



BHP Continuing to Deliver

Company/ASX Code	BHP Group Limited/BHP
AGM date	Wednesday 14 October 2020
Time and location	5pm, VIC, Virtual AGM
Registry	Computershare
Webcast	Yes: Virtual AGM
Poll or show of hands	Poll on all items
Monitor	Duncan Seddon
Pre AGM Meeting?	Yes, with Chair Ken MacKenzie

Please note any potential conflict as follows: The individual involved in the preparation of this voting intention has a shareholding in this company.

Item 1	Consideration of accounts and reports
ASA Vote	No vote required

Summary of ASA Position

Governance and culture

Governance, reporting and interaction with shareholders is very good and sets a benchmark for others. The Annual Report is very extensive and contains many sections of interest to retail shareholders including reporting of alternative metrics for judging the company's performance.

Financial performance

As detailed in the summary

Key Board or senior management changes

This year has seen Mike Henry take over as CEO from Andrew Mackenzie. There has also been extensive board renewal with the retirement of Lindsay Maxsted and Shriti Vadera and the appoint of 4 new members of the board: Gary Goldberg, Dion Weisler, Xiaqun Clever and Christine O'Reilly

Summary

Unless otherwise stated the data is in A\$ from COMSEC database; n.a. is not available

(As at FYE)	2020	2019	2018	2017	2016
NPAT \$ billion)	11.593	11.844	8.013	7.657	-8.598
UPAT (US\$ billion)	9.060	9.124	8.933	n.a.	n.a.
Share price (\$)	35.82	41.29	31.78	23.28	19.52
Dividend (cents)	175	335	159.7	107.9	40.40
TSR (%)	-7.2	32.2	52.4	28.6	-27.4
EPS (cents)	264	271.9	249.6	172.7	219.1
CEO total remuneration, actual (US\$M)	6.069	3.531	4.657	4.554	2.241

For 2020 the CEO's total actual remuneration was \$USM6.069, this is made up of two components (i) \$M2.707 as a company executive and (ii) \$M3.326 as CEO since 1 January 2020. This **94 times** the Australian Full time Adult Average Weekly Total Earnings (based on May 2020 data from the Australian Bureau of Statistics).

Item 2	RE-Appointment of Auditor for BHP Group Limited and BHP Group PLC
ASA Vote	For

Summary of ASA Position

Required under UK Law, there is no reason to oppose this resolution.

Item 3	Remuneration of Auditor of BHP PLC
ASA Vote	For

Summary of ASA Position

This resolution follows from the above for the remuneration of the auditor, EY LLP

Item 4	General authority to issue shares in BHP Group PLC
ASA Vote	For

Summary of ASA Position

Required under English law and there is no reason to oppose it.

Item 5	Issuing Shares in BHP Group PLC for Cash
---------------	---

ASA Vote	For
-----------------	------------

Summary of ASA Position

Required under English law and there is no reason to oppose it as it assists the company in its management of the company's capital.

Item 6	Repurchase of Shares in BHP Group PLC
ASA Vote	For

Summary of ASA Position

Required under English law and there is no reason to oppose it as it assists the company in its management of the company's capital.

Item 7	Approval of Remuneration Report other than the part containing the Director's remuneration policy report.
ASA Vote	For

Summary of ASA Position

This is required under UK law and we will support this.

Item 8	Approval of the Remuneration Report
ASA Vote	For

Summary of ASA Position

We have supported the remuneration policy in the past as representing a good example of corporate best practice. There have been no changes since last year and we will support the resolution at this year's AGM.

This is the vote required under Australian law and is advisory only. The threat of two 25% against votes in consecutive years triggering a board spill will have no tangible effect because BHP being a dual listed company requires all board members to be re-elected every year.

The CEO's remuneration is slightly LOWER than last year. More is pay as deferred short term equity and LTI is lower.

CEO rem. framework	Target* \$m	% of Total	Max. Opportunity \$m	% of Total
Fixed Remuneration	2.040	27%	2.040	17%
STI - Cash	1.352	18%	2.081	18%
STI - Equity	2.705	36%	4.162	36%
LTI	1.428	19%	3.352	29%
Total	7.514	100.0%	11.560	100%

Item 9	Approval of Grants to the Executive Director.
ASA Vote	For

Summary of ASA Position

These grants arise out of the previous year's remuneration policy which we have supported and see no reason to object to the outcomes.

