

Shareplus 2020

Participant Guide

1 April 2020

shareplus
the all employee share plan

BHP



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Introduction to Shareplus

Share in our success

Shareplus is BHP's all employee share plan which gives you, our employee, the opportunity to share in our success and become a shareholder – essentially an owner - in our Company. The Plan provides an easy opportunity to invest in shares and receive a generous match from BHP.

Shareplus allows you to contribute your own funds that will be used to purchase BHP shares and, subject to certain conditions including continued employment, BHP will give you one share for every purchased share you hold at the end of a specified period (called the Holding Period), effectively doubling the amount of shares purchased. Whatever stage you have reached in your career with BHP and however much you choose to invest (anything between USD200 to the maximum annual limit of USD 5,000), the Plan will complement your existing reward package.

What's in it for BHP?

A share plan that is open to all eligible employees explicitly links individual and collective success and encourages employees to become owners in their Company. We hope that your participation in our Plan will help to drive your performance towards the success of our collective goal – to be the global leader of mining long term assets. Offering such a Plan also enhances our position as an employer of choice, meaning that we will continue to attract and retain the best talent for our organisation. With the best people, we can do the best work – resulting in stronger performance and greater success and rewards.

How does the Plan work?

Once you enroll in Shareplus, you will make after-tax contributions from your salary to Shareplus in each pay period. These contributions are used by the Plan Administrator to buy BHP shares and hold them in trust on your behalf. These are referred to as **Acquired Shares**. Any **Acquired Shares** you still hold in the Plan three years later (e.g. in April 2023) will be matched by BHP on a one for one basis (subject to certain Matching Conditions including continued employment). These additional shares are referred to as **Matched Shares**.

Purchasing Shares

The number of **Acquired Shares** purchased through Shareplus will vary, depending on:

- how much you choose to contribute to Shareplus;
- exchange rates at the time that each of your contributions are converted to relevant exchange currency; and
- the BHP share price on the relevant stock exchange at the time the **Acquired Shares** are purchased.

Holding Period and Matching Conditions

In order to qualify for **Matched Shares** you must meet two conditions within the Holding Period:

- you must still be employed by a BHP Group company (i.e. either BHP Group Limited or BHP Group Plc); and
- you must still be holding all or some of your **Acquired Shares** through the Plan Administrator.

If you meet these conditions, BHP will allocate your **Matched Shares**.

The Holding Period for Shareplus 2020 begins on 1 April 2020 and ends on the first practicable date after **6 April 2023** as determined by BHP. This period will be reduced in the event you leave BHP as detailed in the Q&A section of this guide.

At the end of the Holding Period

Following the allocation of **Matched Shares**, you can choose to hold, sell or transfer your shares.

Hold: Your **Acquired** and **Matched Shares** will continue to be held in your Shareplus account through the Plan Administrator until such time as you choose to either sell or transfer them:

Sell: You can sell your shares via the Plan Administrator or a registered stockbroker, subject to *Our Requirements for Securities Dealing*

Transfer: You can transfer the shares to the relevant share registry under what is called an 'issuer sponsored' shareholding (or similar arrangement depending on the stock exchange).

It is important to note that the value of your **Acquired Shares** and the **Matched Shares** will vary depending on the BHP share price, and the relevant exchange rate if applicable, at the time that you choose to sell your shares and receive a cash payment. Also, if you choose to sell some of your **Acquired Shares** during the Holding Period then this will affect the value and number of **Matched Shares** you receive at the end of the Holding Period as you will not receive any **Matched Shares** for the **Acquired Shares** you have sold.

How can I find out more?

For further information, please refer to the following Q&A section of this Participant Guide.

This guide is a summary only. Shareplus is governed by the rules of the BHP Billiton Group Global Employee Share Plan and the Shareplus 2020 Terms and Conditions. If there is any conflict between this Guide, the Plan Rules, Terms and Conditions or any applicable law, the Rules, Terms and Conditions and applicable law will take precedence.

Enrolling in Shareplus 2020

New Participants

All full time and part time employees of any BHP Group Company (BHP Group Limited or BHP Group Plc), including employees on fixed term contracts, as at 1 March 2020 are eligible to participate in Shareplus.

For eligible employees who are not existing Shareplus participants, there are two ways to enrol:

- Online via BHPBshareplus.com
- Telephone – by contacting:
 - Toll Free - Australia 1 800 260 907 (10am - 4pm AEST)
 - Toll Free - United Kingdom 0800 086 8051 (8:30am - 4:30pm GMT)
 - Toll Free - Singapore 800 852 3046 (10am - 4pm SGT)
 - Toll Free - Chile 1 800 914 119 or 1 230 020 6895 (8am - 2pm CLT)
 - Toll Free – Malaysia 1800 813 733 (8am – 2pm MYT)
 - Toll Free - North America 1 844 776 1597 (6am - 6pm MST)
 - International - 1 403 515 3956 (6am – 6pm MST) and 1 403 515 3909 (after 6pm MST)

All enrolments, whether online or by phone must be received by the Plan Administrator by **midnight on 30 April 2020** (in your location).

Existing Participants

Shareplus 2019 participants will be automatically re-enrolled in Shareplus 2020 and deemed to have accepted the Shareplus 2020 Terms and Conditions. If you would like to amend your 2020 enrolment, including your contribution amount, you can do so via the Shareplus website or the telephone – see above.

All enrolment amendments, whether made online or via the phone, must be received by the Plan Administrator by **midnight on 30 April 2020** (in your location). You should check your payslip to ensure that the updated contributions are being deducted as expected.

Ceasing Participation in 2020

How do I cease participation in Shareplus?

If you are a participant in Shareplus 2019 you will be automatically re-enrolled in Shareplus 2020 and deemed to have accepted the Shareplus 2020 Terms and Conditions unless you advise the Plan Administrator that you no longer wish to participate in Shareplus in 2020. You must advise the Plan Administrator of your choice to cease participation either online or via the telephone by **midnight on 30 April 2020** (in your location).

