 2132 South Africa Telephone +27 11 373 0033  
Facsimile +27 11 688 5217  
Email enquiries: [webqueries@computershare.co.za](mailto:webqueries@computershare.co.za)  
Holders of shares dematerialised into STRATE should contact their CSDP or stockbroker.

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### New Zealand

#### Computershare New Zealand

Computershare Investor Services Limited  
Level 2/159 Hurstmere Road  
Takapuna Auckland 0622  
Postal address – Private Bag 92119  
Auckland 1142  
Telephone +64 9 488 8777  
Facsimile +64 9 488 8787

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### United States

#### Computershare US

Computershare Trust Company N.A.  
150 Royall Street  
Canton, MA 02021  
Postal Address – PO Box 43078  
Providence, RI 02940-3078  
Telephone +1 888 404 6340 (toll-free within US)  
Facsimile +1 312 601 4331

## Shareholder information continued

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### Citibank

ADR Depository, Transfer Agent and  
Registrar Citibank Shareholder Services  
PO Box 43077  
Providence, RI 02940-3077  
Telephone +1 781 575 4555 (outside of US)  
+1 877 248 4237 (+1-877-CITIADR)  
(toll-free within US) Facsimile +1 201 324 3284  
Email enquiries: [citibank@shareholders-online.com](mailto:citibank@shareholders-online.com)  
Website: [www.citi.com/dr](http://www.citi.com/dr)

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