

**Code on Corporate
Responsibility &
Business Ethics
("CRBE Code" or
"the Code")**



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Introduction to the Ferrexpo Company-wide Code on Corporate Responsibility

I am pleased to introduce the Ferrexpo plc (“Ferrexpo”) Code on Corporate Responsibility and Business Ethics (“CRBE Code” or the “Code”). The Code applies to all employees and operations of Ferrexpo and its subsidiary companies (the “Ferrexpo Group”), including contractors, agents and consultants working on our behalf. The Code is divided into three main areas:

Business Principles

We must maintain high standards of behaviour with all those we deal with, both inside and outside the Ferrexpo Group. Our conduct and business dealings should be associated with honesty and integrity, making us an attractive and reliable business partner.

Community Relations

Our presence should benefit those around us and our operations will benefit if local communities are thriving. Any member of the Ferrexpo Group should be considered an attractive local employer.

Stewardship

We must develop and manage our resources and facilities in a sensible manner, having regard for the natural and social environment in which we operate. Companies within the Ferrexpo Group should be associated with a commitment to achieving the highest environmental and safety standards.

Frequently Asked Questions, designed to promote better understanding of how to use the Code in practice, can be found in the Appendix to this document.

Our long term success depends upon all of us using the Code and keeping it up to date. It is up to everyone to respond if there is anything within the Code that is unclear, which could be improved or where our actions are failing to meet the Code in either spirit or detail.

Chief Executive Officer
Ferrexpo plc

1. Implementing the Code on Corporate Responsibility & Business Ethics (“CRBE Code” or “the Code”)

The CRBE Code sets the standards of behaviour expected of Group employees and stakeholders on behalf of the Board of directors of Ferrexpo (“the Board”). This version of the Code will be circulated to all members of the Ferrexpo Management Group (FMG) and the Board expects them to formally acknowledge that they have received and will abide by the Code.

Each manager will be expected to ensure that any employees responsible to them are aware of the Code. Sessions will be organised to collect feedback from employees and make sure that the information has been properly distributed and check whether improvements can be made.

The successful implementation of this Code and its on-going development will become a key performance indicator for the Executive Committee and the Ferrexpo Management Group. Failure to abide by the Code will be a disciplinary offence and, subject to relevant labour laws, grounds for dismissal.

The Code will be sent to contractors or consultants who will be expected to acknowledge and abide by it. It will also be given to our principal suppliers and customers, so that they are aware of how they should expect us to treat them and to make clear what behaviour we believe is unacceptable (e.g. accepting and receiving bribes). The Code includes Frequently Asked Questions (FAQs) designed to promote better understanding of how the Code will operate in practice. These FAQs are covered in the Appendix to the Code. Finally, the Code will be made public on the Ferrexpo website.

The Code should:

- > Ensure that we can trade in any jurisdiction in the world in compliance with the requirements of current legislation; based on at least meeting UK Code minimum standards
- > Promote a successful business
- > Build our reputation
- > Develop a positive attitude within the Group and encourage personal responsibility amongst employees

It should not inhibit the business or create additional administration or paperwork.

2. Our Stakeholders

We come into contact with many people who have an interest in Ferrexpo. A balanced approach to their different needs will lead to the long term benefit of all stakeholders. Our stakeholders can broadly be grouped as follows:

Local communities

We aim to have a positive relationship with, and enhance, the communities around us. We want to have an open dialogue with these communities and to ensure that our involvement with them is cost effective and relevant to their needs. We seek to respect the environment in the areas where we operate.

Customers

We want to build upon our existing relationships and to develop similar long term relationships with new customers. All our dealings with customers will be based on commercial and ethical behaviour.

Employees

Providing a safe working environment is key to a stable and loyal workforce and is fundamental to the success of our business.

Retaining skilled individuals and allowing employees to develop their careers is important for the future growth of the Group.

Treating employees with respect, avoiding discrimination and maintaining systematic and objective two-way communication is a key part of this.

We recognise that all employees should be able to enjoy their fundamental human rights.

Government/Regulators

We will abide by the law and have a professional relationship with Local and National Governments wherever we operate. We aim to be viewed positively by Governments and Regulators for any future projects and developments.

