ASX release

Fortescue

25 September 2026

2026 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 Ltd (Fortescue, ASX:FMG) to be held on Wednesday, 28 October 2026 at 10.00am (AWST).

The abovementioned documents can be found, along with Fortescue's FY26 Annual Report, at https://investors.fortescue.com/en/shareholder-information/annual-general-meeting

This announcement was authorised for lodgement by the Company Secretary.

Media contact:
Fortescue Media
E: media@fortescue.com
P: 1800 134 442

Investor Relations contact:
Grant Moriarty
E: investors@fortescue.com
P: +61 8 9230 1647

Fortescue

NOTICE OF MEETING

2026

OUR PURPOSE

AT FORTESCUE, OUR PURPOSE IS CLEAR: TO ACCELERATE DECARBONISATION ON A GLOBAL SCALE, RAPIDLY AND PROFITABLY.

OUR VALUES

FAMILY
EMPOWERMENT
FRUGALITY
STRETCH TARGETS
INTEGRITY
ENTHUSIASM
SAFETY
COURAGE AND DETERMINATION
GENERATING IDEAS
HUMILITY

Acknowledgement of Country

Fortescue acknowledges the Indigenous peoples of the lands upon which we live and work. We acknowledge their rich cultures and their continuing connection to land, waters and community. We are proud to work, partner and engage with Indigenous peoples. We pay our respects to the culture and people, their Elders and leaders, past, present and emerging.

MESSAGE FROM THE EXECUTIVE CHAIRMAN

Dear valued Shareholders

It is my pleasure to invite you to Fortescue's 2026 Annual General Meeting (AGM or Meeting) on Wednesday, 28 October 2026 at 10.00am (AWST) at the State Reception Centre, Fraser Avenue, Kings Park, Western Australia. Attached is the Notice of Meeting that sets out the business of the Meeting.

This year, Fortescue shipped more than 200 million tonnes of iron ore for the first time in our history, while continuing to roll out one of the world's largest industrial decarbonisation programs. It is further proof that we can build for the future while making Fortescue stronger today.

Across the Pilbara, we are building our integrated renewable energy network, deploying battery-electric mining equipment and the charging infrastructure needed to eliminate almost one billion litres of diesel from our operations every year. This is about lowering our costs, strengthening our energy security and building a more resilient Fortescue.

That is what Real Zero means for Fortescue. Fortescue has always succeeded by recognising change early and acting decisively. We are doing it again.

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

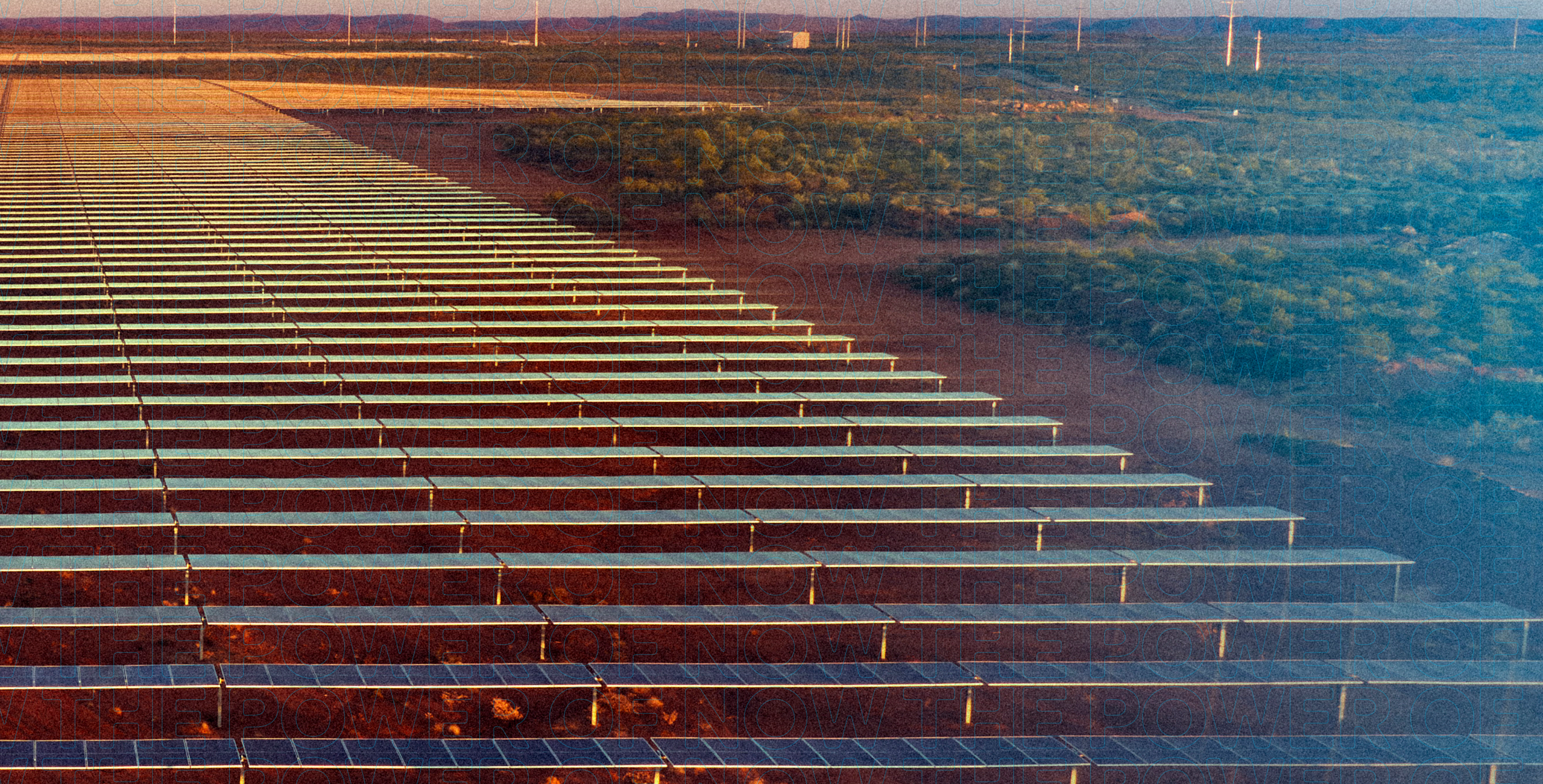
Voting on the resolutions at the AGM is important. If you are not able to attend in person, I strongly urge you to exercise your voting rights either by completing and returning the proxy form, or by lodging it online at **https://au.investorcentre.mpms.mufg.com** and following the directions in the Notice of Meeting and on the proxy form.