Where your request to cease participation is received by the Plan Administrator after 30 April 2020 you will still automatically be re-enrolled into Shareplus 2020 and you may or may not have contributions deducted from your salary and shares purchased under Shareplus 2020. Your request to cease participation will be applied as soon as practicable and deductions will cease at this point.

Please note, you are able to cease participation in Shareplus at any time throughout the Plan Year. You will need to still do this via the Plan Administrator, either online or via telephone as per below:

- Online via BHPBshareplus.com
- Telephone – by contacting:
 - Toll Free - Australia 1 800 260 907 (10am - 4pm AEST)
 - Toll Free - United Kingdom 0800 086 8051 (8:30am - 4:30pm GMT)
 - Toll Free - Singapore 800 852 3046 (10am - 4pm SGT)
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 - International - 1 403 515 3956 (6am – 6pm MST) and 1 403 515 3909 (after 6pm MST)

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Eligibility & Participation

Who can participate in Shareplus?

All permanent employees of BHP, either full or part time, as at 1 March 2020 are eligible to participate in Shareplus.

Is there a minimum length of service required to participate in Shareplus?

No, but you need to be an employee as at 1 March 2020 to be eligible to enrol during the April 2020 enrolment period.

What if I join the Group after 1 March 2020?

You will not be eligible to enrol during April 2020 and you will need to wait for the next enrolment period, currently scheduled for April 2020.

I am on a fixed-term contract, can I participate in Shareplus?

Yes, if you are on a fixed-term employment contract and employed directly with BHP. If you leave BHP due to the natural expiration of your contract on or before 5 April 2023, any rights to Matched Shares will be forfeited, however, you will not lose your Acquired Shares. The same treatment applies to permanent employees who resign (described further in the Leaving section of this Q&A), as it is intended that only participants who remain employed with BHP at the end of the Holding Period should be entitled to receive Matched Shares.

Can I participate while I am on temporary leave (e.g. paid parental leave, sick leave, long-service leave)?

You will be able to continue to participate if you are on paid leave. Please refer to the Temporary leave section of this Q&A for further information.

Can I participate while I am on unpaid leave (e.g. unpaid parental leave, sabbatical)?

You must be receiving a salary to make contributions to Shareplus. Your participation in Shareplus will be suspended for any periods when you do not receive a salary. Please refer to the Temporary leave section of this Q&A for further information. If you complete a Cease Contributions Form at any stage in the Plan Year you will not be able to contribute again until the next enrolment period.

Can members of my family take part in, or contribute to, Shareplus?

Family members who are not BHP employees will not be able to participate.

Joining the plan

How do I join?

Eligible employees will be invited to join the plan either via email from the Plan Administrator (for those employees with email addresses) or through their HR contact (for those without email addresses).

How many opportunities per year are there to join?

There is one annual enrolment period which is in the month of April.

When does the Shareplus 2020 Plan Year commence?

The Plan Year commences on 1 June 2020, with deductions of contributions commencing in the first pay period in June 2020.

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Do I have to join the plan each year?

Once you have enrolled in Shareplus, you will be automatically re-enrolled in the following year's plan unless you advise otherwise. You can cease your participation in the Plan, including making contributions, at any time. If you wish to be enrolled at the maximum contribution amount each year you will need to choose this option when you enroll or amend your enrolment each year.

Can I leave the plan during the plan year?

Yes, you can leave the plan and cease your contributions to Shareplus at any time (subject to compliance with *Our Requirements for Securities Dealing* standard) by completing a Cease Contributions online form through Shareworks or by contacting the Plan Administrator directly. Please refer to the Ceasing Contributions section of this Q&A for further information.

Your Acquired Shares will, however, continue to be held in the plan unless you choose to sell or transfer them out of Shareworks.

You should note that if you sell or transfer Acquired Shares during the Holding Period you will forfeit the right to receive Matched Shares in respect of the Acquired Shares.

If you stop making contributions to the plan at any time during the plan year you cannot join the plan again until the next enrolment period (generally annually in April). For example if you cease contributions from Shareplus 2020 in November 2020 you would not be able to re-join Shareplus again until April 2021.

Contributing

Is there a Minimum and Maximum annual limit on the amount I can contribute each year?

Yes, BHP will set a limit for both minimum and maximum amounts each year and advise employees. The minimum contribution amount is USD 200 and the maximum amount is USD 5,000. The maximum and minimum contribution amounts in each payroll currency can be found online at [BHPBshareplus.com](https://www.bhpshareplus.com) and also in this guide under the heading "2020 Minimum and Maximum Annual Contribution Limits".

If you do wish to be enrolled at the maximum amount each year you can choose this option when you enrol either online or via the telephone in April 2020.

Do I make contributions in US dollars?

No, your contributions will be made in your salary currency.

At the beginning of each plan year we convert the USD amounts to each salary currency. These local currency contribution amounts are online at [BHPBshareplus.com](https://www.bhpshareplus.com) and can also be found in this guide under the heading "2020 Minimum and Maximum Annual Contribution Limits".

Can I choose which currency I would like to make my contributions in?

No, your contributions will be in the same currency as your salary. Payroll will advise the Plan Administrator of your relevant currency.

Do I have to make contributions through my pay?

Yes, all contributions will be deducted from your salary, unless you are prohibited by law from such payroll deductions.

What exchange rates are used to convert the amounts?

The exchange rates used to convert the minimum and maximum US dollar amounts into local currency are based on the first business day of February. The Annual Contribution limits are then fixed in each currency for the rest of the plan year.

How do I know the Minimum and Maximum amounts that I can contribute per pay period?

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When enrolling, you will nominate the annual contribution that you wish to make. The maximum and minimum amount in each payroll currency can be found on the web at [BHPBshareplus.com](https://www.bhpshareplus.com) and in this guide under the heading “2020 Minimum and Maximum Annual Contribution Limits”. You also have the option of choosing to be on the maximum amount every year.

Can I change my contributions during a plan year?

