



# Notice of General Meeting FY18

**Together we are Fortescue**

Fortescue Metals Group Ltd ABN 57 002 594 872



**Fortescue**  
The New Force in Iron Ore



# Chairman's message

**Andrew Forrest AO**



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

Dear Valued Shareholder(s),

It is my pleasure to invite you to the Company's 2018 Annual General Meeting to be held on Thursday, 15 November 2018 at 10:00 am (Perth time) in the Grand Ballroom, Hyatt Regency Perth, 99 Adelaide Terrace, East Perth, Western Australia (Meeting).

Since the last Annual General Meeting there have been a number of changes to your Board. In November 2017, Mr Mark Barnaba joined Ms Sharon Warburton as co-Deputy Chair of the Board of Directors. Mr Nev Power resigned as Chief Executive Officer from the Board on 19 February 2018 and Ms Elizabeth Gaines was appointed as Chief Executive Officer, moving from her role as Chief Financial Officer. Dr Cao Zhiqiang was appointed as Non-Executive Director, replacing Mr Cao Huiquan who resigned in January 2018. In February 2018, Lord Sebastian Coe was appointed as Non-Executive Director.

On 30 November 2017, I also announced our new Core Leadership Team which comprises Mr Ian Wells (Chief Financial Officer), Ms Julie Shuttleworth (Deputy Chief Executive Officer), Mr Greg Lilleyman (Chief Operating Officer) and Ms Elizabeth Gaines (Chief Executive Officer).

At this year's AGM we will be seeking Shareholder confirmation of the reappointment of Dr Jean Baderschneider, and the appointment of Dr Cao Zhiqiang and Lord Sebastian Coe.

The following pages contain details on the items of business to be conducted at the meeting. Your Directors believe that each of the resolutions is in the best interests of the Company and its Shareholders.

The meeting is an ideal opportunity for you to meet your Board and senior management team and I encourage you to attend. Voting on the resolutions at the meeting is important, and if you are not able to attend

I recommend that you exercise your voting rights either by completing and returning the enclosed proxy form or by lodging it online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and following the directions in the Notice of Meeting and on the proxy form.

Your Directors and management team look forward to seeing you at the meeting.

Yours sincerely

**Andrew Forrest AO**  
**Chairman, Fortescue Metals Group Ltd**  
Notice of Annual General Meeting

### Please read the Notice and Explanatory Statement carefully

If you are not able to attend the Annual General Meeting of Shareholders, please complete and return the Proxy Form in accordance with the specified directions.

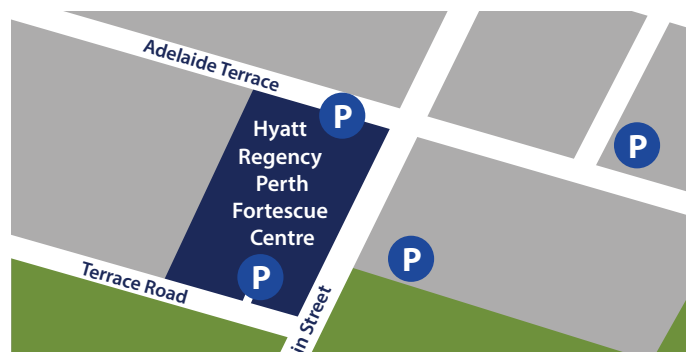
### 2018 Fortescue Annual Report

Our Annual Report is available electronically at [www.fmg.com.au](http://www.fmg.com.au). Printed copies of the Annual Report have been mailed to Shareholders who selected this option.

# Notice of Annual General Meeting

Thursday, 15 November 2018  
10.00 am (Perth time)

Hyatt Regency Perth  
(Grand Ballroom)  
99 Adelaide Terrace  
East Perth, Western Australia



## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Fortescue Metals Group Ltd (ABN 57 002 594 872) (Company) will be held in the Grand Ballroom at the Hyatt Regency Perth, 99 Adelaide Terrace, East Perth, Western Australia on Thursday, 15 November 2018 at 10.00 am (Perth time) (Meeting).

If you are unable to attend the Meeting you are encouraged to complete and return the proxy form attached to this Notice of Meeting. The completed proxy form must be received at the office of the Company's share registrar, Link Market Services Limited, by no later than 10.00 am (Perth time) on Tuesday, 13 November 2018.

## Date for determining voting entitlements

The Directors have determined that for the purposes of the *Corporations Act 2001* (Cth) (Corporations Act), the persons eligible to vote at the Meeting will be those persons who are registered Shareholders at 4.00 pm (Perth time) on Tuesday, 13 November 2018. Accordingly, transfers of shares registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## Appointment of Proxies

Each Shareholder who is entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy does not need to be a Shareholder.

A Shareholder who is entitled to cast two or more votes 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 the Shareholder's votes.

## Voting by proxy

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 proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed.