Item 10	Approval of Leaving Entitlements
ASA Vote	For

Summary of ASA Position

These are for the outgoing CEO, Andrew Mackenzie. In detail they are as foreshadowed in the remuneration policy of BHP we have supported and see no reason to oppose this motion.

Item 11	To Elect Xiaoqun Clever as a Director of BHP
ASA Vote	Undecided

Summary of ASA Position

Ms Clever has over 20y experience in computer science and technology focussing on software engineering including cyber security. She has held various roles with SAP in Germany and is a German citizen. She has three board directorships of European public companies (Amadeus, Infinion and Capgemini). She is chief technology and data officer and member of the executive board of Ringer AG, a private company. It is not clear is this is a full-time position. She is clearly fully loaded and may be overloaded.

Item 12	To Elect Gary Goldberg as a Director of BHP
ASA Vote	For

Summary of ASA Position

Gary Golberg has extensive experience in the mining industry with Newmont Corporation. He will be a major asset to the board. He does not have any other directorships and is not overloaded. We will support his election.

Item 13	To Elect Mike Henry as a Director of BHP
ASA Vote	For

Summary of ASA Position

Mike Henry was appointed CEO in January. He was formerly head of BHP Minerals. We will support his election.

Item 14	To Elect Christine O'Reilly as a Director of BHP
ASA Vote	For

Summary of ASA Position

Christine O'Reilly has 30y experience in finance and infrastructure. She has expertise in large scale capital projects. She is a director of Stockland, Medibank Private and the Baker Heart and Diabetes Institute. She will soon resign as a director of Transurban and CSL. She is not overloaded and should be an asset to the board and we will support her election.

Item 15	To Elect Dion Weisler as a Director of BHP
ASA Vote	Undecided

Summary of ASA Position

Dion Weisler was formerly president and CEO of HP. He serves as a director of Intel Corporation and Thermo Fischer Scientific. He is not overloaded but is difficult to see what skills he brings to the board.

Item 16	To re-elect Terry Bowen as a Director of BHP
ASA Vote	For

Summary of ASA Position

Terry Brown is the ex CFO of Wesfarmers. Terry Bowen was elected in 2017. Since his election he has become the Head of operations group at BGH capital and a director of Navitas. We have discussed his time commitments with the chairman and conclude that he is not overloaded with this role.

Item 17	To re-elect Malcolm Broomhead as a Director of BHP
ASA Vote	For

Summary of ASA Position

Mr Broomhead has extensive experience in running industrial and mining companies. He is a former Chairman of Orica and Asciano and a former director of Coates Group. We have supported his election in the past but he has been a director since March 2010 and should be considering retiring from his role at BHP.

Item 18	To Elect Ian Cockerill as a Director of BHP
ASA Vote	For

Summary of ASA Position

Mr. Cockerill has an extensive mining background. He was trained as a geologist and has served as CEO of Anglo American Coal and CEO of Gold Fields Ltd. He is currently chairman of Polymetal International Inc. He is not overloaded and we see him as an asset to the board and support his election.

Item 19	To re-elect Anita Frew as a Director of BHP
ASA Vote	For

Summary of ASA Position

Ms Frew is a business woman with early experience in the banking and insurance/investment sectors and nowadays as Chairman of Croda International Ltd in the chemicals industry. She is also Deputy Chairman of Lloyds Banking Group. Like most high profile women directors, she is fully loaded not only with other directorships but also with several non-commercial positions. She has been a director since 2015. Clearly she is well qualified in general business operations and bank/finance networks, we will support her election.

Item 20	To Re-elect Susan Kilsby as a Director of BHP
ASA Vote	For

Summary of ASA Position

Susan Kilsby's experience is in mergers and acquisitions with Credit Suisse and has held several non executive positions across a range of industries. She is currently a non executive director of Diageo PLC, Fortune Brands Home and Security Inc and Unilever. She is not overloaded.

