

Registered number: 02897874

# **BHP BILLITON (UK) LIMITED**

## **ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 30 JUNE 2021**



## **BHP BILLITON (UK) LIMITED**

### **COMPANY INFORMATION**

**Directors** Sarah Margaret Costello (appointed on 26 November 2021)  
James Andrew Keith Bell (appointed on 18 August 2021)

**Registered number** 02897874

**Registered office** Nova South  
160 Victoria Street  
London  
England  
SW1E 5LB  
United Kingdom

## **BHP BILLITON (UK) LIMITED**

### **CONTENTS**

	<b>Page</b>
<b>Strategic report</b>	<b>1-2</b>
<b>Directors' report</b>	<b>3-4</b>
<b>Statement of Directors' responsibilities</b>	<b>5</b>
<b>Independent auditor's report to the members of BHP Billiton (UK) Limited</b>	<b>6-8</b>
<b>Statement of profit and loss and comprehensive income</b>	<b>9</b>
<b>Balance sheet</b>	<b>10</b>
<b>Statement of changes in equity</b>	<b>11-12</b>
<b>Notes to the financial statements</b>	<b>13-23</b>

## **BHP BILLITON (UK) LIMITED**

### **STRATEGIC REPORT FOR THE YEAR ENDED 30 JUNE 2021**

#### **PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS**

The principal activity of the Company is the holding of investments.

#### **PRINCIPAL RISKS AND UNCERTAINTIES**

The following are the material risks and uncertainties that could affect the Company:

- Our profits may be negatively affected by currency exchange rate fluctuation;
- Health, safety and environmental exposure and related regulations may impact our reputation negatively;
- Our human resources talent pool may not be adequate to support the Company's growth;
- Breaches in our information technology security processes may adversely impact the conduct of our business activities; and
- A breach in our governance processes may lead to regulatory penalties and loss of reputation.

#### **SECTION 172 STATEMENT**

The Companies Act 2006 (CA2006) sets out a number of general duties, which Directors owe to the Company. This statement describes how the Directors have discharged their duty to promote the success of the Company, while having regard to the matters set out in Section 172(1)(a) to (f) of the CA2006 (S172).

As an intermediate holding company in the BHP Group, the Company has no employees, third party suppliers or customers and so the Directors consider the Company's main stakeholders to be internal stakeholders within the BHP Group. The Company's activities include passing through the dividends from subsidiaries to the Company's parent company, writing down investments in subsidiaries and disposing investment in subsidiaries either to the Group or externally. Dividends are declared depending on the profits available for distribution in accordance to the legislation contained in Part 23 of CA2006 and also considering the solvency of the Company. When considering these activities, the Directors give due regard to relevant stakeholder interests, in particular the Company's internal stakeholders, benefiting from the BHP Group's stakeholder engagement activities. In addition, the board considers the likely consequences of decisions in the long term and the importance of maintaining a reputation for high standards of business conduct and the need to act fairly between members of the Company.

The Company is a member of the BHP Group, and as a result the Directors have due regard to certain policies, frameworks and internal controls of the BHP Group in relation to governance and other matters. This includes acting in accordance with BHP's Charter Values and BHP's Code of Conduct, which are designed to ensure that the Company and other members of the BHP Group maintain high standards of business conduct and have due regard to stakeholder interests. The board and senior management of the BHP Group also consider the matters set out in S172 as part of their functions, and further details on this is set out on page 53 to 54 of the BHP Group's annual report, which does not form part of this report.

**BHP BILLITON (UK) LIMITED**

**STRATEGIC REPORT  
FOR THE YEAR ENDED 30 JUNE 2021 (Continued)**

**KEY PERFORMANCE INDICATORS**

Due to the nature of the Company, in our opinion there are no key performance indicators whose disclosure is necessary for an understanding of the performance or position of the business.

This report was approved by the board on 17 March 2022 and signed on its behalf.



.....  
**Sarah Margaret Costello**  
Director

## **BHP BILLITON (UK) LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2021**

The Directors present their report and the financial statements for the year ended 30 June 2021.

#### **PRINCIPAL ACTIVITIES**

The principal activity of the Company is the holding of investments.

#### **RESULTS AND DIVIDENDS**

The loss for the year, after taxation, amounted to (\$816,938,000) (2020 (profit): \$169,780,000). The Company did not declare any dividends to the holders of ordinary shares in 2021 (2020: \$175,000,000).

