



United in purpose

Ferrexpo plc
2025 Notice of General Meeting



THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek advice from your stockbroker, bank manager, solicitor, accountant, fund manager or other professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or from another appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or transferred all of your shares in Ferrexpo plc, please send this document and accompanying Form of Proxy at once either to the purchaser or transferee, or to the person who arranged the sale or transfer, so that they can pass these documents to the person who now holds the shares.

Letter from the Executive Chair

FERREXPO PLC

Registered in England and Wales Company number: 5432915

REGISTERED OFFICE:

55 St James's Street
London SW1A 1LA

11 August 2025

TO THE HOLDERS OF FERREXPO PLC ORDINARY SHARES

Dear Shareholder,

At the Annual General Meeting of the Company held on 22 May 2025, Vitalii Lisovenko, an Independent Non-executive Director, did not receive the requisite votes required for re-appointment by independent shareholders.

As stated in the Company's Annual General Meeting Notice dated 10 April 2025 and under UK Listing Rule 6.2.9R, when a resolution to re-elect an Independent Director has not been passed by both a majority of the independent shareholders (i.e. shareholders of the Company who are entitled to vote on the election of Directors and who are not controlling shareholders) and a majority of all shareholders (including the controlling shareholders), the Company may put the matter to a second vote of all shareholders, to be held between 90 and 120 days after the Annual General Meeting. Pending the second vote, the relevant Director is deemed to have been re-elected to the Board of the Company for the period from the date of the Annual General Meeting until the earlier of: (a) the conclusion of any second vote; (b) the date 120 days after the Annual General Meeting; and (c) the date of any announcement by the Board that it does not intend to hold a second vote. If the Independent Director's re-election is approved by a majority vote of all shareholders voting at the second General Meeting, the Director will then be re-elected until the next Annual General Meeting.

This is the final time Mr Lisovenko will stand for re-election since he was appointed in 2016 and in November 2025 will have served nine years as an Independent Non-executive Director and will not stand for re-election at the 2026 Annual General Meeting.

The Board now intends to hold a second vote for shareholders to vote on the re-election of Vitalii Lisovenko. As noted above, this resolution must be approved by a majority of all shareholders voting at the meeting (and in accordance with the UK Listing Rules there is no requirement for approval by a separate majority of the independent shareholders).

The General Meeting at which the second vote will be held will take place at 11.00 am on Thursday 11 September 2025 at the offices of Herbert Smith Freehills Kramer LLP, Exchange House, Primrose Street, London, EC2A 2EG (the "General Meeting").

GENERAL MEETING ARRANGEMENTS

Shareholders will be able to join and participate in the General Meeting in person. Given the nature of this meeting, and the recent engagement opportunity for shareholders at the Annual General Meeting, it is expected that only one of the Directors of the Company will attend the General Meeting (to formally chair the meeting).

SHAREHOLDER QUESTIONS

To ask a question on the business of the General Meeting prior to the meeting, shareholders are invited to submit their questions in advance by e-mail to: GM2025@ferrexpo.com marked for the attention of the Company Secretariat by Thursday 4 September 2025. I strongly encourage you to submit any questions in advance of the meeting.

VOTING

Your participation and votes matter. I encourage your participation by submitting your votes by proxy form ahead of the General Meeting or voting online in advance or at the General Meeting. Shareholders are advised to appoint the Chair of the meeting as their proxy.

To vote by proxy, I would ask you to complete, sign and return the enclosed Form of Proxy to register your vote.

To Vote online before the meeting, I would ask you to submit your proxy electronically by logging on to the website www.shareview.co.uk, and logging into your Shareview Portfolio. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. CREST members may also choose to use the CREST voting service in accordance with the procedures set out in the notes on page 7. Institutional investors may be able to appoint a proxy electronically via the Proxymity platform in accordance with the procedures set out in the notes on page 7.

The deadline for the receipt of proxy appointments and votes is 11.00 am on Tuesday 9 September 2025.

Voting on the resolution will be held by way of a poll and the voting results will be announced through a Regulatory Information Service and will be published on our website as soon as practicable after the General Meeting.

RESOLUTIONS AND EXPLANATORY NOTES

The formal Notice of General Meeting (the “Notice”) is attached to this letter. The Notice contains the resolution to be proposed at the General Meeting together with explanatory notes on the resolution provided on pages 4 and 5 of this document.