Investors

Our responsibility to our investors is to increase the value of their shareholding, by managing the business in a reasonable, prudent and commercial manner. We are committed to protecting the rights of minority shareholders and promoting good standards of corporate governance.

Non Government Organisations (NGOs)

We aim to develop constructive relationships with relevant NGOs and to ensure that they understand our business so that we can benefit from their input.

Business Partners

We want to develop stable long term partnerships so that we are seen as a partner of choice in future projects.

Suppliers and Service providers

We wish to build upon our existing relationships and to develop similar long term relationships with the new suppliers and service providers. All our dealings with these parties will be based on commercial and ethical behaviour.

3. Business Principles

Our Business Principles are divided into two sections. The first covers our relationships and behaviour with those outside the Group and the second section covers our relationships and behaviour inside the Group.

3.1 External Business Principles

Compliance with legal systems

All companies and employees must conform to the laws of the country where they work. Managers are expected to ensure that they, and their staff, are aware of relevant legislation – ignorance is not a valid excuse for failing to abide by the law. If an employee or agent of Ferrexpo is asked to break the law by anyone, then they should immediately inform their manager.

Corruption and bribery

Ferrexpo takes a zero-tolerance approach to bribery and corruption. We will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which we operate. We expect the highest standards of personal and professional behaviour from all of our employees and those working for us or performing services on our behalf. We will not tolerate any incident of bribery, and will take action against anyone employed by us, or associated with us, who offers or accepts a bribe. Our group policy on bribery and corruption, which our employees and all those who provide services to us must observe, can be found on our website at the following address: www.ferrexpo.com/corporate-governance.aspx.

Dealing with suppliers (including awarding of contracts)

All suppliers must be dealt in an ethical manner. The opportunity to supply to Ferrexpo should be openly available to all parties with decisions based on sound commercial judgement. Suppliers should be made aware of this Code and we should not knowingly deal with suppliers whose conduct would not be considered acceptable within Ferrexpo.

Dealing with customers (including collusion on pricing)

The Group will benefit from open and fair competition and employees are expected to conduct their dealings with customers in a fair and open manner. Employees should not participate in anti-competitive practices or behaviour that could constitute anti-competitive behaviour or wrongful practice.

Any activity involving collusion on prices or antitrust violations may result in criminal or civil proceedings. Such activities are a criminal offence in the European Union (EU) and any individuals involved may be liable to prosecution if these laws are violated.

Public release of information

Ferrexpo is committed to releasing accurate information in a timely manner to all stakeholders and to ensure that false and misleading information is dealt with quickly. Any material that is likely to be seen externally should be approved by the Communications Department and anyone contacted by journalists, investors or other external parties, must ensure that this is in accordance with the Group's Communication Guidelines. There are further points on confidential information under "Data protection and privacy" below.

Political contributions & affiliations

The Group respects the wishes of any employees who wish to participate in public life. However, the Group intends to maintain a neutral political stance. Employees must therefore conduct any political activity outside the scope of their employment contract, at their own expense, and on an exclusively personal basis.

No funds or assets of Ferrexpo may be contributed to any political party or organisation without the approval of the Board and shareholders at a general meeting. The EU definition is extremely wide and includes the cost of employees being involved in politics. If in doubt, legal advice should be sought, for example with regard to time off work to attend meetings.

Use of agents, contractors and consultants and monitoring of their conduct.

Agents are expected to adhere to the same standards of behaviour as an employee of the Group and should be made aware of this Code. Management is expected to select agents in a responsible manner and monitor their behaviour. Throughout the Code the use of the term employee includes agents and third parties working on Ferrexpo's behalf.

The use of an agent or other intermediary to channel unofficial payments to a third party is expressly forbidden.

3.2 Directors' Duties

Under sections 175 and 176 of the UK's 2006 Companies Act, members of the Board are under legal obligations to avoid conflicts of interest, to declare interests in proposed contracts and not to accept any benefits from a third party, either financial or non-financial, that have might influence their actions or inaction as a director of the Group. The Group has interpreted this as multiple, frequent or significant gifts or entertaining by a third party.

3.3 Internal Business Principles

Discrimination & employment equality

Employees and potential employees should be treated on their ability to carry out their job and there should be no unfair discrimination based on other criteria, such as race, religion, marital status or sex. Employees have the right to freely associate with whomever they choose, and to join trade unions.