#### **REVIEW OF ACTIVITIES**

The operating results and state of affairs of the Company are fully set out in the accompanying financial statements and do not in our opinion require any further comment. The nature of the Company's business will remain the same for the foreseeable future.

#### **DIRECTORS**

The Directors who served during the year and up to the date of this report, unless otherwise indicated were:

Sarah Margaret Costello	(resigned as alternate director to Deirdre Williams on 4 October 2021 and appointed as director on 26 November 2021)
James Benedict Upton	(resigned on 18 August 2021)
Deirdre Williams	(resigned on 4 October 2021)
James Andrew Keith Bell	(appointed on 18 August 2021)

These Directors are entitled to indemnities under the Directors and Officers Liability Insurance of BHP Group Plc that was in place during the year and at the date of this report.

None of the Directors, or their immediate family, had any beneficial interest in the shares of the Company during the year.

#### **FUTURE DEVELOPMENTS**

The nature of the Company's business will remain the same for the foreseeable future.

#### **DISCLOSURE OF INFORMATION TO AUDITOR**

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

#### **POLITICAL CONTRIBUTIONS**

The Company made no political contributions or incurred any political expenditure during the year.

#### **HOLDING COMPANY**

The Company is fully owned by BHP Billiton Group Limited, a company incorporated in England in the United Kingdom. The Company's ultimate holding company is BHP Group Limited incorporated in Australia.

## **BHP BILLITON (UK) LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2021 (Continued)**

#### **GOING CONCERN**

These financial statements have been prepared on the going concern basis which the Directors believe to be appropriate despite the Company's liabilities and net current liabilities position. The Directors of the Company have concluded that the Company remains a going concern as the ultimate holding company, BHP Group Limited (the Group), has confirmed that it will provide the Company with additional financial support to enable it to realise its assets and settle its liabilities in the ordinary course of business for 12 months from the date of approval of these Financial Statements to 17 March 2023 being the going concern period.

The directors have assessed the ability of the Group to provide financial support to the Company. In doing so, they noted that as of 31 December 2021, the Group had access to US\$12.4 billion of cash and cash equivalent and to an available revolving credit facility of US\$5.5 billion that expires in October 2026. In addition, the Group only had US\$3.1 billion of short-term debt at 31 December 2021.

On this basis, the directors are satisfied that the Group is able to provide financial support to the Company, and the financial statements should be prepared on a going concern basis.

#### **SUBSEQUENT EVENTS**

On 31 January 2022, BHP Group has unified its corporate structure under its existing Australian parent company, BHP Group Limited to realise simplification and enhanced strategic flexibility. With this unified structure, BHP Group Limited is now the Ultimate Holding Company of BHP Billiton (UK) Limited. The unification transaction will not impact the net assets of BHP Billiton (UK) Limited.

This report was approved by the board on 17 March 2022 and signed on its behalf.



.....  
**Sarah Margaret Costello**  
Director

**Date: 17 March 2022**

## **BHP BILLITON (UK) LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE YEAR ENDED 30 JUNE 2021**

The Directors are responsible for preparing the Strategic report, Directors' report, and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 '*Reduced Disclosure Framework*'.

Under Company law the Directors must not approve the financial statements unless satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



## **BHP BILLITON (UK) LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BHP BILLITON (UK) LIMITED**

#### **Opinion**

We have audited the financial statements of BHP Billiton (UK) Limited for the year ended 30 June 2021 which comprise the Statement of Profit and Loss and Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, and the related notes 1 to 16, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 30 June 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Conclusions relating to going concern**

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of 12 months ending 1 March 2023 from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

#### **Other information**

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

## **BHP BILLITON (UK) LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BHP BILLITON (UK) LIMITED (Continued)**

#### **Other information (Continued)**

We have nothing to report in this regard.

#### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report has been prepared in accordance with applicable legal requirements.

