



2015 NOTICE OF ANNUAL GENERAL MEETING

Please read the Notice and Explanatory Statement carefully

If you are not able to attend the Annual General Meeting of Shareholders, please complete and return the Proxy Form in accordance with the specified directions.

2015 Fortescue Annual Report

Our Annual Report is available electronically at www.fmgl.com.au. Printed copies of the Annual Report have been mailed to Shareholders who selected this option.

ABN

57 002 594 872



Your invitation to attend our

Annual General Meeting of Shareholders and to vote on key issues

MESSAGE FROM THE CHAIRMAN

Dear Valued Shareholder(s),

It is my pleasure to invite you to the Company's 2015 Annual General Meeting to be held on Wednesday, 11 November 2015 at 10:00 am (Perth time) in the Grand Ballroom, Hyatt Regency Perth, 99 Adelaide Terrace, East Perth, Western Australia (Meeting).

Since the last Annual General Meeting there has been one change to your Board with the appointment of Dr Jean Baderschneider as a Non-Executive Director in January 2015. A highly regarded leader in both business and civil society, Dr Baderschneider brings extensive experience in global procurement, strategic sourcing and supply chain management and will be another valuable addition to our Board.

At this year's AGM we will be seeking Shareholder confirmation of the appointment of Dr Baderschneider together with the reappointment of Mr Huiquan Cao.

The following pages contain details on the items of business to be conducted at the meeting. Your Directors believe that each of the resolutions is in the best interests of the Company and its Shareholders.

The meeting is an ideal opportunity for you to meet your Board and senior management team and I encourage you to attend. Voting on the resolutions at the meeting is important, and if you are not able to attend I recommend that you exercise your voting rights either by completing and returning the enclosed proxy form or by lodging it online at www.linkmarketservices.com.au and following the directions on the proxy form.

Your Directors and management team look forward to seeing you at the meeting.

Yours sincerely

Andrew Forrest

Chairman, Fortescue Metals Group Ltd



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Fortescue Metals Group Ltd (ABN 57 002 594 872) (Company) will be held in the Grand Ballroom at the Hyatt Regency Perth, 99 Adelaide Terrace, East Perth, Western Australia on Wednesday, 11 November 2015 at 10.00 am (Perth time) (Meeting).

If you are unable to attend the Meeting you are encouraged to complete and return the proxy form attached to this Notice of Meeting. The completed proxy form must be received at the office of the Company's share registrar, Link Market Services Limited, by no later than 10.00 am (Perth time) on Monday, 9 November 2015.

Date for determining voting entitlements

The Directors have determined that for the purposes of the *Corporations Act 2001* (Cth) (Corporations Act), the persons eligible to vote at the Meeting will be those persons who are registered Shareholders at 4.00pm (Perth time) on Monday, 9 November 2015. Accordingly, transfers of shares registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Appointment of Proxies

Each Shareholder who is entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy does not need to be a Shareholder.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion of votes each proxy is to exercise. If no proportion is specified, each proxy may exercise half the Shareholder's votes.

Wednesday, 11 November 2015
10.00am (Perth time)

Hyatt Regency Perth
(Grand Ballroom)
99 Adelaide Terrace
East Perth, Western Australia



Voting by proxy

A Shareholder can direct its proxy to vote for, against or abstain from voting on each resolution by marking the appropriate box in the Voting Directions section of the proxy form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed.

If the Chairman is to act as your proxy in relation to Resolution 1 (Adoption of Remuneration Report), Resolution 4 (Approval of the Performance Rights Plan) or Resolution 5 (Participation in the Performance Rights Plan by Mr Neville Power and Mr Peter Meurs) (whether by appointment or by default) and you have not given directions on how to vote by marking the appropriate box in the Voting Directions section of the proxy form, the proxy form expressly directs and authorises the Chairman to cast your vote "for" Resolution 1, 4 and 5 (as applicable). This express authorisation is included because without it the Chairman would be precluded from casting your votes, as these resolutions are connected with the remuneration of key management personnel.

Subject to the above requirements being met, the Chairman will vote all valid undirected proxies in respect of Resolutions 1 to 5 in favour of the relevant Resolution.

If you are in any doubt as to how to vote, you should consult your professional adviser.

The proxy form that accompanies this Notice of Meeting must be completed and received at the office of Link Market Services Limited, as detailed below, by 10.00 am (Perth time) on Monday, 9 November 2015.

Mail: Fortescue Share Registry
C/- Link Market Services Limited
Locked Bag A14, SYDNEY SOUTH NSW 1235

Delivery: Fortescue Share Registry
C/- Link Market Services Limited
1A Homebush Bay Drive, RHODES NSW 2138

Facsimile: (02) 9287 0309 (from Australia)
+61 2 9287 0309 (from overseas)

Online: www.linkmarketservices.com.au

Select 'Investor & Employee Login' and enter Fortescue Metals Group Ltd or the ASX code (FMG) in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'.

Select the 'Voting' tab and then follow the prompts.

You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

Corporate Representatives

Any corporate Shareholder wishing to appoint a person to act as its representative at the Meeting may do so by providing that person with:

- a letter or certificate executed in accordance with the Corporations Act authorising that person to act as the corporate Shareholder's representative at the Meeting; or
- a copy of the resolution appointing that person as the corporate Shareholder's representative at the Meeting, certified by a secretary or director of the corporate Shareholder.