Item 21	To re-elect John Mogford as a Director of BHP
ASA Vote	For

Summary of ASA Position

John Mogford has worked in the oil and gas industry for 40 years with BP PLC. He currently works for a private equity firm. He is currently a director and chairman of ERM Worldwide Group Ltd. We would regard Mr. Mogford as not overloaded and will support his election to the board. He was first elected to the board in 2017.

Item 22	To re-elect Ken MacKenzie as a Director of BHP
ASA Vote	For

Summary of ASA Position

Mr MacKenzie, is company chairman and formerly CEO of Amcor, has been a director since September 2016. He has no other directorship and he is not overloaded.

Item 23	Amendment to the Constitution of BHP Group Limited
ASA Vote	Against

Summary of ASA Position

This resolution has been requested by an advocacy group and is not endorsed by the board. It is a proforma requirement required in law in order to permit the shareholder resolution in item 24. This special resolution must pass with at least 75% in favour in order to proceed to the general shareholder resolution in item 24, which in turn requires 50% voting in favour to pass.

Given that we will not vote for Item 24, there is no need to consider this resolution.

Item 24	Cultural heritage protection
ASA Vote	Against

Summary of ASA Position

This resolution has been requested by an advocacy group and is not endorsed by the board. We do not think this is necessary. Cultural heritage issues are under review by both the Western Australian government and the Federal Government. In a recent case BHP has chosen to cease activities in an area of the Pilbara for which they were given WA Government approval after extensive consultation with traditional owners. They plan further dialogue with the traditional owners and await the outcomes of the WA Government reform on cultural heritage legislation, which is underway. We expect the company to fully co-operate with this reform and support in full any amendments to the appropriate laws. We therefore see that events have overtaken the substance of this resolution and do not see the need to support it the necessity for this resolution.

Item 25	Lobbying related to COVID-19 recovery
----------------	--

ASA Vote	Against
-----------------	----------------

Summary of ASA Position

This resolution has been requested by an advocacy group for climate change and is not endorsed by the board.

This is similar to a resolution put at last year's AGM and is an indirect attack on the Minerals Council of Australia and other business lobby groups which have a conservative climate change agenda. BHP, as a major Australian company and the major player in the mining sector, belongs to these industry groups but has made it clear recently in a comprehensive climate policy paper that it supports significant reductions in Scope 1 and 2 emissions as well as targeting to change activities which are not consistent with a global warming target of 1.5C. On these matters the Business lobby groups are silent and at odds with the BHP position. In separate roundtable discussions BHP has also made clear its differences with all of the climate change resistant lobby groups such as the Minerals Council of NSW, the American Petroleum Institute and others. In addition, apart from being able to moderate the positions of these groups from within, there are some benefits of membership of the local Industry groups which are unrelated to global warming related matters, such as the lobbying for health and safety and tax reform initiatives, which were both supported by the ASA. We therefore do not support this resolution, since in the first place BHP is quite aware of the conservative climate lobbying positions by many of the industry groups of which it is a member and has plotted its own course in the global warming area, setting itself apart from them. Ceasing to be a member would therefore serve little purpose.

ASA Disclaimer

This document has been prepared by the Australian Shareholders Association Limited ABN 40 000 625 669 ("ASA"). It is not a disclosure document, it does not constitute investment or legal advice and it does not take into account any person's particular investment objectives. The statements and information contained in this document are not intended to represent recommendations of a particular course of action to any particular person. Readers should obtain their own independent investment and legal advice in relation to the matters contemplated by this document. To the fullest extent permitted by law, neither ASA nor any of its officers, directors, employees, contractors, agents or related bodies corporate:

- makes any representations, warranties or guarantees (express or implied) as to the accuracy, reliability, completeness or fitness for purpose of any statements or information contained in this document; or*
- shall have any liability (whether in contract, by reason of negligence or negligent misstatement or otherwise) for any statements or information contained in, or omissions from this document; nor for any person's acts or omissions undertaken or made in reliance of any such statements, information or omissions.*

This document may contain forward looking statements. Such statements are predictions only and are subject to uncertainties. Given these uncertainties, readers are cautioned not to place reliance on any such statements. Any such statements speak only to the date of issue of this document and ASA disclaims any obligation to disseminate any updates or revisions to any such statements to reflect changed expectations or circumstances.