#### **Matters on which we are required to report by exception**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

#### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

#### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

#### ***Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud***

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

## **BHP BILLITON (UK) LIMITED**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BHP BILLITON (UK) LIMITED (Continued)**

#### ***Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud (Continued)***

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice)), Companies Act 2006, Bribery Act 2010 and relevant tax compliance regulations in the jurisdiction in which the company operates, including the United Kingdom.
- We understood how BHP Billiton (UK) Limited is complying with those frameworks by making enquiries of management and observing the oversight of those charged with governance. We corroborated our enquiries through the review of the following documentation:
  - all minutes of board meetings held during the year; and
  - any relevant correspondence with local tax authorities.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by considering the controls that the company established to address risks identified by the entity or that otherwise seek to prevent, deter or detect fraud. We gained an understanding of the entity level controls and policies that the company applies being part of the BHP group.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved testing of journal entries, with a focus on journals indicating large or unusual transactions or meeting our defined risk criteria based on our understanding of the business and enquiries of management and of legal counsel.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

#### **Use of our report**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

*Ernst & Young LLP*

Jacqueline Ann Geary (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
London, UK  
18 March 2022

**BHP BILLITON (UK) LIMITED****STATEMENT OF PROFIT AND LOSS  
AND COMPREHENSIVE INCOME FOR THE  
YEAR ENDED 30 JUNE 2021**

	Note	2021 \$000	2020 \$000
Other operating expenses		(813,913)	(1)
Income from shares in Group companies		-	180,000
<b>Operating (loss)/profit</b>	<b>3</b>	<b>(813,913)</b>	<b>179,999</b>
Interest payable and other charges	<b>5</b>	<b>(3,735)</b>	<b>(17,736)</b>
<b>(Loss)/Profit before taxation</b>		<b>(817,648)</b>	<b>162,263</b>
Taxation	<b>6</b>	710	7,517
<b>(Loss)/Profit for the financial year</b>		<b>(816,938)</b>	<b>169,780</b>
<b>Total comprehensive (loss)/income for the year</b>		<b>(816,938)</b>	<b>169,780</b>

All activity arose from continuing operations.

The notes on pages 13 to 23 form part of these financial statements.

**BHP BILLITON (UK) LIMITED****BALANCE SHEET  
AS AT 30 JUNE 2021**

	Note	2021 \$000	2020 \$000
<b>Fixed assets</b>			
Investments	9	291,855	1,105,764
		<b>291,855</b>	<b>1,105,764</b>
<b>Current assets</b>			
Debtors: Amounts falling due within one year	10	4,080	12,530
<b>Current liabilities</b>			
Creditors: Amounts falling due within one year	11	(1,013,504)	(1,018,925)
<b>Net current liabilities</b>		<b>(1,009,424)</b>	<b>(1,006,395)</b>
<b>Net (liabilities)/assets</b>		<b>(717,569)</b>	<b>99,369</b>
<b>Capital and reserves</b>			
Called up share capital	12	100,000	100,000
Profit and loss account		(817,569)	(631)
		<b>(717,569)</b>	<b>99,369</b>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 17 March 2022.



.....  
**Sarah Margaret Costello**  
Director

The notes on pages 13 to 23 form part of these financial statements.

**BHP BILLITON (UK) LIMITED****STATEMENT OF CHANGES IN EQUITY  
AS AT 30 JUNE 2021**

	<b>Share capital</b>	<b>Profit and loss account</b>	<b>Total deficit</b>
	<b>\$000</b>	<b>\$000</b>	<b>\$000</b>
At 1 July 2020	100,000	(631)	99,369
<b>Comprehensive loss for the year</b>			
Loss for the financial year	-	(816,938)	(816,938)
<b>At 30 June 2021</b>	<b>100,000</b>	<b>(817,569)</b>	<b>(717,569)</b>

The notes on pages 13 to 23 form part of these financial statements.

**BHP BILLITON (UK) LIMITED****STATEMENT OF CHANGES IN EQUITY  
AS AT 30 JUNE 2020**

	<b>Share capital</b>	<b>Profit and loss account</b>	<b>Total equity</b>
	<b>\$000</b>	<b>\$000</b>	<b>\$000</b>
At 1 July 2019	100,000	4,589	104,589
<b>Comprehensive income for the year</b>			
Profit for the financial year	-	169,780	169,780
<b>Total comprehensive income for the year</b>	-	<b>169,780</b>	<b>169,780</b>
<b>Distributions to owners</b>			
Equity dividends paid	-	(175,000)	(175,000)
<b>Total distributions to owners</b>	-	<b>(175,000)</b>	<b>(175,000)</b>
<b>At 30 June 2020</b>	<b>100,000</b>	<b>(631)</b>	<b>99,369</b>

The notes on pages 13 to 23 form part of these financial statements.