On behalf of the Board and Fortescue's leadership team, I thank every member of the Fortescue family. Their courage, determination and refusal to accept what others say cannot be done continue to drive this company forward.

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

Yours sincerely

Dr Andrew Forrest AO
Executive Chairman, Fortescue Ltd



NOTICE OF ANNUAL GENERAL MEETING

WEDNESDAY,
28 OCTOBER 2026

10.00AM (AWST)

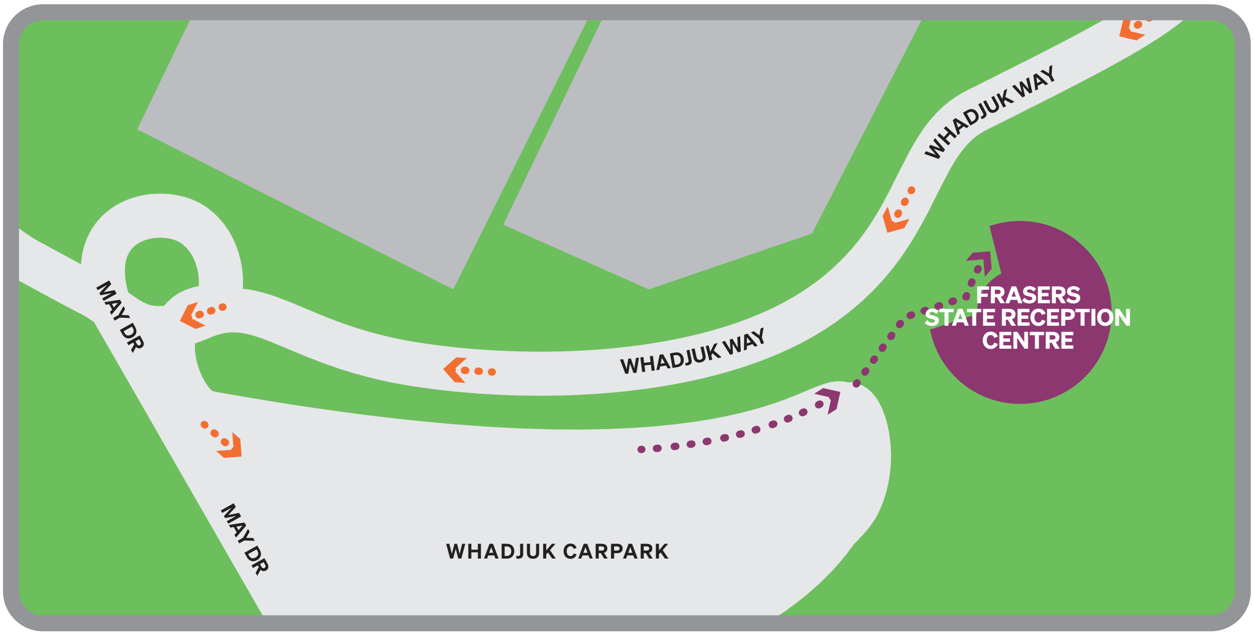
STATE RECEPTION CENTRE,
FRASER AVENUE, KINGS PARK,
WESTERN AUSTRALIA 6005

Notice is hereby given that the Annual General Meeting of Fortescue Ltd (ABN 57 002 594 872) (the **Company** or **Fortescue**) will be held at the State Reception Centre, Fraser Avenue, Kings Park, Western Australia on Wednesday, 28 October 2026 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 or lodge your proxy online. The completed proxy form or online registry must be received by no later than 10.00am (AWST) on Monday, 26 October 2026. 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 Reports and the Sustainability Report: Climate Statements and the accounting and other policies adopted by the Company in relation to the preparation of those reports, the reports of the Directors (including the Remuneration Report) and the reports of the auditors of the Company and its controlled entities for the year ended 30 June 2026, the conduct of the audits, the preparation of the content of the auditor's reports and the independence of the auditor in relation to the conduct of the audits, 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.



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 4.00pm (AWST) on Monday, 26 October 2026. 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) (**Corporations Act**), 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 their 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), Resolution 7 (Participation in the Fortescue Ltd Performance Rights Plan by Mr Dino Otranto) and Resolution 8 (Participation in the Fortescue Ltd Performance Rights Plan by Mr Agustin Pichot) 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' Resolutions 1, 7 and 8, even though each of these resolutions is connected, directly or indirectly, with the remuneration of the Company's key management personnel (**KMP**). This express authorisation is included because without it the Chairman would be precluded from casting your votes on the basis that Resolutions 1, 7 and 8 are 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 8 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 by MUFG Corporate Markets (AU) Limited (**MUFG Corporate Markets**), as detailed below, by 10.00am (AWST) on Monday, 26 October 2026.

Mail:

Fortescue Ltd
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

Delivery:

Fortescue Ltd
C/- MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street Parramatta NSW 2150

*During business hours Monday to Friday (9.00am - 5.00pm) (Sydney time)

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

Online: https://au.investorcentre.mpms.mufg.com

Select 'View single holding'. Enter Fortescue 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 their 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 MUFG Corporate Markets website – **https://www.mpms.mufg.com/en/for-individuals/au/shareholders/forms** (Click on 'Appointment of Corporate Representation' to download the form).

MEETING DOCUMENTS

If you are a Shareholder and would like a physical copy of a communication from Fortescue, such as this Notice of Meeting, or if you have questions about your holding, visit **https://au.investorcentre.mpms.mufg.com** or contact the Registry:

MUFG Corporate Markets (AU) Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

Telephone (within Australia): 1300 733 136
Telephone (outside Australia): +61 1300 733 136
Email: support@cm.mpms.mufg.com

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 Fortescue 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 Monday, 26 October 2026

Determination of voting eligibility
4.00pm (AWST) on Monday, 26 October 2026

Annual General Meeting
10.00am (AWST) on Wednesday, 28 October 2026

QUERIES

If you have any queries regarding the matters contained in the Meeting documents, please contact the Company Secretary, Navdeep (Mona) Gill on +61 8 6218 8888.