Employees should be given the opportunity and encouraged to develop their skills and capabilities. This should be to the benefit of the Group and the employee.

3. Business Principles continued

Labour practices

Ferrexpo's recruitment policy is open, with opportunities for employment made publicly available and appointments made on merit. Conditions of employment, including minimum wage, will be in line with legal requirements and international industry standards. This also applies to our selection of temporary staff, agents and suppliers and their own employees.

Managers must ensure that any disciplinary procedure is carried out in a fair and reasonable manner with employees having a right of representation.

Employees must be treated with dignity at all times and physical punishment, bullying or abuse will not be tolerated. The use of under age or child labour is prohibited. For the avoidance of doubt, this does not prevent the Group from offering vacation employment to students within the provisions of the applicable law.

The Group will seek to adhere to the United Nations Declaration on Human Rights and the fundamental principles of the International Labour Organisation in its dealings with employees.

Fraud & use of company resources

Employees must not use company resources, property or funds for personal benefit. Managers are responsible for ensuring that the use of resources within their care is controlled and that employees are aware of the need to use and protect company property properly. Company property should not be destroyed, loaned or given away without authorised management permission.

To prevent fraud, there should be an accurate and timely recording of all financial transactions. Non-financial transactions, such as safety and environmental statistics should be recorded to the same standard. No entry should be made in any company or official record that distorts the true nature of the transaction or event.

Confidentiality of information and insider dealing

It is a duty of employees to protect confidential information and employees may not disclose any confidential information, either relating to Ferrexpo or to other parties, which they have received in the course of their work. Information received in the course of work cannot be used for personal gain. Managers are responsible for ensuring that confidential information is properly protected, including suitable confidentiality provisions in any contracts with third parties. The requirements of the Ferrexpo Disclosure Procedures should be observed at all times. Copies of these Procedures can be obtained from the Company Secretary.

Any employee wishing to buy or sell any securities related to the Group must follow the Ferrexpo Share Dealing Code. A copy can be obtained from the Company Secretary.

Data protection and privacy

Any personal information that is collected by the Group, either about employees or people outside the Group, must remain confidential and should not be retained any longer than necessary. Personal information should not be provided to other employees unless it is required for them to perform their job.

Conflicts of interest & activities outside of the Group

Employees have a duty to act in good faith towards Ferrexpo and its subsidiary companies. Consequently, employees should avoid putting themselves in any situation where there may be a conflict between their own financial interests and those of the Group. No employee can be connected to another party which has any business involvement with the Group without the permission of the Board or a manager authorised by the Board. It is not permissible for employees to take advantage of outside work offered a supplier, client or competitor that could affect the performance of their duties or the exercise of their judgement. Individual common sense and personal conscience should be applied to ensure that conflicts of interest are avoided.

Members of the Board are under a legal obligation under the UK Companies Act to notify actual or potential conflicts of interest to the Board. The Company Secretary will be responsible for monitoring compliance with this requirement.

General attitude to Health & Safety

- > The prevention of injuries to employees is the highest priority of the Board and management. Our policies and practices at all levels need to reflect this.
- > Within our operating units accountability for health and safety performance lies with senior line management.
- > All operating units must develop and implement health and safety management systems in line with Group policy, including performance management.
- > Performance metrics should reflect the Group's commitment to striving for the highest standards of health and safety performance.
- > Senior line management is responsible for ensuring that adequate resources are committed to health and safety. They have an obligation to secure these resources through the Group's planning and budgeting processes.
- > Adequate health and safety training should be given to all employees and contractors.
- > Specific focus should be applied to behavioural safety at all levels, to fatal risk prevention and to the major industrial health hazards associated with our operations.
- > Employees are personally responsible for their own safety and that of their colleagues.

Alcohol and drugs

Working while under the influence of alcohol or drugs increases the risk of injury, both to the individual and their colleagues. Any employee found to be under the influence of alcohol or drugs will be asked to leave the premises and will be subject to disciplinary procedures. The possession of any illegal substances on Ferrexpo premises or at Ferrexpo functions will be considered as serious misconduct.

