

Continuous Disclosure and Market Communication

Introduction

Fortescue Metals Group Ltd (Fortescue) is listed on the Australian Securities Exchange (ASX) and is required to comply with the continuous disclosure provisions of the ASX Listing Rules and the *Corporations Act 2001 (Cth)*.

This Continuous Disclosure and Market Communications Policy summarises the processes that have been adopted to ensure Fortescue complies with its disclosure obligations. A Disclosure Committee is responsible for the implementation of this policy.

This policy applies to all directors, officers, employees, joint venture partners, contractors or suppliers and is reviewed annually to ensure that it remains effective in guiding disclosure in accordance with Fortescue's disclosure obligations.

Continuous disclosure

Commitment to continuous disclosure

Fortescue will immediately notify the ASX of any information concerning it that a reasonable person would expect to have a material effect on the price or value of Fortescue's securities, unless exempted by the Listing Rules.

Disclosure Committee

Fortescue's Disclosure Committee has responsibility for the implementation of this policy.

The Disclosure Committee reviews potentially material information to determine whether it must be disclosed and oversees the processes for identification and release of material information.

A decision of the Disclosure Committee requires a quorum of two committee members which must include at least the CEO (or his delegate) and one of the following officers:

- Chief Financial Officer;
- General Counsel; or
- Company Secretary.

Identification of Potentially Material Information

All directors and all officers who are responsible for relevant areas of Fortescue's operation, which includes all staff invited to participate in the Executive and Senior Staff Incentive Plan (ESSIP), must report to the Company Secretary any information that could potentially be considered material immediately after the officer becomes aware of it. If the Company Secretary is unavailable, the information should be reported directly to the Chief Financial Officer.

It is not possible to pre-determine what type of information may be material for disclosure purposes and relevant information will need to be considered on a case by case basis. If you have any doubt about whether information is required to be disclosed you should take the prudent approach and report it to the Company Secretary immediately.

Summary of Disclosure Process

All directors and all officers who are responsible for relevant areas of Fortescue's operations, including all staff invited to participate in the Executive and Senior Staff Incentive Plan (ESSIP), will be informed of the company's continuous disclosure obligations and given a copy of the continuous disclosure policy and guidelines including any amended versions that may be issued from time to time.

When potentially material information is identified it will promptly be submitted to the Disclosure Committee for consideration of whether the information is material, taking into account such advice as the Committee may consider necessary. The Company Secretary maintains a record of all matters that are assessed in accordance with this process.

If it is determined that the information should be disclosed to the ASX, an appropriate release will be prepared and circulated to the Disclosure Committee for approval prior to release. The Company Secretary is responsible for all communications with the ASX and any other relevant stock exchange in accordance with applicable laws, listing rules and regulations. Information should not be provided to any other person prior to receipt of notification from the ASX confirming release of the information to the market.

If the Disclosure Committee is unavailable to determine whether to make or approve an ASX announcement or call a trading halt, and a rapid response is required, any two of the following individuals may either authorise the disclosure or call a trading halt:

- CEO;
- Chairman of the Board;
- CFO;
- General Counsel; and
- Company Secretary.

Continuous disclosure is a standing agenda item for all meetings of the board of directors. Directors review the continuous disclosure matters that have been assessed by the Disclosure Committee since their last meeting and consider whether any decisions made at the meeting should be disclosed to the ASX.

Policy Breaches

Breaches of this policy or any guidance documents that support this policy may lead to a breach of applicable legislation, ASX listing rules or other regulations. This may result in damage to the Company's reputation and potential criminal and civil liabilities could be imposed on Fortescue or its directors, officers and employees. Accordingly, breaches will be taken very seriously by the company.

Market communications

Background

Fortescue and its related entities receive wide-spread interest from market participants and media at a local, state, national and international level. We manage our interaction with these parties to ensure timely and accurate information is provided equally to all shareholders and market participants. In addition to market announcements, interactions may be in the form of shareholder meetings, briefings with investors and analysts, and presentations at industry conferences.

Fortescue will manage its interaction with the market effectively, and provide ways to constructively engage ensuring the Company's investors remain appropriately informed about its activities. At all times material or price sensitive information will not be disclosed to any external party unless it has previously been disclosed to the market in accordance with this Policy.

In the event that price sensitive information is inadvertently disclosed it will immediately be released to the ASX and

subsequently placed on the Fortescue website.

Authorised Company Representatives

The following directors and officers are authorised to make public statements to the market on behalf of Fortescue:

- Chairman;
- Chief Executive Officer; and
- Chief Financial Officer

The following Senior Executive Officers are authorised to be spokespeople for the areas within their portfolio:

- Chief Financial Officer; and
- Director Operations.

The following Officers are authorised to be spokespeople for the company with specific approval from the CEO:

- Group Manager Investor Relations; and
- Director Corporate Affairs.

All other directors, officers, employees, joint venture partners, contractors or suppliers shall not represent themselves as spokespeople for the Company. Enquiries from investors or analysts must be referred to the Head of Investor Relations and Media enquiries must be referred to the Group Manager Corporate Affairs.

Shareholder Meetings

Shareholders are encouraged to attend and participate in general meetings. The annual general meeting is the primary forum for Shareholders to vote on key business issues including the election of directors, remuneration reports and adoption of financial statements.

Investors and Analysts

Fortescue has an Investor Relations function to ensure effective engagement with investors and analysts. Regular investor and analyst briefings are conducted and no material information that has not already been disclosed to the market will be discussed at these briefings.

From time to time Fortescue may comment on analysts' reports but will only comment on factual matters and previously disclosed information.

Market Speculation

Fortescue will generally not comment on market speculation or rumours unless required to do so under its continuous disclosure obligations.

Fortescue Website

All information disclosed to the stock exchange(s) will be posted on Fortescue's website at www.fmgl.com.au following confirmation of release being received from the ASX. The Fortescue website includes an automated alert system that allows interested parties to register for email alerts of ASX and media releases.

Policy Review

The Audit & Risk Management Committee and the Board will review this Policy on a regular basis to ensure that it continues to be effective in managing Fortescue's disclosure obligations.

This policy was revised by the Board on 19 August 2016