If the Chairman is to act as your proxy in relation to Resolution 1 (Adoption of Remuneration Report), Resolution 5 (Refresh approval of the Performance Rights Plan) and Resolution 6 (Participation in the Performance Rights Plan by Ms Elizabeth Gaines) (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, the proxy form expressly directs and authorises the Chairman to cast your vote "for" Resolutions 1, 5 and 6 (as applicable). This express authorisation is included because without it the Chairman would be precluded from casting your votes, as these resolutions are connected with the remuneration of key management personnel.

Subject to the above requirements being met, the Chairman will vote all valid 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.

**The proxy form that accompanies this Notice of Meeting must be completed and received at the office of Link Market Services Limited, as detailed below, by 10.00 am (Perth time) on Tuesday, 13 November 2018.**

**Mail:** Fortescue Share Registry  
C/- Link Market Services Limited  
Locked Bag A14  
SYDNEY SOUTH NSW 1235

**Delivery:** Fortescue Share Registry  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
RHODES NSW 2138

**Facsimile:** (02) 9287 0309 (from Australia)  
+61 2 9287 0309 (from overseas)

**Online:** [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)  
Select 'Shareholders Login' and in the 'Single Holding' 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, security code which is shown on the screen, tick the terms and conditions agreement and click 'Login'.

Select the 'Voting' tab and then follow the prompts.

You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

## Voting at the Meeting

This year we are pleased to again offer shareholders who are attending the meeting in person, an innovative way to lodge their vote using their mobile phone or tablet device. Shareholders can download the LinkVote App from the Apple App Store or Google Play prior to the meeting and use the app during the meeting to lodge a vote.

Paper voting cards will also be available at the AGM for shareholders who would prefer not to use the App.

"Google Play is a trademark of Google Inc"

## 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 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](http://www.linkmarketservices.com.au). Hover over 'Resources' and click on 'Forms' and then select 'Holding Management'.

## Key Dates

### Deadline for lodgement of proxy forms

10.00 am (Perth time) on Tuesday, 13 November 2018

### Determination of voting eligibility

4.00 pm (Perth time) on Tuesday, 13 November 2018

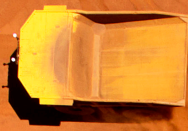
### Annual General Meeting

10.00 am (Perth time) on Thursday, 15 November 2018

## Queries

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





# Agenda

The Explanatory Statement which accompanies and forms part of this Notice of Meeting describes the matters to be considered at the Meeting.

## CEO and Chairman's address

### 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 year ended 30 June 2018.

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

### Ordinary Business

#### Resolution 1 Adoption of Remuneration Report

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

*"That the Remuneration Report for the Company and its controlled entities for the year ended 30 June 2018 be approved and adopted."*

#### Voting Prohibition

A vote must not be cast on Resolution 1 (in any capacity) by or on behalf of:

- any of the Company's key management personnel (including the Directors), details of whose remuneration are included in the Remuneration Report (KMP); or
- a closely related party of any KMP (including spouses, dependents and controlled companies).

However, a vote may be cast on Resolution 1 by a KMP as a proxy, or a closely related party of a KMP as a proxy, if the vote is not cast on behalf of a KMP or a closely related party of a 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 KMP.

The Chairman will vote all undirected proxies in favour of Resolution 1.

#### Resolution 2 Re-election of Dr Jean Baderschneider

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

*"That Dr Jean Baderschneider be re-elected as a Director of the Company."*

#### Resolution 3 Election of Dr Cao Zhiqiang

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

*"That Dr Cao Zhiqiang be elected as a Director of the Company."*

#### Resolution 4 Election of Lord Sebastian Coe

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

*"That Lord Sebastian Coe be elected as a Director of the Company."*

#### Resolution 5 Refresh approval of the Performance Rights Plan

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

*"That, for the purposes of Listing Rule 7.2 (Exception 9(b)) and for all other purposes, Shareholders approve the terms of, and authorise the grant of performance rights and issue of shares pursuant to the terms of the performance rights, under the Fortescue Metals Group Ltd Performance Rights Plan."*



### Voting Prohibition and Exclusions

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a Director of the Company (except one who is ineligible to participate in any employee incentive scheme of the Company) and any associate of that person. Currently, Ms Elizabeth Gaines is the only Director who is eligible to participate in any employee incentive scheme of the Company.

However, the Company need not disregard a vote on Resolution 5 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, a vote must not be cast on Resolution 5 by any member of the KMP or a closely related party of any KMP (including spouses, dependents and controlled companies), that is appointed as proxy, if their appointment does not specify the way in which the proxy is to vote unless:

- the proxy is the Chairman; and
- the proxy appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected, directly or indirectly, with the remuneration of the KMP.

