

15 September 2014

The Companies Officer  
Australian Securities Exchange Ltd  
2 The Esplanade  
Perth WA 6000



Dear Sir/Madam

### **FY2014 Performance Rights**

Please find attached Appendix 3B and related Appendix 3Y for Executive Directors in relation to the vesting and lapse of FY2014 Performance Rights issued under the shareholder approved Fortescue Metals Group Ltd (ASX: FMG, Fortescue) Performance Share Plan (PSP).

#### Vesting of FY2014 Performance Rights

2,808,395 FY2014 Performance Rights granted under Fortescue's PSP in relation to the Executive and Senior Staff Incentive Plan (ESSIP) have vested where performance conditions were met during the period 1 July 2013 to 30 June 2014. One ordinary fully paid share was acquired for each Performance Right that has vested. Shares for this vesting of performance rights were purchased on-market by the Fortescue Employee Share Trust. No new Fortescue shares were issued.

#### Lapse of FY2014 Performance Rights

1,027,496 FY2014 Performance Rights granted under Fortescue's PSP in relation to the ESSIP lapsed where performance conditions were not fulfilled during the period 1 July 2013 to 30 June 2014.

Yours sincerely  
**Fortescue Metals Group Ltd**

**Mark Thomas**  
Company Secretary

**Media contact:**  
Yvonne Ball  
Mobile: +61 (0) 417 937 904  
Email: [yball@fmgl.com.au](mailto:yball@fmgl.com.au)

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Fortescue Metals Group Limited

ABN

57 002 594 872

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- |   |   |  |
|---|---|--|
| 1 | +Class of +securities issued or to be issued  | FY2014 Performance Rights vested (with shares being purchased on-market and then transferred) or lapsed  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued   | FY2014 Performance Rights<br>(a) 2,808,395 FY2014 Performance Rights granted under Fortescue's Performance Share Plan (PSP) vested (with shares purchased on market)<br>(b) 1,027,496 FY2014 Performance Rights granted under Fortescue's Performance Share Plan (PSP) lapsed.   |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | (a) Vesting of 2,808,395 FY2014 Performance Rights granted in FY2014 under Fortescue's PSP has occurred. One ordinary fully paid share was acquired for each Performance Right that has vested. Shares for this vesting of performance rights were purchased on-market by the Fortescue Employee Share Trust. No new Fortescue shares were issued.<br>(b) Lapse of 1,027,496 FY2014 Performance Rights granted under Fortescue's PSP has occurred. |

**Appendix 3B**  
**New issue announcement**

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p><b>Vesting of FY2014 Performance Rights</b></p> <p>2,808,395 FY2014 Performance Rights granted under Fortescue’s PSP have vested where performance conditions were met during the period 1 July 2013 to 30 June 2014. One ordinary fully paid share was acquired for each Performance Right that has vested. Shares for this vesting of performance rights were purchased on-market by the Fortescue Employee Share Trust.</p> <p><b>Lapse of FY2014 Performance Rights</b></p> <p>1,027,496 FY2014 Performance Rights granted under Fortescue’s PSP lapsed where performance conditions were not fulfilled during the period 1 July 2013 to 30 June 2014.</p>
<p>5 Issue price or consideration</p>	<p>Nil</p>
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Performance Rights granted in FY2014, vesting or lapsing in accordance with their terms.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/A</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>N/A</p>

10147570/1

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of +securities issued under an exception in rule 7.2	N/A	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	<p>+Issue dates</p> <p><small>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</small></p> <p><small>Cross reference: item 33 of Appendix 3B.</small></p>	12 September 2014	
8	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	Number	+Class
		3,113,798,151	Ordinary Fully Paid Shares

**Appendix 3B**  
**New issue announcement**

	Number	+Class
9 Number and +class of all +securities not quoted on ASX ( <i>including</i> the +securities in section 2 if applicable)	7,500,000	Unlisted May 2015 options exercisable at \$5.00 each
	3,170,657	FY2013 Performance Rights
	5,660,559	FY2014 Performance Rights
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

