

20 OCTOBER 2023

NOTICE OF ANNUAL GENERAL MEETING

In accordance with Listing Rule 3.17, please find attached a copy of the Notice of Annual General Meeting and proxy form in relation to the upcoming Annual General Meeting of Fortescue Metals Group Ltd (Fortescue, ASX: FMG) to be held on Tuesday, 21 November 2023 at 10.00am (AWST).

The abovementioned documents can be found, along with Fortescue's FY23 Annual Report, at <https://fortescue.com/investors/annual-general-meeting>.

Authorised by
Cameron Wilson
Company Secretary

Media contact:

Fortescue Communications

E: media@fortescue.com

P: 1800 134 442

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Grant Moriarty

E: investors@fortescue.com

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Fortescue™

2003 - 2023

WE ARE FORTESCUE

20 YEAR
ANNIVERSARY

FY23 NOTICE
OF ANNUAL
GENERAL MEETING

THE POWER OF NOW



EXECUTIVE CHAIRMAN'S MESSAGE

Your invitation to attend our
Annual General Meeting of
Shareholders and to vote on
key issues



Dear valued Shareholders,

It is my pleasure to invite you to Fortescue's 2023 Annual General Meeting (**AGM** or **Meeting**) on Tuesday, 21 November at 10.00am (AWST) in the Astral Ballroom at Crown Perth, Great Eastern Highway, Burswood, Western Australia. Attached is the Notice of Meeting that sets out the business of the AGM.

Since our founding 20 years ago, Fortescue has become one of the world's largest producers of iron ore, valued at more than A\$60 billion. Since 2013, you, our loyal shareholders, have received over A\$32 billion in dividends.

It was 15 years ago that we began full-scale operations before reaching our first billion tonnes of iron ore shipped in 2018. Remarkably, in September we celebrated our two billionth tonne of iron ore shipped.

Fortescue is leading the world through our unique decarbonisation and green energy strategy, and through our expansion into new, global iron ore markets. As we work toward our goal of becoming the number 1 integrated green technology, energy and metals company, we are relentlessly working to eliminate emissions across our business, while continuing to deliver record results for our shareholders.

The following pages contain details on the items of business to be conducted at the AGM and voting procedures.

Voting on the resolutions at the AGM is important, and if you are not able to attend in person, I strongly urge you to exercise your voting rights either by completing and returning the proxy form or by lodging it online at www.linkmarketservices.com.au and following the directions in the Notice of Meeting and on the proxy form.

On behalf of the Board and Fortescue's Leadership team, I want to thank the entire Fortescue family for their courage, determination, integrity and commitment to our great company.

Your Directors and Management team look forward to seeing you at the AGM.

Yours sincerely,

A handwritten signature in black ink, appearing to be 'A. Forrest', written over a horizontal line.

Dr Andrew Forrest AO
Executive Chairman
Fortescue



NOTICE OF ANNUAL GENERAL MEETING



TUESDAY, 21 NOVEMBER 2023

10.00 AM (AWST)

ASTRAL BALLROOM

**AT CROWN PERTH, GREAT EASTERN
HIGHWAY, BURSWOOD, WESTERN
AUSTRALIA**

Notice is hereby given that the Annual General Meeting of Fortescue Metals Group Ltd (ABN 57 002 594 872) (the **Company** or **Fortescue**) will be held in the Astral Ballroom at Crown Perth, Great Eastern Highway, Burswood, Western Australia on Tuesday, 21 November 2023 at 10.00am (AWST).

If you are unable to attend the Meeting in person, you are encouraged to complete and return the proxy form that has been sent to you. The completed proxy form must be received at the office of Fortescue's share registry, Link Market Services Limited, by no later than 10.00am (AWST) on Sunday 19 November 2023. Details of how to submit your proxy form are listed below.

All Shareholders who attend the Meeting in person will have a reasonable opportunity to ask questions, including an opportunity to ask questions of the Company's external auditors. To ensure that as many Shareholders as possible have the opportunity to ask questions, it is requested that Shareholders observe the following:

- All Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the financial report, the reports of the Directors (including the Remuneration Report) and the report of the auditors of the Company and its controlled entities for the year ended 30 June 2023 as well as general questions about the performance, business or management of the Company.
- If a Shareholder has more than one question on an item of business, all questions should be asked at the one time.
- Shareholders should not ask questions at the Meeting relating to any matters that are personal to the Shareholder or commercial in confidence.