You cannot change your contributions during a plan year, although you can cease your contributions to Shareplus at any time (subject to compliance with *Our Requirements for Securities Dealing* standard). Please refer to the Ceasing Contributions Q&A for further information.

What does my payroll do with my contributions?

Your payroll will pay your contributions over to the Plan Administrator after the end of each pay period. The Plan Administrator holds the contributions in each payroll currency before converting to the relevant stock exchange currency prior to the purchase of Acquired Shares. Participants have no entitlement to any interest or benefit earned on the contributions (if any) while held by the Plan Administrator.

I work part time. How are my contributions calculated when I participate in the plan?

Your annual contribution limit will be calculated on the same basis as if you work full-time. However, this also means your contribution amount will not be reduced should you reduce your working hours. If you are planning to reduce your working hours during the 2020 contribution period, you will need to take this into consideration when deciding on your annual contribution limit.

Remember that you can cease your contributions to Shareplus at any time (subject to compliance with *Our Requirements for Securities Dealing* standard). Please refer to the Ceasing Contributions section of this Q&A for further information.

I am on secondment/international relocation/assignment and am being paid from multiple payrolls. Can I choose which payroll to contribute from?

No, contributions will be deducted from your host country payroll in your host country currency, unless special circumstances exist which prevents this (e.g. no host payroll facilities). This provides a simple, consistent and transparent policy for all mobile employees across the globe.

I have relocated and changed my salary currency or frequency or my employing entity (Limited vs Plc). What action do I need to take to change my contribution details?

If you relocate during the year, payroll will advise the Plan Administrator of your move on your behalf. You should check your payslips to ensure contributions continue to be deducted from your pay.

If I relocate and change salary currency, can I choose a new amount to contribute?

No. If you relocate and change your salary currency, your annual contribution rate will simply be applied in your new salary currency (for example, if you were contributing at the maximum in one currency, your contributions will continue at the maximum rate in your new payroll currency).

You can cease your contributions to Shareplus at any time (subject to compliance with *Our Requirements for Securities Dealing*) by completing a Cease Contributions online form through Shareworks or calling the Plan Administrator directly. Please refer to the Ceasing Contributions Q&A for further information.

Can I make contributions whilst on temporary leave (e.g. paid parental leave, sick leave, long-service leave)?

You can continue to participate if you are on paid leave. Please refer to the Temporary leave Q&A for further information.

Can I make contributions whilst on unpaid leave (e.g. unpaid parental leave, sabbatical)?

You must be receiving a salary to make contributions. Your participation will be suspended for any periods when you do not receive a salary. Please refer to the Temporary leave section of this Q&A for further

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information. If you complete a Cease Contributions form when you are on unpaid leave you will not be able to participate in or contribute to Shareplus again until the next enrolment period.

Can I make backdated contributions when I return to work?

No.

I believe there is an error with my contributions, is BHP obligated to fix this?

BHP will look at issues on a case by case basis and is not obligated to fix up any errors. It is the responsibility of all employees to ensure that contributions are being deducted from their pay and that Acquired Share purchases are being completed for them.

Can I salary sacrifice my contributions?

No.

Does BHP operate a loan scheme?

No.

Can I give you the annual maximum contribution in a lump sum?

No.

When do payroll deductions commence?

Deductions for Shareplus 2020 commence from June 2020.

When do payroll deductions end?

The last payroll deduction for Shareplus 2020 will be at the end of May 2021.

What happens to my contributions if I leave BHP or cease making contributions?

If the Plan Administrator has been notified by HR Services/payroll of your departure or withdrawal before the next purchase date, no shares will be purchased on your behalf. Instead, the Plan Administrator will refund you your contributions. Please refer to the Leaving section Q&A for further information.

Ceasing Contributions

How do I stop my contributions to Shareplus?

You can cease your contributions to Shareplus at any time (subject to compliance with *Our Requirements for Securities Dealing* standard) by completing a Cease Contributions form online via Shareworks or by calling the Plan Administrator directly. Your request to stop contributing from Shareplus will be actioned as soon as your completed form is processed (note that this may not be before the next payroll deduction if there is insufficient time allowed).

What happens to any contributions for the current quarter (i.e. that have not been used to buy shares yet)?

If your completed Cease Contributions Form is processed before the next Shareplus purchase is made, then no further shares will be purchased for you and you will receive a refund of your contributions for that quarter. Your contributions will be made available to you to withdraw from your Shareworks account or by contacting the Plan Administrator directly.

What happens to any Acquired Shares purchased in prior quarters?

If you cease contributions during the plan year, any Acquired Shares already purchased during the plan year will remain in the plan, and in trust, for the remainder of the Holding Period unless you choose to sell or transfer them (refer to the Acquired Shares Q&A for further information). The Holding Period on your

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Acquired Shares and any entitlements to Matched Shares for the current year, and for any previous Shareplus plan years, are not affected if you choose to stop making contributions.

If I cease contributions, can I recommence making contributions later in the plan year? What if I change my mind?

Once you choose to cease making contributions, you can only restart making contributions by enrolling in the next Shareplus plan year, in the following April.

Purchasing shares

How are the shares purchased?

Your Acquired Shares are purchased using the contributions that have been deducted from your after-tax salary each pay period. Your payroll will collect your contributions and transfer them to the Plan Administrator after each pay period. You decide how much you want to contribute towards purchasing shares when you enrol. Once you have enrolled, you cannot change your annual contribution amount, although you can cease your contributions to Shareplus at any time (subject to compliance with *Our Requirements for Securities Dealing* standard).

Who purchases the shares?

The Plan Administrator converts the contributions to the relevant exchange currency and purchases the shares (for example, contributions are converted into AUD for shares to be purchased on the ASX).

How often are shares purchased?

Shares are purchased each quarter over the Plan Year - during the last weeks of September, December, March and June each year.

When is the first purchase of shares in respect of each plan year?

In September.

What share price is used to calculate how many shares are purchased?

The share price used to calculate your Acquired Shares is the share price that is paid for the shares on the relevant stock market at the time of purchase.

What happens if there are any contributions left over after each quarterly purchase?