The provision of alcohol when conducting Ferrexpo business or at Ferrexpo sponsored activities, should reflect a responsible attitude towards alcohol.

4. Community Relations and Environment

As a significant employer and part of the regional economy, the Group has a duty to behave in a responsible manner towards the local community. This will include:

4.1 Community

- > Our presence should benefit those communities around our operations; our operations will benefit if local communities are thriving.
- > We strive to be recognised as an attractive local employer and a considerate corporate citizen.
- > We will assist in the development of the micro economic environment within the communities where we operate to ensure that their dependence on us for their livelihood is reduced.
- > We aim to have a positive relationship with, and enhance, the communities around us. We would like to have an open dialogue with these communities and to ensure that our involvement with them is cost effective and relevant to their needs.

4.2 Environment

- > The implementation of our operating practices and growth plans will be consistent with the principles underlying long term sustainable resource development. We will balance the long-term environmental consequences of our actions against short-term economic returns.
- > All operating assets must develop and implement environmental management systems in line with Group policy.
- > All new capital projects will include environmental risk assessments and mitigation plans and will be assessed by reference to the Equator Principles.
- > We expect all managers and employees to seek opportunities to reduce pollution impacts.

4.3 Stewardship

Policy on sustainable development

We wish to ensure the long term development and sustainability of Ferrexpo's businesses and resources. To achieve this we must be aware of the long term consequences of our actions and to balance these against the short term economic returns.

Management of waste materials

The safe storage and monitoring of waste is fundamental to achieving our environmental standards.

Impact of activities on the atmosphere and environment

It is management's responsibility to monitor the impact of our activities on all aspects of the environment. Targets should be set which, wherever possible, exceed legal requirements and we should aim for a constant reduction in pollution impacts.

5. Raising a Concern about an infringement of the Code (“Whistleblower Policy”)

Please see the procedure attached as Appendix 2.

6. Ferrexpo plc Board and Senior Management Responsibilities

The Ferrexpo plc Board and senior management are specifically responsible for ensuring that:

- > Employees know the detail of the Code and have been given an opportunity to discuss it.
- > An atmosphere of open communication and personal responsibility is encouraged, where employees feel confident to report of issues and incidents.
- > Systems are put in place to monitor compliance with the Code, including a robust internal audit framework.
- > There is a sound procedure for investigating breaches of the Code.
- > Consultants, agents and suppliers are compliant with the Code before appointment and are monitored on a regular basis.

APPENDIX 1

Frequently Asked Questions

1. Compliance with legal systems

Q) What do I do if the law is different to this Code?

A) You must abide by the law.

Q) What do I do if the law in one country where we operate is different to this Code?

A) You must abide by the law of the country where you are operating. If the law is more relaxed than this Code, then the Code should be used. If there is a conflict or difference between the law and this Code, then report it to your manager so that, if necessary, the Code can be reviewed and amended.

Q) What do I do if I am aware of an employee or agent breaking the law?

A) You should speak to the employee or agent, make sure that you have written details of the infringement and if necessary discuss the situation with your manager.

Q) What will happen to me if I break the law in the course of doing business?

A) If you believe that you have broken the law, then you should immediately contact your manager. Any penalty incurred as a result of the infringement could be made worse by failing to report it.

2. Dealing with customers (including collusion on pricing)

Q) I have been approached by another company and asked if I will discuss the marketing environment.

A) Any direct contact of this nature should be treated with caution as it may well constitute price collusion. Contact should be made with the Chief Marketing Officer before any discussions are held.

Q) I have been shown information that sets out one of our competitor's confidential pricing details.

A) Make sure that the information cannot be more widely seen and make contact with the Chief Marketing Officer.

Q) Our competitors have asked to meet and discuss the market etc

A) Refuse to meet or, if you do meet, do so publicly. Do not discuss confidential market sensitive information, and ensure that at least one other Group representative is present.

3. Public release of information

Q) I have been asked to speak at a conference – can I accept?

A) Corporate Communications should be made aware of the invitation and should see the presentation material before it is used.

Q) A newspaper has contacted me to ask questions – what should I do?

A) If you are authorised to speak to the press then you should proceed in accordance with the publicity guidelines. If you are not authorised to speak to the press, then you should ask them to contact the press offices in Komsomolsk, Kyiv or London. Contact details for these press offices are on the Group website.