The driving force for our green future

Our Values will never change

Fortescue's unique Values drive our performance in a way that sets us apart from others

Culture

Fortescue is a values-based business with a strong, differentiated culture. We believe that by leveraging the unique culture of our greatest asset, our people, we will achieve our stretch targets

Safety

Family

Empowerment

Frugality

Stretch targets

Integrity

Enthusiasm

**Courage and
determination**

**Generating
ideas**

Humility

VOTING INFORMATION

Date for determining voting eligibility

The Directors have determined that for the purposes of Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the persons eligible to vote at the Meeting will be those persons who are registered Shareholders at 10.00am (AWST) on Sunday, 19 November 2023. Accordingly, transfers of shares registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

All Resolutions will be by poll

In accordance with section 250JA of the *Corporations Act 2001 (Cth)*, each resolution considered at the Meeting will be conducted by a poll, rather than on a show of hands.

Voting by proxy

Each Shareholder who is entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend, speak and vote at the Meeting on that Shareholder's behalf. The proxy does not need to be a Shareholder.

A Shareholder who is entitled to cast two or more votes at the Meeting may appoint two proxies and may specify the proportion of votes each proxy is to exercise. If no proportion is specified, each proxy may exercise half of the Shareholder's votes.

A Shareholder can direct its proxy to vote for, against or abstain from voting on each resolution by marking the appropriate box in the Voting Directions section of the proxy form. If a Shareholder has specified how a proxy is to vote on a resolution, the proxy must cast all votes as directed. If a Shareholder has specified how a proxy is to vote on a resolution, but the proxy does not attend the Meeting or does not vote on that resolution, the directed proxies that are not exercised will automatically default to the Chairman, who will vote the proxies as directed.

Chairman acting as proxy

If the Chairman is to act as your proxy in relation to Resolution 1 (Adoption of Remuneration Report) (whether by appointment or by default) and you have not given directions on how to vote by marking the appropriate box in the Voting Directions section of the proxy form, then you will be expressly directing and authorising the Chairman to exercise your proxy and cast your vote 'for' Resolution 1, even though that resolution is connected, directly or indirectly, with the remuneration of the Company's key management

personnel (**KMP**) (including the Directors). This express authorisation is included because without it the Chairman would be precluded from casting your votes on the basis that Resolution 1 is connected with the remuneration of the KMP.

Subject to the above requirements being met, the Chairman intends to vote all undirected proxies in respect of Resolutions 1 to 6 **in favour** of the relevant Resolution. If you are in any doubt as to how to vote, you should consult your professional adviser.

Submitting your proxy form prior to the Meeting

The proxy form that has been sent to Shareholders must be completed and received at the office of Link Market Services Limited, as detailed below, by 10.00am (AWST) on Sunday, 19 November 2023.

Mail:

Fortescue Metals Group Ltd
C/- Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

Delivery:

Fortescue Metals Group Ltd
C/- Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9.00am - 5.00pm) and subject to any public health orders and restrictions

Facsimile:

(02) 9287 0309 (from Australia)
+61 2 9287 0309 (from overseas)

Online: www.linkmarketservices.com.au

Select 'Shareholders Login' and in the 'Single Holding Login' section enter Fortescue Metals Group Ltd or the ASX code (FMG) in the Issuer name field, your Holder Identification Number (HIN) or Security Reference Number (SRN) (which is shown on the front of your proxy form or on your holding statement), postcode, complete the security process, tick the terms and conditions agreement and click 'Login'. You can also login via your portfolio.

Select the 'Voting' tab and then follow the prompts. You can also ask questions using the 'Ask a question' link below the voting link once you select the 'Voting' tab.

Your proxy form will be deemed to have been signed if it is lodged in accordance with the instructions given on the website.

Corporate representatives

Any corporate Shareholder wishing to appoint a person to act as its representative at the Meeting may do so by providing that person with:

- A letter or certificate executed in accordance with the *Corporations Act 2001 (Cth)* authorising that person to act as the corporate Shareholder's representative at the Meeting; or
- A copy of the resolution appointing that person as the corporate Shareholder's representative at the Meeting, certified by a secretary or director of the corporate Shareholder.