Any remaining contributions (i.e. that were insufficient to buy another whole share) are added to your contributions for the next quarterly purchase.

What happens if there are any contributions left over after all four quarterly purchases?

Any remaining contributions are rolled over to the next plan year. If you cease contributing to Shareplus or leave BHP any residual contributions that have not been used to purchase shares will be refunded to you.

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Acquired Shares

Will I be advised of the number of shares that have been purchased on my behalf?

Yes, you will be advised by the Plan Administrator that the shares have been purchased and you are able to view the number of shares that have been purchased on your behalf via the Shareworks website generally around the middle of the month following each purchase. Participants who have a registered email address on their Shareworks profile will also receive email confirmation of the share price used to purchase the shares as well.

Will the Acquired Shares be in my name?

Acquired Shares are held by the Shareplus Nominee in a nominee account on behalf of all employees.

Will I receive dividends on my Acquired Shares?

Yes. Dividends will be paid to participants holding Acquired Shares or Vested Matched shares. To receive a dividend payment directly you must ensure your bank account details are recorded in your Shareworks portfolio. Please visit BHPBshareplus.com to access your portfolio (and refer to Becoming a Shareholder and receiving Dividends Q&A for further information).

Participants who are located in Australia, the United States or the United Kingdom must have a bank account recorded to receive their dividend directly into their account. If you do not have a bank account in Australia, the United States or the United Kingdom and you are not located in these countries, your dividends will be paid to payroll who will transfer the funds to your bank account. You can receive all of your dividends in one bank account even if they are on different stock exchanges (refer to the Relocating employees Q&A for further information).

By enrolling or re-enrolling in Shareplus 2020 you are deemed to have accepted the terms and conditions which allow BHP to provide your bank account details held with payroll to the Plan Administrator for the purposes of making dividend and other payments under the plan.

How long do I have to hold my Acquired Shares in order to receive my Matched Shares?

Acquired Shares purchased in Shareplus 2020 need to be held until the end of the Holding Period (3 years) to qualify for Matched Shares (see the Holding Period Q&A). You will receive your Matched Shares at the end of the Holding Period which, for Shareplus 2020, will be the first non-Prohibited Period date after 6 April 2022. The Holding Period will be reduced for leavers (see Leaving section Q&A).

Can I transfer my Acquired Shares to a member of my family or a trust?

Under the share plan, Acquired Shares are held by the Shareplus Nominee on your behalf. You can instruct the Plan Administrator to transfer some or all of the Acquired Shares into your name, to a family member or trust during the Holding Period, but you will lose the right to receive the Matched Shares relating to the Acquired Shares you sell or transfer. This applies equally if you sell your Acquired Shares during the Holding Period.

Can I sell or transfer my Acquired Shares at any time?

Yes, however, when dealing with any shares you must ensure that you comply with *Our Requirements for Securities Dealing* standard which can be downloaded from the BHP Digital Workspace. You should note that if you sell or transfer Acquired Shares during the Holding Period you will forfeit the right to receive Matched Shares in respect of the Acquired Shares you sell or transfer.

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How do I sell or transfer my Acquired Shares?

Participants can sell or transfer their Acquired Shares using the Plan Administrator's online sale facility in Shareworks or via the phone (subject to compliance with *Our Requirements for Securities Dealing* standard).

Online:

- login to your Shareplus online portfolio via Shareworks (visit BHPBshareplus.com);
- click on the 'Share Purchase and Holdings' tab
- select 'Manage Transactions' from the 'Transactions' menu to view the Current Value of your shares, including the number of shares available to sell or transfer
- Select the 'Transact' link and enter the required information to sell or transfer your shares.

If you do not have access to a computer you can also sell or transfer your shares by calling the Plan Administrator:

- Toll Free - Australia 1 800 260 907 (10am - 4pm AEST)
- Toll Free - United Kingdom 0800 086 8051 (8:30am - 4:30pm GMT)
- Toll Free - Singapore 800 852 3046 (10am - 4pm SGT)
- Toll Free - Chile 1 800 914 119 or 1 230 020 6895 (8am - 2pm CLT)
- Toll Free - Malaysia 1800 813 733 (8am – 2pm MYT)
- Toll Free - North America 1 844 776 1597 (6am - 6pm MST)
- International - 1 403 515 3956 (6am – 6pm MST) and 1 403 515 3909 (after 6pm MST)

Holding Period

When does the Holding Period end?

The Holding Period is approximately three years from the start of the Plan Year. For Shareplus 2020 the Holding Period will end on the first non-Prohibited Period date after 6 April 2023. The Holding Period will be reduced for leavers.

Can I sell or transfer my Acquired Shares during the Holding Period?

Yes, participants are able to sell or transfer their Acquired Shares as described in the previous section of this Q&A.

Please note that if you sell or transfer Acquired Shares during the Holding Period you will lose the right to receive Matched Shares in respect of the Acquired Shares you sell or transfer.

Will I be able to receive Matched Shares if I leave BHP during the Holding Period?

Your eligibility to receive Matched Shares will depend on your reason for leaving, as set out in the Leaving Q&A.

Can I still participate in the plan if I leave during a Holding Period?

No, you must still be an employee to participate in Shareplus.

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What happens at the end of the Holding Period?

At the end of the Holding Period, you will be given a Matched Share for each Acquired Share you hold.

What happens if I no longer hold any Acquired Shares at the end of the Holding Period?

You will not be entitled to receive any Matched Shares.

Matched Shares

How many Matched Shares will I have the right to receive?

You will receive one Matched Share for every Acquired Share you hold at the end of the Holding Period.

If I sell my Acquired Shares will I still receive Matched Shares?

No, if you sell all or a proportion of your Acquired Shares before the end of the Holding Period, you will lose the right to receive the related Matched Shares.

For example: if you have 100 Acquired Shares and sell 20 of these before the end of the Holding Period, then BHP will only match one for one on the remaining 80 Acquired Shares.

When are the Matched Shares awarded?