Alternatively, Shareholders can download and fill out the 'Appointment of Corporate Representation' form from Link Market Services Limited's website – www.linkmarketservices.com.au. Select the Investor Services tab and click on 'Forms'.

Key Dates

Deadline for lodgement of proxy forms

10.00 am (Perth time)
Monday, 9 November 2015

Determination of voting eligibility

4.00 pm (Perth time)
Monday, 9 November 2015

Annual General Meeting

10.00 am (Perth time)
Wednesday, 11 November 2015

Queries

If you have any queries regarding the matters contained in the Meeting documents, please call Company Secretary Ian Wells, on +61 8 6218 8888.

AGENDA

The Explanatory Statement which accompanies and forms part of this Notice of Meeting describes the matters to be considered.

CEO and Chairman's address

Financial Reports

To receive and consider the financial report, the reports of the Directors and the auditors of the Company and its controlled entities for the year ended 30 June 2015.

Note: There is no requirement for Shareholders to approve these reports.

Ordinary Business

Resolution 1- Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an advisory resolution:

"That the Remuneration Report for the Company and its controlled entities for the year ended 30 June 2015 be approved and adopted."

Voting Prohibition

A vote must not be cast (in any capacity) by or on behalf of:

- the Company's key management personnel (including the Directors), details of whose remuneration are included in the Remuneration Report (**KMP**); and
- closely related parties of KMP (including spouses, dependents and controlled companies).

However, a vote may be cast on Resolution 1 by a KMP as a proxy, or a closely related party of a KMP as a proxy, if the vote is not cast on behalf of a KMP or a closely related party of a KMP, and:

- the proxy appointment is in writing and specifies the way the proxy is to vote on Resolution 1; or
- the proxy is the chairperson, and:
 - o the proxy appointment does not specify the way the proxy is to vote on Resolution 1; and
 - o the proxy appointment expressly authorises the chairperson to exercise the proxy even though Resolution 1 is connected, directly or indirectly, with the remuneration of KMP.

The Chairman will vote all undirected proxies in favour of Resolution 1.

Resolution 2 – Re-election of Mr Cao Huiquan

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Cao Huiquan be re-elected as a Director of the Company."

Resolution 3 – Election of Dr Jean Baderschneider

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Dr Jean Baderschneider be elected as a Director of the Company."

Resolution 4 – Approval of the Performance Rights Plan

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.2 (Exception 9(b)) and for all other purposes, Shareholders approve the terms of, and authorise the grant of performance rights and issue of shares pursuant to the terms of the performance rights, under the Fortescue Metals Group Ltd Performance Rights Plan."

Voting Prohibition and Exclusions

The Company will disregard any votes on Resolution 4 by Mr Neville Power and Mr Peter Meurs and by their respective associates, being the Directors who are eligible to and who will participate in the Fortescue Metals Group Ltd Performance Rights Plan. Further, a vote must not be cast on Resolution 4 by a KMP, or a closely related party of a KMP, acting as proxy, if their appointment does not specify the way the proxy is to vote on the relevant Resolution.

However, the Company need not disregard a vote on Resolution 4 (and that person is not prohibited from voting) if:

- it is cast by a person identified as proxy for a person who is entitled to vote on the Resolution and the vote is cast in accordance with the directions on the proxy form; or
- it is cast by the chairperson (who may be a KMP) as proxy for a person who is entitled to vote and the proxy appointment expressly authorises the chairperson to exercise the proxy even though the Resolution is connected, directly or indirectly, with the remuneration of a KMP.

The Chairman will vote all undirected proxies in favour of Resolution 4.



Resolution 5 – Participation in the Performance Rights Plan by Mr Neville Power and Mr Peter Meurs

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve:

- (a) the grant of up to 8,566,657 performance rights to Mr Neville Power and up to 3,148,248 performance rights to Mr Peter Meurs over a 3 year period under the Fortescue Metals Group Ltd Performance Rights Plan; and*
- (b) the issue, transfer or allocation of, and acquisition by Mr Neville Power and Mr Peter Meurs of, fully paid ordinary shares in respect of those performance rights, in accordance with the terms of the Fortescue Metals Group Ltd Performance Rights Plan and on the basis described in the Explanatory Statement.”*

Voting Prohibition and Exclusions

The Company will disregard any votes on Resolution 5 by Mr Neville Power and Mr Peter Meurs and by their respective associates, being the Directors who are eligible to and who will participate in the Fortescue Metals Group Ltd Performance Rights Plan. Further, a vote must not be cast on Resolution 5 by a KMP, or a closely related party of a KMP, acting as proxy, if their appointment does not specify the way the proxy is to vote on the relevant Resolution.

However, the Company need not disregard a vote on Resolution 5 (and that person is not prohibited from voting) if:

- it is cast by a person identified as proxy for a person who is entitled to vote on the Resolution and the vote is cast in accordance with the directions on the proxy form; or
- it is cast by the chairperson (who may be a KMP) as proxy for a person who is entitled to vote and the proxy appointment expressly authorises the chairperson to exercise the proxy even though the Resolution is connected, directly or indirectly, with the remuneration of KMP.

The Chairman will vote all undirected proxies in favour of Resolution 5.

