

## **FORTESCUE ANNOUNCES AMENDMENTS TO OFFER TO PURCHASE FOR CASH CERTAIN OF ITS DEBT SECURITIES AND A NEW OFFER TO PURCHASE FOR CASH CERTAIN OF ITS DEBT SECURITIES**

**PERTH, MARCH 18, 2021:** FMG Resources (August 2006) Pty Ltd (the “Company”), an Australian corporation and a direct wholly owned subsidiary of Fortescue Metals Group Ltd (“Fortescue”) (ASX: FMG), an Australian corporation, announced today that it has amended the terms of the its previously announced offer to holders of certain of its debt securities to tender to sell in exchange for cash any and all of the Company’s 4.750% Senior Notes due 2022 (the “2022 Notes”) to extend the Expiration Date (defined below) from March 24, 2021 to March 25, 2021 and to extend the Notice of Guaranteed Delivery Date (defined below) from March 26, 2021 to March 29, 2021. The Company also announced today that it is offering holders of certain of its debt securities to tender to sell in exchange for cash any and all of the Company’s 5.125% Senior Notes due 2023 (the “2023 Notes” and, together with the 2022 Notes, the “Notes”).

The complete terms of the tender offers are set forth in an Offer to Purchase, as amended, dated as of today (the “Amended Offer to Purchase”), the Notice of Guaranteed Delivery, as amended (the “Amended Notice of Guaranteed Delivery”), and the Letter of Transmittal, as amended (the “Amended Letter of Transmittal”), and any amendments or supplements thereto.

The expiration date for the tender offers is 5:00 p.m., New York City time, on March 25, 2021 (the “Expiration Date”), and guaranteed deliveries will be required to be provided no later than 5:00 p.m., New York City time, on March 29, 2021 (the “Notice of Guaranteed Delivery Date”). The “Total Consideration” payable to holders that validly tender (and do not validly withdraw) their Notes on or prior to the Expiration Date (or in accordance with the guaranteed delivery procedures set forth in the Amended Offer to Purchase) for each US\$1,000 principal amount accepted for purchase by the Company pursuant to the applicable tender offer shall be a price equal to the amount shown for such series of Notes in the table below.

In addition to the Total Consideration, holders that validly tender (and do not subsequently validly withdraw) their Notes and whose Notes are accepted for purchase by the Company in the tender offers will receive accrued and unpaid interest from the last interest payment date for the Notes up to, but excluding, the applicable settlement date (“Accrued Interest”). The settlement date for Notes accepted for purchase and delivered on or prior to the Expiration Date is expected to be promptly after the Expiration Date and is expected to be March 26, 2021. The settlement date for Notes accepted for purchase and delivered pursuant to the guaranteed delivery procedures set forth in the Amended Offer to Purchase is expected to be promptly after the Notice of Guaranteed Delivery Date and is expected to be March 30, 2021. For the avoidance of doubt, accrued interest will cease to accrue on the applicable settlement date for all Notes accepted in the tender offers, including those tendered by the guaranteed delivery procedures set forth in the Amended Offer to Purchase.

The following table sets forth for the Notes, the applicable securities identifiers, the aggregate principal amount outstanding of the Notes and the Total Consideration:

<b>Title of Security</b>	<b>CUSIP No.</b>	<b>ISIN</b>	<b>Aggregate Principal Amount Outstanding</b>	<b>Total Consideration<sup>(1)(2)</sup></b>
4.750% Senior Notes due 2022	144A: 30251GAU1	144A: US30251GAU13	US\$750,000,000	US\$1,047.00
	Reg S: Q3919KAJ0	Reg S: USQ3919KAJ09		
5.125% Senior Notes due 2023	144A: 30251GAY3	144A: US30251GAY35	US\$500,000,000	US\$1,070.00
	Reg S: Q3919KAL5	Reg S: USQ3919KAL54		

(1) All holders whose Notes are accepted for purchase will also receive the applicable accrued and unpaid interest on the purchased Notes from the last interest payment date for the Notes up to, but excluding, the applicable settlement date.

(2) Per US\$1,000 principal amount of Notes tendered and accepted for purchase by the Company, excluding Accrued Interest.

The tender offers are subject to various conditions, including a condition that the Company shall have completed an offering of senior unsecured notes on terms satisfactory to the Company, providing net proceeds that are at least sufficient to pay the Total Consideration and Accrued Interest for all the tendered Notes, plus all fees and expenses in connection with the tender offers. The issuance of the senior unsecured notes will be made solely by means of the offering circular relating to that offering. This press release does not constitute an offer to sell, or the solicitation of an offer to buy, any of the senior unsecured notes relating to that offering.

The Company may modify or terminate the tender offers and may extend the Expiration Date or any payment date with respect to the tender offers.

This press release, including the following, is qualified in its entirety by the Amended Offer to Purchase and, where applicable, the Amended Letter of Transmittal and the Amended Notice of Guaranteed Delivery.

The Company and Fortescue have retained J.P. Morgan Securities LLC (“J.P. Morgan”) as the Dealer Manager for the tender offers. D.F. King & Co is acting as the Information Agent and Depositary for the tender offers. For additional information regarding the terms of the tender offers, please contact J.P. Morgan at (866) 834-4087 (toll-free) or (212) 834-4087 (collect). Requests for documents and questions regarding the tendering of Notes may be directed to D.F. King by telephone at (866) 796-7179 (toll-free), facsimile at (212) 709-3328, or by email at [fmg@dfking.com](mailto:fmg@dfking.com). Copies of the Amended Offer to Purchase, the Amended Letter of Transmittal and the Amended Notice of Guaranteed Delivery may be accessed at [www.dfking.com/fmg](http://www.dfking.com/fmg).

This news release does not constitute an offer or an invitation to participate in the tender offers. The tender offers are being made pursuant to the Amended Offer to Purchase, the Amended Notice of

Guaranteed Delivery and the Amended Letter of Transmittal, copies of which will be delivered to holders of the Notes, and which set forth the complete terms and conditions of the tender offers. Holders are urged to read the Amended Offer to Purchase, the Amended Notice of Guaranteed Delivery and the Amended Letter of Transmittal carefully before making any decision with respect to their Notes. The tender offers are not being made to, nor will the Company accept tenders of Notes from, holders in any jurisdiction in which it is unlawful to make such an offer or solicitation. None of Fortescue, the Company, their respective directors, the Dealer Manager, the Information Agent and Depositary or the trustee for the Notes makes any recommendation as to whether holders should tender Notes in response to the tender offers. Neither the Amended Offer to Purchase nor any related documents have been filed with, and have been approved or reviewed by any federal or state securities commission or regulatory authority of any country. No authority has passed upon the accuracy or adequacy of the Amended Offer to Purchase or any related documents, and it is unlawful and may be a criminal offense to make any representation to the contrary.

Certain statements in this press release, including those describing the completion of the tender offers, constitute forward-looking statements. These statements are not historical facts but instead represent only Fortescue's belief regarding future events, many of which, by their nature, are inherently uncertain and outside Fortescue's control. It is possible that actual results will differ, possibly materially, from the anticipated results indicated in these statements.

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