The Matched Shares are allocated as soon as practicable after the end of the Holding Period. For Shareplus 2020, this will occur on the first non-Prohibited Period date after 6 April 2023. The Holding Period for Acquired Shares will be reduced for Leavers as described in the Leaving Q&A.

Do I have to hold my Matched Shares for a period of time after they have been awarded to me?

No, there is no Holding Period which applies to the Matched Shares and if you wish to do so you can sell your Matched Shares immediately after they have been awarded to you. However, when dealing with any shares, you must ensure that you comply with *Our Requirements for Securities Dealing* standard which can be downloaded from the BHP Digital Workspace.

What happens to my Matched Shares if I don't re-enrol in Shareplus?

If you have participated in Shareplus in the previous year but do not wish to re-enrol in April 2020, this will not affect your existing entitlements to Matched Shares under those previous Shareplus plan years. Your Matched Shares under those previous plan years will be allocated according to the rules of those previous plan years, whether or not you choose to make contributions to Shareplus 2020.

Will I be taxed on my Matched Shares?

The allocation of the Matched Shares may trigger a tax and/or social security liability in some countries. In countries where BHP has a mandatory requirement to withhold tax on the value of the Matched Shares that have been allocated, the terms and conditions of Shareplus allow the Plan Administrator to withhold a sufficient number of Matched Shares to cover your tax liability (through a reduction in the number of Matched

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Shares that would otherwise have been allocated to you). The balance of your Matched Shares will then be available to you to hold, sell or transfer as you choose.

BHP or the Plan Administrator will decide at the relevant time whether Matched Shares will be withheld in order to cover your tax liability. The tax amount withheld will be transferred to your relevant payroll for onward payment to the country tax authorities. In countries where no withholding tax applies, participants will generally need to declare the value of their Matched Shares as income in their tax return. For more information please refer to the tax information for your country which is available online via BHPBShareplus.com.

Plans and stock exchanges

Can I choose to participate in either the Limited or Plc Shareplus plan?

No. Employees who are employed by BHP Group Limited or one of its subsidiary companies participate in the Limited plan. Employees who are employed by BHP Group Plc or one of its subsidiary companies participate in the Plc plan.

What is the reason for the two plans?

We require two plans because of our dual listing company structure. Your shares need to be issued in your employing company's ultimate parent entity (either BHP Group Ltd or BHP Group Plc) otherwise there are likely to be adverse tax and securities law consequences for you (and in some cases for BHP).

Where can I find details of my employing company?

Your employing company with the BHP Group is shown in your offer letter or contract of employment. Your HR Manager or HR Business Partner should also have this information.

How will I know if my company is a Limited subsidiary or a Plc subsidiary?

A list of companies and the associated Limited or Plc Plan information can be found in the BHP Group List of Companies table on the Shareplus website, BHPBshareplus.com

I am on a relocation/secondment/international assignment. How will this affect the stock exchange on which my shares will be purchased?

The relevant company is your ultimate employing company (the ultimate parent entity, being either the BHP Group Limited or Plc entity). Your employing entity will not necessarily change if you relocate.

For example:

Your employing company is BHP Billiton Petroleum (Americas) Inc (which is a Limited company) and you have been relocated to BHP Billiton International Services in the UK (which is a Plc company):

- If your employer has not actually changed to BHP Billiton International Services, then the relevant plan for your share awards (including Shareplus) is still Limited for the duration of your assignment.
- If your relocation involved a change of employer to BHP Billiton International Services, then your relevant plan would change to Plc at that time.

Please refer to the Relocating employees Q&A for further information and more relocation examples.

On which stock exchange will my shares be purchased?

The stock or securities exchange on which your shares will be purchased will depend on your employing company (Limited or Plc) and the country in which you are located. Securities purchased on the NYSE will be

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in the form of American Depositary Receipts (ADRs) each of which represents 2 ordinary fully paid shares in BHP Group Limited.

Plan	Your Location	Stock/Securities Exchange
Limited	Any other country other than USA, Mexico or Trinidad and Tobago	Australia (ASX)
Limited	USA, Mexico or Trinidad and Tobago (ADRs)	New York (NYSE)
Plc	In any country	London (LSE)

What do I do if I believe that my shares have been purchased under the wrong plan/company or on the wrong stock exchange?

BHP will determine your employing entity and the related stock exchange to purchase your shares on based on our records. Your relevant entity and stock exchange will be specified in your enrolment or re-enrolment confirmation communication following the enrolment period. If you believe that you have been enrolled in an incorrect plan (Limited or Plc), please send an email immediately to BHPBshareplus@solium.com for further advice. Please note, if shares are purchased on the wrong exchange, BHP is unable to reverse this.

Relocating employees

I am relocating. Is there anything I need to do in relation to my Shareplus participation?

If you relocate during the year, payroll will advise the Plan Administrator of your move on your behalf. You should check your payslips to ensure contributions continue to be deducted from your pay.

I have relocated, and contributions have not been deducted from my salary. Can I make backdated payments?

No, it is not possible to make backdated or additional payments to cover the months you have missed. Please contact your HR Manager or HR Business Partner immediately if you are no longer contributing.

As a result of my relocation I am now working for a different BHP company. Will this change the plan (Limited vs Plc) that I participate in?

The relevant company is your employing company (the ultimate parent entity, being either the BHP Group Limited or Plc entity). Your employing entity will not necessarily change if you relocate.

For example:

Your employing company is BHP Billiton Petroleum (Americas) Inc (which is a Limited company) and you have been relocated to BHP Billiton International Services in the UK (which is a Plc company):

- If your employer has not actually changed to BHP Billiton International Services, then the relevant plan for your share awards (including Shareplus) is still Limited for the duration of your assignment.
- If your relocation involved a change of employer to BHP Billiton International Services, then your relevant plan would change to Plc at that time.

International Relocations

Following my relocation, my salary currency has changed. What do I do about my contributions?