Dated 9 October 2015
By Order of the Board

Ian Wells
Company Secretary, Fortescue Metals Group Ltd



EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders of Fortescue Metals Group Ltd (**Fortescue** or the **Company**) in connection with the business to be conducted at the Annual General Meeting of Shareholders to be held in the Grand Ballroom, at the Hyatt Regency Perth, 99 Adelaide Terrace, East Perth, Western Australia on Wednesday, 11 November 2015 at 10.00 am (Perth time) (**Meeting**).

This Explanatory Statement should be read in conjunction with the accompanying Notice of Meeting.

This Explanatory Statement and all its attachments are important documents and should be read carefully and in their entirety. If you have any questions regarding the matters set out in this Explanatory Statement or the Notice of Meeting, please contact the Company or your financial adviser, stockbroker or solicitor.

Financial Reports

The first item of the Meeting deals with the presentation of the consolidated financial report of the Company for the year ended 30 June 2015, together with the Directors' declaration and report in relation to that financial year, and the auditor's report on those financial statements (**Financial Reports**).

Shareholders are asked to consider the Financial Reports and raise any matters of interest with the Directors when this item is being considered. Shareholders will be provided with a reasonable opportunity at the Meeting to ask questions about, or make comments on, the Financial Reports. No resolution is required to be moved in respect of this item.

Resolution 1 – Adoption of Remuneration Report

In accordance with the Corporations Act, Shareholders are asked to consider and vote on the adoption of the Remuneration Report as presented in the Annual Report for the year ended 30 June 2015.

A voting prohibition statement for Resolution 1 is contained in the Notice of Meeting.

The Annual Report of the Company for the year ended 30 June 2015 contains a Remuneration Report, which sets out:

- the remuneration policy for the Company; and
- the remuneration arrangements in place for the Directors and specified Executives of the Company.

A copy of the Remuneration Report, as contained in the 2015 Annual Report, is available on the Company's website at www.fmgil.com.au under the "Investors & Media" tab.

The vote on Resolution 1 is advisory only and will not require the Company to alter the arrangements set out in the Remuneration Report should Resolution 1 not be passed. Notwithstanding the effect of this legislative requirement, the Board will take the outcome of the vote into consideration when applying the Company's remuneration policy.

Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

Resolution 2 – Re-election of Mr Cao Huiquan

Mr Cao Huiquan retires by rotation at the Meeting and, being eligible, offers himself for re-election as a Director.

Mr Cao Huiquan was appointed as a Non-Executive Director in February 2012 as the nominated Director on Fortescue's Board from Hunan Valin Iron and Steel Group Company Ltd.

Mr Cao graduated from the Department of Physics, Beijing University in 1988 and obtained his Master Degree of Metal Physics from University of Science and Technology Beijing in 1991. He was an on the job Ph.D. of Engineering of Central Iron & Steel Research Institute, and was enrolled in the EMBA programme, China Europe International Business School in 2009.

In 1991, Mr Cao joined Hunan Xiangtan Iron and Steel Co., Ltd and was appointed as General Manager in 2003. In 2005, he was appointed as CEO of Hunan Valin Steel Co., Ltd (formerly Hunan Valin Steel Tube & Wire Co., Ltd), and then concurrently held the position of General Manager of Lianyuan Iron and Steel Group Co., Ltd from 2010 to 2011. Mr Cao was appointed Chairman of Hunan Valin Iron & Steel Group, Chairman and CEO of Hunan Valin Steel Co., Ltd in 2011 and concurrently held the position of General Manager of Xiangtan Iron and Steel Group Co., Ltd from 2012 to 2014. Mr Cao is now the Chairman of Hunan Valin Iron and Steel Group Co., Ltd, the Chairman and CEO of Hunan Valin Steel Co., Ltd.

Directors' Recommendation

Mr Cao Huiquan has an interest in Resolution 2 and refrains from making any recommendation as to how Shareholders should vote on the Resolution.

The Company's remaining Directors recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 – Election of Dr Jean Baderschneider

Dr Jean Baderschneider, having been appointed by the Board as a Director of the Company since the last General Meeting, offers herself for election by Shareholders.

Dr Baderschneider was appointed Director of the Company in January 2015.

Dr. Baderschneider, a highly regarded leader in both business and civil society, brings extensive international experience in procurement, strategic sourcing and supply chain management along with a deep understanding of high-risk operations and locations and complex partnerships.

With 35 years of experience, Dr. Baderschneider retired from ExxonMobil in 2013 where she was Vice-President, Global Procurement. She has been responsible for operations all over the world, including Africa, Middle East and Asia.

Dr. Baderschneider is a past member of the Board of Directors of the Institute for Supply Management and the Executive Board of the National Minority Supplier Development Council (NMSDC). She was a Presidential appointee to the US Department of Commerce's National Advisory Council of Minority Business Enterprises in February 2011. She is a past board member of The Center of Advanced Purchasing Studies (CAPS) and the Procurement Council of both The Conference Board and the Corporate Executive Board.

Dr. Baderschneider is a member of the Site Council and Executive Committee of President Lincoln's Cottage, a Historic Site of the National Trust for Historic Preservation, and an Advisory Council member of Ford's Theatre. In addition, she is a member of the Board of Trustees of the Maret School in Washington, D.C, and of the Advisory Council of the ILR School at Cornell University and a long-time member of Cornell's President's Council of Cornell Women.

Dr. Baderschneider has a Master's degree from the University of Michigan and a Ph.D. from Cornell University.