Alternatively, Shareholders can download and fill out the 'Appointment of Corporate Representation' form from Link Market Services Limited's website – www.linkmarketservices.com.au. Hover over 'Resources' and click on 'Forms' and then select 'Holding Management'.

Meeting documents

Recent legislative changes to the *Corporations Act 2001 (Cth)* mean there are new options available to Shareholders as to how you receive communications from Fortescue.

Fortescue will no longer be sending physical meeting documents unless you request a copy to be posted.

Fortescue encourages all shareholders to provide an email address so we can communicate with you electronically when shareholder notices become available online, for items such as meeting documents and annual reports.

Shareholders can still elect to receive some or all of their communications in physical or electronic form, or elect not to receive certain documents such as annual reports. To review your communications preferences, or sign up to receive your shareholder communications via email, please update your details at www.linkmarketservices.com.au then click on Investor Login and complete your holder details.

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit www.linkmarketservices.com.au or contact the Registry:

Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

Telephone (within Australia): 1300 733 136
Telephone (outside Australia): 1300 733 136
Email: registrars@linkmarketservices.com.au
Website: www.linkmarketservices.com.au



CONDUCT OF THE MEETING

Fortescue is committed to ensuring that its general meetings are conducted in a manner which provides those Shareholders (or their proxy holders) who participate in the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Fortescue Group generally.

Fortescue will not allow conduct at any general meeting, which is discourteous to those who are participating in the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chairman will exercise his powers to ensure that the Meeting is conducted in an orderly and timely fashion, in the interests of Shareholders who are participating in the Meeting.

KEY DATES

Deadline for lodgement of proxy forms

10.00am (AWST) on Sunday, 19 November 2023

Determination of voting eligibility

10.00am (AWST) on Sunday, 19 November 2023

Annual General Meeting

10.00am (AWST) on Tuesday, 21 November 2023

QUERIES

If you have any queries regarding the matters contained in the Meeting documents, please call Company Secretary, Cameron Wilson on +61 8 6218 8888.



AGENDA

1. Executive Chairman's Address

2. Financial Reports

To receive and consider the financial report, the reports of the Directors and the auditors of the Company and its controlled entities for the financial year ended 30 June 2023.

Note: There is no requirement for Shareholders to approve these reports.

3. Ordinary Business

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That the Remuneration Report for the Company and its controlled entities for the financial year ended 30 June 2023 be approved and adopted.”

Note: This resolution is advisory only and does not bind the Company or the Board.

Voting Exclusion Statement

A vote must not be cast on Resolution 1:

- by, or on behalf of, any member of the KMP, details of whose remuneration are included in the Remuneration Report or a closely related party of any such member of the KMP (including spouses, dependents and controlled companies) (regardless of the capacity in which it is cast); or
- by any member of the KMP as at the date of the Meeting or their closely related parties, as a proxy for another Shareholder.

However, a vote may be cast on Resolution 1 by a member of the KMP as a proxy, or a closely related party of a member of the KMP (each as referred to above) as a proxy, if the vote is not cast on behalf of a member of the KMP or a closely related party of a member of the KMP, and either:

- the proxy appointment is in writing and specifies the way the proxy is to vote on Resolution 1; or
- the proxy is the Chairman and the proxy appointment:
 - does not specify the way the proxy is to vote on Resolution 1; and
 - expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected, directly or indirectly, with the remuneration of a member of the KMP.

RESOLUTION 2 – RE-ELECTION OF DR ANDREW FORREST AO

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Dr Andrew Forrest AO, who retires in accordance with rule 4.6 of the Company's constitution, be re-elected as an Executive Director of the Company.”

RESOLUTION 3 – RE-ELECTION OF MR MARK BARNABA AM CITWA

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr Mark Barnaba AM CitWA, who retires in accordance with rule 4.6 of the Company's constitution, be re-elected as a Non-Executive Director of the Company.”

RESOLUTION 4 – RE-ELECTION OF MS PENNY BINGHAM-HALL

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Ms Penny Bingham-Hall, who retires in accordance with rule 4.6 of the Company's constitution, be re-elected as a Non-Executive Director of the Company.”