Your nominated annual contribution amount will be applied in your new payroll currency - for example, if you were contributing at the maximum in your previous currency, your contributions will continue at the maximum rate in your new payroll currency. You cannot restate your contribution rate when you change payroll

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currency - but you can cease contributions if you do not want your contributions to continue at the same rate in your new currency.

I am on secondment/international relocation/assignment and am being paid from multiple payrolls. Can I choose which payroll to contribute from?

No, contributions will be deducted from your host country payroll in your host country currency, unless special circumstances exist which prevents this (e.g. no host payroll facilities). This provides simple, consistent and transparent treatment for all internationally mobile employees.

I have undertaken a secondment/international relocation/assignment. How will this affect the stock exchange on which my shares will be purchased?

It depends on whether you have changed employer (Limited or Plc) and what country you have moved from and to. Your details will be updated with the Plan Administrator with assistance from BHP's Global Mobility team and relevant HR /payroll. You will subsequently be advised of any relevant changes. Please also refer to the below information on changing employer, and to the Plans and stock exchanges Q&A. For example:

1. I am employed by a Limited company and I am leaving Australia. My employer is not changing. Will my shares still be purchased on the Australian Securities Exchange (ASX)?
 - If you are moving to the United States, any contributions after you move will be used to purchase Acquired Shares on the New York Stock Exchange (NYSE).
 - If you are moving to any other country e.g. Chile, Singapore, UK, etc then your shares will continue be purchased on the ASX.
2. I was employed in Australia by a Limited company and I am moving to the UK. Will I start to receive shares purchased on the London Stock Exchange (LSE) instead?
 - If your employer is not changing as a result of your relocation, i.e. will still be employed by a Limited company, your Acquired shares will continue to be purchased on the ASX.
 - If you change employer to a Plc company, then any contributions after you move will be used to purchase Acquired shares on the LSE.

What happens if I end up with shares on a number of different stock exchanges because I have moved locations and employing companies?

All of your shares on each of the different exchanges will be held in one Shareplus account on Shareworks (the Plan Administrator's website). You will be able to see your shares and sell them through Shareworks. Please note, as BHP covers the costs and brokerage for shares sold through the Plan, you will not have higher costs than other participants. The proceeds of sale can be remitted to your bank account in a common currency. You can also provide bank account details for all of your holdings on your account, and thereby receive the dividends on all of your shares in a common currency and location.

Temporary leave

Can I make contributions while I am on temporary paid leave (e.g. paid parental leave, sick leave, long-service leave)?

You can continue to participate in Shareplus while you are on temporary paid leave and your contributions will continue for the periods you are receiving salary during that time. If your salary stops during the time you are on paid leave, then your contributions will also stop. Any shares that you have acquired through Shareplus will be held in the Plan while you are on leave and the Holding Period and eligibility to receive any applicable Matched Shares will remain unchanged.

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Can I make contributions while I am on unpaid leave (e.g. unpaid parental leave, sabbatical)?

No, you must be receiving a salary to make contributions to Shareplus. Your participation in the Plan will be suspended for any periods when you do not receive a salary. Acquired Shares will still be purchased at the end of the quarter with the contributions that you have made, and your Acquired and Matched Shares will remain in the Shareplus Nominee account (unless you choose to sell or transfer them). The Holding Period and eligibility to receive any applicable Matching Shares will remain unchanged.

Can I make advance or backdated contributions to cover my period of unpaid leave?

No, you cannot make advance or backdated contributions into the Plan.

If I am on temporary or unpaid leave during the Holding Period will my Matched Shares be reduced?

No, you will still be eligible to receive a one-for-one share match for each Acquired Share you have at the end of the Holding Period.

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Leaving BHP

I am leaving BHP. Will I still be able to participate in the Plan when I leave?

No. You will not be able to continue to participate in Shareplus when you leave BHP, and will cease to be a participant of any existing plans.

What happens to my contributions if I leave BHP, or cease making contributions?

If the Plan Administrator has been notified by your HR/payroll of your departure or withdrawal from the Plan before the next purchase date, no shares will be purchased on your behalf. Your contributions that have not been used to purchase shares will be available in Shareworks for you to withdraw.

If I leave before the end of the Holding Period do I lose my right to receive Matched Shares?

Your eligibility to receive Matched Shares depends on your reason for leaving. The table below sets out the different leaving circumstances and the treatment of shares. Any applicable Matched Shares will be awarded as soon as practicable after you leave BHP. In any other leaving situation the treatment of Matched Shares is at BHP's discretion.

Reason	Treatment of Matched Shares or Matched Units
Resignation / Termination / Dismissal Natural end of fixed term contract within the Holding Period	No entitlement to any Matched Shares
Death / Disability / Serious injury / Illness Redundancy / Retrenchment / Retirement * Business sale	Entitlement to 100% Matched Shares

**Includes fixed term contracts ended early by BHP*

Deceased Estates

In the event a participant dies during the Holding Period, BHP will allocate any applicable Matched Shares as soon as practicable and the Company will make a cash payment into the participant's payroll bank account in lieu of any Acquired Shares or Matched Shares received. BHP will sell both the Acquired Shares and Matched Shares to assist with the funding of the cash payment. The value of the cash payment will be the value of the participant's Acquired Shares, Matched Shares and conditional rights to receive Matched Shares (that the participant becomes entitled to on cessation of their employment) using the price of BHP shares on the date of death or price achieved from the sale of the underlying Acquired Shares and Matched Shares, whichever is greater, less any taxes required to be withheld on sale or through payroll.

What happens to my shares when I leave? What are my obligations?

Your HR/payroll will formally notify the Plan Administrator each month of participants who have ceased employment including the reason for departure.. To ensure that you continue to receive all future communications about your Shareplus entitlements and any residual contribution balances, it is your responsibility to update the Plan Administrator with your personal contact (email address) and banking details online in your Shareworks account (accessible via BHPBshareplus.com).

On leaving BHP, your shares will remain in the Plan for a period of six months and you will receive a notification from Shareworks outlining leaver information for your Acquired Shares and any Matched Shares. During this six month period you can access your shares to either sell them using the online sale facility, or you can transfer them to your own issuer sponsored shareholder account. If you take no action, at the end of

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the six month period your shares will be automatically transferred out of Shareworks to an ordinary shareholder account in your name (or similar arrangement depending on the stock exchange) on the relevant stock exchange share registry.