Directors' Recommendation

Dr Baderschneider has an interest in Resolution 3 and refrains from making any recommendation as to how Shareholders should vote on the Resolution.

The Company's remaining Directors recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Approval of the Fortescue Metals Group Ltd Performance Rights Plan

The Fortescue Metals Group Ltd Performance Rights Plan requires Shareholder approval so that securities granted or issued by the Company under the plan do not count towards the Company's 15% annual limit on issuing securities without Shareholder approval.

The current Fortescue Metals Group Ltd Performance Share Plan (**2012 Performance Share Plan**) was approved by Shareholders at the Company's Annual General Meeting on 14 November 2012. As approval of the 2012 Performance Share Plan would need to be refreshed this year to ensure that securities to be granted under the plan would not be counted in the 15% limit, the Company has taken the opportunity to update the plan to reflect changes in law and ASIC policy since the 2012 Performance Share Plan was approved.

Accordingly, Resolution 4 seeks Shareholder approval for the Fortescue Metals Group Ltd (**Performance Rights Plan**). A summary of the terms of the Performance Rights Plan, which are broadly comparable to those of the 2012 Performance Share Plan, is set out in Annexure A of this Explanatory Statement.

Remuneration objectives and implementation of the Performance Rights Plan

Fortescue's reward strategy seeks to build a performance orientated culture that:

- supports the achievement of the Company's strategic vision; and
- attracts, retains and motivates employees by providing market competitive fixed remuneration and incentives.

The reward strategy seeks to support Fortescue's commitment to achieving extraordinary growth and progression as one of the world's leading producers of iron ore by:

- delivering fair and market competitive rewards;
- supporting a clear performance focus; and
- aligning remuneration with the long-term goals of the Company.

Fortescue is committed to providing competitive remuneration packages to its employees. The Company benchmarks staff remuneration against major indices such as the ASX 100 Resources, and seeks input from independent remuneration consultants regarding executive remuneration.

The Company's remuneration strategy and its approach to the offering of short term and long term incentives include the offering of performance based equity securities.

Executive short term incentives are awarded in the form of both cash and equity securities, with a maximum of 50% in cash, under the terms of the Company's Executive and Senior Staff Incentive Plan (**ESSIP**). Long term incentives are delivered solely in the form of performance based equity securities under the terms of the Company's Long Term Incentive Plan (**LTIP**).

The proposed Performance Rights Plan allows the Company to achieve the objectives of its remuneration strategy by allowing the Company to grant performance rights under the Performance Rights Plan to executives and senior staff in satisfaction of the equity component of the ESSIP (**ESSIP Performance Rights**) and the LTIP (**LTIP Performance Rights**).

Each performance right granted under the Performance Rights Plan will entitle the holder to be issued, transferred or allocated a share for nil consideration (unless the Board determines that an exercise price is required to be paid) subject to the satisfaction of any relevant vesting conditions and the exercise of the performance right (if required) within the vesting period.

Further information on the vesting conditions and other terms and conditions that will apply to the grant of performance rights under the Performance Rights Plan is set out in the explanatory information relevant to Resolution 5 and in Annexure A.

Approval for the purposes of ASX Listing Rule 7.2

ASX Listing Rule 7.1 provides, that subject to certain exceptions, a listed company may not issue or agree to issue equity securities in any 12 month period that exceed 15% of the number of securities the company has on issue, except with the prior approval of shareholders of the company in general meeting, of the terms and conditions of the proposed issue.

One of the exceptions to ASX Listing Rule 7.1, Listing Rule 7.2 (Exception 9(b)), provides that ASX Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue, shareholders have approved the issue of securities under the employee incentive scheme as an exception to ASX Listing Rule 7.1.

The Performance Rights Plan has not yet been approved by Shareholders. Accordingly, Shareholder approval is required to rely on the exemption in ASX Listing Rule 7.2 (Exception 9(b)).

The following information is disclosed to Shareholders for the purposes of Resolution 4:

- a summary of the terms and conditions of the Performance Rights Plan is set out in Annexure A to this Explanatory Statement;
- 19,511,592 performance rights have been granted under the 2012 Performance Share Plan, since the plan was approved in 2012;
- no performance rights have been granted under the Performance Rights Plan;
- the adoption of the Performance Rights Plan will not affect any existing performance rights granted or shares issued under the 2012 Performance Share Plan; and
- a voting exclusion statement in respect of Resolution 4 is set out in the Notice of Meeting.

Directors' Recommendation

Mr Neville Power, the Managing Director of the Company, and Mr Peter Meurs, the Executive Director for Development, will participate in the Performance Rights Plan and so have an interest in Resolution 4. Accordingly, Mr Power and Mr Meurs refrain from making any recommendation as to how Shareholders should vote on the Resolution.

The Company's remaining Directors recommend that Shareholders vote in favour of Resolution 4.

Resolution 5 – Participation in the Fortescue Metals Group Ltd Performance Rights Plan by Mr Neville Power and Mr Peter Meurs

In accordance with the ASX Listing Rules, Shareholders are asked to consider the grant of performance rights to Mr Neville Power and Mr Peter Meurs under the Fortescue Metals Group Ltd Performance Rights Plan.

Under ASX Listing Rule 10.14, the Company requires Shareholder approval to issue equity securities to a Director of the Company. Accordingly, Resolution 5 seeks Shareholder approval to issue securities under the Performance Rights Plan to the Managing Director, Mr Neville Power, and the Executive Director for Development, Mr Peter Meurs, over the next 3 years.