ASX LISTING RULES COMPLIANCE

Fortescue confirms that this document complies with the notice of meeting content requirements set out in the Listing Rules. ASX has provided no objection to this document under Listing Rule 15.1.4 on the basis of this confirmation.

AGENDA

1. EXECUTIVE CHAIRMAN'S AND CHIEF EXECUTIVE OFFICERS' ADDRESS

2. FINANCIAL REPORTS AND SUSTAINABILITY REPORT: CLIMATE STATEMENTS

To receive and consider the Financial Reports, the Sustainability Report: Climate Statements and the reports of the Directors and the auditors of the Company and its controlled entities for the financial year ended 30 June 2026.

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 2026 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 their closely related parties (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, the Company need not disregard votes cast by the persons referred to above if the vote is cast as a proxy on behalf of a person who is entitled to vote on Resolution 1:

- in accordance with the voting direction on the Proxy Form; or
- where there is no voting direction on the Proxy Form, by the Chairman, who has been expressly authorised on the Proxy Form to exercise the proxy on Resolution 1 as the Chairman sees fit, even though it is connected (directly or indirectly) with the remuneration 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 and the ASX Listing Rules, be re-elected as an Executive Director of the Company."

RESOLUTION 3 – RE-ELECTION OF MARK BARNABA AM CITWA

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

"That Mark Barnaba AM CitWA, who retires in accordance with rule 4.6 of the Company's Constitution and the ASX Listing Rules, be re-elected as a Non-Executive Director of the Company."

RESOLUTION 4 – RE-ELECTION OF PENNY BINGHAM-HALL

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

"That Penny Bingham-Hall, who retires in accordance with rule 4.6 of the Company's Constitution and the ASX Listing Rules, be re-elected as a Non-Executive Director of the Company."

RESOLUTION 5 – RE-ELECTION OF DR LARRY MARSHALL

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

"That Dr Larry Marshall, who retires in accordance with rule 4.6 of the Company's Constitution and the ASX Listing Rules, be re-elected as a Non-Executive Director of the Company."

RESOLUTION 6 – ELECTION OF SIGRID KAAG

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

"That Sigrid Kaag, who retires in accordance with rule 4.7(a) of the Company's Constitution and the ASX Listing Rules, be elected as a Non-Executive Director of the Company."

RESOLUTION 7 – PARTICIPATION IN THE PERFORMANCE RIGHTS PLAN BY MR DINO OTRANTO

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

*"That Shareholders approve the grant of up to 333,012 performance rights to Mr Dino Otranto for the financial year ending 30 June 2027 under the Fortescue Ltd Performance Rights Plan (**Performance Rights Plan**) and the issue, transfer or allocation of, and acquisition by Mr Dino Otranto of fully paid ordinary shares in respect of those performance rights in accordance with the terms of the Performance Rights Plan and on the terms described in the Explanatory Statement."*

Voting Exclusion Statement

Resolution 7 is connected directly with the remuneration of a member of the KMP, Mr Dino Otranto, Fortescue's Chief Executive Officer Metals and Operations. Accordingly, a vote must not be cast on Resolution 7 as proxy for another Shareholder by any member of the KMP or their closely related parties, if the 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 Resolution 7 is connected (directly or indirectly) with the remuneration of a member of the KMP.

RESOLUTION 8 – PARTICIPATION IN THE PERFORMANCE RIGHTS PLAN BY MR AGUSTIN PICHOT

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

"That Shareholders approve the grant of up to 333,012 performance rights to Mr Agustin Pichot for the financial year ending 30 June 2027 under the Performance Rights Plan and the issue, transfer or allocation of, and acquisition by Mr Agustin Pichot of fully paid ordinary shares in respect of those performance rights in accordance with the terms of the Performance Rights Plan and on the terms described in the Explanatory Statement."

Voting Exclusion Statement

Resolution 8 is connected directly with the remuneration of a member of the KMP, Mr Agustin Pichot, Fortescue's Chief Executive Officer Growth and Energy. Accordingly, a vote must not be cast on Resolution 8 as proxy for another Shareholder by any member of the KMP or their closely related parties, if the 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 Resolution 8 is connected (directly or indirectly) with the remuneration of a member of the KMP.

Dated this Friday, 25 September 2026
By Order of the Board

Navdeep (Mona) Gill
Company Secretary, Fortescue 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 at the State Reception Centre, Fraser Avenue, Kings Park, Western Australia on Wednesday, 28 October 2026 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 AND SUSTAINABILITY REPORT: CLIMATE STATEMENTS

The first item of business of the Meeting deals with the presentation of the consolidated financial report of the Company for the year ended 30 June 2026, together with the Directors' declaration and report in relation to that financial year, and the auditor's report on those financial statements (**Financial Reports**) and the Sustainability Report: Climate Statements for the year ended 30 June 2026 and the auditor's report on the Sustainability Report: Climate Statements as required by the Corporations Act.

Copies of the Financial Reports and Sustainability Report: Climate Statements, as contained in the Company's 2026 Annual Report, are available on the Company's website at **www.fortescue.com** under the 'Investors' tab (Announcements and Reports).

While neither the Corporations Act nor the Company's constitution requires a resolution in respect of the first item of business of the Meeting, Shareholders are asked to consider the Financial Reports and Sustainability Report: Climate Statements 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 and Sustainability Report: Climate Statements. No resolution is required to be moved in respect of this item.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

In accordance with section 250R(2) of 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 2026. A copy of the Remuneration Report, as contained in the 2026 Annual Report, is available on the Company's website at **www.fortescue.com** under the 'Investors' tab (Announcements and Reports). A reasonable opportunity for discussion of the Remuneration Report will be provided at the Annual General Meeting.

The Remuneration Report outlines:

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

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.

