8 September 2017

Fortescue
The New Force in Iron Ore

The Companies Officer
Australian Securities Exchange Ltd
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

Dear Sir or Madam

**Vesting and Lapse of Performance Rights**

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

Yours sincerely
**Fortescue Metals Group Ltd**

**Alison Terry**
Company Secretary


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*Rule 3.19A.2*

# 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

| | |
|---|---|
| Name of entity | **Fortescue Metals Group Ltd** |
| ABN **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.

| | |
|---|---|
| **Name of Director** | Neville Power |
| **Date of last notice** | 21 September 2016 |

**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.

| | |
|---|---|
| **Direct or indirect interest** | Direct & Indirect |
| **Nature of indirect interest (including registered holder)**<br>Note: Provide details of the circumstances giving rise to the relevant interest. | NJ & IE Power ATF Power Family Super Fund.<br>Ashglen Developments Pty Ltd ATF Ashglen Trust.<br>Pacific Custodians Pty Limited as trustee of the Fortescue Metals Group Limited Employee Share Trust, which holds ordinary shares acquired in respect of vested Performance Rights. |
| **Date of change** | 1 September 2017 (vesting and lapse of performance rights)<br>5 September 2017 (shares sold) |
| **No. of securities held prior to change** | A. 2,951,238<br>B. 660,837<br>C. 1,666,482<br>D. 1,097,367 |
| **Class** | A. Ordinary Shares<br>B. FY2015 Performance Rights (unvested)<br>C. FY2016 Performance Rights (unvested)<br>D. FY2017 Performance Rights (unvested) |

6194522/1

| | |
|---|---|
| **Number acquired** | A. 299,282<br>B. Nil<br>C. Nil<br>D. Nil |
| **Number disposed** | A. 299,282<br>B. 660,837<br>C. Nil<br>D. 299,282 |
| **Value/Consideration**<br>Note: If consideration is non-cash, provide details and estimated valuation | $1,768,851.79 |
| **No. of securities held after change** | A. 2,951,238<br>B. Nil<br>C. 1,666,482<br>D. 798,085 |
| **Nature of change**<br>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | **FY2015 Performance Rights**<br><br>Lapse of 660,837 Performance Rights granted under the FY2014 Long Term Incentive Plan.<br><br>**FY2017 Performance Rights**<br><br>Vesting of 299,282 FY2017 Performance Rights granted under the FY2017 Executive & Senior Staff Incentive Plan (ESSIP). One ordinary fully paid share has been purchased on-market by the Fortescue Employee Share Trust for each FY2017 ESSIP Performance Right that has vested. Ordinary shares are held by the Fortescue Employee Share Trust until exercise. No new Fortescue shares were issued.<br><br>**Ordinary Shares**<br><br>On market sale of shares to fund tax payments. |

## 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.

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

## Part 3 – +Closed period

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

6194522/1