

Dale Allen  
Manager, Listings Compliance  
ASX

**By email:** ListingsCompliancePerth@asx.com.au

4/01/2023

Dear Dale Allen

**Re: Fortescue Metals Group Limited ('FMG'): Appendix 3Y – Change of Director's Interest Notice Query**

The following information is provided in response to your letter of Thursday 29 December 2022 in regards to the Appendix 3Y lodged on 14 December 2022 for Lord Sebastian Coe (**Appendix 3Y**).

**1. Please explain why the Appendix 3Y was lodged late.**

The Appendix 3Y was lodged late due to an administrative delay in receiving confirmation, from an intermediary bank that had purchased the shares as nominee for Lord Sebastian Coe, as to the name of the registered holder. As soon as the requisite information was obtained by the Company Secretariat, the Appendix 3Y was lodged with ASX.

**2. What arrangements does FMG have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?**

FMG's Directors are aware of FMG's obligations under Listing Rules 3.19A and 3.19B and the importance of providing the necessary information to the Company Secretariat as soon as possible to allow FMG to meet its disclosure requirements.

FMG has a Board-approved Securities Trading Policy, which includes an obligation on Directors to: (i) notify the Company Secretariat of any change in the Director's relevant interest in securities in FMG; and (ii) provide the requisite information for the Company Secretariat to make the necessary notifications to ASX under the Listing Rules (including Listing Rule 3.19A) as soon as possible. This Policy is provided to Directors on induction and subsequently at regular intervals. It was most recently provided to the relevant Director on 16 November 2022. Regular training is provided to Directors on their securities trading and notification requirements by the Company Secretariat and Directors are also periodically reminded of FMG's obligations under Listing Rules 3.19A and 3.19B.

FMG has entered into agreements with each of its Directors, which places an obligation on the Directors to notify FMG of changes in the Director's relevant interests in securities in FMG.

Following receipt of such notification and information from Directors, there are internal procedures in place to ensure that such information is communicated to the market as soon as possible. Such processes were followed in this instance.

**3. If the current arrangements are inadequate or not being enforced, what additional steps does FMG intend to take to ensure compliance with Listing Rule 3.19B?**

FMG considers that the late lodgement of the Appendix 3Y was an isolated incident and believes that its current arrangements are adequate to ensure compliance with the ASX Listing Rules. Accordingly, FMG does not believe that any further steps are required to ensure compliance.

FMG intends to ensure full and timely compliance with Listing Rule 3.19 going forward.

Yours sincerely

**FORTESCUE METALS GROUP**



Cameron Wilson  
Company Secretary



29 December 2022

Reference: 66118

Mr Cameron Wilson  
Company Secretary  
Fortescue Metals Group Limited

By email: cameronwilson@fmgl.com.au

Dear Mr Wilson

**Fortescue Metals Group Limited ('FMG'): Appendix 3Y – Change of Director's Interest Notice Query**

ASX refers to the following:

1. FMG's Appendix 3Y lodged on the ASX Market Announcements Platform ('MAP') on 14 December 2022 for Lord Sebastian Coe (the 'Notice');
2. Listing Rule 3.19A which requires an entity to tell ASX the following:
  - 3.19A.1 *'The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.*
    - *On the date that the entity is admitted to the official list.*
    - *On the date that a director is appointed.**The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.*
  - 3.19A.2 *A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.*
  - 3.19A.3 *The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.'*
3. Listing rule 3.19B which states that:  
*'An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.'*

The Notice indicates that a change in Lord Coe's notifiable interest occurred on 1 December 2022. It appears that the Notice should have been lodged with ASX by 8 December 2022. Consequently, FMG may have breached Listing Rules 3.19A and/or 3.19B.

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## Request for Information

Under Listing Rule 18.7, we ask that you answer each of the following questions having regard to Listing Rules 3.19A and 3.19B and *Guidance Note 22: Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does FMG have in place under Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under Listing Rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does FMG intend to take to ensure compliance with Listing Rule 3.19B?

## When and where to send your response

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **09:00 AM AWST Thursday, 5 January 2023**. You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, FMG's obligation is to disclose the information 'immediately'. This may require the information to be disclosed before the deadline set out in the previous paragraph and may require FMG to request a trading halt immediately.

Your response should be sent to me by e-mail at [ListingsCompliancePerth@asx.com.au](mailto:ListingsCompliancePerth@asx.com.au). It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

## Trading halt

If you are unable to respond to this letter by the time specified above, you should discuss with us whether it is appropriate to request a trading halt in FMG's securities under Listing Rule 17.1. If you wish a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted. You can find further information about trading halts in *Guidance Note 16 Trading Halts & Voluntary Suspensions*.

## Suspension

If you are unable to respond to this letter by the time specified above, ASX will likely suspend trading in FMG's securities under Listing Rule 17.3.

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### **Listing Rules 3.1 and 3.1A**

In responding to this letter, you should have regard to FMG's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. It should be noted that FMG's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

### **Release of correspondence between ASX and entity**

We reserve the right to release a copy of this letter, your reply and any other related correspondence between us to the market under Listing Rule 18.7A.

### **Questions**

If you have any questions in relation to the above, please do not hesitate to contact me.

Yours sincerely

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**Dale Allen**  
Manager, Listings Compliance