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

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 6 – RE-ELECTION / ELECTION OF DIRECTORS

Rule 4.6 of the Company's constitution and ASX Listing Rule 14.4 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, 3, 4 and 5 seek Shareholder approval for the re-election of Dr Andrew Forrest AO, Mark Barnaba AM CitWA, Dr Larry Marshall and Penny Bingham-Hall each of whom, having been last elected or re-elected in 2023, 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.

Rule 4.7(a) of the Company's constitution and ASX Listing Rule 14.4 provides that 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. Sigrid Kaag was appointed as a Director of the Company by the Board on 24 August 2026 and, being eligible, has offered herself for 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, Minderoo Foundation, and Tattarang

Dr Forrest is an entrepreneur, scientist and business leader committed to ending fossil fuel use, accelerating green energy, and addressing humanity's most pressing challenges with data and science-driven solutions.

In 2003, Dr Forrest founded Fortescue, growing it from a small exploration company into one of the world's leading miners and infrastructure operators, and Australia's most successful company for shareholder returns. The scale and success of Fortescue provided the platform for Dr Forrest to establish Minderoo Foundation, now Australia's largest philanthropy, and Tattarang, one of the country's largest private investment groups.

Minderoo Foundation is underpinned by a $9 billion endowment, and over the past two decades, has invested in world-leading research and advocacy programs across global challenges including climate and ocean science, humanitarian relief, and the safe governance of emerging technologies.

Through Tattarang, Dr Forrest invests in sectors critical to national resilience and long-term prosperity. These include renewable energy, battery metals, high-performance shipbuilding, iconic Australian brands, medical technology, agri-food, and property. The group is guided by the principle: using capital as a force for good.

Dr Forrest holds a PhD in Marine Ecology and was appointed an Officer of the Order of Australia for his distinguished service to philanthropy, mining, employment, and sustainable foreign investment.

Dr Forrest is a board member of Harvard's Salata Institute Advisory Board (SIAB), a member of the Giving Pledge and the Council on Foreign Relations Global Board of Advisors. In 2025, he was named one of TIME's 100 Most Influential People in the world.

Directors' recommendation

Dr Forrest 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 consider that Dr Forrest's skills, knowledge and experience make him a valuable member of the Board and recommend that Shareholders vote in favour of Resolution 2.

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

RESOLUTION 3 – RE-ELECTION OF MARK BARNABA AM CITWA

Mr Mark Barnaba AM CitWA

Mr Barnaba has been the Deputy Chairman of Fortescue since November 2017, and a Non-Executive Director of Fortescue since February 2010.

Mr Barnaba is Chairman of Greatland Resources Limited (LSE:GGP; ASX:GGP) and is also Chairman of Airtrunk and is co-Chair of the University of Western Australia Business School Board.

Mr Barnaba brings a wealth of international experience as an entrepreneur, corporate advisor and independent director for organisations across the finance, technology, infrastructure, natural resources, sports administration and education sectors. He has extensive and particularly diverse experience at board level in both the for-profit and non-profit sectors.

Mr Barnaba was previously on the Board of Australia's central bank, the Reserve Bank of Australia (RBA), for two terms, and is a former Chairman of the Audit Committee of the RBA. He has previously chaired several publicly listed Australian companies within the mining and infrastructure sectors along with chairing non-profit organisations and was a former Chairman of the State Theatre Company of Western Australia (now Black Swan Theatre Company), the West Coast Eagles (AFL team) and Williams Advanced Engineering (UK based offshoot of the Williams F1 team).

In 2009, Mr Barnaba was the recipient of the WA Citizen of the Year Award in Industry and Commerce and in 2015 was named a Member of the General Division of the Order of Australia (AM) for significant service to the investment banking and financial sector, to business education and to sporting and cultural organisations.

In his executive 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 (including as 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 currently 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 (High Distinction; 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.

Having assessed the independence of Mr Barnaba, the Board has determined that Mr Barnaba is an independent director.

Committee memberships as at the date of this notice:
Audit, Finance and Risk Management Committee (Chair)

Directors' recommendation

Mr Barnaba 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 consider that Mr Barnaba's skills, knowledge and experience make him a valuable member of the Board and 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 PENNY BINGHAM-HALL

Ms Penny Bingham-Hall

Ms Bingham-Hall has been a Non-Executive Director of Fortescue 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 Co-Chair of Supply Nation and is also the Deputy Chair of both the Advisory Council of the Climate Governance Initiative, Australia and the Salaam Foundation.

Ms Bingham-Hall has worked in the construction, infrastructure, mining and property industries across Australia and Asia. 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 chair and director of Vocus Group and former director of Dexus Property Group, BlueScope Steel Limited, Australia Post, Port Authority of NSW and Macquarie Specialised Asset Management. Ms Bingham-Hall was also Chair of Taronga Conservation Society Australia, the NSW Freight and Logistics Advisory Council, the inaugural Chair of Advocacy Services Australia, Deputy Chair and Life Member of the Tourism & Transport Forum and a director of Infrastructure Partnerships Australia, SCEGGS Darlinghurst Limited and the Global Foundation.

Ms Bingham-Hall has a Bachelor of Arts in Industrial Design, is a Fellow of the Australian Institute of Company Directors, a Fellow of the Chartered Institute for Securities & Investment and a member of Chief Executive Women.

Having assessed the independence of Ms Bingham-Hall, the Board has determined that Ms Bingham-Hall is an independent director.

Committee Memberships as at the date of this notice:
People, Remuneration and Nomination Committee (Chair)

Directors' recommendation

Ms 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 consider that Ms Bingham-Hall's skills, knowledge and experience make her a valuable member of the Board and recommend that Shareholders vote in favour of Resolution 4.

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

RESOLUTION 5 – RE-ELECTION OF DR LARRY MARSHALL

Dr Larry Marshall

Dr Marshall has been a Non-Executive Director of Fortescue since August 2023 and Lead Independent Director since November 2024.

Dr Marshall currently serves on the boards of Fortescue, Nanosonics Limited, and Great Barrier Reef Foundation and serves on the advisory board of Infleqtion, Inc (NYSE: INFQ).

