

# 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: Fortescue Metals Group Ltd</b>
<b>ABN 57 002 594 872</b>

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>	Ms Elizabeth Gaines
<b>Date of last notice</b>	24 September 2021

### 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>	Pacific Custodians Pty Limited as trustee of the Fortescue Metals Group Ltd Employee Share Trust, which holds ordinary shares acquired in respect of vested Performance Rights.
<b>Date of change</b>	17 December 2021
<b>No. of securities held prior to change</b>	A. 341,294 B. 301,985 C. 212,072 D. Nil E. Nil
<b>Class</b>	A. Ordinary Shares B. FY2020 LTIP Performance Rights (unvested) C. FY2021 LTIP Performance Rights (unvested) D. FY2022 ESSIP Performance Rights (unvested) E. FY2022 LTIP Performance Rights (unvested)
<b>Number acquired</b>	D. 49,627 E. 132,338

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<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil
<b>No. of securities held after change</b>	A. 341,294 B. 301,985 C. 212,072 D. 49,627 E. 132,338
<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><b>FY2022 Performance Rights</b></p> <p>Ms Gaines has been granted FY22 performance rights as a result of her participation in the FY22 Fortescue Executive and Senior Staff Incentive Plan (ESSIP) for the period 1 July 2021 to 30 June 2022 and Long Term Incentive Plan (LTIP) for the period 1 July 2021 to 30 June 2024.</p> <p>The FY22 performance rights are subject to the terms and conditions of the Performance Rights Plan and offer letters as approved by Shareholders at the 2021 Annual General Meeting.</p> <p>If Performance Rights vest, ordinary fully paid Fortescue shares will be allocated (with one ordinary fully paid share acquired for each Performance Right that has vested) from the Fortescue Employee Share Trust.</p> <p>The final number of ESSIP Performance Rights that vest will be dependent upon an assessment of Company and individual performance. Company performance for the ESSIP comprises a range of financial and non-financial measures designed to drive both a short and long-term perspective on performance, and protect the long-term interests of Shareholders.</p> <p>The final number of LTIP Performance Rights that vest will be dependent upon an assessment of overall performance of the Company at the end of each 3-year vesting period. Company performance for the LTIP is measured against a combination of financial and strategic measures being Absolute Return on Equity (AROE), relative Total Shareholder Return (TSR), and a basket of Strategic Objectives.</p>

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+ See chapter 19 for defined terms.

	The Performance Conditions will be measured over the period 1 July 2021 to 30 June 2022 for the FY22 ESSIP Performance Rights, over the 3-year period 1 July 2021 to 30 June 2024 for the FY24 LTIP Performance Rights.
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## 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 – <sup>+</sup>Closed period

<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>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>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A