RESOLUTION 5 – ELECTION OF DR LARRY MARSHALL

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Dr Larry Marshall be elected as a Non-Executive Director of the Company.”

RESOLUTION 6 – CHANGE OF COMPANY NAME

To consider and, if thought fit, to pass the following resolution as a special resolution:

“That, for the purposes of sections 157(1) and 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given to change the name of Fortescue Metals Group Ltd to Fortescue Ltd, effective from the date that ASIC updates its register to reflect the new name, and to replace all references to “Fortescue Metals Group Ltd” in its constitution with references to “Fortescue Ltd”.”

Dated this 20th day of October 2023

By Order of the Board



Cameron Wilson

Company Secretary, Fortescue Metals Group Ltd

EXPLANATORY STATEMENT



This Explanatory Statement has been prepared for the information of Shareholders of Fortescue in connection with the business to be conducted at the Annual General Meeting of Shareholders to be held in the Astral Ballroom at Crown Perth, Great Eastern Highway, Burswood, Western Australia on Tuesday, 21 November 2023 at 10.00am (AWST).

This Explanatory Statement describes the matters to be considered at the Meeting and forms part of, and should be read in conjunction with, the accompanying Notice of Meeting.

This Explanatory Statement and all its attachments are important documents and should be read carefully and in their entirety. If you have any questions regarding the matters set out in this Explanatory Statement or the Notice of Meeting, please contact the Company or your financial adviser, stockbroker or solicitor.

Financial Reports

The first item of the Meeting deals with the presentation of the consolidated financial report of the Company for the year ended 30 June 2023, together with the Directors' declaration and report in relation to that financial year, and the auditor's report on those financial statements (**Financial Reports**) as required by the *Corporations Act 2001 (Cth)*.

Copies of the Financial Reports, as contained in the Company's 2023 Annual Report, are available on the Company's website at www.fmgil.com.au under the 'Investors' tab (Announcements and Reports).

While neither the *Corporations Act 2001 (Cth)* nor the Company's constitution requires a resolution in respect of the first item of the Meeting, Shareholders are asked to consider the Financial Reports and raise any matters of interest with the Directors when this item is being considered. Shareholders will be provided with a reasonable opportunity at the Meeting to ask questions about, or make comments on, the Financial Reports. No resolution is required to be moved in respect of this item.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

In accordance with section 250R of the *Corporations Act 2001 (Cth)*, Shareholders are asked to consider and vote on the adoption of the Remuneration Report as presented in the Annual Report for the year ended 30 June 2023.

A voting exclusion statement for Resolution 1 is set out in the Notice of Meeting.

Resolution 1 – Adoption of Remuneration Report

The Annual Report of the Company for the year ended 30 June 2023 contains a Remuneration Report, which sets out:

- the remuneration policy for the Company; and
- the remuneration arrangements in place for the Directors and specified Executives of the Company.

A copy of the Remuneration Report, as contained in the 2023 Annual Report, is available on the Company's website at www.fortescue.com under the 'Investors' tab (**Announcements and Reports**).

The vote on Resolution 1 is advisory only and will not require the Company to alter the arrangements set out in the Remuneration Report, should Resolution 1 not be passed. Notwithstanding the effect of this legislative requirement, the Board will take the outcome of the vote into consideration when applying the Company's remuneration policy.

Directors' recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

The Chairman intends to vote all undirected proxies (where the Chairman has been duly authorised to do so) in favour of Resolution 1.

RESOLUTIONS 2 TO 4 – RE-ELECTION OF DIRECTORS

Rule 4.6 of the Company's constitution provides that no Director (other than a Managing Director) may retain office (without re-election) for more than three years or past the third annual general meeting following the Director's appointment, whichever is longer. Resolutions 2 to 4 seek Shareholder approval for the re-election of Dr Andrew Forrest AO, Mr Mark Barnaba AM CitWA and Ms Penny Bingham-Hall each of whom, having been last re-elected in 2020, are retiring by rotation in accordance with rule 4.6 of the Company's constitution and, being eligible, offer themselves for re-election as a Director of the Company.