4. Political contributions & affiliations

Q) I am a member of a political organisation – is that acceptable?

A) You can be actively involved in politics in a personal capacity and make personal donations, but political involvement should not make use of Group funds or resources and it should be made clear that your involvement is personal and that you do not represent the Group. You should however be mindful of the requirements of EU legislation referred to above and take legal advice if the case is not clear-cut – for example, what is the situation with time off work.

5. Use of agents, contractors and consultants and monitoring of their conduct.

Q) I would like to appoint a third party/agent. What procedure should I follow?

A) The qualifications and reputation of the agent should be checked and there should be no history of improper practices or relationships that would affect the agent's ability to act in the manner prescribed by this Code. The fee and payments made to the agent should be reasonable in relation to local market practice and there must be clear guidelines on performance measurement. Termination clauses should be included in any agent agreement for improper conduct or poor performance. If an agent is failing to meet the standards required then you should notify them and keep clear records of the incident, and if necessary contact your manager. [Note: the [Due Diligence questionnaire](#) used for all service providers gives further details.]

6. Discrimination & employment equality

Q) A relative of mine works for me and is due for promotion – how do I ensure I remain impartial?

A) It is important that people are aware of the relationship and the potential conflict of interest. If possible, you should not be involved in the decision.

7. Fraud & use of company resources

Q) I have been asked to adjust some paperwork in order to speed up a transaction – but it will not have any financial impact.

A) It is not acceptable to adjust any documentation. Correct recording is an important part of the internal auditing process.

APPENDIX 1

Frequently Asked Questions continued

8. Confidentiality of information and insider dealing

Q) What is confidential information?

A) Any information that is not readily available to the public about our operations or finances should be considered confidential. A simple test is to see if the information is on the Ferrexpo website. Particular attention should be given to information that covers financial and operating results, sales or contract details, customer information, trade secrets, such as processes or production techniques and transactions, including mergers, share issues or loans. If you are in any doubt you should speak to your manager. Giving clues or indications about information is the same as giving out the information itself and is prohibited.

Q) What should I do if I think I have given out confidential information?

A) Contact your manager immediately or the Communications Department.

9. Dealing in Ferrexpo shares and insider dealing

Q) Friends have asked me if it is a good idea to buy shares in Ferrexpo, what should I tell them?

A) If you are in possession of any confidential information relating to Ferrexpo, then you should avoid giving any advice. It is always best to refer people to a professional advisor.

Q) I wish to buy some shares for a relative – what should I do?

A) Shares bought or sold by or on behalf of relatives or friends are likely to fall within the insider dealing restrictions and you should consult the *Share Dealing Code and Disclosure Procedures*. The dealings may well have to be formally recorded.

Q) A member of my family wishes to sell some shares – what should I do?

A) Transactions, buying and selling, by close relatives are often treated as personal transactions. You should avoid giving any advice if you have access to any confidential information and you should consult the *Share Dealing Code and Disclosure Procedures* to check whether the transactions need to be approved and recorded.

Q) I have been working with XYZ company, they seem interesting and I would like to buy some shares in them – can I do this?

A) If in the course of your work you have obtained any confidential information about that company, for example an indication of their trading results or possible signing of a contract, then it may well be against the law to trade in their securities and would be against the spirit of this Code.

Q) I know that we have just won a contract to supply material – it should be positive for us and I would like to buy shares – can I do this?

A) If the information is not publicly known then it will not be acceptable for you to trade in either our own shares or those of any company related to the transaction. You should consult the *Share Dealing Code and Disclosure Procedures*.

10. Data protection and privacy

Q) I have been asked by a government department to give them material that I think is confidential – what should I do?

A) You should request that the government official make the request in writing, stating the reason for requiring the confidential information and citing the regulation allowing such a request to be made. If you have any doubt about whether or not to make the information available, refer the request to your manager.

Q) I have been asked to supply salary and employment details to my manager and I am not sure that the information requested is legitimately required for the performance of my manager's job.

A) You should ask your manager to make the request in writing, stating the reason for requiring such information. If you have any doubt about whether or not to make the information available, consult the Human Resources (HR) Department.

