

# Fortescue Announces Offer to Purchase for Cash Certain of Its Debt Securities

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PERTH, Oct. 06, 2025 - Fortescue Treasury Pty Ltd (formerly FMG Resources (August 2006) Pty Ltd) (the "Company"), an Australian corporation and a direct wholly owned subsidiary of [Fortescue Ltd.](#) (formerly Fortescue Metals Group Ltd) ("Fortescue") (ASX: FMG), an Australian corporation, announced today that it has commenced offers (each, a "Tender Offer" and, collectively, the "Tender Offers") to purchase for cash up to US\$600 million aggregate principal amount (as it may be increased by the Company, the "Aggregate Maximum Tender Amount") of its outstanding series of notes listed in the table below (collectively, the "Notes").

The Tender Offers are being made pursuant to the terms and subject to the conditions set forth in the offer to purchase, dated October 6, 2025 (the "Offer to Purchase"). The following table sets forth certain information regarding the Notes and the terms of the Tender Offers.

Title of Notes	CUSIP No. / ISIN	Aggregate Principal Amount Outstanding <sup>(1)</sup>	Tender Cap <sup>(2)</sup>
4.375% Senior Notes due 2031 (the "2031 Notes")	144A: 30251G BC0 Reg S: Q3919K AN1 / 144A:US30251GBC06 Reg S: USQ3919KAN11	US\$1,500,000,000	US\$400,000,000
5.875% Senior Notes due 2030 (the "2030 Notes")	144A: 30251G BD8 Reg S: Q3919K AP6 / 144A: US30251GBD88 Reg S: USQ3919KAP68	US\$700,000,000	N/A
6.125% Senior Notes due 2032 (the "2032 Notes")	144A: 30251G BE6 Reg S: Q3919K AQ4 / 144A: US30251GBE61 Reg S: USQ3919KAQ42	US\$800,000,000	US\$50,000,000

(1) As at the date of this Offer to Purchase.

The maximum aggregate principal amount of 2031 Notes that will be purchased in the Tender Offers is US\$400,000,000 (as may be increased by the Company, the "2031 Notes Tender Cap").

(2) The maximum aggregate principal amount of 2032 Notes that will be purchased in the Tender Offers is US\$50,000,000 (as may be increased by the Company, the "2032 Notes Tender Cap," and, together with the 2031 Notes Tender Cap, the "Tender Caps" and each, a "Tender Cap").

(3) All Holders whose Notes are accepted for purchase pursuant to the Tender Offers will also receive accrued and unpaid interest from the last interest payment with respect to such Notes to, but not including, the Early Settlement Date or the Final Settlement Date, as applicable.

(4) Includes the Early Tender Payment.

Each Tender Offer for a series of Notes is separate and distinct and will expire at 5:00 p.m., New York City time, on November 4, 2025, unless extended or earlier terminated by the Company (such date and time, as it may be extended, the "Expiration Date").

Holder of Notes must validly tender (and not validly withdraw) their Notes at or prior to 5:00 p.m., New York City time, on October 20, 2025 (such date and time, as it may be extended with respect to a series of Notes,

the "Early Tender Date"), to be eligible to receive the applicable Total Consideration set forth in the table above for such series, which includes the Early Tender Payment set forth in the table above for such series of Notes. Holders of Notes who validly tender their Notes after the Early Tender Date, but at or prior to the Expiration Date, will be eligible to receive only the applicable Tender Offer Consideration set forth in the table above for such series of Notes, which is equal to the applicable Total Consideration minus the related Early Tender Payment.

All Notes validly tendered and accepted for purchase pursuant to the Tender Offers will receive the applicable consideration set forth in the table above, plus accrued and unpaid interest on such Notes from the applicable last interest payment date with respect to those Notes to, but not including, the applicable Settlement Date (as defined below) ("Accrued Interest").

Tendered Notes may be withdrawn at or prior to, but not after, 5:00 p.m., New York City time, on October 20, 2025 (such date and time, as it may be extended with respect to a series of Notes, the "Withdrawal Deadline"). Holders of Notes who tender their Notes after the Withdrawal Deadline, but prior to the Expiration Date, may not withdraw their tendered Notes unless withdrawal rights are otherwise required by applicable law.