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

### Resolution 6

#### Participation in the Fortescue Metals Group Ltd Performance Rights Plan by Ms Elizabeth Gaines

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

*“That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve:*

- (a) the grant of up to 3,353,397 performance rights to Ms Elizabeth Gaines over a 3 year period under the Fortescue Metals Group Ltd Performance Rights Plan; and
- (b) the issue, transfer or allocation of, and acquisition by Ms Elizabeth Gaines of, fully paid ordinary shares in respect of those performance rights, in accordance with the terms of the Fortescue Metals Group Ltd Performance Rights Plan and on the basis described in the Explanatory Statement.”

### Voting Prohibition and Exclusions

The Company will disregard any votes cast in favour of Resolution 6 by, or on behalf of, any Director of the Company who is eligible to participate in the Performance Rights Plan and any of their associates. (Currently, Ms Elizabeth Gaines is the only Director who is eligible to participate in the Performance Rights Plan.)

However, the Company need not disregard a vote on Resolution 6 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, a vote must not be cast on Resolution 6 by any member of the KMP or a closely related party of any KMP (including spouses, dependents and controlled companies), that is appointed as proxy, if their appointment does not specify the way in which the proxy is to vote unless:

- the proxy is the Chairman; and
- the proxy appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected, directly or indirectly, with the remuneration of the KMP.

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

Dated this 25 September 2018  
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 Metals Group Ltd (Fortescue or the Company) in connection with the business to be conducted at the Annual General Meeting of Shareholders to be held in the Grand Ballroom, at the Hyatt Regency Perth, 99 Adelaide Terrace, East Perth, Western Australia on Thursday, 15 November 2018 at 10.00 am (Perth time) (Meeting).

This Explanatory Statement 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 2018, together with the Directors' declaration and report in relation to that financial year, and the auditor's report on those financial statements (Financial Reports).

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 the Corporations Act, 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 2018.*

A voting prohibition statement for Resolution 1 is contained in the Notice of Meeting.

The Annual Report of the Company for the year ended 30 June 2018 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 2018 Annual Report, is available on the Company's website at [www.fmg.com.au](http://www.fmg.com.au) under the "Investors" tab.

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.

### Resolution 2 Re-election of Dr Jean Baderschneider

*Dr Jean Baderschneider retires by rotation at the Meeting and, being eligible, offers herself for re-election as a Director.*

Dr Baderschneider was originally appointed a Director of the Company in January 2015.

A highly regarded leader in both business and civil society, Dr Baderschneider brings 35 years of extensive international experience in procurement, strategic sourcing and supply chain management along with a deep understanding of high-risk operations and locations and complex partnerships.

Dr Baderschneider retired from ExxonMobil in 2013 where she was Vice-President of Global Procurement. During her 30-year career, she was responsible for operations all over the world, including Africa, South America, the Middle East and Asia.

A past member of the Board of Directors of the Institute for Supply Management and the Executive Board of the National Minority Supplier Development Council, Dr Baderschneider also served on the boards of The Center of Advanced Purchasing Studies and the Procurement Council of both The Conference Board and the Corporate Executive Board. In February 2011,

she was the Presidential appointee to the US Department of Commerce's National Advisory Council of Minority Business Enterprises.

She holds a Master's Degree from the University of Michigan and a PhD from Cornell University.

### Directors' Recommendation

Dr Jean Baderschneider has an interest in Resolution 2 and refrains from making any recommendation as to how Shareholders should vote on the Resolution.

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

### Resolution 3 Election of Dr Cao Zhiqiang

*Dr Cao Zhiqiang, having been appointed by the Board as a Director of the Company since the last General Meeting, offers himself for election by Shareholders.*

Dr Cao Zhiqiang, Chairman of Hunan Valin Iron and Steel Group Company Ltd (Valin), was appointed a Non-Executive Director of the Company on 18 January 2018 to replace Mr Cao Huiquan on the Board.

Dr Cao Zhiqiang was nominated by Valin pursuant to the Valin Subscription Agreement, which was announced to the ASX on 25 February 2009.

Dr Cao is currently the Chairman of Hunan Valin Iron and Steel Group Company Ltd and brings extensive experience in technology and steel mill management, along with a deep background in international cooperation.

Dr Cao joined Valin Xiangtan Steel in 1997 and has worked in a variety of roles including Director of the Research and Development centre, before being appointed as Chairman of Valin.

He holds a PhD in Science and is a senior engineer research fellow.

### Directors' Recommendation

Dr Cao Zhiqiang has an interest in Resolution 3 and refrains from making any recommendation as to how Shareholders should vote on the Resolution.

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

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#### **Resolution 4**

##### **Election of Lord Sebastian Coe**

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*Lord Sebastian Coe, having been appointed by the Board as a Director of the Company since the last General Meeting, offers himself for election by Shareholders.*

Lord Sebastian Coe CH, KBE was appointed a Non-Executive Director of the Company on 25 February 2018.

Lord Coe is currently a senior advisor with Morgan Stanley & Co International plc and a Non-Executive Director of the Vitality Group of health and life insurance companies. In 2017, he became Chancellor of Loughborough University having previously served as Pro Chancellor of the University.