**Part 2 - Pro rata issue**

11 Is security holder approval required?	N/A
12 Is the issue renounceable or non-renounceable?	N/A
13 Ratio in which the +securities will be offered	N/A
14 +Class of +securities to which the offer relates	N/A
15 +Record date to determine entitlements	N/A
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17 Policy for deciding entitlements in relation to fractions	N/A
18 Names of countries in which the entity has security holders who will not be sent new offer documents  <small>Note: Security holders must be told how their entitlements are to be dealt with.            Cross reference: rule 7.7.</small>	N/A
19 Closing date for receipt of acceptances or renunciations	N/A

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

**Appendix 3B**  
**New issue announcement**

---

- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Issue date

**Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of <sup>+</sup>securities  
(tick one)
- (a)  <sup>+</sup>Securities described in Part 1
- (b)  All other <sup>+</sup>securities  
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

**Entities that have ticked box 34(a)**

**Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional <sup>+</sup>securities

**Entities that have ticked box 34(b)**

38	Number of +securities for which +quotation is sought	N/A	
39	+Class of +securities for which quotation is sought	N/A	
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	N/A	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A	
42	Number and +class of all +securities quoted on ASX ( <i>including</i> the +securities in clause 38)	Number	+Class
		N/A	N/A





# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

**N/A**

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b> Fortescue Metals Group Ltd
<b>ABN</b> 57 002 594 872

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Neville Power
<b>Date of last notice</b>	20 December 2013

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct & Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	NJ & IE Power ATF Power Family Super Fund. Ashglen Developments Pty Ltd ATF Ashglen Trust.
<b>Date of change</b>	12 September 2014
<b>No. of securities held prior to change</b>	A. 1,254,981 B. 545,582 C. 1,492,750
<b>Class</b>	A. Ordinary Shares B. FY2013 Performance Rights C. FY2014 Performance Rights
<b>Number acquired</b>	A. 456,590 B. Nil C. Nil
<b>Number disposed</b>	A. Nil B. Nil C. 639,750
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$Nil
<b>No. of securities held after change</b>	A. 1,711,571 B. 545,852 C. 853,000

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>FY2014 Performance Rights.          (a) Vesting of 456,590 FY2014 Performance Rights granted in FY2014 has occurred. One ordinary fully paid share was acquired for each Performance Right that has vested. Shares for this vesting of performance rights were purchased on-market by the Fortescue Employee Share Trust. No new Fortescue shares were issued.          (b) Lapse of 183,160 FY2014 Performance Rights has occurred.</p>
--	---

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<p><b>No. and class of securities to which interest related prior to change</b>          Note: Details are only required for a contract in relation to which the interest has changed</p>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	N/A
<b>Interest after change</b>	N/A

**Part 3 – +Closed period**

<p><b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b></p>	No
<p><b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b></p>	
<p><b>If prior written clearance was provided, on what date was this provided?</b></p>	

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b> Fortescue Metals Group Ltd
<b>ABN</b> 57 002 594 872

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Peter Meurs
<b>Date of last notice</b>	20 December 2013

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct & Indirect
<b>Nature of indirect interest (including registered holder)</b> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Skiptan Pty Ltd ATF P&M Meurs FT. Vertical Nominees ATF VN1 Unit Trust.
<b>Date of change</b>	12 September 2014
<b>No. of securities held prior to change</b>	A. 26,006,995 B. 7,500,000 C. 212,276 D. 580,515
<b>Class</b>	A. Ordinary Shares B. Unlisted Options Expiring 13 May 2015 C. FY2013 Performance Rights D. FY2014 Performance Rights
<b>Number acquired</b>	A. 192,157 B. Nil C. Nil D. Nil
<b>Number disposed</b>	A. Nil B. Nil C. Nil D. 248,792
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	\$Nil
<b>No. of securities held after change</b>	A. 26,199,152 B. 7,500,000 C. 212,276 D. 331,723

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>Nature of change</b>          Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>FY2014 Performance Rights.          (a) Vesting of 192,157 FY2014 Performance Rights granted in FY2014 has occurred. One ordinary fully paid share was acquired for each Performance Right that has vested. Shares for this vesting of performance rights were purchased on-market by the Fortescue Employee Share Trust. No new Fortescue shares were issued.          (b) Lapse of 56,635 FY2014 Performance Rights has occurred.</p>
--	--

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	
<b>If prior written clearance was provided, on what date was this provided?</b>	