

**DIRECTORS' DEED POLL OF RELEASE**  
**DEED POLL**

**THIS DEED POLL** is made on \_\_\_\_\_ 2022.

**BY FERREXPO PLC** (registered number 05432915) whose registered office is at 55 St. James's Street, London, England, SW1A 1LA (the "**Company**") in favour of each of the directors (and where applicable, former directors) of the Company, whose names are set out in the Schedule to this deed (the "**Directors**") (or their personal representatives and the successors in title (as appropriate) of their estate if such Director is deceased).

**WHEREAS:**

- (A) As explained in the Notice of General Meeting addressed to the shareholders of the Company dated 10 May 2022 that is appended to this deed poll (the "**Notice**"), the board of directors of the Company (the "**Board**") has become aware of a technical issue in respect of the interim dividend of \$231,011,000 paid on 26 August 2021. When this was identified, the Board decided to perform a thorough review of historic dividend payments and has identified a technical issue in respect of all or a portion of each of the following dividend payments previously paid by the Company:
- a portion of a final dividend of \$19,289,000 paid on 4 June 2010;
  - an interim dividend of \$19,292,000 paid on 17 September 2010;
  - a final dividend of \$19,362,000 paid on 3 June 2011;
  - an interim dividend of \$19,301,000 paid on 16 September 2011; and
  - a portion of an interim dividend of \$231,011,000 paid on 26 August 2021,
- (the "**Relevant Distributions**").
- (B) The Company has been advised that, as a consequence of a portion of the Relevant Distributions having been made otherwise than in accordance with the Companies Act 2006, it may have claims against each of the Directors (or their personal representatives and the successors in title (as appropriate) of their estate if such Director is deceased).
- (C) Pursuant to the resolution set out in the Notice and duly passed by the Company's shareholders in the general meeting on 15 June 2022, the Company proposes to waive and release any and all claims which it has or may have in respect of the Relevant Distributions against each of the Directors (or their personal representatives and the successors in title (as appropriate) of their estate if such Director is deceased) and wishes to enter into this deed poll in favour of the Directors (or their personal representatives and the successors in title (as appropriate) of their estate if such Director is deceased) in order to effect the same.

**THIS DEED POLL WITNESSES** as follows:

**1. RELEASE**

The Company unconditionally and irrevocably waives and releases each of the Directors (or their personal representatives and the successors in title (as appropriate) of their estate if such Director is deceased) from any and all liability that any of them has or may have to the Company and all claims and demands the Company has or may have against each of them, including, without limitation, any derivative action from or on behalf of shareholders of the Company, in connection with the making of all or part of the Relevant Distributions.

**2. GOVERNING LAW**

This deed poll and any dispute or claim arising out of it or in connection with it or its subject matter, existence, negotiation, validity, termination or enforceability (including non-contractual disputes or claims) shall be governed by and construed in accordance with English law.

**IN WITNESS** of which this deed poll has been executed and has been delivered on the date which first appears above.

**EXECUTED** as a deed poll by  
**FERREXPO PLC**

acting by \_\_\_\_\_  
a director

in the presence of: \_\_\_\_\_  
*Witness's Signature*

)  
)  
) .....  
) Director  
)  
)

Name: \_\_\_\_\_

Address: \_\_\_\_\_

## SCHEDULE 1

### LIST OF APPLICABLE DIRECTORS

The following individuals were directors of the Company at the time one or more of the Relevant Distributions were approved and/or paid:

#### 1. APPLICABLE DIRECTORS CURRENTLY ON THE BOARD OF THE COMPANY

Director Name
Ann-Christin Andersen
Graeme Dacomb
Lucio Genovese
Vitali Lisoenko
Fiona MacAulay
Jim North
Kostyantyn Zhevago

#### 2. APPLICABLE FORMER DIRECTORS OF THE COMPANY

Director Name
Michael David Abrahams
Oliver Alexander Guy Baring
Geoff Eyre
Marek Jelinek
Wolfram Andreas Kuoni
Christopher Mawe
Ihor Mitiukov
Lambertus Jozef Gertruda Nacken
Miklos Salamon