DIRECTORS’ RECOMMENDATION

The Board considers that the resolution described in the Notice is likely to promote the success of the Company and is in the best interests of the Company and its shareholders as a whole. The Directors recommend that shareholders vote in favour of the resolution, as they intend to do in respect of their own shareholdings.

Thank you for your continued support.

Yours sincerely,

Lucio Genovese
Executive Chair

Notice of General Meeting

NOTICE IS HEREBY GIVEN that a General Meeting of Ferrexpo plc (the “Company”) will be held at 11.00 am on Thursday 11 September 2025 at the offices of Herbert Smith Freehills Kramer LLP, Exchange House, Primrose Street, London EC2A 2EG to transact the following business:

To consider and, if thought fit, pass Resolution 1 as an ordinary resolution.

DIRECTOR RE-ELECTION

1. To re-elect Mr Vitalii Lisovenko as a Director of the Company (see explanatory notes on pages 4 and 5).

By order of the Board

Mark Gregory

Group Company Secretary

11 August 2025

Explanatory Notes to the Resolutions

Resolution 1 will be proposed as an ordinary resolution and will be passed if more than 50% of shareholders' votes cast are in favour.

RESOLUTION 1 TO RE-ELECT VITALII LISOVENKO AS A DIRECTOR OF THE COMPANY

As explained in the Letter from the Executive Chair, at the Annual General Meeting of the Company held on 22 May 2025, Vitalii Lisovenko did not receive the requisite votes required for re-appointment by independent shareholders and the purpose of the General Meeting is to hold a second vote for shareholders to vote on the re-election of Mr Lisovenko.

The Board has previously determined that Mr Lisovenko is independent for the purpose of the 2024 UK Corporate Governance Code (the "Code"). Mr Lisovenko was therefore proposed as an Independent Director at the 2025 AGM.

Mr Lisovenko's biography is summarised at the end of these explanatory notes and appears on page 103 of the 2024 Annual Report. As detailed in the Annual Report, the performance of Mr Lisovenko has been formally evaluated, and the Board believes that Mr Lisovenko continues to be effective and to demonstrate commitment to his role.

In accordance with provision 18 of the Code a summary of the skills, experience and contribution of Mr Lisovenko, which in the Board's view illustrates why his contribution is, and continues to be, important to the Company's long-term sustainable success, can be found together with a biography at the end of these explanatory notes.

Because the Company has a controlling shareholder (i.e. a shareholder which controls more than 30% of the votes at a General Meeting of the Company), under UK Listing Rule 10.6.16R this Notice is required to state certain information concerning any Independent Director proposed for re-election, and under UK Listing Rule 6.2.9R such re-election must on this occasion be approved by a majority vote of the shareholders as a whole.

If the resolution is approved by a majority of all shareholders voting at the meeting, at the conclusion of the General Meeting the full Board of the Company will comprise five Directors, that is the Executive Chair, one Executive Director, three Independent Non-executive Directors, being:

- Lucio Genovese, Executive Chair
- Nikolay Kladiev, Chief Finance Officer and Executive Director
- Fiona MacAulay, Senior Independent Non-executive Director
- Vitalii Lisovenko, Independent Non-executive Director
- Stuart Brown, Independent Non-executive Director

The UK Listing Rule requirements for companies with a controlling shareholder also require (in UK Listing Rule 10.6.16R) additional disclosures about the independent director's relationships, independence, effectiveness and selection process. This information is set out below in relation to Mr Lisovenko.

RELATIONSHIPS AND TRANSACTIONS

The Company has received confirmation from Mr Lisovenko that there are no existing or previous relationships, transactions or arrangements between Mr Lisovenko and the Company, its Directors, any controlling shareholder or any associate of a controlling shareholder.

EFFECTIVENESS OF THE INDEPENDENT DIRECTOR

The background and experience of Mr Lisovenko is set out in the biographical information on page 103 of the Annual Report. Pages 114 to 116 of the Annual Report mentions the conclusion of the 2024 Board performance evaluation process, which was that the Board and each of the Directors continued to function effectively during the year. The Board believes that Mr Lisovenko shows the proper commitment to his role, has sufficient time to undertake his responsibilities on behalf of the Company, and makes an effective contribution, drawing on his own expertise and experience.