I am resigning from BHP. Do I lose my Acquired Shares and will I lose my right to receive Matched Shares?

You do not lose your Acquired Shares. However, you will lose your right to receive Matched Shares when you leave.

I am retiring from BHP. What happens to my Acquired Shares and will I receive Matched Shares?

You do not lose your Acquired Shares and you will be entitled to receive any applicable Matched Shares when you retire. Please note, if you are entitled to receive an allocation of Matched Shares when departing BHP, this may trigger a mandatory tax withholding or social security liability in your location/country. If this occurs, the Plan Administrator will be authorized to withhold or sell a sufficient number of Matched Shares to cover your taxes and transfer the remaining balance of shares to your Shareworks account. Refer to the Matched Shares Q&A for further information.

Being a Shareholder and receiving Dividends

What are dividends?

A dividend is the distribution of part of a company's net profit, made to shareholders as a reward for investing in the company. Shareholders need to be recorded as owning shares at a date set by the company (the Record Date) in order to receive dividends.

When are dividends paid?

BHP currently pays dividends twice a year, with Record Dates in March and September.

How are dividends paid?

To receive a dividend payment directly you must ensure your bank account details are recorded in your Shareworks portfolio. Please visit [BHPshareplus.com](https://www.bhp.com/investor-centre/shareholder-information/dividends) to access your portfolio.

Participants who are located in Australia, the United States or the United Kingdom will receive dividends directly into their bank account and must have their bank account details recorded in Shareworks. If you are not located in these countries or do not have a bank account in either Australia, the United States or the United Kingdom, your dividends will be paid to you via your payroll. Please note, you can also receive all of your dividends in one bank account even if they are on different stock exchanges (refer to the Relocating employees Q&A for further information).

Does BHP offer a Dividend Reinvestment Plan?

BHP offers a Dividend Reinvestment Program (DRP) for Shareplus participants located in Australia and the UK. Due to the terms and conditions of the DRP, Shareplus participants in other countries, as well as employees with Vested Share Accounts, are ineligible to participate in DRP and will continue to receive a cash dividend. Relevant DRP documentation for both Limited and Plc plans can be accessed on the BHP website at <https://www.bhp.com/investor-centre/shareholder-information/dividends>.

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The following exceptions apply for Shareplus:

- Eligible Shareplus participants can elect only to fully participate in the DRP. Partial participation is not permitted.
- DRP in both Plc and Limited plans are restricted to employees located in Australia and the UK.
- Shareplus Acquired and Vested Matched shares are eligible to participate.

Share Prices and Independent Advice

The market share price for BHP shares is available at any time via the internet at www.BHP.com or on the BHP Digital Workspace. Alternatively, participants may request such information from the Plan Administrator via email BHPBShareplus@solium.com and that information will be provided to a participant within a reasonable time of any such request. The advice contained in the Shareplus offer documents provided to employees in relation to their potential participation in the Plan contains general advice only and employees should consider obtaining their own independent financial advice from an independent person appropriately licensed by relevant organisations to provide such advice.

Financial Services Guide

As the Plan Administrator may provide financial services in relation to Shareplus, they may be required to give you a Financial Services Guide (FSG) setting out the particulars relevant to those financial services. The FSG can be provided to BHP as your agent to receive the FSG in a manner agreed by the agent. If you participate in Shareplus, you are deemed to appoint BHP as your agent to receive the FSG (and any updates). The FSG has been provided to BHP and is accessible via the Shareplus website www.bhpbshareplus.com.

Plan Administrator (Solium) contact details

What if I have further questions about Shareplus?

Please speak to your HR Manager or HR Business Partner if you have any other questions. You can also send an email with your query to the Plan Administrator at BHPBShareplus@solium.com or call them using the Telephone numbers below.

I have lost my Shareworks Account number, Username or password. Where can I get this information or how can I reset my password?

You are able to obtain your Shareworks Account number or Username by selecting the 'Forgot your account number?' link on the Shareworks login page and provide your registered email address and the Plan Administrator will resend your account number or username to you.

If you have forgotten your password, you can select the 'Forgot your password?' link on the Shareworks login page and enter your Account Number/Username and your Last Name to retrieve your password.

If you do not have access to a computer, please contact the Plan Administrator by calling:

- Toll Free - Australia 1 800 260 907 (10am - 4pm AEST)
- Toll Free - United Kingdom 0800 086 8051 (8:30am - 4:30pm GMT)
- Toll Free - Singapore 800 852 3046 (10am - 4pm SGT)
- Toll Free - Chile 1 800 914 119 or 1 230 020 6895 (8am - 2pm CLT)
- Toll Free - Malaysia 1800 813 733 (8am – 2pm MYT)
- Toll Free - North America 1 844 776 1597 (6am - 6pm MST)
- International - 1 403 515 3956 (6am – 6pm MST) and 1 403 515 3909 (after 6pm MST)

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Shareplus 2020 – new joiner example

The following example provides an overview of the Shareplus events that apply for new employees joining Shareplus in April 2020*.