Provided that the conditions to the applicable Tender Offer have been satisfied or waived, and assuming acceptance for purchase by the Company of Notes validly tendered pursuant to the Tender Offers, (i) payment for any applicable Notes validly tendered at or prior to the applicable Early Tender Date and purchased in the applicable Tender Offer is expected to be made on the settlement date that is expected to be the second business day following the applicable Early Tender Date, or as promptly as practicable thereafter (with respect to each series of Notes, the "Early Settlement Date"), and (ii) payment for any applicable Notes validly tendered after the applicable Early Tender Date, but at or prior to the applicable Expiration Date, and purchased in the applicable Tender Offer is expected to be made on the settlement date that is expected to be the second business day following the applicable Expiration Date, or as promptly as practicable thereafter (with respect to each series of Notes, the "Final Settlement Date" and, together with the related Early Settlement Date, the "Settlement Dates").

Subject to the Aggregate Maximum Tender Amount, the Tender Caps and proration, the Notes accepted on any Settlement Date will be accepted in accordance with their Acceptance Priority Levels set forth in the table above, with 1 being the highest Acceptance Priority Level and 3 being the lowest Acceptance Priority Level, and provided further that Notes tendered at or prior to the Early Tender Date will be accepted for purchase with priority over Notes tendered after the Early Tender Date, but at or prior to the Expiration Date, regardless of the priority of the series of such later tendered Notes. In addition, the 2031 Tender Cap limits the maximum aggregate principal amount of the 2031 Notes that may be purchased in the Tender Offers to US\$400,000,000, and the 2032 Tender Cap limits the maximum aggregate principal amount of the 2032 Notes that may be purchased in the Tender Offers to US\$50,000,000.

Acceptance for tenders of any Notes may be subject to proration if the aggregate principal amount for any series of Notes validly tendered and not validly withdrawn would cause the Aggregate Maximum Tender Amount to be exceeded. Acceptance for tenders of the 2031 Notes and the 2032 Notes may also be subject to proration if the aggregate principal amount of the specified series of Notes validly tendered and not validly withdrawn is greater than the applicable Tender Cap. Furthermore, if the Tender Offers are fully subscribed as of the Early Tender Date, holders who validly tender Notes after the Early Tender Date will not have any of their Notes accepted for purchase and there will be no Final Settlement Date.

The Company reserves the right, but is under no obligation, to increase the Aggregate Maximum Tender Amount and/or either Tender Cap at any time, subject to compliance with applicable law, which could result in the Company purchasing a greater aggregate principal amount of Notes in the Tender Offers. There can be no assurance that the company will increase the Aggregate Maximum Tender Amount or either Tender Cap. If the Company increases the Aggregate Maximum Tender Amount and/or either Tender Cap, it does not expect to extend the Withdrawal Deadline, subject to applicable law. Accordingly, Holders should not tender Notes that they do not wish to have purchased in the Tender Offers.

The Tender Offers are not conditioned upon any minimum amount of Notes being tendered. The Tender Offers with respect to one or more series of the Notes may be amended, extended, terminated or withdrawn separately.

The Company issued the 2032 Notes in 2022 to finance eligible green projects pursuant to Fortescue's sustainability financing framework. While the Company is offering to purchase the 2032 Notes, Fortescue intends to continue providing annual updates until it has invested an amount equal to the net proceeds of the 2032 Notes under Fortescue's sustainability financing framework.

This press release is qualified in its entirety by the Offer to Purchase.

The Company and Fortescue have appointed BofA Securities as the Dealer Manager for the tender offers. D.F. King & Co is acting as the Tender and Information Agent for the tender offers. For additional information regarding the terms of the tender offers, please contact BofA Securities at (888) 292-0070 (toll-free) or (980) 388-3646 (collect) or by email at [debt\\_advisory@bofa.com](mailto:debt_advisory@bofa.com). Requests for documents and questions regarding the tendering of Notes may be directed to D.F. King by telephone at (888) 887-0082 (toll-free) or by email at [fmg@dfking.com](mailto:fmg@dfking.com).

This press release is for informational purposes only and does not constitute an offer or an invitation to participate in the Tender Offers. The Tender Offers are being made pursuant to the Offer to Purchase, 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 Offer to Purchase 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 Tender and Information Agent or the trustee for the Notes makes any recommendation as to whether holders should tender Notes in response to the Tender Offers. Neither the 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 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 timing, terms, conditions, and other aspects 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. Accordingly, there are risks and uncertainties that could impact Fortescue's ability to complete the Tender Offers on favorable terms, if at all, general market conditions that could affect the Tender Offers and other risks and uncertainties, many of which are beyond Fortescue's control, that could cause its actual results to differ, possibly materially, from the anticipated results indicated in these statements.

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