He formerly chaired the American Chamber of Commerce, acted as the Chancellor of the Australian National University and is the longest serving Chief Executive of CSIRO, leading a transformation which achieved CSIRO's first growth in 30 years, doubled the value delivered to stakeholders, and made CSIRO the first Australian entity to be Thompson Reuters rated in the Global Top 20 Innovators.

Dr Marshall worked in the United States for 26 years, was Chief Executive of six companies in Biotech, Telecom, Semi, & Venture Capital, and delivered three successful IPOs. 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, and his Technology and Engineering acumen as a Federation Fellow, and Fellow of Australian Institute of Physics and the Australian Academy of Technological Sciences and Engineering; and an inaugural Male Champion of Change for science, technology, engineering and mathematics (STEM).

He is the author of the 2023 book, *Invention to Innovation: How Scientists Can Drive Our Economy*. 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.

Having assessed the independence of Dr Marshall, the Board has determined that Dr Marshall is an independent director.

Committee Memberships as at the date of this notice:
Audit, Finance and Risk Management Committee (Member)

Directors' recommendation

Dr 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 consider that Dr Marshall's skills, knowledge and experience make him a valuable member of the Board and recommend that Shareholders vote in favour of Resolution 5.

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

RESOLUTION 6 – ELECTION OF SIGRID KAAG

Ms Sigrid Kaag

Ms Kaag has been a Non-Executive Director of Fortescue since 24 August 2026. She brings extensive international experience across risk, international affairs, governance, trade, finance, and climate-related investments, institutional leadership and international policy, developed over more than 35 years in senior government, United Nations and major multilateral institutional roles.

She has served as First Deputy Prime Minister and Minister of Finance of the Kingdom of the Netherlands, with responsibility for a national budget exceeding €300 billion and regulated governance of more than 40 state-participated enterprises, including strategic assets across banking, aviation, rail, transport and infrastructure. She represented the Netherlands at the International Monetary Fund, the World Bank, and other international financial institutions, contributing to sovereign financial oversight, debt relief, macroeconomic stabilisation, capital allocation, and international policy.

Ms Kaag also served as Minister for Foreign Affairs and Minister for Foreign Trade and Development Cooperation, leading international trade, investment, regulatory and political engagement across Europe, the Middle East, Africa, Asia, and the US.

She has held several senior United Nations leadership roles, at the level of Under-Secretary General, in different crisis and risk settings in the Middle East, including Syria, Lebanon as well as most recently in Gaza.

Ms Kaag co-chaired the Coalition of Finance Ministers for Climate Action, a platform of more than 60 countries and partners focused on climate finance, green bonds, debt-related innovation and the integration of climate considerations into fiscal and financial policy. She also chaired Finance and Sustainability tracks at the World Economic Forum, convening business, government and civil society leaders on sustainable finance, growth and regulatory reform.

She currently serves as Co-Chair of the Board of Directors of the UN Foundation, Global Chair of Education Cannot Wait, Independent Board Member of the European Investment Bank Global Advisory Board, and Independent Member of the UN Security Council established Gaza Executive Board. She is also an Associate Professor on International Negotiations and Governance at the Paris School of International Affairs, Sciences Po.

Ms Kaag holds an M.Phil. in International Relations from the University of Oxford, an M.A. in Middle Eastern Studies from the University of Exeter, a B.A. in Middle Eastern Studies from the American University in Cairo, and an Honorary Doctorate from the University of Exeter. She is proficient in Dutch, English, Arabic, French, German and Spanish.

Having assessed the independence of Ms Kaag, the Board has determined that Ms Kaag is an independent director.

Committee memberships as at the date of this notice:
Safety and Sustainability Committee (Member)

Directors' recommendation

Ms Kaag has an interest in Resolution 6 and refrains from making any recommendation as to how Shareholders should vote on Resolution 6. The Company's remaining Directors consider that Ms Kaag's skills, knowledge and experience make her a valuable member of the Board and recommend that Shareholders vote in favour of Resolution 6.

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

RESOLUTIONS 7 AND 8 – PARTICIPATION IN THE PERFORMANCE RIGHTS PLAN BY MR DINO OTRANTO AND MR AGUSTIN PICHOT

Resolutions 7 and 8 seek Shareholder approval for the grant of up to 333,012 performance rights to each of Mr Dino Otranto, Chief Executive Officer Metals and Operations, and Mr Agustin Pichot, Chief Executive Officer Growth and Energy, comprising:

- 166,506 performance rights each under the FY27 Transitional Long-Term Incentive Plan (**LTIP**) (see further details below), with a three-year performance period; and
- 166,506 performance rights each under the FY27 Ongoing LTIP (see further details below), with a four-year performance period,

and for the subsequent issue, transfer or allocation of, and acquisition by Mr Otranto and Mr Pichot of ordinary fully paid shares (**Shares**) in respect of those performance rights under the Performance Rights Plan.

The proposed grants comprise the initial allocation of performance rights under the two reduced FY27 LTIP grants described below. The actual number of rights that vest will depend on the extent to which the applicable performance conditions are satisfied over the respective three-year and four-year performance periods.

A summary of the key terms of the Performance Rights Plan is set out in Fortescue's FY26 Annual Report.

The proposed grant of performance rights to, and the acquisition of Shares in respect of those performance rights by Mr Otranto and Mr Pichot does not require Shareholder approval under the Corporations Act or the ASX Listing Rules. Mr Otranto and Mr Pichot are not Directors of Fortescue (or associates of any Director of Fortescue) and do not fall within ASX Listing Rule 10.14. However, in the interests of good governance and transparency, the Board has determined to seek Shareholder approval in respect of the proposed grant of up to 333,012 performance rights to Mr Otranto and up to 333,012 performance rights to Mr Pichot, to provide Shareholders the opportunity to opine on Fortescue's remuneration framework, in addition to the separate Remuneration Report vote, the subject of Resolution 1.

It is currently intended that the Company will purchase on-market the Shares required to satisfy any award that vests in respect of the performance rights.