Resolution 2 – Re-election of Dr Andrew Forrest AO

Dr Andrew Forrest AO

Executive Chairman and Founder of Fortescue, Munderoo Foundation, and Tattarang

Dr Andrew Forrest AO is a global business leader and philanthropist. Through Fortescue, Tattarang and Munderoo Foundation, Dr Forrest is dedicated to leading the world to address the climate crisis and step beyond fossil fuels through green metals and green energy.

Fortescue, a US\$40 billion listed natural resources company, is developing major green energy and green metals projects across the world. Fortescue has successfully developed some of the world's most efficient and lowest cost mining infrastructure and is the only heavy industry company globally with a fully costed construction plan to achieve Real Zero terrestrial emissions (Scope 1 and 2) – elimination of fossil fuels and offsets – on its mine sites by 2030¹.

Squadron, a wholly owned portfolio company of Tattarang, is Australia's largest renewable energy owner, operator and developer and will build one third of the Australian Government's target to source 82 per cent of its power from renewables by 2030. With dozens of projects in the pipeline, Squadron will deliver more than 20 gigawatts of firm renewable energy, most of which will be in this decade.

Renewable technologies are facing an urgent critical mineral shortage, particularly in nickel, lithium and copper. Dr Forrest's Wyloo Metals, a wholly owned portfolio company of Tattarang, seeks to accelerate strategic metal supply globally and is developing three of the best nickel sulphide belts in the world outside of Russia.

While Dr Forrest believes that some challenges can only be met through business, led by responsible government – for example, global warming – the philanthropy, Munderoo Foundation, that he established in 2001, through an endowment that now exceeds AU\$7.6 billion, focuses on radical solutions to human rights, ocean health, Indigenous disparity and equality for women and girls.

Dr Forrest is a highly active supporter of Ukraine and has led the Ukraine Development Fund alongside BlackRock. He has a PhD in Marine Ecology, serves as an IUCN Patron of Nature and was appointed an Officer of the Order of Australia for distinguished service to philanthropy, mining, employment, and sustainable foreign investment. In 2016, he served as a Councillor of the Global Citizen Commission, which was charged by the UN to modernise the 1948 Universal Declaration of Human Rights.

In 2013, Dr Forrest was appointed by the Australian Government Department of the Prime Minister and Cabinet to lead the country's response to tackling indigenous disparity, leading to the Forrest Review's publication in 2014. Dr Forrest is also Co-Chair of the Australia-China Senior Business Leaders' Forum and a Board Member for the Boao Forum.

Directors' recommendation

Dr Andrew Forrest AO has an interest in Resolution 2 and refrains from making any recommendation as to how Shareholders should vote on Resolution 2.

The Company's remaining Directors recommend that Shareholders vote in favour of Resolution 2.

The Chairman intends to vote all undirected proxies in favour of Resolution 2.

¹ Refer to 20 September 2022 ASX announcement "Fortescue Announces Execution Plan for Industry Leading Decarbonisation" for further details.

Resolution 3 – Re-election of Mr Mark Barnaba AM CitWA

Mr Mark Barnaba AM CitWA

Lead Independent Director / Deputy Chairman

Deputy Chairman since November 2017;

Lead Independent Director since November 2014.²

Non-Executive Director since February 2010.

Mr Barnaba is an Independent Director with a broad range of international experience in finance, commerce and natural resources. He has extensive and particularly diverse experience at board level in both the for-profit and non-profit sectors. Mr Barnaba is currently the Deputy Chairman and Lead Independent Director at Fortescue, and the Chairman of Greatland Gold Plc (a publicly listed AIM Mining Company). In 2015, Mr Barnaba was named a Member of the General Division of the Order of Australia for significant service to the investment banking and financial sector, to business education and to sporting and cultural organisations.

Mr Barnaba also chairs the Hospital Benefit Fund (HBF) Investment Committee. Mark is also a member of the Board of The Centre for Independent Studies. He previously served as a member of the Board (and Chairman of the Audit Committee) for the Reserve Bank of Australia from 2017 to 2023. Mark also chaired the Advisory Board of Williams Advanced Engineering, an Oxfordshire UK engineering company specialising in electric battery and battery management systems. He previously chaired several publicly listed Australian companies within the mining and infrastructure sectors along with chairing non-profits including the State Theatre Company of Western Australia and AFL club, the West Coast Eagles.