Event	Timing			
You enrol in Shareplus and have the opportunity to contribute after-tax salary up to the maximum contribution amount for 2020**	April 2020			
The Plan Administrator sends email confirmation of your successful enrolment and contribution amount for Shareplus 2020. Your Shareworks account will be activated.	May 2020			
Your first contribution is deducted from your after-tax salary	June 2020			
Your first contribution will be viewable online via your Shareworks account	Mid-July 2020			
Contributions will continue and Acquired Shares will be purchased as follows:	Q1	Q2	Q3	Q4
Contributions from your salary	Jun, Jul, Aug	Sep, Oct, Nov	Dec, Jan, Feb	Mar, Apr, May
Acquired Shares purchased	End Sept 2020	End Dec 2020	End Mar 2021	End Jun 2021
Acquired Shares in Shareworks	Mid Oct 2020	Mid Jan 2021	Mid Apr 2021	Mid Jul 2021
Your Acquired Shares are held in trust, and you hold entitlements to vote and receive any dividends declared by BHP. You can choose to sell your Acquired Shares at any time but if you do you will lose the rights to any Matched Shares.	Until April 2023			
You are automatically re-enrolled in Shareplus 2021, unless you choose to withdraw from the Plan**	April 2021			
If you are still holding the Acquired Shares in April 2023, you will receive Matched Shares. If you are located in a country where BHP has an obligation to withhold tax on the Matched Shares income, then a sufficient number of shares will be withheld in order to cover this obligation and BHP will pay the tax to the relevant tax authority.	April 2023			
You can then choose to hold the Acquired and the Matched Shares, or to sell or transfer them at any time	Ongoing			

* This calendar of events is intended as a general guide only. It will be different if certain other events happen such as you leaving BHP, or if the allocation of Matched Shares is delayed due to a Prohibited Period. Further details on what happens in such circumstances are included in this Participant Guide.

** If you wish to be enrolled at the maximum limit each year, please ensure to choose to authorise this via the online enrolment process. In some years the maximum limit may be less than the preceding year such that your contributions will decrease.

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Shareplus 2020 – re-enrolment example

The following example provides an overview of the main Shareplus events for an employee who participated in Shareplus 2019 and rolled over in April 2020*.

What happens?				
You are automatically re-enrolled in Shareplus 2020 at your current Shareplus 2019 contribution rate**	April 2020			
You have the opportunity to amend your Shareplus 2020 enrolment, including the opportunity to change your contribution up to the Shareplus 2020 maximum amount for your country**	April 2020			
Your Shareplus 2020 enrolment details are confirmed by the Plan Administrator	May 2020			
Your first contribution is deducted from your after-tax salary	June 2020			
Your first contribution will be viewable online in Shareworks	Mid-July 2020			
Contributions will continue and shares will be purchased as follows:	Q1	Q2	Q3	Q4
Contributions from your salary	Jun, Jul, Aug	Sep, Oct, Nov	Dec, Jan, Feb	Mar, Apr, May
Acquired Shares purchased	End Sept 2020	End Dec 2020	End Mar 2021	End Jun 2021
Acquired Shares viewable in Shareworks	Mid Oct 2020	Mid Jan 2021	Mid Apr 2021	Mid Jul 2021
Your Acquired Shares are held in trust, and hold entitlements to vote and receive any dividends declared by BHP. You can choose to sell at any time but if you do you will lose the rights to any Matched Shares	Until April 2023			
You are automatically re-enrolled in Shareplus 2021, unless you choose to withdraw**	April 2021			
If you are still holding the Acquired Shares in April 2023, you will receive Matched Shares. If you are located in a country where BHP has an obligation to withhold tax on the Matched Shares income, then sufficient shares will be withheld in order to cover this obligation and BHP will pay the tax to the tax authority	April 2023			
You can then choose to hold the Acquired and the Matched Shares, or to sell or transfer them at any time	Ongoing			

* This calendar of events is intended as a general guide only. It will be different if certain other events happen such as you leaving BHP, or if the allocation of Matched Shares is delayed due to a Prohibited Period. Further details on what happens in such circumstances are included in this Participant Guide.

** If you wish to be enrolled at the maximum limit each year, please ensure to choose to authorise this via web enrolment. In some years the maximum limit may be less than the preceding year such that your contributions will decrease.

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Shareplus example – for illustrative purposes only

This example is provided for illustrative purposes only to help participants understand what might happen in various circumstances. It is important to understand that share prices can go down as well as up and exchange rates can vary. You should consider carefully whether to participate in Shareplus. BHP cannot advise you whether or not to participate in the plan.

Our example participant is located in Chile.

- He chooses to contribute CLP1,800,000 to Shareplus 2020, and is paid monthly. His contributions are therefore CLP150,000 per month.
- He is employed by a BHP Group Limited company/entity, and his shares will be purchased on the Australian Securities Exchange (ASX). More information on entities and exchanges is included in the Q&A section of this guide.
- The participant's contributions, in CLP, are converted to AUD prior to the quarterly purchase. For the purposes of this example the exchange rate varies a little, and his monthly CLP150,000 converts to approximately AUD300 each month (i.e. are around CLP500 to AUD1 during the year).

Month	Contributions (CLP)	Contributions converted (AUD)	ASX share price at purchase (AUD)	Number of Acquired Shares	Amount spent on the purchase (AUD)	Residual Funds left over from the purchase (AUD)
Jun	150,000	\$310				
Jul	150,000	\$305				
Aug	150,000	\$300				
Sept Purchase	450,000 total for Q1	\$915 total	\$17	53 ($\$915/\17)	\$901 ($53 \text{ shares} \times \17)	\$14* ($\$915-\901)
Sep	150,000	\$310				
Oct	150,000	\$320				
Nov	150,000	\$300				
Dec Purchase		\$944 = \$310+\$320+\$300+\$14 residual*	\$18	52 ($\$944/\18)	\$936 ($52 \text{ shares} \times \18)	\$8 ($\$944-\936)
Mar Purchase		\$908 (assume \$900 in contributions + \$8 residual)	\$19	47 ($\$908/\19)	\$893 ($47 \text{ shares} \times \19)	\$15 ($\$908-\893)
Jun Purchase		\$935 (assume \$920 in contributions + \$15 residual)	\$20	46 ($\$935/\20)	\$920 ($46 \text{ shares} \times \20)	\$15 ($\$935-\920)
Total at end of Shareplus 2020				198 Acquired Shares		\$15 residual is rolled over to Shareplus 2021

* After the first quarter the residual funds from the previous purchase are added to the available funds for the next purchase

At the end of the plan year, our participant has contributed CLP1,800,000 and 198 Acquired Shares have been purchased. The AUD15.00 that is left over will be rolled over to the first purchase of the next plan year (Shareplus 2021).

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