INDEPENDENCE OF INDEPENDENT DIRECTOR

As disclosed on page 108 of the Annual Report, the Board has carefully considered the guidance criteria on the independence of directors given in the Code, and believes that Mr Lisovenko remains independent in character and judgement, and that there are no circumstances which are likely to impair, or appear to impair, his independence.

SELECTION OF INDEPENDENT DIRECTORS

As disclosed in the Nominations Committee Report on pages 126 to 129 of the Annual Report, the Board uses executive search consultants in the search for new Independent Directors. The preferred candidate is subsequently interviewed by each member of the Board before being appointed. The search consultants used in relation to the appointment of Mr Lisovenko (appointed November 2016) were Odgers Berndtson.

DIRECTOR STANDING FOR RE-ELECTION

SKILLS, EXPERIENCE, CONTRIBUTION AND COMMITTEE MEMBERSHIP

(A=Audit Committee, I=Committee of Independent Directors, N=Nominations Committee, R=Remuneration Committee)

VITALII LISOVENKO, INDEPENDENT NON-EXECUTIVE DIRECTOR (A,I, N, R)

Qualifications: PhD in Economics

Appointed: 28 November 2016

SKILLS, EXPERIENCE AND CONTRIBUTION

Vitalii contributes to Ferrexpo plc over 25 years' experience in government finance. In 2005, he served as the head of the Trade and Economic Mission at the Ukrainian Embassy in London. He was an Associate Professor of Finance at the Kyiv State Economic University.

Vitalii brings extensive experience in the field of Ukrainian government finance together with a deep understanding of geopolitical developments in Ukraine which is valuable to the Company.

WORKFORCE ENGAGEMENT

Vitalii was appointed Non-executive Director for workforce engagement on 18 February 2021. Given Vitalii is located in Ukraine and speaks Ukrainian, which is the language most widely spoken by the majority of our workforce, we are delighted that he agreed to take on this role.

CURRENT EXTERNAL APPOINTMENTS

Currently he serves as a Non-executive adviser to the Minister of Finance of Ukraine, having previously served as an executive counsellor to the Minister of Finance. He also serves as a Non-executive Director of the Supervisory Board of National Depository of Ukraine.

FORMER EXTERNAL APPOINTMENTS

Previously, he was an Executive director of Ukreximbank (Ukraine), 2006–2010; an Executive director of Alfa Bank Ukraine, 2010–2014; a Non-executive director of Amsterdam Trade Bank, 2013–2014; and a Non-executive Director of Black Sea Trade and Development Bank (Greece) 2014–2019 and since 1994 held various positions in the Finance Ministry of Ukraine.

COMMITTEE MEMBERSHIP

Vitalii is the Chair of the Committee of Independent Directors and a member of the Audit, Nominations and Remuneration Committees. He was Senior Independent Director until February 2022. He is also Non-executive Director Designate for workforce engagement.

Notes to the Notice of General Meeting

PROXIES

1. A shareholder entitled to attend and vote at the General Meeting is entitled to appoint another person as their proxy to exercise all or any of their rights to attend, speak and vote at the General Meeting on their behalf. A proxy need not be a shareholder of the Company but must attend the General Meeting to represent you. Your proxy could be the Chair, another Director of the Company or another person who has agreed to represent you. Your proxy must vote as you instruct and must attend the General Meeting for your vote to be counted. If you wish to appoint a proxy you should complete the Form of Proxy enclosed with this letter and return it to Equiniti in the enclosed prepaid envelope to be received no later than 11.00 am on Tuesday 9 September 2025. Alternatively, members can appoint proxies electronically by logging on to the website www.shareview.co.uk, and logging in to your Shareview Portfolio. Once you have logged in, simply click "View" on the "My Investments" page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes. For an electronic proxy appointment to be valid, the appointment must be received by no later than 11.00 am on Tuesday 9 September 2025. CREST members should use the instructions for electronic proxy appointment through CREST set out below. Institutional investors may be able to appoint a proxy electronically via the Proxymity platform in accordance with the procedures set out below.
2. A shareholder may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by them. If you wish to appoint more than one proxy, each proxy must be appointed on a separate Form of Proxy. Additional Forms of Proxy may be obtained from the Company's registrar, Equiniti on +44 (0)371 384 2866. For shareholders calling from overseas please ensure the country code is used. Alternatively, you may photocopy the enclosed form the required number of times before completing it. When appointing more than one proxy, you must indicate the number of shares in respect of which the proxy is appointed.
3. Appointment of a proxy does not preclude you from attending and voting in person.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of shareholders (the first named being the most senior).
5. To change your proxy instructions you may simply submit a new Form of Proxy. To obtain a new Form of Proxy, please contact Equiniti (see note 2 above). The deadline for receipt of proxy appointments also applies in relation to amended instructions. Where two or more valid separate appointments of proxy are received in respect of the same shares, the one which is last validly received shall be treated as replacing and revoking the others. You must inform Equiniti in writing of any termination of the authority of a proxy.

