

NOTICE OF PLC SCHEME MEETING

IN THE HIGH COURT OF JUSTICE

Claim No. CR-2021-001776

**BUSINESS AND PROPERTY COURTS OF ENGLAND AND WALES
COMPANIES COURT (ChD)
INSOLVENCY AND COMPANIES COURT**

DEPUTY INSOLVENCY AND COMPANIES COURT JUDGE GREENWOOD

IN THE MATTER OF BHP GROUP PLC

and

IN THE MATTER OF THE COMPANIES ACT 2006

NOTICE IS HEREBY GIVEN that, by an order dated 8 December 2021 made in the above matters, the Court has given permission for a meeting (the “**Plc Scheme Meeting**”) to be convened of the Scheme Shareholders as at the Voting Entitlement Time (each as defined in the Plc Scheme, as defined below) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed to be made between BHP Group Plc (the “**Company**”) and the Scheme Shareholders (the “**Plc Scheme**”) and that such meeting will be held at 133 Houndsditch, London EC3A 7BX, England on Thursday 20 January 2022 at the later of 10:00am (GMT) or the conclusion or adjournment of the Limited GM (or any adjournment, postponement or reconvention thereof) at which place and time all Scheme Shareholders are eligible to attend in person, by proxy or corporate representative or online through the virtual meeting platform hosted by Lumi AGM UK Limited (the “**Virtual Meeting Platform**”).

A copy of the said Plc Scheme and a copy of the explanatory statement required to be furnished pursuant to section 897 of the Companies Act 2006 are incorporated in the document of which this Notice forms part (the “**Circular**”). Unless the context requires otherwise, any capitalised term used but not defined in this Notice shall have the meaning given to such term in the Circular.

Voting on the resolution to approve the Plc Scheme will be by poll, which shall be conducted as the Chair of the Plc Scheme Meeting and/or the Chairman of the Board may determine.

Your vote is important. By voting, you are involved in the future of BHP. Scheme Shareholders can vote by:

- **attending the Plc Scheme Meeting and voting in person;**
- **appointing a proxy or, in the case of corporate shareholders, a corporate representative to attend and vote on your behalf; or**
- **attending and voting online via the Virtual Meeting Platform.**

Covid-19 restrictions

At the time of writing, UK public health regulations and guidance allow us to hold an in-person meeting, with Scheme Shareholders able to physically attend the Plc Scheme Meeting. However, given that the Limited GM and the Plc Meetings will take place sequentially in both Australia and the UK, Directors based in the northern hemisphere will attend the Plc Scheme Meeting. Australia-

based Directors (including the Chairman (Ken MacKenzie) and the Chief Executive Officer (Mike Henry)) will attend the Limited GM in person but will therefore be unable to attend the Plc Scheme Meeting in person. BHP will put arrangements in place to allow them to contribute to the Plc Scheme Meeting.

The BHP Directors recognise that the Covid-19 situation is constantly evolving, and the UK Government may change current restrictions or implement further measures which affect the holding of shareholder meetings. **As such, whilst Scheme Shareholders will be permitted to attend the Plc Scheme Meeting in person if they are entitled to (subject to any applicable Covid-19 restrictions then in force), Scheme Shareholders are encouraged to lodge a directed proxy (and encouraged to appoint “the Chair of the meeting” as proxy) for the Plc Scheme Meeting.** If any other person is appointed as proxy and Covid-19 restrictions are introduced which affect the holding of the Plc Scheme Meeting, that proxy may not be permitted to attend the Plc Scheme Meeting in person (but will be able to attend, view and listen to the proceedings, ask written questions, raise comments or opinions and/or vote in real time online via the Virtual Meeting Platform, further details of which are set out below and overleaf and in the Virtual Meeting Guide).

We will continue to closely monitor any developments in public health guidance and legislation issued by the UK Government in relation to COVID-19. Should it become necessary or appropriate to revise the current arrangements for the Plc Scheme Meeting, details will be announced to the London Stock Exchange and on SENS in respect of the Johannesburg Stock Exchange and will also be made available at www.bhp.com/unify.