The Company intends to proceed with the grant of up to 333,012 performance rights to Mr Otranto and up to 333,012 performance rights to Mr Pichot in accordance with the terms of the Performance Rights Plan at the same time as grants are made to other employees, noting that Shareholder approval is not required for the grants to proceed. This approach has been taken on the basis that:

- the Board and the People, Remuneration and Nomination Committee consider the proposed grants to be consistent with the objectives of the Performance Rights Plan and commensurate with Mr Otranto's and Mr Pichot's respective roles and responsibilities within the Company;
- the Board is of the view that the grant of performance rights to both Mr Otranto and Mr Pichot under the Performance Rights Plan forms an important part of their respective remuneration and provides an appropriate and meaningful variable remuneration component that is aligned with the long-term success of the Company, Shareholder interests and current market practice;
- if the Company did not grant the performance rights as proposed by Resolutions 7 and 8, the Board would need to consider alternative remuneration arrangements which are consistent with the Company's remuneration objectives, including providing equivalent cash incentives; and
- the Company is not required to seek Shareholder approval under the ASX Listing Rules or the Corporations Act in respect of the proposed grant of performance rights to, and subsequent acquisition of Shares by, Mr Otranto and Mr Pichot.

However, if Shareholder approval is not given in respect of Resolution 7 and/or Resolution 8, the Company will consider this feedback in determining the remuneration arrangements for Mr Otranto and Mr Pichot (as applicable), for the subsequent financial year.

FY27 Remuneration Framework

As set out in Fortescue's FY26 Annual Report, the FY27 remuneration changes rebalance the executive remuneration framework towards longer-term, performance-based equity.

Fortescue's CEO total fixed remuneration (**TFR**) has remained unchanged since 2021 and will remain unchanged for FY27, meaning fixed pay has not increased despite market and inflationary pressure over that period. The Executive and Senior Staff Incentive Plan (**ESSIP**) target opportunity for CEOs will reduce from 112.5 per cent to 100 per cent of TFR, with a maximum opportunity of 150 per cent, while the ongoing LTIP opportunity will increase from 150 per cent to 200 per cent of TFR and move from a three-year to four-year performance period.

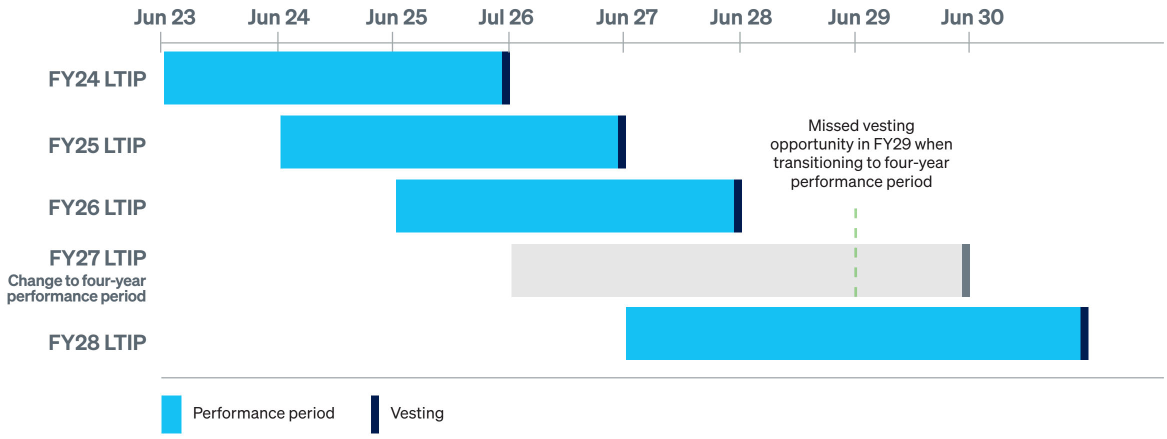
CEO minimum shareholding requirements will also increase from 200 per cent to 300 per cent of TFR. Together, these changes increase the proportion of remuneration linked to longer-term performance, which in the Board's view keeps total compensation balanced and competitive against peers while strengthening executive alignment with shareholder outcomes.

FY27 ESSIP

Following feedback from shareholders and proxy advisors, from FY27, ESSIP share rights will be granted at the end of the performance period, after performance has been assessed. Accordingly, the FY27 ESSIP equity grant for Mr Otranto and Mr Pichot does not form part of Resolutions 7 and 8 and instead Shareholder approval for the FY27 ESSIP equity grant will be sought at the 2027 annual general meeting.

FY27 Long-Term Incentive Plan

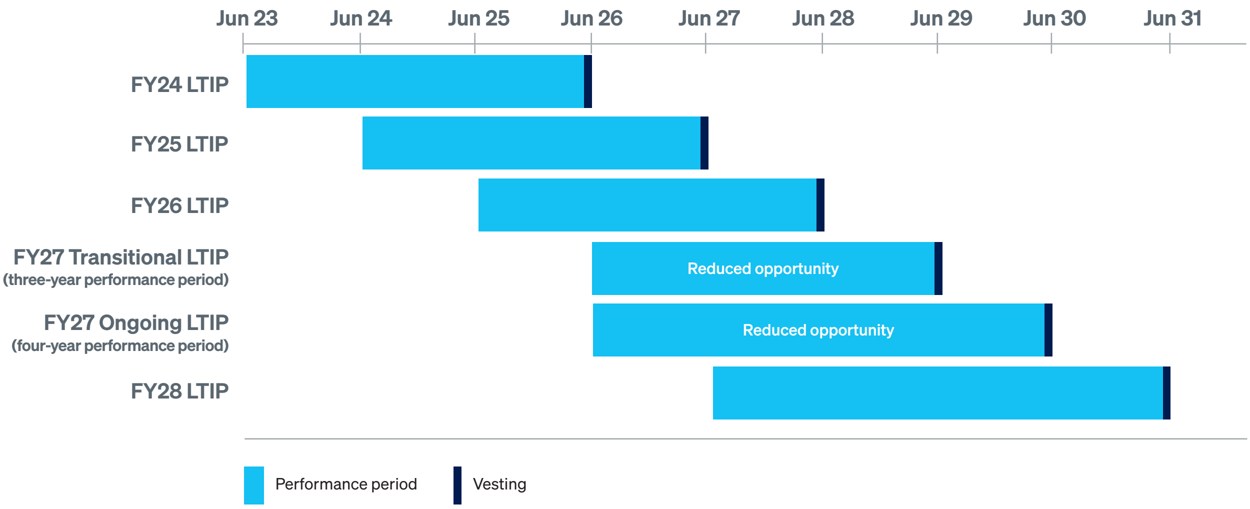
As outlined above, from FY27, Fortescue's LTIP will transition from a three-year performance period to a four-year performance period. However, moving immediately to a four-year performance period would disrupt the existing annual LTIP vesting cycle, resulting in no LTIP award being eligible to vest in FY29, as illustrated in the diagram below.