RIGHT TO ATTEND AND VOTE AT THE GENERAL MEETING

6. Shareholders must be entered in the register of shareholders of the Company no later than 6.30 pm on Tuesday 9 September 2025 (or, if the General Meeting is adjourned, 6.30 pm on the date which is two days prior to the adjourned meeting) in order to have the right to attend or vote (whether in person or by proxy) at the General Meeting. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the General Meeting or adjourned meeting.

DOCUMENTS ON DISPLAY

7. A copy of the Non-executive Director's terms of appointment is available for inspection at the Company's registered office during normal business hours, and will be available on the morning of the General Meeting at the meeting venue from 10.30 am until the conclusion of the meeting.

NOMINATED PERSONS

8. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may have a right under an agreement between them and the shareholder by whom they were nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such right or does not wish to exercise it, they may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders set out in notes 1, 2 and 13 does not apply to Nominated Persons: the rights described in those notes can only be exercised by registered shareholders of the Company. Nominated Persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.

CORPORATE SHAREHOLDERS

9. Corporate shareholders may authorise a person or persons to act as representative(s) to attend, speak and vote on their behalf at the General Meeting by submitting a corporate representation letter. To assist with the registration process, a corporate representation letter should be presented to the Company's registrar, Equiniti, for validation not later than 11.00am on Tuesday 9 September 2025. More than one corporate representative may be appointed by a corporate shareholder, provided that each corporate representative has been appointed under a valid letter of representation. In accordance with the provisions of the Companies Act 2006, all such corporate representatives may exercise (on behalf of the corporate shareholder) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares as another representative of the same corporation.

QUESTIONS AT THE GENERAL MEETING

10. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if: (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (ii) the answer has already been given on a website in the form of an answer to a question; or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

VOTING AT THE GENERAL MEETING

11. Voting will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting, as member votes are to be counted according to the number of shares held. Members, proxies and corporate representatives will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. A member, proxy, or corporate representative entitled to more than one vote need not, if they vote, use all their votes or cast all the votes they use the same way. As soon as practicable following the meeting, the results of the voting at the meeting and the numbers of proxy votes cast for and against and the number of votes withheld in respect of the resolution will be announced via a Regulatory Information Service and also placed on the Company's website: www.ferrexpo.com.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

12. As at 8 August 2025 (being the latest practicable date prior to publication of this Notice), the Company's issued share capital (excluding treasury shares) consisted of 598,137,142 ordinary shares carrying one vote each. Therefore, the total number of voting rights at this date was 598,137,142.

INSTRUCTIONS FOR ELECTRONIC PROXY APPOINTMENT THROUGH CREST

13. If you are a CREST member and want to appoint a proxy using the CREST electronic appointment service, you can do so using the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST) subject to the Company's Articles of Association. If you are a CREST member, a CREST sponsored member or a CREST member that has appointed a voting service provider you should request the sponsor or voting service provider to take the appropriate action on your behalf.
14. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST proxy instruction") must be properly authenticated in accordance with Euroclear UK and Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Equiniti Limited (ID: RA19) no later than 48 hours before the time at which the meeting is due to begin. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which our registrars will be able to retrieve the message by enquiry to CREST in the manner prescribed in CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
15. Euroclear UK and Ireland Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations therefore apply in relation to the input of CREST proxy instructions. CREST members (or appointee members) are responsible for taking (or arranging for their CREST sponsor or voting service provider to take) any necessary action to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and CREST sponsors and voting service providers are referred to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
16. The Company may treat as invalid a CREST proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

INSTRUCTIONS FOR ELECTRONIC PROXY APPOINTMENT THROUGH PROXYMITY

17. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the Company's registrar. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 11:00 am on 9 September 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

COMMUNICATION

18. Except as provided above, shareholders who wish to communicate with the Company in relation to the General Meeting should do so using the following means: (i) by e-mail to the Company Secretariat: GM2025@ferrexpo.com; (ii) by writing to the Company Secretary at the registered office address; or (iii) by writing to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. No other methods of communication will be accepted. In particular you may not use any electronic address provided either in this Notice or in any related documents.