For the purposes of the approval sought under Listing Rule 10.14 and in accordance with the requirements of Listing Rule 10.15A and for all other purposes, the following information is provided to Shareholders in respect of the proposed grant of performance rights under the Performance Rights Plan to Mr Power and Mr Meurs.

Participation

- Under the Performance Rights Plan, performance rights may be granted to the Managing Director, Mr Power, and the Executive Director for Development, Mr Meurs, as part of their respective reasonable remuneration. Further information on Mr Power's and Mr Meurs' remuneration packages is contained within the Remuneration Report which is a section of the 2015 Annual Report.
- Mr Power and Mr Meurs are the only persons referred to in ASX Listing Rule 10.14 eligible to participate in the Performance Rights Plan. Any additional persons referred to in ASX Listing Rule 10.14 who become entitled to participate in the Performance Rights Plan will not do so until any Shareholder approval required under ASX Listing Rule 10.14 is obtained.

Number of performance rights which may be granted

The maximum number of performance rights that will be granted to Mr Power without further Shareholder approval:

	During the next 3 years (including FY16)	For the financial year ending 30 June 2016
ESSIP Performance Rights	3,671,425	1,249,862
LTIP Performance Rights	4,895,232	1,666,482
Total	8,566,657	2,916,344

The maximum number of performance rights that will be granted to Mr Meurs without further Shareholder approval:

	During the next 3 years (including FY16)	For the financial year ending 30 June 2016
ESSIP Performance Rights	1,349,249	459,324
LTIP Performance Rights	1,798,999	612,432
Total	3,148,248	1,071,756

The exact number of performance rights that will be granted to Mr Power and Mr Meurs during the next three years:

- cannot be calculated at the date of this Notice of Meeting as it depends upon Mr Power's and Mr Meurs' entitlement to share based incentive payments and the future VWAP of the Company's shares at the date performance rights are granted under the Performance Rights Plan; and
- will be calculated on the grant date by dividing the maximum value of share based incentive payments to which Mr Power and Mr Meurs are entitled by the 5 day VWAP of Company shares at the start of the applicable vesting period.

Entitlement to shares

Subject to the terms of the Performance Rights Plan, the satisfaction of vesting conditions and other conditions attached to performance rights, each performance right entitles the holder to be issued, transferred or allocated one share in the Company. Under the Performance Rights Plan, shares will only be issued, transferred or allocated to recipients (and value received) upon the vesting of relevant performance rights.

Vesting conditions

Under the Performance Rights Plan, the Board must determine the vesting conditions that will apply to the vesting of performance rights prior to the date of grant of those performance rights, which may not be modified during the vesting period. Further information regarding the vesting conditions is set out below.

Vesting period

The vesting period during which each of the vesting conditions attached to the performance rights to be granted under this Resolution must be satisfied is as follows:

- in relation to the ESSIP Performance Rights, by the end of 30 June 2018; and
- in relation to the LTIP Performance Rights to be granted in respect of the financial year ending 30 June 2016, by the end of 30 June 2018;
- in relation to the LTIP Performance Rights to be granted in respect of the financial year ending 30 June 2017, by the end of 30 June 2019; and
- in relation to the LTIP Performance Rights to be granted in respect of the financial year ending 30 June 2018, by the end of 30 June 2020.

At the end of the vesting period, the vesting conditions, as further particularised below, will be assessed to determine the number of ESSIP Performance Rights and LTIP Performance Rights (as the case may be) that vest.



ESSIP Performance Rights

The vesting of ESSIP Performance Rights will be dependent upon an assessment of Company and individual performance. Company performance comprises company annual and growth measures designed to drive both a short and long term perspective on performance, and protect the long term interests of the Shareholders.

The financial performance measures of the ESSIP were chosen as they represent the key drivers for the short term success of the Company and provide a framework for delivering long term value. The non-financial

component of the ESSIP is measured with reference to an assessment against a range of measures. A majority of the non-financial measures are quantitative-based.

By way of summary the targets and objectives that the Board, on the recommendation of the Remuneration and Nomination Committee, has determined will apply to ESSIP Performance Rights granted to Mr Power and Mr Meurs are as follows.

Category	Sub-category	Objective	Financial / Non-financial targets
Company Annual Performance	Safety	Target percentage reduction (15 per cent) in Total Recordable Injury Frequency Rate (TRIFR)	Non-financial
	Production	Target tonnes shipped	Non-financial
	Cost	Target cost per tonne shipped	Financial
Company Growth Performance	Financial	Achieve the target annual Absolute Return on Equity (AROE)	Financial
	Physical	Target percentage of reserves mined whilst maintaining mine life	Non-financial
	Culture	Achieve agreed workforce culture and engagement targets	Non-financial

Additionally, the vesting of Mr Meurs' ESSIP Performance Rights will be subject to an assessment of his individual performance measures based on Mr Meurs' business plan, which shall be determined by the Board prior to the grant of the performance rights.

Once the Board has assessed overall performance of the individual and the Company at the end of each vesting period based on the vesting conditions determined prior to the commencement of that period, and determined the extent of vesting of the ESSIP Performance Rights, the results achieved will be communicated to Mr Power and Mr Meurs and to Shareholders as part of the Company's annual remuneration reporting obligations.