In his previous career, Mr Barnaba founded, led and sold two companies - GEM Consulting and Azure Capital (both independent corporate advisory firms which provide financial, corporate and strategic advice to public and private organisations in the Asia-Pacific region). He also held several senior executive roles at Macquarie Group (one being the Chairman and Global Head of the Natural Resources Group). He previously worked at McKinsey & Company in their London, Johannesburg and Sydney offices.

Mr Barnaba was the Inaugural Chairman of the University of Western Australia Business School Board from 2002 to 2020 and serves as an Adjunct Professor in Finance. He holds a Bachelor of Commerce (First Class Honours and University Medal) from the University of Western Australia, an MBA from Harvard Business School (Baker Scholar) and has an Honorary Doctor of Commerce from the University of Western Australia. He has lived in Australia, the United States, Italy, the United Kingdom and South Africa and is married with two children.

Committee Memberships:

Audit, Risk Management and Sustainability Committee (Chair), Nomination Committee (Member), Remuneration and People Committee (Member) and Finance Committee (Chair).

Directors' recommendation

Mr Mark Barnaba AM CitWA has an interest in Resolution 3 and refrains from making any recommendation as to how Shareholders should vote on Resolution 3.

The Company's remaining Directors recommend that Shareholders vote in favour of Resolution 3.

The Chairman intends to vote all undirected proxies in favour of Resolution 3.

Resolution 4 – Re-election of Ms Penny Bingham-Hall

Ms Penny Bingham-Hall

Non-Executive Director

Non-Executive Director since November 2016.

Ms. Bingham-Hall has over 30 years' experience in senior executive and non-executive roles in large ASX listed companies. She is a Non-Executive Director of Dexux Property Group, Supply Nation and the Crescent Foundation. Ms. Bingham-Hall is also Chair of Vocus Group, Taronga Conservation Society Australia and the Advisory Committee of the Climate Governance Initiative Australia.

Ms. Bingham-Hall has worked in the construction, infrastructure, mining and property industries across Australia and the Asian region. She has a particular interest in environmental sustainability, workplace safety and indigenous employment. Prior to becoming a company director, Ms. Bingham-Hall was Executive General Manager, Strategy at Leighton Holdings (now CIMIC) - Australia's largest construction, mining services and property group. As part of the leadership team at Leighton she had responsibilities across the group's Australian and Asian operations.

She is a former director of BlueScope Steel Limited, Australia Post, Port Authority of NSW and Macquarie Specialised Asset Management. Ms Bingham-Hall was also chair of the NSW Freight and Logistics Advisory Council and Deputy Chair and Life Member of the Tourism & Transport Forum.

Ms. Bingham-Hall has a Bachelor of Arts degree in Industrial Design, is a Fellow of the Australian Institute of Company Directors, a Senior Fellow of the Financial Services Institute of Australasia and a member of Chief Executive Women and Corporate Women Directors.

Committee memberships:

Audit, Risk Management and Sustainability Committee (Member), Remuneration and People Committee (Chair)* and Finance Committee (Member)

*Effective 1 July 2023

² As advised in the Company's 28 August 2023 ASX announcement, "Board Appointment", Mr Mark Barnaba will relinquish his role as Lead Independent Director in calendar year 2024.

Directors' recommendation

Ms Penny Bingham-Hall has an interest in Resolution 4 and refrains from making any recommendation as to how Shareholders should vote on Resolution 4.

The Company's remaining Directors recommend that Shareholders vote in favour of Resolution 4.

The Chairman intends to vote all undirected proxies in favour of Resolution 4.

RESOLUTION 5 – ELECTION OF DR LARRY MARSHALL

Dr Larry Marshall

Non-Executive Director

Non-Executive Director since August 2023.

Rule 4.7(a) of the Company's constitution provides that at each annual general meeting of the Company, each Director appointed by the Board since the date of the previous annual general meeting must retire, but is eligible to stand for election as a Director at that meeting. Accordingly, Dr Larry Marshall, having been appointed by the Board as a Director of the Company since the last annual general meeting of the Company, offers himself for election by Shareholders.