Q) An NGO thinks we are violating environmental law, they may be right, and have asked me for information – what should I do?

A) You should refer the request to your manager. All information relating to any possible infringement of any law should be compiled and analysed internally. The senior management of the Group should be fully briefed prior to disclosing any information to outside parties.

11. Conflicts of interest & activities outside work

Q) I am director of a company outside Ferrexpo. What should I do?

A) You must make sure that the Group is aware of your role and that if your company has an active commercial relationship with Ferrexpo, then you should not be involved in the relationship.

You should not take up or create activities outside Ferrexpo which could lead to a conflict of interest.

Q) My relative would like to get a job here – what should I do?

A) It is understandable that you will want to help your relative and give them contact details, but you should not unduly attempt to influence the decision or put pressure on anyone to appoint them. It is generally unacceptable for an employee to be involved in the employment, employment conditions or assessment of a relative.

Q) My relative works at a company who is one of current our suppliers – what should I do?

A) It is important that the Group is aware of the relationship and that you are not involved in any of the contractual arrangements, awarding or management of any purchase or contract.

APPENDIX 1

Frequently Asked Questions continued

Q) I have been asked to sit on a trade association – do I need permission?

- A) With the agreement of your manager that is acceptable, though it should be clear whether you attend in a personal capacity or as representative of the Group and it is not permissible to release confidential information. Specific attention should be given to a role that is likely to be high profile, or involve a significant amount of time.

12. General attitude to Health & Safety

Q) What should I do if we are being encouraged to break safety regulation in order to achieve production targets?

- A) You should not break safety regulations under any circumstances. Discuss the issue with your manager. If that is not possible, for example, because that is where the pressure is coming from, then speak to the next level of management.

Q) What should I do if I suffered an injury at work, but I do not want to report it as it will damage our safety record?

- A) The correct reporting and investigation of injuries is an important way of preventing future injuries. All injuries should be reported and action may then be taken to prevent a similar, or more serious, accident happening again.

Q) I suffered an injury that was my own fault – what should I do if I do not want to report it as I may get into trouble?

- A) The Group wants to create an environment where injuries are reported and prevented. If the injury was a result of negligence then action may be taken, but the penalty for non disclosure will probably be greater.

Q) What should I do if I believe that a contractor is not meeting our own safety standards?

- A) You should make the contractor aware of your concerns and if necessary, inform your manager or the Health & Safety Department.

13. Impact of company activities on the environment

Q) I am being encouraged to make savings by increasing environmental discharge – though it should still be within the legal limits. I am uncomfortable about doing this. What is our policy?

- A) The legal limits are a minimum that we aim to achieve. Any deliberate increase in discharge would not be acceptable even if it stays within the legal limits. Discuss the issue with your manager, or raise it with the head of the Environmental Department.

APPENDIX 2

Procedure for the receipt, retention and treatment of complaints and concerns about possible breaches of the Code on Corporate Responsibility & Business Ethics (“Whistleblower Policy”)

I. Overview

Section C.3.4 of the Combined Code on Corporate Governance of 2008 requires the Audit Committee of the Board of Directors of Ferrexpo (the “Audit Committee”) to establish procedures for:

- > the receipt, retention and treatment of complaints received by Ferrexpo regarding accounting, internal accounting controls or auditing matters; and
- > the confidential, anonymous submission by Ferrexpo employees of concerns regarding questionable accounting or auditing matters.

Any employee who suspects that there is a violation of the Code of Corporate Responsibility and Business Ethics (the Code) or other serious misconduct in relation to financial reporting or other malpractices taking place, has a duty to inform the Group or the relevant legal authorities at the earliest opportunity. Ferrexpo will endeavour to maintain a transparent and confidential process for dealing with concerns throughout and ensure that employees can raise concerns without fear of retribution. Any attempt to deter or influence someone making such a claim will be treated as gross misconduct and may result in instant dismissal.

The following procedures are established in response to Section C.3.4 of the Combined Code on Corporate Governance.

II. Receipt of Complaints

A. General

The Audit Committee encourages and expects all employees and third parties who have knowledge of Ferrexpo’s activities and business practices to promptly report, pursuant to the procedures outlined herein, any instances of improper or questionable accounting, internal accounting controls or auditing matters.