Based in the United Kingdom, Lord Coe is the Executive Chairman of CSM Sport and Entertainment, within the Chime Communications group. He was elected President of the International Association of Athletics Federations (IAAF) in 2015 where he is driving significant governance reforms through the organisation and its 214 Member Federations around the world.

Lord Coe previously served as Chairman of the British Olympic Association and was Chairman of the Organising Committee for the London 2012 Olympic Games and Paralympic Games. He was a member of the British athletics team at the 1980 and 1984 Olympic Games where he won two gold and two silver medals, as well as breaking eleven world records.

In 1992, Lord Coe became a Member of Parliament and during his political career served as a Government Whip and then Private Secretary to William Hague, Leader of the Opposition and Leader of the Conservative Party. He was appointed to The House of Lords in 2000.

Lord Coe was previously a founding director of the Company from 2003 to 2004.

#### **Directors' Recommendation**

Lord Sebastian Coe has an interest in Resolution 4 and refrains from making any recommendation as to how Shareholders should vote on the Resolution.

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

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#### **Resolution 5**

##### **Refresh approval of the Fortescue Metals Group Ltd Performance Rights Plan**

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The Fortescue Metals Group Ltd Performance Rights Plan requires Shareholder approval so that securities granted or issued by the Company under the plan do not count towards the Company's 15% annual limit on issuing securities without Shareholder approval.

#### **Refresh approval of the Performance Rights Plan**

The Fortescue Metals Group Ltd Performance Rights Plan (Performance Rights Plan) was last approved by Shareholders at the Company's Annual General Meeting on 11 November 2015. Approval of the Performance Rights Plan is required this year to ensure that securities to be granted under the plan would not be counted in the Company's 15% annual limit.

Accordingly, Resolution 5 seeks to re-approve the Performance Rights Plan. A summary of the terms of the Performance Rights Plan is set out in Annexure A of this Explanatory Statement.

#### **Remuneration objectives of the Performance Rights Plan**

Fortescue's reward strategy seeks to build a performance oriented culture that:

- supports the achievement of the Company's strategic vision; and
- attracts, retains and motivates employees by providing market competitive fixed remuneration and incentives.

The reward strategy also supports Fortescue's commitment to achieving extraordinary growth and progression as one of the world's leading producers of iron ore by:

- being well positioned to deliver fair and market competitive rewards;
- supporting a performance based culture and acknowledging global industry outperformance; and
- aligning remuneration with the long-term goals of the Company.

Fortescue is committed to providing competitive remuneration packages to its employees. The Company benchmarks staff remuneration against major indices such as the ASX 30, ASX 50 and ASX100 Resources, and seeks input from independent remuneration consultants regarding executive remuneration.

The Company's remuneration strategy and its approach to the offering of short term and long term incentives include the offering of performance based equity securities. Executive short term incentives are awarded in the form of both cash and equity securities, with a maximum of 50% in cash, under the terms of the Company's Executive and Senior Staff Incentive Plan (ESSIP). Long term incentives are delivered solely in the form of performance based equity securities under the terms of the Company's Long Term Incentive Plan (LTIP). The Performance Rights Plan allows the Company to achieve the objectives of its remuneration strategy by allowing the Company to grant performance rights under the Performance Rights Plan to executives and senior staff in satisfaction of the equity component of the ESSIP (ESSIP Performance Rights) and the LTIP (LTIP Performance Rights).

Each performance right granted under the Performance Rights Plan will entitle the holder to be issued, transferred or allocated a share for nil consideration (unless the Board determines that an exercise price is required to be paid) subject to the satisfaction of any relevant vesting conditions and the exercise of the performance right (if required) within the vesting period.

Further information on the vesting conditions and other terms and conditions that will apply to the grant of performance rights under the Performance Rights Plan is set out below and in Annexure A.

#### **Approval for the purposes of ASX Listing Rule 7.2**

ASX Listing Rule 7.1 provides, that subject to certain exceptions, a listed company may not issue or agree to issue equity securities in any 12 month period that exceed 15% of the number of securities the company has on issue, except with the prior approval of shareholders of the company in general meeting, of the terms and conditions of the proposed issue.

One of the exceptions to ASX Listing Rule 7.1, Listing Rule 7.2 (Exception 9(b)), provides that ASX Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue, shareholders have approved the issue of securities under the employee incentive scheme as an exception to ASX Listing Rule 7.1.

The Performance Rights Plan was last approved by Shareholders at the 2015 Annual General Meeting. Accordingly, Shareholder approval, once again, is



required to allow the Company to rely on the exemption in ASX Listing Rule 7.2 (Exception 9(b)).