## **BHP BILLITON (UK) LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021**

#### **1. ACCOUNTING POLICIES**

##### **1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

BHP Billiton (UK) Limited (the "Company") is a private company limited by shares incorporated, domiciled and registered in England in the UK. The registered number is 02897874 and the registered address is Nova South, 160 Victoria Street, London, England, SW1E 5LB, United Kingdom. The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare Group financial statements. These financial statements present information about the Company as an individual undertaking and not about its Group.

The financial statements have been prepared under the historical cost convention in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework', which involves the application of International Financial Reporting Standards ("IFRSs") with a reduced level of disclosure, and the Companies Act 2006. The Company has set out below where advantage of the FRS 101 disclosure exemptions have been taken.

The Company's financial statements are presented in US Dollars and all values are rounded to the nearest thousand (\$000) except when otherwise indicated.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 2).

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

##### **Comparative figures**

Certain prior year figures have been reclassified to conform to the 2021 presentation. This had no impact on the profit and loss for the year or net liabilities. The dividend income had previously been classified below the operating (loss)/profit line for \$180,000,000, and was reclassified to above the operating (loss)/profit line for consistency with other group companies.

##### **1.2 FINANCIAL REPORTING STANDARD 101 - REDUCED DISCLOSURE EXEMPTIONS**

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of paragraph 79(a)(iv) of IAS 1
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a Group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.
- IFRS 7 Financial Instruments: Disclosures.

The Company's ultimate parent undertaking, BHP Group Limited includes the Company in its consolidated financial statements. The consolidated financial statements of BHP Group Limited are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from BHP website <https://www.bhp.com/investor-centre> and from Level 18, 171 Collins Street Melbourne Victoria 3000 Australia.



## **BHP BILLITON (UK) LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021**

#### **1. ACCOUNTING POLICIES (Continued)**

##### **1.3 FOREIGN CURRENCIES**

###### **Functional and presentation currency**

The Company's functional and presentational currency is USD.

###### **Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each year end foreign currency monetary items are translated using the closing rate. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit and loss.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the statement of profit and loss within 'Interest receivable and other income' and 'Interest payable and other charges'. All other foreign exchange gains and losses are presented in the statement of profit and loss within administrative expenses'.

##### **1.4 GOING CONCERN BASIS**

These financial statements have been prepared on the going concern basis which the Directors believe to be appropriate despite the Company's liabilities and net current liabilities position. The Directors of the Company have concluded that the Company remains a going concern as the ultimate holding company, BHP Group Limited (the Group), has confirmed that it will provide the Company with additional financial support to enable it to realise its assets and settle its liabilities in the ordinary course of business for 12 months from the date of approval of these Financial Statements to 17 March 2023 being the going concern period.

The directors have assessed the ability of the Group to provide financial support to the Company. In doing so, they noted that as of 31 December 2021, the Group had access to US\$12.4 billion of cash and cash equivalent and to an available revolving credit facility of US\$5.5 billion that expires in October 2026. In addition, the Group only had US\$3.1 billion of short-term debt at 31 December 2021.

On this basis, the directors are satisfied that the Group is able to provide financial support to the Company, and the financial statements should be prepared on a going concern basis.

##### **1.5 VALUATION OF INVESTMENTS**

Investments in subsidiaries are measured at cost less accumulated impairment. Where merger relief is applicable, the cost of the investment in a subsidiary undertaking is measured at the nominal value of the shares issued together with the fair value of any additional consideration paid.

The carrying amounts of the Company's non-financial assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2021**

**1. ACCOUNTING POLICIES (Continued)**

**1.5 VALUATION OF INVESTMENTS (Continued)**

External and internal sources of information may indicate that an impairment loss recognised for an asset may no longer exist or may have decreased. The external indicators may include significant favourable changes in the asset's value and market conditions. The internal indicators may include significant favourable changes in the asset's use and performance. If, as a result, the estimates used to determine an asset's or a CGU's recoverable amount have improved since the last impairment loss was recognised, the impairment loss that was previously recognised for the asset is reversed. That is, an impairment reversal cannot be recognised merely from the passage of time or improvement in the general market condition. When an impairment reversal is recognised, the adjusted carrying amount of the asset may not exceed the carrying amount of the asset that would have been determined had no impairment loss been previously recognised.