For the purposes of the Plc Scheme Meeting, references to “attend” and “vote” or “attending” or “voting” include online attendance via the Virtual Meeting Platform and voting by proxy or online via the Virtual Meeting Platform.

Attendance at the Plc Scheme Meeting in person

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. Scheme Shareholders will be permitted to attend the Plc Scheme Meeting in person if they are entitled to (subject to any applicable COVID-19 restrictions then in force). Registration will be open from 09:00am (GMT) and we ask that you arrive in good time (at least 30 minutes before the proceedings commence) to allow sufficient time to complete registration, including any COVID-19 procedures in place.

Please do not attend the Plc Scheme Meeting in person if you are feeling unwell. It may not be possible to admit all Scheme Shareholders who wish to attend the Plc Scheme Meeting due to any applicable venue capacity or other COVID-19-related restrictions. Please be aware that we will be observing social distancing measures and we will not be offering refreshments at the Plc Scheme Meeting.

Instructions for participating online via the Virtual Meeting Platform

Scheme Shareholders can also view and participate in the meeting online using the Virtual Meeting Platform on a web browser, PC or PC equivalent or smartphone device. The web browser must be compatible with the latest browser versions of Chrome, Firefox, Edge and Safari. The

Plc Scheme Meeting will be webcast live via the Virtual Meeting Platform and Scheme Shareholders will be able to attend, view and listen to the proceedings, ask written questions, raise comments or opinions and/or vote in real time using the Virtual Meeting Platform. Please access the Virtual Meeting Platform at <https://web.lumiagm.com/>.

Enter the following URL in your browser: <https://web.lumiagm.com/123-885-895>.

The meeting ID for the Plc Scheme Meeting is **123-885-895**.

Your username is your Shareholder Reference Number (“**SRN**”) and PIN. These can be found on your Proxy Form. If you are unable to access your SRN or PIN, please contact Computershare using the details set out in Section 3.4 of the Circular. Please note that calls may be monitored or recorded and Computershare cannot provide advice on the merits of Unification or the Plc Scheme or give any financial, legal or tax advice.

Access to the Plc Scheme Meeting via the Virtual Meeting Platform will be available from 9:00am (GMT) on Thursday 20 January 2022. However, voting will not be enabled until the poll is opened.

Scheme Shareholders will be permitted to ask written questions and raise comments via the Virtual Meeting Platform during the Plc Scheme Meeting. Scheme Shareholders can also use the same function to raise any opinions they may have in relation to the Plc Scheme.

During the Plc Scheme Meeting, you must ensure you are connected to the internet at all times in order to attend, view and participate in the Plc Scheme Meeting as detailed above (including to submit any written questions, raise any comments or opinions and/or vote). Therefore, it is your responsibility to ensure connectivity for the duration of the Plc Scheme Meeting via your wireless or other internet connection. The Virtual Meeting Guide contains further information on accessing and participating in the Plc Scheme Meeting online via the Virtual Meeting Platform, <https://web.lumiagm.com/123-885-895>, and is available on BHP’s website at www.bhp.com/PlcSchemeMeeting.

If you wish to appoint a proxy to attend the Plc Scheme Meeting online on your behalf, please contact Computershare using the details set out in Section 3.4 of the Circular.

If your shares are held by a nominee and you wish to attend, view and participate in the Plc Scheme Meeting online via the Virtual Meeting Platform, you will need to contact your nominee. Duly appointed proxies and corporate representatives should e-mail a scanned copy of their letter of representation and SRN to corporate-representatives@computershare.co.uk no later than 48 hours before the start of the Plc Scheme Meeting in order to obtain a unique username and PIN to use to access the Plc Scheme Meeting via the Virtual Meeting Platform.