The following information is disclosed to Shareholders for the purposes of Resolution 5:

- a summary of the terms and conditions of the Performance Rights Plan is set out in Annexure A to this Explanatory Statement;
- 22,607,550 performance rights have been granted under the Performance Rights Plan, since the plan was approved in 2015;
- Shareholder approval of the Performance Rights Plan pursuant to Resolution 5 will not affect any existing performance rights granted or shares issued under the Performance Rights Plan; and
- a voting exclusion statement in respect of Resolution 5 is set out in the Notice of Meeting.

#### Directors' Recommendation

Ms Elizabeth Gaines, the Managing Director and Chief Executive Officer of the Company, will participate in the Performance Rights Plan and so has an interest in Resolution 5. Accordingly, Ms Gaines refrains from making any recommendation as to how Shareholders should vote on the Resolution.

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

#### Resolution 6

##### Participation in the Fortescue Metals Group Ltd Performance Rights Plan by Ms Elizabeth Gaines

*In accordance with the ASX Listing Rules, Shareholders are asked to consider the grant of performance rights to Ms Elizabeth Gaines under the Performance Rights Plan.*

Under ASX Listing Rule 10.14, the Company requires Shareholder approval to issue equity securities to a Director of the Company under an employee incentive scheme. Accordingly, Resolution 6 seeks Shareholder approval to issue securities to Ms Gaines, Managing Director and Chief Executive Officer, under the Performance Rights Plan over the next 3 years.

For the purposes of the approval sought under Listing Rule 10.14 and in accordance with the requirements of Listing Rule 10.15A and for all other purposes, the following information is provided to Shareholders in respect of the proposed grant of performance rights under the Performance Rights Plan to Ms Elizabeth Gaines.

#### Participation

- Under the Performance Rights Plan, performance rights may be granted to the Managing Director and Chief Executive Officer, Ms Elizabeth Gaines, as part of her reasonable remuneration. Further information on Ms Gaines' remuneration package is contained within the Remuneration Report, which is a section of the 2018 Annual Report.
- Ms Gaines is the only person referred to in ASX Listing Rule 10.14 eligible to participate in the Performance Rights Plan. Any additional persons referred to in ASX Listing Rule 10.14 who become entitled to participate in the Performance Rights Plan will not do so until any required Shareholder approval is obtained.

#### Number of performance rights which may be granted

The maximum number of performance rights that may be granted to Ms Gaines without further Shareholder approval under the ESSIP and LTIP is as follows:

	During the next 3 years (including FY19)	For the financial year ending 30 June 2019
ESSIP Performance Rights	1,437,171	452,795
LTIP Performance Rights	1,916,226	603,726
Total	3,353,397	1,056,521

The exact number of performance rights that will be granted to Ms Gaines during the next three years:

- cannot be calculated at the date of this Notice of Meeting as it depends upon Ms Gaines entitlement to share based incentive payments and the future VWAP of the Company's shares at the date performance rights are granted under the Performance Rights Plan; and
- will be calculated on the grant date by dividing the maximum value of share based incentive payments to which Ms Gaines is entitled by the 5 day VWAP of Company shares at the start of the applicable vesting period.

#### Entitlement to shares

Subject to the terms of the Performance Rights Plan, the satisfaction of vesting conditions and other conditions attached to performance rights, each performance right entitles the holder to be issued, transferred or allocated one share in the Company. Under the Performance Rights Plan, shares will only be issued, transferred or allocated to recipients (and value received) upon the vesting of relevant performance rights.

#### Vesting conditions

Under the Performance Rights Plan, the Board must determine the vesting conditions that will apply to the vesting of performance rights prior to the date of grant of those performance rights. Further information regarding the vesting conditions is set out below.

#### Vesting period

The vesting period during which each of the vesting conditions attached to the performance rights to be granted under this Resolution must be satisfied is as follows:

- in relation to the ESSIP Performance Rights, by the end of 30 June 2021;
- in relation to the LTIP Performance Rights to be granted in respect of the financial year ending 30 June 2019, by the end of 30 June 2021;
- in relation to the LTIP Performance Rights to be granted in respect of the financial year ending 30 June 2020, by the end of 30 June 2022; and
- in relation to the LTIP Performance Rights to be granted in respect of the financial year ending 30 June 2021, by the end of 30 June 2023.

At the end of the vesting period, the vesting conditions, as further particularised below, will be assessed to determine the number of ESSIP Performance Rights and LTIP Performance Rights (as the case may be) that vest.

### ESSIP Performance Rights

The vesting of ESSIP Performance Rights granted to Ms Gaines will be dependent upon an assessment of Company performance against certain objectives, which are designed to drive both a short and long term perspective on performance, and protect the long term interests of Shareholders.

The financial performance measures of the ESSIP were chosen as they represent the key drivers for the short term success of the Company and provide a framework for delivering long term value. The non-financial component of the ESSIP is measured with reference to an assessment against a range of measures. A majority of the non-financial measures are quantitative-based.

By way of summary the targets and objectives that the Board, on the recommendation of the Remuneration and Nomination Committee, has determined will apply to ESSIP Performance Rights to be granted to Ms Gaines are as follows.