Neither the targets nor objectives for the ESSIP Performance Rights, nor the applicable pre-agreed thresholds in respect of each target and objective, may be modified during the vesting period.

LTIP Performance Rights

Introduction

The Company introduced the LTIP in 2013 as a key element of its approach to the remuneration of Executives and senior employees. In the current year the Board has reviewed the operation of the LTIP in light of the objectives of its broader remuneration strategy, general market conditions, and the range of performance hurdles utilised by leading resource companies both regionally and globally.

The existing programme is based on a single financial measure being Absolute Return on Equity (**AROE**) earned and measured over a three year period. The ability to achieve threshold AROE for the existing plan in future years has been heavily impacted by the decrease in the iron ore price, notwithstanding the significant cost reduction and production performance achieved by the Company. The reduction in the iron ore price, which is outside the control of the Company's Executives, has overshadowed the successful implementation of the initiatives which have achieved, or exceeded, all of the pre-agreed stretch targets set for safety, production, costs and capital expenditure.

In light of the conclusions arising out of the Board's review of the LTIP, the Board has approved an amendment to the LTIP designed to enhance the alignment between the Company's Executives and Shareholders, rewarding performance that drives long term growth and delivers Shareholder value while promoting Executive retention. The proposed changes are an extension of the existing LTIP, incorporating an additional two performance hurdles. The Board has retained AROE as a performance measure and, so as to improve the current programme, introduced a relative Total Shareholder Return (**TSR**) measure and a basket of Strategic Objectives.

The relative weighting between financial and strategic measures is important and provides the ability to assess performance across a cyclical market. Retaining AROE and adding relative TSR is also important as both are market measures that are aligned with delivering shareholder value.

The strategic objectives devised by the Board specifically relate to key milestones and objectives that the Board believes are fundamental to the Company's sustainability, continuing development and the Board's delivery of shareholder returns.

It is the Board's view that the broader focus under the amended LTIP is consistent with best market practice and will continue to focus management on a broader array of critical long term performance goals. The Board's key focus will be rewarding the leadership team of the Company for outperforming the market while driving the key levers relevant to the Company's success.

LTIP Performance Measures

The Board has determined that the vesting conditions applicable to the LTIP Performance Rights to be granted under Resolution 5 shall include the following performance measures, which shall be weighted as set out below.

Performance Measure	Weighting of Measures
Absolute Return on Equity	33%
Relative Total Shareholder Return	33%
Strategic Objectives	34%

The relative weighting between the tranches of LTIP Performance Rights, vesting conditions and objectives will be agreed at the beginning of the period and will not be modified during the vesting period.

The Board will assess overall performance of the Company at the end of each 3-year vesting period, based on the vesting conditions determined prior to the commencement of that period. This assessment will determine the extent of vesting of the LTIP Performance Rights. The results achieved will be communicated to LTIP participants including Mr Power and Mr Meurs and to Shareholders as part of the Company's annual remuneration reporting obligations.

Measurement of performance and maximum performance cap

Each of the performance measures provide for a determination by the Board that the Company has performed at a "Threshold", "Target" or "Stretch" level. These graduated levels of performance have been included in order to align and reward LTIP participants through market cycles. In the event that performance is at the "Target" level in respect of the relevant performance measure, the LTIP participants will be entitled to 100% of the tranche of LTIP Performance Rights to which the performance measure relates. Where performance is at the "Stretch" level, the LTIP participants will be entitled to 150% of the tranche of LTIP Performance Rights to which the performance measure relates.

Nevertheless, if the target for any individual Performance Measure is exceeded, so that up to 150% of the relevant number of LTIP Performance Rights may vest, the total number of LTIP Performance Rights that may vest across the three Performance Measures is capped in aggregate, at 100% (of the LTIP Performance Rights the subject of the applicable vesting period). The Board believes that by incorporating the "Stretch" level of performance into the vesting schedule, the Company will be better able to effectively reward and recognise LTIP participants in years where outstanding performance is achieved. This will serve as further motivation and assist in retention through more challenging periods.

Absolute Return on Equity (AROE)

Expressed as a percentage, AROE measures the profitability of the Company generated with each dollar of shareholders' equity, calculated as Net Profit after Tax divided by the average book value of Shareholder's Equity. The AROE over the three year performance period is measured as the sum of AROE for years 1, 2 and 3 divided by 3.

The threshold vesting hurdle has been reduced to 15% (from 20%), this is based on the current market cycle and historical market comparisons of the ASX 100 Resources comparator group. The stretch target is >30% AROE with vesting capped at 150% for this measure.

AROE hurdle rates were selected for the following reasons:

- 15 per cent exceeds the Company's cost of equity;
- The average AROE for the ASX 100 Resources Index from 2010 to 2014 is 9.2 per cent; and
- The 80th percentile AROE for the ASX 100 Resources Index from 2010 to 2014 is 15.6 per cent.

AROE Performance	AROE	Portion of tranche that vests
Did not meet	< 15%	Nil
Threshold	15%	25%
Target	30%	100%
Stretch	>30%	150%

* Vesting of awards is granted on a pro-rata basis for performance between Threshold and Target.