INFORMATION AVAILABLE ON THE COMPANY'S WEBSITE

19. A copy of this Notice and other information required by section 311A of the Companies Act 2006 can be found on the Company's website: www.ferrexpo.com.

DATA PROCESSING

20. The Company will process personal data that shareholders provide to the Company, including the personal data of a shareholder's proxy if a proxy is provided. Personal data includes all data provided by shareholders, or on behalf of shareholders, which relates to: (1) the shareholder, including name and contact details, the votes that the shareholder casts and any other personal data collected by the controller regarding the shareholder, e.g. the shareholder's reference/identification number; and (2) any person who is identified as a proxy by a shareholder via Form of Proxy, including their name and contact details. The Company will also process personal data of shareholders and/or their proxy to the extent that shareholders or their proxy attend meetings held by the Company and the Company documents or makes a recording of these meetings, in which case personal data processed by the data controller may include images and audio of the shareholder or their proxy which may be captured in the form of photographs and/or video and audio recordings.

Please note that if shareholders either provide the personal data of a proxy, or send a proxy to a meeting in their place, the Company requires the shareholder to communicate this privacy information to such proxy. The Company and any third party to which it discloses the data (including the Company's registrar) may process such data for the purposes of maintaining the Company's records, meeting management, managing corporate actions, fulfilling the Company's obligations to shareholders, fulfilling the Company's legal obligations and communicating with shareholders. The Company's lawful bases for the processing described above, for the purposes described above, is that the processing is necessary in order for the Company to: (1) fulfil its legitimate interests; and (2) comply with its legal obligations. All of this data will be processed in accordance with the Company's privacy notice which can be accessed at www.ferrexpo.com.

WWW.FERREXPO.COM

Shareholder information

SHAREHOLDER ENQUIRIES

The Company's Ordinary Share register is maintained by:

EQUINITI

Aspect House
Spencer Road
Lancing
West Sussex
BN99 6DA

Telephone: +44 (0)371 384 2866

Lines are open 08.30 am to 5.30 pm, Monday to Friday (excluding public holidays in England and Wales).
For shareholders calling from overseas, please ensure the country code is used.

www.shareview.co.uk

For shareholder enquiries on matters such as change of address, change of ownership or dividend payments, please visit Equiniti's website, www.shareview.co.uk, alternatively the enquiry should be directed to the address and telephone number above.

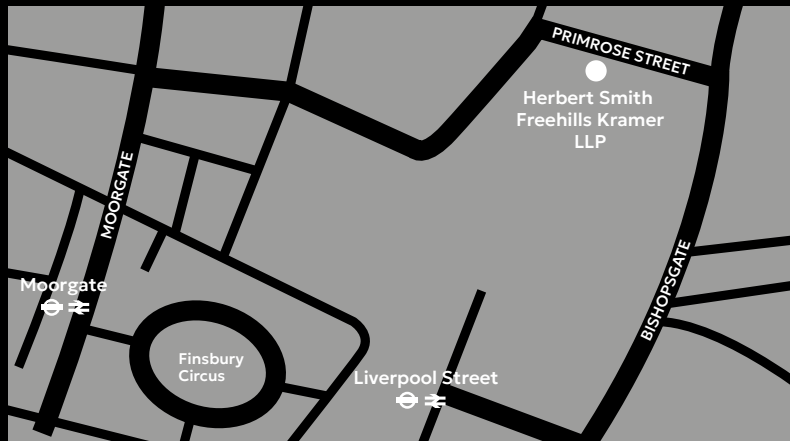
Ferrexpo plc – General Meeting

THURSDAY 11 SEPTEMBER 2025 AT 11.00 AM.

ADDRESS

Herbert Smith Freehills Kramer LLP
Exchange House
Primrose Street
London EC2A 2EG

Telephone: 020 7389 8300



FERREXPO PLC
55 ST JAMES'S STREET, LONDON SW1A 1LA
T +44 (0)20 7389 8300