Category	Sub-Category	Objective	Financial / non-financial targets
Iron Ore Operations	Production	Target tonnes shipped	Financial
	Cost	Target cost per tonne shipped	Financial
	Cashflow	Target capital expenditure	Financial
	Revenue	Targets in relation to regional sales, EBITDA, shipping volumes and customers	Financial
People and Culture	Safety	Target percentage reduction in Total Recordable Injury Frequency Rate (TRIFR)	Non-financial
	Culture	Targets informed by the Company's Safety Excellence and Culture Survey	Non-financial
Company Growth Performance	Growth	Strategic options for growth, including in iron ore and other commodities	Financial

Once the Board has assessed overall performance of the Company at the end of the vesting period, based on the vesting conditions determined prior to the commencement of that period, and determined the extent of vesting of the ESSIP Performance Rights, the results achieved will be communicated to Ms Gaines and to Shareholders as part of the Company's annual remuneration reporting obligations.

### LTIP Performance Rights

#### LTIP Performance Measures

The Board has determined that the vesting conditions applicable to the LTIP Performance Rights to be granted under Resolution 6 shall include the following performance measures, which shall be weighted as set out below.

Performance Measure	Weighting of Measures
Absolute Return on Equity	33%
Relative Total Shareholder Return	33%
Strategic Objectives	34%

The relative weighting between the tranches of LTIP Performance Rights, vesting conditions and objectives will be agreed at the beginning of the period.

The Board will assess overall performance of the Company at the end of each 3-year vesting period, based on the vesting conditions determined prior to the commencement of that period. This assessment will determine the extent of vesting of the LTIP Performance Rights. The results achieved will be communicated to LTIP participants (including Ms Gaines) and to Shareholders as part of the Company's annual remuneration reporting obligations.

#### Measurement of performance and maximum performance cap

Each of the performance measures provide for a determination by the Board that the Company has performed at a "Threshold", "Target" or "Stretch" level. These graduated levels of performance have been included in order to align and reward LTIP participants through market cycles. In the event that performance is at the "Target" level in respect of the relevant performance measure, the LTIP participants will be entitled to 100% of the tranche of LTIP Performance Rights to which the

performance measure relates. Where performance is at the "Stretch" level, the LTIP participants will be entitled to 150% of the tranche of LTIP Performance Rights to which the performance measure relates.

Nevertheless, if the target for any individual performance measure is exceeded, so that up to 150% of the relevant number of LTIP Performance Rights may vest, the total number of LTIP Performance Rights that may vest across the three performance measures is capped in aggregate at 100% (of the LTIP Performance Rights the subject of the applicable vesting period). The Board believes that by incorporating the "Stretch" level of performance into the vesting schedule, the Company will be better able to effectively reward and recognise LTIP participants in years where outstanding performance is achieved. This will serve as further motivation and assist in retention through more challenging periods.



### Absolute Return on Equity (AROE)

AROE performance is measured over the relevant three year performance period with the target established at the beginning of each performance period.

The AROE vesting schedule in respect of LTIP Performance Rights to be granted to Ms Gaines is as follows:

AROE Performance	Portion of tranche that vests
Below Threshold	Nil
Threshold	25 per cent of share rights vest
Target	100 per cent of share rights vest
Stretch	150 per cent of share rights vest

Vesting of awards is granted on a pro-rata basis for performance between Threshold, Target and Stretch.

### Relative Total Shareholder Return (TSR)

TSR is a measure of the performance of the Company's shares over a three year period against the ASX100 Resources Index. It combines share price appreciation and dividends paid to show the total return to the Shareholder expressed as a percentage. The use of TSR relative to a peer group is well accepted by the market. Relative TSR hurdles are valuable because the company needs to outperform a peer group for participants to receive any rewards and, therefore, is aligned to relative market performance. A further consideration for the Board in using relative TSR is the selection of the peer group. The ASX100 Resources Index has been chosen as the comparator group because this is a transparent market indicator and includes Fortescue's ASX listed commodity market peers.

The threshold for relative TSR is the 60th percentile for the comparison group, target performance is the 80th percentile and stretch is at the 100th percentile.

TSR Performance	Portion of tranche that vests
Below Threshold	Nil
Threshold	25 per cent of share rights vest
Target	100 per cent of share rights vest
Stretch	150 per cent of share rights vest

Vesting of awards is granted on a pro-rata basis for performance between Threshold, Target and Stretch.

### Strategic Objectives

In line with the recommendations of the Remuneration and Nomination Committee, the LTIP performance measures include two strategic measures with associated key performance indicators for the Company aimed at directing performance towards the Company's long term objectives (Strategic Objectives). Whether a Strategic Objective has been achieved is measured at the end of the vesting period on an outcome basis.