**1.6 FINANCIAL INSTRUMENTS – INITIAL RECOGNITION AND SUBSEQUENT MEASUREMENT**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

**Financial assets - Initial recognition and measurement**

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The company determines the classification of its financial assets at initial recognition.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. The Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

**Financial assets - Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments)
- Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon derecognition (equity instruments)
- Financial assets at fair value through profit or loss

**Financial assets at amortised cost (debt instruments)**

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

The Company's financial assets at amortised cost include debtors.

**Financial liabilities - Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include creditors.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2021**

**1. ACCOUNTING POLICIES (Continued)**

**1.6 FINANCIAL INSTRUMENTS – INITIAL RECOGNITION AND SUBSEQUENT MEASUREMENT  
(Continued)**

**Financial liabilities - Subsequent measurement**

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

**Financial liabilities at amortised cost (loans and borrowings)**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**1.7 INTEREST PAYABLE AND OTHER CHARGES**

Finance costs are charged to the statement of profit and loss account over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

**1.8 DIVIDENDS**

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

**1.9 TAXATION**

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case the tax is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect both accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

**BHP BILLITON (UK) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2021**

**1. ACCOUNTING POLICIES (Continued)**

**1.9 TAXATION (Continued)**

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

**1.10 DIVIDENDS RECEIVED/ RECEIVABLE**

Dividend income is recognised in the statement of profit and loss account on the date the entity's right to receive payment is established.

**1.11 DIVIDENDS PAID/ PAYABLE**

Dividends on ordinary shares are recognised as they are declared.

Dividends unpaid at the balance sheet date are only recognised as a liability at the date to the extent that they are appropriately authorized and no longer at the discretion of the Company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

**2. JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION  
UNCERTAINTY**

In preparing the financial statements, management is required to make estimates and assumptions that affect the amounts represented in the financial statements and related disclosures. Use of available information and the application of judgement is inherent in the formation of estimates. Actual results in the future could differ from these estimates which may be material to the financial statements.

The recognition and measurement of impairment of investments in subsidiaries requires the use of significant judgements and estimates in which investments in subsidiaries are reviewed for impairments where events or changes in circumstances indicate that the carrying amount of the investment may not be recoverable. If the asset is determined to be impaired, an impairment loss will be recorded and the asset is written down based on the amount by which the asset carrying amount exceeds the higher of fair value less cost of disposal and value in use. An impairment loss is recognised immediately in the statement of profit and loss.

Additional information relating to the significant judgments and estimates of impairments of investments in subsidiaries is embedded within Note 9 Investments.

**BHP BILLITON (UK) LIMITED****NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2021****3. OPERATING (LOSS)/PROFIT**

The operating (loss)/profit is stated after charging:

	2021 \$000	2020 \$000
Income from shares in Group companies	-	180,000
Impairment on investments	(813,909)	-
Operating expenses	<u>(4)</u>	<u>(1)</u>
	<u>(813,913)</u>	<u>179,999</u>

During the year, no Director received any emoluments (2020: US\$ Nil).

**4. AUDITOR'S REMUNERATION**

	2021 \$000	2020 \$000
Audit fees	<u>10</u>	<u>10</u>

The auditor's remuneration in respect of the Company's audit was borne by a fellow Group undertaking. There was no other remuneration paid to the auditor in respect of non-audit services rendered to the Company (2020: US\$ Nil) during the year.

The remuneration for statutory audit services relate solely to amounts paid to Ernst and Young LLP.

**5. INTEREST PAYABLE AND OTHER CHARGES**

	2021 \$000	2020 \$000
Interest payable to other Group undertakings	<u>3,735</u>	<u>17,736</u>

**BHP BILLITON (UK) LIMITED****NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2021****6. TAXATION**

	2021 \$000	2020 \$000
<b>Current tax</b>		
Current tax credit on loss for the year	(710)	(3,370)
Adjustment in respect of prior periods	-	(4,147)
<b>Taxation</b>	<b>(710)</b>	<b>(7,517)</b>

**Factors Affecting Tax Credit for The Year**

The reconciliation between expected tax credit, computed by applying the standard rate of corporation tax to the loss for the year, and the actual tax credit is as follows:

(Loss)/Profit before tax	<u>(817,648)</u>	<u>162,263</u>
(Loss)/Profit multiplied by standard rate of corporation tax in the UK of 19% (2020 – 19%)	(155,353)	30,830
Effects of:		
Non-taxable income	-	(34,200)
Non-deductible expenses	154,643	-
Adjustment in respect of prior periods	-	(4,147)
<b>Total income tax credit</b>	<b>(710)</b>	<b>(7,517)</b>

The Finance (No.2) Act 2015 reduced the main rate of UK corporation tax to 19%, effective from 1 April 2017. A further reduction in the UK corporation tax rate to 17% was expected to come into effect from 1 April 2020 (as enacted by Finance Act 2016 on 15 September 2016). However, legislation introduced in the Finance Act 2020 (enacted on 22 July 2020) repealed the reduction of the corporation tax, thereby maintaining the current rate of 19%.