Questions and comments

Scheme Shareholders are reminded that they can attend in person and ask questions and/or raise opinions or comments or they can attend, view and listen to proceedings, ask written questions and/or raise any opinions or comments online via the Virtual Meeting Platform (as described in the Virtual Meeting Guide).

Scheme Shareholders attending the Plc Scheme Meeting in person or online via the Virtual Meeting Platform 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 Plc Scheme Meeting during the Plc Scheme Meeting. In order to maintain the proper and orderly conduct of the Plc Scheme Meeting, Scheme Shareholders are kindly 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.

Scheme Shareholders may also submit written questions in advance of the Plc Scheme Meeting online at www.bhp.com/PlcSchemeMeeting by Thursday 13 January 2022. The Chairman of the Board will endeavour to address the key themes raised during the Plc Scheme Meeting. Please note that individual responses will not be sent to Scheme Shareholders.

The Chairman of the Board will endeavour to ensure that relevant matters relating to the formal business of the Plc Scheme Meeting are addressed appropriately in the Plc Scheme Meeting, unless no response is required to be provided under the Companies Act 2006 or the provision of a response would, at the Chairman of the Board's discretion, otherwise be undesirable in the interests of BHP or the properly and orderly conduct of the Plc Scheme Meeting.

Right to appoint a proxy - procedure for appointment

Scheme Shareholders entitled to attend and vote at the Plc Scheme Meeting may vote in person or online via the Virtual Meeting Platform, or they may appoint another person as their proxy to attend and vote in their stead. A proxy need not be a member of the Company. A Scheme Shareholder may appoint more than one proxy in relation to the Plc Scheme Meeting provided that each proxy is appointed to exercise the rights attached to different Scheme Shares.

Voting at the Plc Scheme Meeting will be by poll. Scheme Shareholders are encouraged to submit proxy appointments and instructions for the Plc Scheme Meeting as soon as possible, using any of the methods (by posting the blue Proxy Form, online or electronically through CREST) described below and overleaf.

Completion and return of a Proxy Form, or the appointment of proxies through CREST or otherwise electronically, will not preclude a Scheme Shareholder from attending and voting at the Plc Scheme Meeting (or any adjournment thereof) in person or online via the Virtual Meeting Platform.

Sending blue Proxy Form by post or by hand

A blue Proxy Form for use at the Plc Scheme Meeting is made available with this Notice in accordance with your communication preferences as communicated to the Plc Share Registry. Instructions for its use are set out on the Proxy Form. It is requested that the blue Proxy Form (together with any power of attorney or other authority, if any, under which it is signed, or a duly certified copy thereof, in each case unless previously given to the Plc Share Registry) be returned to the Company's Registrar at the addresses set out overleaf either: (i) by post; or (ii) by hand during normal business hours only.

- Computershare Investor Services PLC:
The Pavilions, Bridgwater Road, Bristol BS99 6ZY, United Kingdom; or
- Computershare Investor Services (Pty) Limited:
Rosebank Towers, 15 Biermann Avenue, Rosebank, 2196 South Africa; or
Private Bag X9000, Saxonwold 2132 South Africa.

Proxy Forms in respect of the Plc Scheme Meeting must be received no later than 10:00am (GMT) on Tuesday 18 January 2022 (or, if the Plc Scheme Meeting is adjourned, no later than 48 hours (excluding non-working days) before the time fixed for the adjourned meeting). However, if not so lodged, blue Proxy Forms (together with any such authority, if applicable) may be delivered by hand to the Registrar or the Chair of the Plc Scheme Meeting before the start of the Plc Scheme Meeting.

Scheme Shareholders on the Plc South African Branch Register holding Scheme Shares in dematerialised form through STRATE

If you hold Scheme Shares in dematerialised form through STRATE and not in your own name, you must not complete or return a Proxy Form as outlined above. Instead, these Scheme Shareholders must provide their voting instructions for the Plc Scheme Meeting directly to their Central Securities Depository Participant (“**CSDP**”) or stockbroker.