In respect of the LTIP Performance Rights to be granted to Ms Gaines, the Board, on the recommendation of the Remuneration and Nomination Committee, has selected the following list of Strategic Objectives.

Performance Measure	Objective (KPI)
Iron Ore Growth	<ul style="list-style-type: none"> <li>Progress identified iron ore strategy</li> <li>Increase long term product flexibility with no net decrease in mine life</li> <li>Progress agreed long term sales strategy</li> </ul>
Other Growth	<ul style="list-style-type: none"> <li>Develop and execute strategies for exploration and drilling programs in new geographical locations</li> <li>Develop and execute strategic options for non iron ore growth</li> </ul>

The achievement of the Strategic Objectives is assessed on an overall basis at the absolute discretion of the Board and is subject to a score of between 0 and 15. The relevant portion of LTIP Performance Rights that would vest is then determined by reference to the total score achieved as follows:

Strategic Objective Performance	Score	Portion of tranche that vests
Below Threshold	<5	Nil
Threshold	5	25 per cent of share rights vest
Target	10	100 per cent of share rights vest
Stretch	15	150 per cent of share rights vest

Vesting of awards is granted on a pro-rata basis for performance between Threshold, Target and Stretch.



**The AGM is an ideal opportunity for you to meet your Board and senior management team.**

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### Price

No consideration is payable for:

- the grant of performance rights under the Performance Rights Plan; or
- the issue, transfer or allocation of shares upon the vesting and exercise of performance rights granted under the Performance Rights Plan.

### Timing of grants

Ms Gaines will be granted the performance rights over the next 3 years if Shareholder approval is given. The performance rights granted to Ms Gaines in respect of the financial year ending 30 June 2019 would be granted as soon as practicable after the Shareholder approval for Resolution 6, if so given.

### Cessation of employment

On cessation of Ms Gaines' employment, Ms Gaines will be entitled to retain a pro rata portion of her unvested performance rights, which may vest, subject to satisfaction of the applicable vesting conditions, in accordance with the original terms of their grant at the end of the vesting period.

### No loans

No loans have or will be made by the Company in connection with the acquisition of the relevant performance rights.

### Participation and details of prior grants

- Since the Performance Rights Plan was approved by Shareholders in 2015:
  - o Ms Gaines has been granted 615,789 performance rights (of which 300,552 have yet to vest, 254,375 have vested and 60,862 have lapsed);
  - o Mr Power was granted 4,387,050 performance rights (of which 1,612,610 have vested and 2,774,440 lapsed upon his resignation); and
  - o Mr Peter Meurs was granted 842,094 performance rights, all of which lapsed upon his resignation.
- No other person listed in Listing Rule 10.14 has received performance rights since the Performance Rights Plan was approved by Shareholders in 2015.
- All shares provided to Mr Power and Ms Gaines on vesting and exercise of the performance rights granted under the Performance Rights Plan were acquired on market.

- No acquisition price was payable for the grant of the performance rights or for the issue, transfer or allocation of shares upon the vesting and exercise of performance rights granted under the Performance Rights Plan.

### Voting Prohibition and Exclusions

A voting exclusion statement in respect of Resolution 6 is set out in the Notice of Meeting.

### Other Implications

- No funds will be raised from the grant of performance rights or the issue, transfer or allocation of shares to Ms Gaines following the vesting and exercise of the performance rights. If shares will be transferred or allocated, rather than issued upon vesting and exercise, funds will be expended by the Company to acquire shares on market.
- Australian International Financial Reporting Standards require the performance rights to be expensed in accordance with AASB 2 – Share Based Payments. Expensing performance rights will have the effect of increasing both the expenses and contributed equity of the Company.
- There are no significant opportunity costs to the Company or benefits foregone by the Company in granting performance rights.
- The grant of performance rights to Ms Gaines under the Performance Rights Plan will not have a diluting effect on the percentage interest of Shareholders' holdings if following the vesting and exercise (if required) of the performance rights the shares transferred or allocated to Ms Gaines are acquired on market.
- In accordance with ASX Listing Rule 7.2 (Exception 14), if approval for the grant of performance rights is given under ASX Listing Rule 10.14, approval is not required for the purposes of ASX Listing Rule 7.1.

### Annual Report

- Full details of Ms Gaines' holdings of interests in the Company are set out in the Company's 2018 Annual Report.

### Directors' Recommendation

Ms Elizabeth Gaines, Managing Director and Chief Executive Officer of the Company, has an interest in Resolution 6. Accordingly, Ms Gaines refrains from making any recommendation as to how Shareholders should vote on the Resolution.

The Company's remaining Directors recommend that Shareholders vote in favour of Resolution 6.



# Annexure A – summary of the Fortescue Metals Group Ltd performance rights plan

The terms and conditions of the Performance Rights Plan as amended are summarised in the table below.

## Board

The Board, or a duly appointed committee of the Board, is responsible for the operation of the Performance Rights Plan.