Resolution 5 seeks Shareholder approval for the election of Dr Larry Marshall, who was appointed by the Board as a Director on 29 August 2023.

Dr Larry Marshall is Chair of AmCham – the American Chamber of Commerce, is on the Governing Council of ANU – Australian national University and on the Australian Government's Circular Economy Ministerial Advisory Group, and on SITAG, the COVID Vaccines and Treatments Committee of the Federal Government.

He is the longest serving Chief Executive of CSIRO, and led a transformation which achieved the first growth in 30 years, doubling the value delivered to stakeholders, making CSIRO the first Australian entity to reach the Thompson Reuters Global Top 20 Innovators List.

Dr Marshall is a technology innovator, business leader, published author and a Male Champion of Change with a wealth of experience in creating new value and impact through innovation. He has a PhD in Physics and has been honoured for both his business acumen as a Fellow of the Australian Institute of Company Directors, but also his Technology and Engineering acumen as a Federation Fellow, and Fellow of the Australian Institute of Physics and Academy of Technological Sciences and Engineering, and an inaugural Male Champion of Change STEM (science, technology, engineering and mathematics).

He has co-founded and led six companies in Biotech, Telecom, Semi and Venture Capital. He has 100 publications and conference papers, holds 20 patents and has served on 20 boards of high-tech companies operating in the United States, Australia and China.

Dr Marshall is the author of the 2023 book, *Invention to Innovation: How Scientists Can Drive Our Economy*, which charts a course for Australian business to disrupt their Market, defeat competition and accelerate economic growth by using science driven innovation.

Directors' recommendation

Dr Larry Marshall has an interest in Resolution 5 and refrains from making any recommendation as to how Shareholders should vote on Resolution 5.

The Company's remaining Directors recommend that Shareholders vote in favour of Resolution 5.

The Chairman intends to vote all undirected proxies in favour of Resolution 5.

RESOLUTION 6 – CHANGE OF COMPANY NAME

It is proposed that shareholder approval be sought under section 157(1) of the *Corporations Act 2001 (Cth)* for the change in name of Fortescue Metals Group Ltd to Fortescue Ltd, effective from the date that ASIC updates its register to reflect the new name.

The proposed change to Fortescue Metals Group Ltd's name reflects the diversification of the Company's operations, beyond its traditional mining origins.

Fortescue Ltd will continue to trade under the ASX code "FMG" (being the existing ASX code for Fortescue Metals Group Ltd).

Approval is also being sought for the purposes of section 136(2) of the *Corporations Act 2001 (Cth)* to amend the Company's Constitution to replace references to "Fortescue Metals Group Ltd" with "Fortescue Ltd".

For Resolution 6 to be passed as a special resolution, in accordance with the *Corporations Act 2001 (Cth)*, at least 75% of the votes cast by Shareholders entitled to vote on the resolution must be in favour of the resolution.

Directors' recommendation

The Board recommends that Shareholders vote in favour of Resolution 6.

The Chairman intends to vote all undirected proxies in favour of Resolution 6.





LODGE YOUR VOTE

ONLINE
<https://investorcentre.linkgroup.com>

BY MAIL

Fortescue Metals Group Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX

+61 2 9287 0309


BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO

Telephone: 1300 733 136

Overseas: +61 1300 733 136


X99999999999
PROXY FORM

I/We being a member(s) of Fortescue Metals Group Ltd and entitled to attend and vote hereby appoint:

APPOINT A PROXY
☐ **the Chairman of the Meeting (mark box)**
OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AWST) on Tuesday, 21 November 2023 in The Astral Ballroom at Crown Perth, Great Eastern Highway, Burswood, Western Australia** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒
Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	☐	☐	☐	5 Election of Dr Larry Marshall	☐	☐	☐
2 Re-election of Dr Andrew Forrest AO	☐	☐	☐	6 Change of Company Name	☐	☐	☐
3 Re-election of Mr Mark Barnaba AM CitWA	☐	☐	☐				
4 Re-election of Ms Penny Bingham-Hall	☐	☐	☐				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

FMG PRX2301C

HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AWST) on Sunday, 19 November 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Fortescue Metals Group Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your Securityholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**