Electronic appointment of proxies through CREST

If you hold Scheme Shares in uncertificated form through CREST and wish to appoint a proxy or proxies for the Plc Scheme Meeting through the CREST electronic proxy appointment service, you may do so by following the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear’s specifications and must contain the information required for such instruction as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Computershare UK (CREST Participant ID 3RA50) by 10:00am (GMT) on Tuesday 18 January 2022 (or, if the Plc Scheme Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Plc Scheme Meeting). For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which Computershare is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any appointment,

instruction or change to proxies appointed through CREST should be communicated to the appointee through other means (including as set out in this Notice of Plc Scheme Meeting: for example, if the CREST Proxy Instruction is not received by this time, the blue Proxy Form may be delivered by hand to the Registrar or the Chair of the Plc Scheme Meeting before the start of the Plc Scheme Meeting).

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Online appointment of proxies

The Proxy Form may alternatively be submitted electronically by logging on to the following website: www.eproxyappointment.com, and following the instructions. For an electronic proxy appointment to be valid, it must be received by Computershare no later than 10:00am (GMT) on Tuesday 18 January 2022 (or, in the case of any adjournment, no later than 48 hours (excluding non-working days) prior to the time fixed for the commencement of the rearranged meeting).

Voting Entitlement Time

Entitlement to attend and vote (in person, by proxy or corporate representative or online via the Virtual Meeting Platform) at the Plc Scheme Meeting or any adjournment thereof and the number of votes which may be cast at the Plc Scheme Meeting will be determined by reference to the Plc Share Register at 6:00pm (GMT) on Tuesday 18 January 2022 (or, if the Plc Scheme Meeting is adjourned, 6:00pm (GMT) on the date which is two Business Days before the date fixed for the adjourned meeting). Changes to the register of members after the Voting Entitlement Time shall be disregarded in determining the rights of any person to attend and vote (in person, by proxy or corporate representative or online via the Virtual Meeting Platform) at the Plc Scheme Meeting.

Joint Holders

In the case of Scheme Shareholders holding jointly, the vote of the senior who tenders a vote, whether in person or by proxy or online via the Virtual Meeting Platform, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

Corporate Representatives

A Scheme Shareholder that is a corporation may appoint one or more individuals to act as its representative(s) and to vote on its behalf at the Plc Scheme Meeting (in person or online via the Virtual Meeting Platform), provided that if two or more representatives are appointed they do not do so in relation to the same shares. If two or more corporate representatives purport to vote in respect of the same Scheme Shares: if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way, and in other cases the power is treated as not exercised. Any corporate representative(s) should bring to the Plc Scheme Meeting evidence of their appointment(s), including any authority under which it is signed, even if previously given to the Plc Share Registry.

Plc ADS Holders

The main contact for Plc ADS Holders who do not hold their investment directly is the registered shareholder, custodian or broker, or whoever administers the investment on their behalf. Plc ADS Holders should deal with them in relation to any rights under the agreement with them to be appointed as proxy and to access, follow the business of, attend, participate in and vote at the Plc Scheme Meeting.

By the said order, the Court has appointed Gary Goldberg, or, failing him, any other Director, to act as chair of the Plc Scheme Meeting and has directed the chair to report the result of the meeting to the Court.

The said Plc Scheme will be subject to the subsequent sanction of the Court.

Dated 8 December 2021
SLAUGHTER AND MAY
One Bunhill Row
London EC1Y 8YY
Solicitors for the Company

Notes:

1. The statement of rights of Scheme Shareholders in relation to the appointment of proxies described in this Notice of Plc Scheme Meeting does not apply to nominated persons. Such rights can only be exercised by Scheme Shareholders.
2. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a “**nominated person**”) does not, in that capacity, have a right to appoint a proxy, such right only being exercisable by shareholders of the Company. However, nominated persons may, under an agreement between him/her and the member by whom he/she was nominated have a right to be appointed (or to have someone else appointed) as a proxy for the Plc Scheme Meeting. If a nominated person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the member as to the exercise of voting rights.