## Participants

- a) Executive Directors, full-time, part-time and casual employees, and contractors of the Group are all eligible to participate in the Performance Rights Plan.
- b) Non-Executive Directors are not eligible to participate in the Performance Rights Plan.

## Eligibility

The Board has an absolute discretion to determine the eligibility of participants. Some of the factors the Board will have regard to in determining eligibility include:

- a) the seniority of the participant and the position the participant occupies within the Group;
- b) the length of service of the participant with the Group;
- c) the record of employment of the participant with the Group;
- d) the potential contribution of the participant to the growth and profitability of the Group;
- e) the extent (if any) of the existing participation of the participant in the Performance Rights Plan; and
- f) any other matters the Board considers relevant.

## Number of performance rights

- a) The Board has discretion to determine the number of performance rights offered to participants, however in accordance with applicable law, the Board will ensure that the number of performance rights offered to eligible participants over a 3 year period does not exceed 5% of the Company's issued capital.
- b) Further, in determining the number of performance rights to be granted to participants, the Board will have regard to:
  - i. current market practice; and
  - ii. the overall cost to the Company of grants under the Performance Rights Plan.

## No payment on grant or vesting

Unless the Board determines otherwise, no payment is required for the grant, on the vesting, or the issue, transfer or allocation of shares following vesting, of a performance right.

## Vesting conditions

Vesting of the performance rights is conditional on the participant satisfying the pre-determined vesting conditions determined by the Board by the end of the vesting period. The vesting period applicable to performance rights is the period determined by the Board.

## Vesting of performance rights

The performance rights will only vest if the participant meets any specified vesting conditions within the vesting period. The Board retains a residual discretion to reduce the number of performance rights that will vest depending upon the particular circumstances. If the terms of grant require the performance rights to be exercised, the participant must exercise the performance rights in order for vesting to occur. Any performance rights which have not vested within the vesting period will lapse.

## Entitlements under performance rights

The performance rights do not entitle the holder to exercise any votes in respect of the shares to which the performance right relates, nor is the holder entitled to participate in any dividend or any new issue of securities by the Company in respect of that performance right. Post vesting a participant may, depending upon the particular terms of grant, be entitled to receive a payment equivalent to the total accumulated dividends received during the period prior to the vesting of the performance rights.

## Issue, transfer or allocation of shares on vesting of performance rights

The shares to be provided on vesting and exercise (if required) of the performance rights may be issued by the Company or acquired on market by the Company (or any trustee of the Performance Rights Plan) and transferred or allocated to the holder of the performance right.

Any Shares issued under the Performance Rights Plan will rank equally with those traded on the ASX at the time of issue. The Board may impose restrictions on the transferability of a share issued, transferred or allocated to a participant following vesting of a performance right, which shall be set out in the invitation.

## Cessation of employment

On a participant's cessation of employment, subject to the particular terms of grant, the Board may determine that some or all of the participant's performance rights or restricted shares lapse, vest, are exercisable for a prescribed period (if applicable), or are no longer subject to some or all applicable restrictions.

## Change of Control

On a change of control event (which includes a takeover, merger, any person acquiring a relevant interest in more than 50% of the issued share capital in the Company and other similar events) the Board may waive some or all of the vesting conditions or other conditions applicable to the performance rights or shares, in its absolute discretion.

## Capital reorganisation

In the event of any capital reorganisation or other similar supervening event, performance rights may be adjusted having regard to the ASX Listing Rules and on the basis that participants do not receive any advantage or disadvantage from such an adjustment.

## Clawback provision

If in the Board's opinion, performance rights vest as a result of the fraud, dishonesty or breach of obligations by the participant or another person, if there is a material misstatement or omission in the financial statements of a group company or if vesting would give rise to an unfair benefit, the Board may determine any treatment in relation to the performance rights or shares issued on vesting to ensure no unfair benefit is obtained by the participant.











**LODGE YOUR VOTE**

**ONLINE**  
www.linkmarketservices.com.au

**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  
1A Homebush Bay Drive, Rhodes NSW 2138

**ALL ENQUIRIES TO**  
Telephone: +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 (Perth time) on Thursday, 15 November 2018, in the Grand Ballroom, Hyatt Regency Perth, 99 Adelaide Terrace, East Perth, Western Australia (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1, 5 & 6:** 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 Resolutions 1, 5 & 6, even though the Resolutions are 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	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Refresh approval of the Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Dr. Jean Baderschneider	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Participation in the Fortescue Metals Group Ltd Performance Rights Plan by Ms Elizabeth Gaines	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Dr Cao Zhiqiang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Election of Lord Sebastian Coe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

**i** \* 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).



## 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:

- 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
- 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" should 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](http://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 (Perth time) on Tuesday, 13 November 2018**, 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

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

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) as shown on the front of the Proxy Form).



#### 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 [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) 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\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)



### COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder 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](http://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) as shown on the front of the Proxy Form).

**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.**