Performance periods run from July to June; June is used in the diagram above for both grant and vesting for illustrative purposes.

To maintain continuity of the LTIP vesting cycle during the transition, two reduced grants will therefore be made in FY27:

- the **FY27 Transitional LTIP**, with a three-year performance period to 30 June 2029; and
- the **FY27 Ongoing LTIP**, with a four-year performance period to 30 June 2030.



The transitional arrangements are designed to preserve the annual LTIP vesting cycle as the performance period moves from three to four years, rather than create an additional vesting opportunity. Each grant is made at 150 per cent of TFR, representing 75 per cent of the ongoing 200 per cent LTIP opportunity, consistent with the LTIP opportunity that applied under the previous three-year performance period framework. The grants relate to different performance periods and become eligible to vest in different financial years, with the FY27 Transitional LTIP eligible to vest in FY29 and the FY27 Ongoing LTIP eligible to vest in FY30.

Award opportunity and number of rights

The table below sets out Mr Otranto's and Mr Pichot's current TFR and, for context only, their FY27 ESSIP target and maximum opportunities, together with the reduced opportunity applying under each of the FY27 Transitional LTIP grant and the FY27 Ongoing LTIP grant.

	D Otranto	G Pichot
Total Fixed Remuneration	A$2,080,000	A$2,080,000
ESSIP (Target)	100% of TFR equivalent to A$2,080,000	100% of TFR equivalent to A$2,080,000
ESSIP (Maximum)	150% of TFR equivalent to A$3,120,000	150% of TFR equivalent to A$3,120,000
FY27 Transitional LTIP (vesting at the end of FY29)	150% of TFR equivalent to A$3,120,000	150% of TFR equivalent to A$3,120,000
FY27 Ongoing LTIP (vesting at the end of FY30)	150% of TFR equivalent to A$3,120,000	150% of TFR equivalent to A$3,120,000

For each FY27 LTIP grant, the number of performance rights is calculated by dividing the relevant award value by the volume weighted average price of Shares traded over the first five days of the performance period commencing 1 July 2026, being A$18.738.

	D Otranto	G Pichot
FY27 Transitional LTIP	166,506	166,506
FY27 Ongoing LTIP	166,506	166,506
Total	**333,012**	**333,012**

The number of performance rights that ultimately vest will depend on the achievement of the applicable vesting conditions. The value that both Mr Otranto and Mr Pichot actually receive from the grant of performance rights will depend upon the number of performance rights that vest (if any) and the value of Shares at such time. Each vested performance right entitles the participant to one Share for nil consideration.

Vesting periods

The vesting periods for the performance rights to be granted in respect of the financial year ending 30 June 2027 to each of Mr Otranto and Mr Pichot are as follows:

- FY27 Transitional LTIP: from 1 July 2026 to 30 June 2029
- FY27 Ongoing LTIP: from 1 July 2026 to 30 June 2030

At the end of the relevant vesting period, the vesting conditions, as detailed below, will be assessed to determine the number of LTIP Performance Rights that vest.

Cessation of employment

Good-leaver provisions apply to both the FY27 Transitional LTIP grant and the FY27 Ongoing LTIP grant. To retain any pro-rata entitlement, a participant must have served:

- at least two-thirds of the three-year performance period for the FY27 Transitional LTIP; and
- at least three-quarters of the four-year performance period for the FY27 Ongoing LTIP.

Any retained entitlement remains subject to the original terms of the grant, including any applicable performance conditions, the Performance Rights Plan and Board discretion. These minimum service requirements ensure the transitional arrangements do not result in any duplicated entitlements on cessation of employment.

LTIP performance measures

The FY27 Transitional LTIP and FY27 Ongoing LTIP to be granted to Mr Otranto and Mr Pichot are subject to the following performance measures, weighted as set out below.

Performance Measure	Weighting of Measures
Relative Total Shareholder Return	70%
Strategic Objectives	30%

Further detail regarding the strategic objectives is outlined in the table below.

Relative Total Shareholder Return (rTSR)

Relative TSR measures Fortescue's shareholder return against the ASX 100 Resources Index over the applicable performance period. It combines share price appreciation and dividends paid to show the total return to the Shareholder expressed as a percentage. Relative TSR hurdles are valuable because vesting depends on performance relative to the comparator group. Vesting only commences where Fortescue performs at or above the 50th percentile of the comparator group, thereby aligning executive reward with relative market performance. The comparator group for the FY27 Transitional LTIP and the FY27 Ongoing LTIP grants comprises the companies in the ASX 100 Resources Index. The Index has been chosen because this is a transparent market indicator, includes Fortescue's ASX-listed commodity market peers and represents the peer group that Fortescue competes with for investment.

When formulating the vesting schedule for the TSR performance measure, the Board considered both local and international market practice. For FY27, the rTSR vesting schedule was recalibrated so that the threshold better aligns with prevailing Australian market practice. While threshold vesting commences at the 50th percentile, only 40 per cent of the performance rights under the FY27 Transitional LTIP or the FY27 Ongoing LTIP (as the case may be) relating to the rTSR performance measure vests at that level. Importantly, the performance required for full vesting remains unchanged at the 90th percentile, which remains significantly more demanding than market practice.

Performance	rTSR	Vesting
Below threshold	Below the 50th percentile	Nil
Threshold	50th percentile	40%
Target	90th percentile	100%

The Board acknowledges that a relative TSR metric can result in unintended outcomes. In the event that absolute TSR is negative, but the relative TSR hurdle is achieved, the outcome for the relative TSR performance measure will be capped at a maximum of 50 per cent.

