

Finance Committee Charter

Purpose

The Finance Committee (Committee) is a sub-committee of the Board. The purpose of the Committee is to assist the Board in considering matters associated with material investment and financing decisions, as delegated by the Board, affecting the Company.

For the purposes of this Charter, “the Company” refers to all entities and operations controlled by Fortescue Metals Group Limited.’

Scope

Material investment and financing decisions are those that have a potentially significant impact on the Company including (but not limited to):

- Capital markets and other debt issues or repayment.
- Major acquisitions and disposals.

Specifically, the Committee’s role is to critically review and challenge any proposals presented by management that may significantly alter the Company’s position in respect of the above areas. The Committee should ensure that any proposed investment and/or financing decisions meet any relevant financial performance hurdles as determined by the Board.

The Committee will also consider any specific matters as directed by the Board.

These responsibilities have been allocated to the Committee on the basis that the primary responsibility for management of these matters sits with the Chief Executive Officer and the management team. Ultimate responsibility for oversight of these matters remains with the Board.

Membership

The Committee shall consist of at least three [3] members of which at least two [2] must be independent non-executive directors appointed by the Board. Committee members shall have the financial management skills and business acumen which will allow them to be effective in their role. Committee members shall hold appropriate formal qualifications.

The Chair of the Committee shall be an independent director appointed by the Board. In the temporary absence of the Chair, one of the other independent Committee members, either nominated by the Chair or elected by the Committee, will act as Chair.

The Chair of the Board shall be a member of the Committee but should not act as Chair of the Committee.

A quorum of the Committee shall be at least two [2] independent members. Any director who is not a Committee member may attend meetings at their discretion. The Company Secretary of Fortescue Metals Group Limited shall be the Secretary of the Committee.

Attendees

Other than for non-member directors who may attend Committee meetings at their discretion, attendance at meetings is by invitation.

Meeting Frequency

The Committee shall meet at such times as required by the Chair, a member, or the Secretary of the Committee.

Reporting

The Committee shall report to the Board on the matters discussed at each meeting and minutes of meetings shall be received by the Board. The Committee Chair will attend the annual general meeting of the Company to ensure that any shareholder questions on the Committee's activities can be addressed.

Resources

The Committee shall have full authority and resources to investigate all matters falling within its Charter. The Committee may, at the Company's expense, obtain any external independent professional advice as it considers necessary.

Evaluation of Committee Performance

The Committee Chairman shall assess the performance of the Committee on an annual basis and take appropriate action to address desired improvements in respect of areas where there is a need to enhance its role, effectiveness, process or composition.

Review of Committee Charter

The Committee Chairman is responsible for ensuring that the Committee Charter is reviewed at least every year for the purpose of assessing its continued relevance to the needs of the Board and identifying any enhancements required. Proposed enhancements shall be submitted to the Board for approval.

This Charter was approved by the Board of Fortescue Metals Group Ltd on 25 May 2016.