B. Employee Complaints

Ferrexpo’s Audit Committee has established an e-mail address and a telephone number that are designated to receive confidential, anonymous submission of concerns regarding questionable accounting, internal control or auditing matters that are addressed to the Audit Committee and Ferrexpo’s Designated Compliance Officer. Employees are encouraged to use either the e-mail address or the telephone line to communicate their concerns, but may also continue to submit concerns on a confidential and anonymous basis by mail.

Existing employees will be notified of the establishment of this procedure by a separate memo. In addition, a copy of this Policy will be included in the Code on Corporate Responsibility and Business Ethics. Each Ferrexpo company’s management in conjunction with its local Communications Department is responsible for communicating the establishment of the procedure to its employees and ensuring that employees have access to a copy of this Policy. The methods of communicating the establishment of the procedure and ensuring proper access to the Policy will depend on the circumstances of each Ferrexpo company and will be determined based on relevant local considerations.

The procedures described in this policy are intended to address complaints or concerns relating to accounting, internal controls or auditing matters, including:

- > fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of Ferrexpo or any Ferrexpo company;
- > fraud or deliberate error in the recording and maintaining of financial records of Ferrexpo or any Ferrexpo company;
- > deficiencies in or noncompliance with Ferrexpo’s internal accounting controls;
- > misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of Ferrexpo or any Ferrexpo company; or
- > deviation from full and fair reporting of Ferrexpo’s or any Ferrexpo company’s financial condition.

This Policy covers not only possible improprieties in matters of financial reporting, but also:

- > Corruption, bribery or blackmail (see also the separate Group Policy on Bribery and Corruption).
- > Criminal offences.
- > Failure to comply with a legal or regulatory obligation.
- > Miscarriage of justice.
- > Endangering the health and safety of an individual.
- > Concealment of any of the above.

You should not use this procedure to address other problems you may have with your work environment or Ferrexpo in general. Where appropriate, those should be directed to your line or HR manager in the first instance.

Employees who submit their concerns anonymously are expected to provide sufficient information and, where appropriate, corroborating evidence relating to the complaint to justify the commencement of an investigation into the matter. Employees should note that this evidential support may be submitted on a confidential and anonymous basis as described above. Unspecified or broad allegations without evidential support will not be sufficient to commence an investigation. Employees should also be mindful that the inability of investigators to interview the employee will make it more difficult to evaluate the allegations; therefore, we ask that employees provide as much information as possible when making the initial complaint.

III. Retention of Complaints

The Designated Compliance Officer will at all times maintain a written log of all complaints received, tracking their receipt, investigation and resolution. The Designated Compliance Officer shall prepare a periodic summary report thereof for the Audit Committee on a quarterly basis, or more frequently if requested. Copies of complaints and such log will be maintained in accordance with applicable legal requirements and Ferrexpo policy.

APPENDIX 2

Procedure for the receipt, retention and treatment of complaints and concerns about possible breaches of the Code on Corporate Responsibility & Business Ethics (“Whistleblower Policy”) continued

IV. Process for Treatment of Complaints

Complaints received will be reviewed under Audit Committee direction with oversight by the Designated Compliance Officer, or such other persons as the Audit Committee determines to be appropriate. The review will be conducted in a confidential manner to the fullest extent possible, consistent with the need to conduct an adequate review. Unless otherwise determined by the Audit Committee, the Designated Compliance Officer has the primary responsibility for investigating and overseeing the resolution of any complaint received. The Designated Compliance Officer (or such other persons designated by the Audit Committee, as the case may be) is referred to below as the “Complaint Examiner.”

All complaints, regardless of their source, will be handled as follows:

1. The Complaint Examiner will review the initial information received in connection with the complaint to determine if further investigation is warranted. In making this determination, the following factors shall be considered, if known:
 - a. the name of the person making the complaint (if known);
 - b. the access to information of the person making the complaint;
 - c. the level of detail provided by the complainant; and
 - d. the overall plausibility of the complaint.
2. If a determination is made that further investigation is warranted, the Complaint Examiner will conduct a factual investigation of the complaint. This investigation shall include the following steps:
 - a. collecting documentary evidence;
 - b. interviewing those persons who are or may be the subject of the complaint;
 - c. interviewing other persons who may have knowledge of the matters that are the subject of the complaint;
 - d. consulting with outside advisers; and
 - e. if the complaint was not made anonymously, interviewing the person who made the complaint.
3. Upon completion of the factual investigation, the Complaint Examiner will make a further assessment of the legitimacy of the complaint. Upon completion of this assessment, the Complaint Examiner will do one of the following:
 - a. upon a determination that the complaint is not legitimate and/or that it does not require corrective action:
 - i. the investigation will be closed; and
 - ii. a summary of the procedures performed and resolution of the matter will be prepared.
 - b. upon a determination that the complaint will require a response and/or corrective action, the complaint will be raised with the entire Audit Committee and one or more of the following parties, as determined by the Complaint Examiner and the Audit Committee based on the seriousness of the complaint and the persons implicated by the complaint:
 - i. Ferrexpo’s senior management (CEO, CFO and Controller); or
 - ii. the entire Board of Directors.

4. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee. The Complaint Examiner shall oversee the response to the complaint and the implementation and effectiveness of any corrective action. The Complaint Examiner shall document the response to the complaint.

V. Protection of Employees who Submit Complaints

Our Code of Business Ethics, a copy of which is found in Ferrexpo’s Policies and Procedures Manual, prohibits retaliation in any form against any employee who makes a complaint or report in good faith pursuant to the procedures set forth herein. In addition, the legislation makes it illegal for Ferrexpo or any officer, employee, contractor, subcontractor or agent of Ferrexpo to take any retaliatory action against an employee in response to the employee lawfully providing information, assistance or testimony relating to an alleged violation of the U.K. listing rules, securities fraud or other similar violations.

Employees are expected to report any violations of the above-described policies or law, including any allegations of improper discharge, intimidation or discrimination, to the chair of the Audit Committee or the Designated Compliance Officer as promptly as possible.

VI. Ferrexpo plc Board and Senior Management Responsibilities

The Ferrexpo plc Board and senior management are specifically responsible for ensuring that:

- > Employees know the detail of the Code and have been given an opportunity to discuss it.
- > An atmosphere of open communication and personal responsibility is encouraged, where employees feel confident to report of issues and incidents.
- > Systems are put in place to monitor compliance with the Code, including a robust internal audit framework.
- > There is a sound procedure for investigating breaches of the Code.
- > Consultants, agents and suppliers are compliant with the Code before appointment and are monitored on a regular basis.

APPENDIX 2

Frequently Asked Questions

Raising a concern about the Code and Whistle Blowing

Q) What should I do if I want to raise a concern but I am worried that it might affect my job?

A) Your manager, and the Group as a whole, have a duty to treat any information that you provide with the strictest confidentiality. It is your duty to raise any concern that you may have, and the Group will use its best endeavours to prevent this from affecting your job.

Q) How can management ensure that I will be protected if I raise a concern?

A) If you reveal your name, management will endeavour to keep your identity confidential and will not disclose the source of the concern.

Q) What should I do if I have an issue – but I am not sure whether it is serious enough to take it further?

A) Unless you think it is inappropriate to do so, you should discuss the matter off the record and on a confidential basis with your manager or the HR Department. They can advise you on whether to take the matter further. They will not act on your information until you are satisfied that the issue you are raising merits taking it further.

Q) What do I do if a contractor or agent is breaking the Code?

A) Inform your manager. The Group can then gather evidence to show an infringement of the Code by the contractor or agent, and an authorised representative of the Group can take the matter further with such contractor or agent.

Q) What do I do if I believe the company and/or its employees are breaking the law?

A) Report it via the Whistleblower procedure. Ferrexpo is committed to complying with the legislation in every jurisdiction where we do business, and every effort will be made to correct matters if it transpires that we are in fact breaking the law. In the event that the matter is not investigated, or is not sufficiently investigated, by the Group under the procedure, you may then have a duty to inform the external authorities of your concern.

Q) I am concerned about reporting an infringement in which I am also involved.

A) It is natural to be concerned in this instance. The Group will take into account the fact that you voiced your concern about the infringement despite your own involvement.

Ferrexpo plc
Registered Office:
2-4 King Street,
London
SW1Y 6QL

www.ferrexpo.com