The UK Budget 2021 announcements on 3 March 2021 included measures to support economic recovery as a result of the ongoing COVID-19 pandemic. These included an increase to the UK's main corporation tax rate to 25%, which is due to be effective from 1 April 2023. These changes were substantively enacted (on 24 May 2021) and are not anticipated to have a material impact on the balance sheet of the company as at 30 June 2021.

The Company is a member of a Group for purposes of relief under Part 5 Corporation Tax Act 2010. The Company has provided Group relief to other Group companies at the tax cost of the relief provided.

**7. UNRECOGNISED DEFERRED TAX ASSET**

The Company has unused income tax losses of US\$28,927 thousand (US\$28,926 thousand as at 30 June 2020). A deferred tax asset has not been recognised in respect of these unused losses as it is not probable that there will be future taxable profits against which these unused tax losses can be utilised.

**BHP BILLITON (UK) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2021**

**8. DIVIDENDS**

	2021 \$000	2020 \$000
Dividend paid (dividend per share (2020:US\$3.19))	-	175,000

**9. INVESTMENTS**

	Investment in subsidiary Companies \$000
<b>Cost</b>	
At 1 July 2020	1,105,764
<b>At 30 June 2021</b>	<b>1,105,764</b>
<b>Impairment</b>	
At 1 July 2020	-
<b>At 30 June 2021</b>	<b>813,909</b>
<b>At 30 June 2021</b>	<b>291,855</b>
At 30 June 2020	1,105,764

The following were investments in related undertakings of the Company:

Name	Class of shares	Principal activity	Holding	2021 \$000	2020 \$000
BHP Aluminium Australia Pty Ltd	Ordinary	Holding company	100%	6,699	577,133
BHP Energy Coal Australia Pty Ltd	Ordinary	Holding company	100%	-	219,511
BHP Nickel Operations Pty Ltd	Ordinary	Holding company	100%	221,163	221,163
BHP Manganese Australia Pty Ltd	Ordinary	Holding company	100%	63,993	87,957
BHP Billiton Services Jersey Limited	Ordinary	Holding company	100%	-	-
BHP Billiton International Services Limited	Ordinary	Provision of services	100%	-	-
				<b>291,855</b>	<b>1,105,764</b>

In the opinion of the Directors the investments in and amounts due from the Company's investments are worth at least the amounts at which they are stated in the balance sheet.

A review of the net asset value of the investments held by the Company has been performed. The Company has reported intercompany investment impairment amounting to US\$813,909,000 broken down to US\$570,434,000 in BHP Aluminium Australia Pty Ltd, US\$219,511,000 in BHP Energy Coal Australia Pty Ltd and US\$23,964,000 in BHP Manganese Australia Pty Ltd respectively. The impairment charge is based on an equity valuation of BHP Aluminum Australia Pty Ltd and BHP Manganese Australia Pty Ltd and primarily reflects the deterioration in value of New South Wales Energy Coal (NSWEC) during the year. The main driver of the impairment charges reflect the status of the NSWEC divestment process and the forecast market conditions for Australian thermal coal, the strengthening Australian dollar and changes to the mine plan.

**BHP BILLITON (UK) LIMITED****NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2021****10. DEBTORS: Amounts falling due within one year**

	2021 \$000	2020 \$000
Group relief receivable	<u>4,080</u>	<u>12,530</u>

**11. CREDITORS: Amounts falling due within one year**

	2021 \$000	2020 \$000
Amounts owed to Group undertakings	<u>1,013,504</u>	<u>1,018,925</u>

**12. SHARE CAPITAL**

	2021 \$000	2020 \$000
<b>Allotted, called up and fully paid</b>		
54,780,091 Ordinary shares of £1 each at historic rate of exchange	<u>100,000</u>	<u>100,000</u>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

**13. EMPLOYEES**

The Company has no employees. The present directors are employed by, and receive remuneration for their services from, other Group companies. The time spent by these directors specifically on the Company was considered minimal and therefore no directors' remuneration was allocated to the Company (2020: US\$ Nil) during the year.

