

Nomination Committee Charter

Purpose

The Nomination Committee (Committee) is a sub-committee of the Board which has been established in accordance with the Constitution of the Company.

The purpose of the Committee is to provide assistance and recommendations to the Board to ensure that it is able to fulfill its responsibilities in overseeing:

- The composition and performance of the Board, including director independence, appointments, diversity and succession planning; and
- Recruitment, succession planning and talent management of the Chief Executive Director.

For the purposes of this Charter, “the Company” refers to all entities and operations controlled by Fortescue Metals Group Ltd.

Scope

The Committee considers matters such as those listed below and makes recommendations to the Board accordingly:

- Non-Executive Director skills, Board membership and Diversity;
- Nomination and review of applicants for the Board Director position;
- Committee Member appointments;
- Recruitment of the CEO; and
- Succession Planning and Talent Management of the CEO and Chairman.

The attached Appendix provides guidance on the responsibilities of the Committee as determined by the Board.

Membership

The Committee shall comprise at least three non-executive directors. It is intended that a majority of the Committee be independent directors. Committee members shall have the required skills and business acumen to allow them to be effective in their role. The Chair of the Committee should be an independent director appointed by the Board.

A quorum will comprise any two independent non-executive director Committee members. In the absence of the Committee Chair or appointed delegate, the members shall elect one of their number as Chair for that meeting. The Company Secretary of Fortescue Metals Group Ltd shall be the Secretary of the Committee.

The Company Secretary will be the principal liaison between executive management and the Committee on remuneration matters.

Attendees

Other directors, inclusive of executive directors, are able to attend the meetings as an observer. The Committee may invite any members of executive management or other individuals to attend meetings of the Committee, as it considers appropriate.

Meetings

The Committee shall meet as frequently as required but not less than two times a year. Any Committee member or the Secretary may call a meeting of the Committee.

Reporting

The Chair of the Committee, or delegate, shall report to the Board following each meeting.

Resources and Independent Advice

The Committee shall have full authority and resources required to discharge their responsibilities specified within its Charter and may engage with employees within the Group or appropriate external advisors.

The Committee may obtain independent professional advice or engage independent advisors at the Company's expense as considered necessary to assist in fulfilling its relevant duties and responsibilities. The Company shall pay all administrative expenses of the Committee incurred in fulfilling its duties and responsibilities.

Where the Committee seeks advice independently of management, the Committee shall engage those advisers directly and request that any advice be provided directly to the Committee or the Chair of the Committee.

Evaluation of Committee Performance

The Committee Chair shall assess the performance of the Committee on an annual basis and take appropriate action to address desired improvements in respect of areas where there is a need to enhance its role, effectiveness, process or composition.

Review of Committee Charter

The Committee Chair is responsible for ensuring that the Committee Charter is reviewed at least every year for the purpose of assessing its continued relevance to the needs of the Board and identifying enhancements required.

Proposed enhancements shall be submitted to the Board for approval.

This Charter was approved by the Board of Fortescue Metals Group Ltd on 23 August 2019.

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Appendix

Committee Responsibilities

In order to fulfil its responsibilities to the Board the Committee shall undertake the following duties:

Board Composition

Periodically assess the skill set and diversity of the Board to ensure it can competently discharge its duties and approve the Board Skills Matrix in the annual Corporate Governance Statement.

Nomination of Directors and Committee Members

Oversee the nomination of suitable candidates for the position of director on the Company's Board and to evaluate and complete appropriate due diligence on any external nominations for a role of Company Director. After a review of the same the Committee will make the necessary recommendations to the Board. The Committee will also make recommendations for Committee membership positions.

Evaluation of Board and Committees

Oversee the annual self-assessment by the Board and Board Committees, with a view to ensuring that the evaluation processes employed accord with best practice.

Recruitment of the CEO

Assist the Board with the recruitment process for the Chief Executive Officer.

Succession Planning and Talent Management of the CEO and Chairman

Review and advise on appropriate succession planning for the role of Chief Executive Officer and Chairman.

Other

The Committee shall perform other duties and activities that it or the Board considers appropriate in the context of these terms of reference.

Board Responsibilities

The Board after considering the input from the Nomination Committee, is responsible to shareholders for ensuring that Fortescue (inclusive of subsidiary companies as applicable):

- Appoints and maintains a component Board which discharge their duties in line with the Skills Matrix set out in the Corporate Governance Statement;
- Fairly and responsibly appoints a competent Chief Executive Officer as required; and
- Complies with the ASX Listing Rules and Corporations Act 2001 (Cth) (as applicable).