Relative Total Shareholder Return (TSR)

TSR is a measure of the performance of the Company's shares over a three year period against the ASX 100 Resources Index. It combines share price appreciation and dividends paid to show the total return to the Shareholder expressed as a percentage. The use of TSR relative to a peer group is well accepted by the market. Relative TSR hurdles are valuable because the company needs to outperform a peer group for participants to receive any rewards and therefore, is aligned to relative market performance. A further consideration for the Board in using relative TSR is the selection of the peer group. The ASX 100 Resources Index has been chosen as the comparator group because this is a transparent market indicator and includes Fortescue's ASX listed commodity market peers.

The threshold for Relative TSR is the 60th percentile for the comparison group, and target performance is the 80th percentile.

TSR Performance	TSR Percentile Ranking (%)	Portion of tranche that vests
Did not meet	Below the 60th percentile	Nil
Threshold	At the 60th percentile	25%
Target	At the 80th percentile	100%
Stretch	At the 100th percentile	150%

* Vesting of awards is granted on a pro-rata basis for performance between Threshold, Target and Stretch.

The above levels for determining TSR Performance may not be modified during the vesting period.

Strategic Objectives

As part of the amendments made to the LTIP, the Board, in line with the recommendations of the Remuneration and Nomination Committee, has introduced a basket of five strategic measures with associated key performance indicators for the Company aimed at directing performance towards the Company's long term objectives (Strategic Objectives). Whether a Strategic Objective has been achieved is measured at the end of the vesting period on an outcome basis as follows:

Performance	Score
Did not meet	0
Threshold	1
Target	2
Stretch	3

In respect of the LTIP Performance Rights to be granted to Mr Power and Mr Meurs the Board, on the recommendation of the Remuneration and Nomination Committee, have selected the following list of Strategic Objectives.

1. Safety

- Improve Fortescue's relative position against the global safety culture benchmark

2. Cost Performance

- Improve Fortescue's relative position on the global cost curve
- Reduce all-in cash cost

3. Resource Management

- Increase long term resources quantity and value
- No net decrease in mine life
- Quantity, Quality and Diversity of tenements

4. Growth

- Diversify customer base
- Strategic options for growth in iron ore and other commodities

5. Balance Sheet Management

- Reduce gearing to target levels
- Overall cost of financing
- Maintain cash on hand at Board approved levels
- Balance sheet flexibility

The relevant portion of LTIP Performance Rights that would vest is then determined by reference to the total score achieved as follows:

Strategic Objective Performance	Score	Portion of tranche that vests
Did not meet	<5	Nil
Threshold	5	25%
Target	10	100%
Stretch	15	150%

* Vesting of awards is granted on a pro-rata basis for performance between Threshold, Target and Stretch.

Price

No consideration is payable for:

- the grant of performance rights under the Performance Rights Plan; or
- the issue, transfer or allocation of shares upon the vesting and exercise of performance rights granted under the Performance Rights Plan.

Timing of grants

Mr Power and Mr Meurs will be granted the performance rights over the next 3 years if Shareholder approval is given. The performance rights granted to each of Mr Power and Mr Meurs in respect of the financial year ending 30 June 2016 would be granted as soon as practicable after the Shareholder approval for Resolution 5, if so given.

Performance rights will not be granted under the Performance Rights Plan to Mr Power and Mr Meurs at any stage after 3 years from the date of the Annual General Meeting without obtaining any Shareholder approval required under the ASX Listing Rules.

No loans

No loans have or will be made by the Company in connection with the acquisition of the relevant performance rights.

Details of prior grants

- Since the 2012 Performance Share Plan was approved by Shareholders in 2012:
 - Mr Power has been granted 3,151,947 performance rights (of which 1,513,837 have yet to vest, 1,314,617 have vested and 323,493 have lapsed); and
 - Mr Meurs has received 1,238,166 performance rights (of which 574,581 have yet to vest, 510,510 have vested and 153,075 have lapsed).
- No other person under Listing Rule 10.14 has received performance rights since the 2012 Performance Share Plan was last approved by Shareholders in 2012.
- No performance rights have been granted under the Performance Rights Plan.
- All shares provided to Mr Power and Mr Meurs on vesting of the performance rights granted under the 2012 Performance Share Plan were acquired on market.
- No acquisition price was payable for the grant of the performance rights or for the issue or transfer of shares upon the vesting of performance rights granted under the 2012 Performance Share Plan.

Voting Exclusion Statement

A voting exclusion statement in respect of Resolution is set out in the Notice of Meeting.

Other Implications

- No funds will be raised from the grant of performance rights or the issue, transfer or allocation of shares to Mr Power or Mr Meurs following the vesting and exercise (if required) of the performance rights. If shares will be transferred or allocated rather than issued upon vesting and exercise, funds will be expended by the Company to acquire shares on market.
- Australian International Financial Reporting Standards require the performance rights to be expensed in accordance with AASB 2 – Share Based Payments. Expensing performance rights will have the effect of increasing both the expenses and contributed equity of the Company.
- There are no significant opportunity costs to the Company or benefits foregone by the Company in granting performance rights.
- The grant of performance rights to Mr Power and Mr Meurs under the Performance Rights Plan will not have a diluting effect on the percentage interest of Shareholders holdings if following the vesting and exercise (if required) of the performance rights the shares transferred or allocated to Mr Power and Mr Meurs are acquired on market.
- In accordance with ASX Listing Rule 7.2 (Exception 14), if approval for the grant of performance rights is given under ASX Listing Rule 10.14, approval is not required for the purposes of ASX Listing Rule 7.1.