**14. ULTIMATE PARENT COMPANY AND PARENT COMPANY OF LARGER GROUP**

The Company is a wholly owned subsidiary of BHP Billiton Group Limited, a company incorporated in the United Kingdom.

The Ultimate Parent Company of BHP Billiton (UK) Limited is BHP Group Limited, a company that is listed on the Australian Securities Exchange and incorporated in Australia. The registered office of the Company is Level 18, 171 Collins Street Melbourne Victoria 3000 Australia. The consolidated financial statements of this Group are available to the public from BHP website <https://www.bhp.com/investor-centre> and may be obtained from Level 18, 171 Collins Street Melbourne Victoria 3000 Australia.



**BHP BILLITON (UK) LIMITED****NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2021****15. RELATED UNDERTAKINGS**

In accordance with Section 409 of the Companies Act 2006 a full list of related undertakings, the country of incorporation and the effective percentage of equity owned, as at 30 June 2021 is disclosed below. Unless otherwise stated, the share capital disclosed comprises ordinary or common shares which are held by subsidiaries of BHP Billiton (UK) Limited.

	<b><u>Percentage</u></b> <b><u>(%)</u></b>
<b>Fully owned subsidiaries <sup>(a)</sup></b>	
<b><u>Country of incorporation</u></b>	
<b>Australia</b>	
<b><u>Registered office address</u></b>	
<b>Level 14, 480 Queen Street, Brisbane QLD 4000, Australia</b>	
<b><u>Company name</u></b>	
BHP Energy Coal Australia Pty Ltd	100
Coal Mines Australia Pty Ltd	100
Hunter Valley Energy Coal Pty Ltd	100
Mt Arthur Coal Pty Limited	100
Mt Arthur Underground Pty Ltd	100
<b><u>Country of incorporation</u></b>	
<b>Australia</b>	
<b><u>Registered office address</u></b>	
<b>Level 15, 171 Collins Street, Melbourne VIC 3000, Australia</b>	
<b><u>Company name</u></b>	
BHP Aluminium Australia Pty Ltd	100
BHP Billiton SSM Development Pty Ltd	100
BHP Nickel Operations Pty Ltd	100
BHP Pty Ltd	100
BHP Manganese Australia Pty Ltd	100
<b><u>Country of incorporation</u></b>	
<b>Jersey</b>	
<b><u>Registered office address</u></b>	
<b>31 Esplanade, St Helier, Jersey, JE1 1FT, Jersey</b>	
<b><u>Company name</u></b>	
BHP Billiton Services Jersey Limited	100
<b><u>Country of incorporation</u></b>	
<b>Philippines</b>	
<b><u>Registered office address</u></b>	
<b>Pearlbank Centre, 20th Floor - 146 Valero Street, Salcedo Village, Makati City, 1227, Philippines</b>	
<b><u>Company name</u></b>	
QNI Philippines Inc	99.9

## BHP BILLITON (UK) LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2021

#### 15. RELATED UNDERTAKINGS (Continued)

	<b><u>Percentage</u></b> <b><u>(%)</u></b>
<b><u>Country of incorporation</u></b>	
United Kingdom	
<b><u>Registered office address</u></b>	
36 East Stockwell Street, Colchester, CO1 1ST, United Kingdom	
<b><u>Company name</u></b>	
Billiton Executive Pension Scheme Trustee Limited	100
<b><u>Registered office address</u></b>	
Nova South, 160 Victoria Street, London, England, SW1E 5LB, United Kingdom	
<b><u>Company name</u></b>	
BHP Billiton International Services Limited	100
BHP Billiton Sustainable Communities	100

(a) Fully owned 100 per cent subsidiary controlled by BHP Billiton (UK) Limited

#### 16. SUBSEQUENT EVENTS

On 31 January 2022, BHP Group has unified its corporate structure under its existing Australian parent company, BHP Group Limited to realise simplification and enhanced strategic flexibility. With this unified structure, BHP Group Limited is now the Ultimate Holding Company of BHP Billiton (UK) Limited. The unification transaction will not impact the net assets of BHP Billiton (UK) Limited.