

## The big Australian continuing to deliver

<b>Company/ASX Code</b>	<b>BHP</b>
<b>AGM time and date</b>	<b>10am ACDT Wednesday, 1 November 2023</b>
<b>Location</b>	Adelaide Convention Centre, North Terrace, Adelaide, SA
<b>Registry</b>	Computershare
<b>Type of meeting</b>	Physical with webcast
<b>Monitor</b>	Duncan Seddon, assisted by Mike Robey
<b>Pre-AGM Meeting</b>	Yes, with Chairman, Ken MacKenzie

Monitor Shareholding: The individual(s) (or their associates) involved in the preparation of this voting intention have a shareholding in this company.

### 1. How we intend to vote

No.	Resolution description	
2	Re-elect Xiaoqun Clever	For
3	Re-elect Ian Cockerill	For
4	Re-elect Gary Goldberg	For
5	Re-elect Michelle Hinchcliffe	For
6	Re-elect Ken MacKenzie	For
7	Re-elect Christine O'Reilly	For
8	Re-elect Catherine Tanna	For
9	Re-elect Dion Weisler	For
10	Adoption of Remuneration Report	For
11	Grants to CEO	For
12	Leaving Entitlements	For

### 2. Summary of Issues and Voting Intentions for AGM

- We consider BHP a well-run company and will support all of the resolutions. The main issues facing the company's future performance and governance are:
- Heavy (over) reliance on the Chinese economy to maintain growth and support the company's operations in copper and nickel as well as iron ore.
- Only two independent board directors with mining operations experience, we would like to see another director with mining experience appointed.

- Successfully bringing the Jansen potash project to full commercialisation to establish another major division for the company.

### 3. Matters Considered

#### Accounts and reports

The financial performance of BHP in FY23 has been very good. This follows a previous year where we described the result as magnificent. The dividend yield including franking credits is still in the 10% region.

Financial performance: All in US\$ unless otherwise indicated.

(As at FYE)	2023	2022	2021	2020	2019
NPAT (\$m)	12,921	30,900	11,304	7,956	8,306
UPAT (\$m)	13,420	23,815			
Share price (A\$)	44.99	41.25	48.57	35.82	41.16
Dividend (A\$ cents)	392	1018	207	213	308
Simple TSR (%)	18.6	5.9	41.4	-7.8	30.5
EPS (US\$ cents)	255.2	400.0	228.0	155.2	147.8
CEO total remuneration, actual (\$m)	13.717	15.308	14.521	6.069	3.531

#### Governance and culture

BHP is a well governed company. It is socially responsible. In common with all Australian mining companies operating in remote areas they have encountered significant issues with sexual harassment of women which they are addressing. BHP has set up a special project management office reporting to the CEO and taken advice from experts in this area about setting up a safe workplace for women in remote areas. They publicly report all incidents of harassment and the outcomes. The 167 reported cases led to the dismissal of 165 workers/contractors. BHP is to be congratulated on being open with its problems and is clearly systematically cleaning up what was a widely known, but rarely discussed problem in the industry.

#### Key events

There have been no major events in the year.

#### Key board or senior management changes

Terry Bowen will retire from the board at this year's AGM. There have been no changes to the executive team.

#### Sustainability/ESG

The BHP Sustainability report is wide-ranging and comprehensive. The report sets out in detail plans for de-carbonisation of the company's activities along the lines of plans discussed in prior reports. The report covers each of the separate divisions of the company with the company linking bonuses to achieved outcomes.

## 4. Rationale for Voting Intentions

### Resolutions 2 to 9: Re-election of directors - FOR

At BHP all of the directors stand for election each year. There are no new appointments and we have supported the election of all of the candidates in previous years and do not see any reason not to support their re-election this year. All of the candidates hold an adequate shareholding in the company and thereby aligning their interests with those of retail shareholders. The following table shows their current fees, shareholdings, directorships, year of appointment and board attendance record.

Director	Income (fees)	Shares	Value US\$	Income /shares	Other Jobs	Other Directorships	Qualifications	Appointed year	Attendance
Michelle Hinchliffe	229,000	8508	263,425	86.9%		Macquarie, Santander	Commercial	2022	15/15
Catherine Tanna	267,000	10,400	321,984	82.8%		Bechtel, McKinsey,	Business (Honorary)	2022	15/15
Xiaoqun Clever	272,000	8539	264,274	102.9%	Lux Nova	Amadeus, Infineon	Computer Science, marketing	2020	15/15
Ian Cockerill	326,000	14299	440,839	73.9%		Endeavour Mining, Cornish Lithium (Chair), I-Pulse Inc.	Mining Engineering	2019	15/15
Gary Goldberg	385,000	16000	495,360	77.7%		Imperial Oil	Mining Engineering	2020	15/15
Ken MacKenzie	943,000	58,446	1,809,488	52.1%			Engineering	2016	15/15
Christine O'Reilly	323,000	9,420	291,643	110.7%		ANZ, Stockland, Baker Heart & Diabetes	Business	2020	15/15
Dion Weisler	270,000	7,544	233,562	115.6%		Intel, Thermo-Fischer, Sapia and Co.	Computing Law (Honorary)	2020	14/15
Mike Henry	7,490,000	677,218	20,966,666	35.7%			Chemistry	2020	15/15

We note Ian Cockerill has a full workload with 2 Directorships and 1 Chair role.

### Resolution 10: Adoption of the Remuneration Report - FOR

BHP's remuneration report is comprehensive and delivers the expectations of the ASA for remuneration reports. Of note is that the company pays its short-term incentives in three equal tranches. A cash component and two equity tranches. One equity tranche is deferred for two years and the other for five years.

### Resolution 11: Approval of equity grants to the Chief Executive Officer - FOR

These equity grants fall due as a consequence of the remuneration plan which we support.

The CEO did not get the full target reward for Health, safety, environment and community (HSEC now referred to as Safety and Sustainability or S&S) metric and was on target for other metrics. The HSEC outcome took into account the two tragic fatalities at BHP's operated sites during FY2023 after a four-year period of no fatalities. The weighting for significant HSEC events is 10 per cent of a total 25 per cent for the S&S measures. And additional reduction to that negative 10 per cent impact was applied. This shows that the system is working properly to the benefit of the retail shareholder.

See attached table for more detail of the reward structure.

### Resolution 12: Renewal of approval of potential leaving entitlements - FOR

This resolution is to make potential leaving entitlement comply with the Corporations Act. We see no reason to oppose the resolution given the need is established by the weight of longer-term awards in the remuneration structure.

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## Appendix 1

### Remuneration framework detail

CEO rem. Framework for 2023	Target US\$m	% of Total	Max. Opportunity US\$m	% of Total
Fixed Remuneration	1.742	27%	1.742	17%
STI - Cash	1.161	18%	1.742	17%
STI - Equity (2y deferred)	1.161	18%	1.742	17%
STI - Equity (5y deferred)	1.161	18%	1.742	17%
LTI	1.225	19%	3.279	32%
Total	6.451	100.0%	10.247	100%

STI is called the cash and deferred plan (CDP). The amounts in the table above are the amounts that are envisaged in the design of the remuneration plan. The fixed remuneration does not include pension and benefits.