Annual Report

- Full details of Mr Power's and Mr Meurs' respective holdings of interests in the Company are set out in the Company's 2015 Annual Report.
- Details of the performance rights granted under the Performance Rights Plan will be published in each Annual Report of the Company relating to the period in which the performance rights have been granted, with a statement that approval for the grant of the performance rights to Mr Power and Mr Meurs was obtained under ASX Listing Rule 10.14.

Directors' Recommendation

Mr Neville Power, the Managing Director of the Company, Mr Peter Meurs, the Executive Director for Development of the Company, have an interest in Resolution 5. Accordingly, Mr Power and Mr Meurs refrain from making any recommendation as to how Shareholders should vote on the Resolution. The Company's remaining Directors recommend that Shareholders vote in favour of Resolution 5.

ANNEXURE A — SUMMARY OF THE FORTESCUE METALS GROUP LTD

PERFORMANCE RIGHTS PLAN

The terms and conditions of the Performance Rights Plan as amended are summarised in the table below.

1. Board

The Board, or a duly appointed committee of the Board, is responsible for the operation of the Performance Rights Plan.

2. Participants

- (a) Executive Directors, full-time, part-time and casual employees, and contractors of the Group are all eligible to participate in the Performance Rights Plan.
- (b) Non-Executive Directors are not eligible to participate in the Performance Rights Plan.

3. Eligibility

The Board has an absolute discretion to determine the eligibility of participants. Some of the factors the Board will have regard to in determining eligibility include:

- (a) the seniority of the participant and the position the participant occupies within the Group;
- (b) the length of service of the participant with the Group;
- (c) the record of employment of the participant with the Group;
- (d) the potential contribution of the participant to the growth and profitability of the Group;
- (e) the extent (if any) of the existing participation of the participant in the Performance Rights Plan; and
- (f) any other matters the Board considers relevant.

4. Number of performance rights

- (a) The Board has discretion to determine the number of performance rights offered to participants, however in accordance with applicable law, the Board will ensure that the number performance rights offered to eligible participants over a 3 year period does not exceed 5% of the Company's issued capital.
- (b) Further, in determining the number of performance rights to be granted to participants, the Board will have regard to:
 - (i) current market practice; and
 - (ii) the overall cost to the Company of grants under the Performance Rights Plan.

5. No payment on grant or vesting

Unless the Board determines otherwise, no payment is required for the grant, on the vesting, or the issue, transfer or allocation of shares following vesting, of a performance right.

6. Vesting conditions

Vesting of the performance rights is conditional on the participant satisfying the pre-determined vesting conditions determined by the Board by the end of the vesting period. The vesting period applicable to performance rights is the period determined by the Board.

7. Vesting of performance rights

The performance rights will only vest if the participant meets any specified vesting conditions within the vesting period. If the terms of grant require the performance rights to be exercised, the participant must exercise the performance rights in order for vesting to occur. Any performance rights which have not vested within the vesting period will lapse.

8. Entitlements under performance rights

The performance rights do not entitle the holder to exercise any votes in respect of the shares to which the performance right relates, nor is the holder entitled to participate in any dividend or any new issue of securities by the Company in respect of that performance right.

9. Issue, transfer or allocation of shares on vesting of performance rights

The shares to be provided on vesting and exercise (if required) of the performance rights may be issued by the Company or acquired on market by the Company (or any trustee of the Performance Rights Plan) and transferred or allocated to the holder of the performance right. Any Shares issued under the Performance Rights Plan will rank equally with those traded on the ASX at the time of issue. The Board may impose restrictions on the transferability of a share issued, transferred or allocated to a participant following vesting of a performance right, which shall be set out in the terms of invitation.

10. Cessation of employment

On a participant's cessation of employment, the Board may determine that some or all of the participant's performance rights or restricted shares lapse, vest, are exercisable for a prescribed period (if applicable), or are no longer subject to some or all applicable restrictions.

11. Change of Control

On a change of control event (which includes a takeover, merger, any person acquiring a relevant interest in more than 50% of the issued share capital in the Company and other similar events) the Board may waive some or all of the vesting conditions or other conditions applicable to the performance rights or restricted shares, in its absolute discretion.

12. Capital reorganisation

In the event of any capital reorganisation, performance rights may be adjusted having regard to the ASX Listing Rules and on the basis that participants do not receive any advantage or disadvantage from such an adjustment.

13. Clawback provision

If in the Board's opinion, performance rights vest as a result of the fraud, dishonesty or breach of obligations by the participant or another person, or if there is a material misstatement or omission in the financial statements of a group company, the Board may determine any treatment in relation to the performance rights or shares issued on vesting to ensure no unfair benefit is obtained by the participant.

THE PATHWAY FROM CONSTRUCTION TO PRODUCTION




LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Fortescue Metals Group Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: +61 1300 733 136

PROXY FORM

I/We being a member(s) of Fortescue Metals Group Ltd and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Perth time) on Wednesday, 11 November 2015 at the Grand Ballroom, Hyatt Regency Perth, 99 Adelaide Terrace, East Perth, Western Australia (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 4 and 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 4 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).


The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Participation in the Performance Rights Plan by Mr Neville Power and Mr Peter Meurs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Cao Huiquan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Election of Dr Jean Baderschneider	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Approval of the Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (Perth time) on Monday, 9 November 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Fortescue Metals Group Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* in business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**