Strategic Objectives

The same overarching strategic measures apply to grants under both the FY27 Transitional LTIP and the FY27 Ongoing LTIP to maintain focus on Fortescue's long-term strategic priorities through the transition period. Each grant is subject to a separate performance assessment, with milestones established for each strategic measure that reflect the respective three-year and four-year performance periods.

Accordingly, vesting under the FY27 Ongoing LTIP requires achievement against the applicable four-year milestones and will not arise solely because the corresponding three-year milestones under the FY27 Transitional LTIP have been achieved.

Strategic measures – targets including:
Integrated Green Industrial System Demonstrate the commercial viability of Fortescue's Green Industrial Ecosystem by rapidly deploying low-cost renewable energy at scale and directing it to its highest value uses, evidenced by Board endorsed commercial viability, committed anchor customers and achieving target cost profiles.
Pilbara Iron Ore Mineral Resources Add significant additional near-mine mineral resources to the approved Life of Mine Plan through successful exploration, resource definition and development activities.
Growth and Energy Profitability Achieve sustainable profitability across the Growth and Energy portfolio, delivering meaningful financial returns through commercialised businesses, third-party revenue and diversified revenue streams.
Minerals Diversification Demonstrate meaningful progress in diversifying Fortescue's mineral resource portfolio by progressing Belinga through the key development milestones required to remain on track for First Ore on Train, and advancing high-quality, commercially viable development opportunities for new major mines.
Lowest Cost Iron Ore Producer Maintain Fortescue's position as Australia's lowest-cost iron ore producer through sustained improvements in productivity, operational performance and technology deployment.
Artificial Intelligence Deliver a minimum five-times return on AI investment through measurable AI-enabled business value generated across Fortescue.

Achievement of the strategic measures will be assessed separately for grants under each of the FY27 Transitional LTIP and the FY27 Ongoing LTIP at the end of its respective performance period. Strategic measures are subject to a score of between zero and 10, which results in an outcome aligned with the following vesting schedule:

Performance	Score	Vesting
Below threshold	<5	Nil
Threshold	5	50%
Target	10	100%

Maximum Value Limit

LTIP awards are subject to a Maximum Value Limit, which is designed to protect against windfall gains arising from significant increases in Fortescue's share price over the performance period. Under the Maximum Value Limit, the value of the vested LTIP award is capped at 150 per cent of its value at grant for the FY27 Transitional LTIP and 200 per cent of its value at grant for the FY27 Ongoing LTIP. The Board has determined that it is appropriate to increase the Maximum Value Limit to 200 per cent of grant value for the four-year performance period to reflect the longer performance horizon and the additional potential for share price appreciation over a four-year period.

The Board retains discretion in the application of the Maximum Value Limit, having regard to Company performance and any other relevant factors or circumstances, including the extent to which movements in Fortescue's share price may have been influenced by factors outside the control of management, such as iron ore prices.

Dividend equivalent payment

No dividends are paid in respect of LTIP Performance Rights prior to vesting. A cash dividend equivalent payment will be made at vesting in respect of LTIP Performance Rights that vest, equivalent to the dividends that would have been paid during the applicable performance period at face value. No payment will be made in respect of rights that lapse.

Price and timing of grant

No consideration is payable by either Mr Otranto or Mr Pichot in respect of 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.

The FY27 LTIP performance rights are proposed to be granted to both Mr Otranto and Mr Pichot at the same time as grants are made to other employees.

Details of any securities issued to Mr Otranto and Mr Pichot under the Performance Rights Plan will be published in the annual report of the Company relating to the period in which they were issued.

It is not proposed that any person covered by ASX Listing Rule 10.14 will participate in the Performance Rights Plan in respect of the financial year ending 30 June 2027.

OTHER IMPLICATIONS

- No funds will be raised from the grant of performance rights or the issue, transfer or allocation of Shares to either Mr Otranto or Mr Pichot following the vesting and exercise of the performance rights. If Shares are 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 Mr Otranto and Mr Pichot 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 each of Messrs Otranto and Pichot are acquired on-market.

Annual Report

Full details of Mr Otranto's and Mr Pichot's holdings of interests in the Company are set out in the Company's FY26 Annual Report.

A voting exclusion statement for Resolutions 7 and 8 is set out in the Notice of Meeting.

Directors' recommendation

The Board recommends that Shareholders vote in favour of Resolutions 7 and 8.

The Chairman intends to vote all undirected proxies (where the Chairman has been duly authorised to do so) in favour of both Resolutions 7 and 8.

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fortescue.com

Fortescue

Fortescue Ltd
ABN 57 002 594 872

LODGE YOUR VOTE

ONLINE
https://au.investorcentre.mpms.mufg.com

BY MAIL
Fortescue Ltd
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
MUFG Corporate Markets (AU) 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 Ltd and entitled to attend and vote hereby appoint:

STEP 1

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 Wednesday, 28 October 2026 at the State Reception Centre, Fraser Avenue, Kings Park, Western Australia 6005** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 7 & 8: 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, 7 & 8, 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.

STEP 2

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

Resolutions	For	Against	Abstain*
1 Adoption of Remuneration Report			
2 Re-election of Dr Andrew Forrest AO			
3 Re-election of Mark Barnaba AM CitWA			
4 Re-election of Penny Bingham-Hall			
5 Re-election of Dr Larry Marshall			
6 Election of Sigrid Kaag			
7 Participation in the Performance Rights Plan by Mr Dino Otranto			
8 Participation in the Performance Rights Plan by Mr Agustin Pichot			

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

STEP 3

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 Resolutions are 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 they choose. 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

Any corporate Shareholder wishing to appoint a person to act as their 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 MUFG Corporate Markets website - https://www.mpms.mufg.com/en/for-individuals/au/shareholders/forms (Click on 'Appointment of Corporate Representation' to download the form).

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 Monday, 26 October 2026,** 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://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the Voting/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

QR Code

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

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 Ltd
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX
+61 2 9287 0309

BY HAND
delivering it to MUFG Corporate Markets (AU) Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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

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
https://au.investorcentre.mpms.mufg.com

Login to the MUFG Corporate Markets (AU) Limited 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.