



# IRON WILL

FERREXPO PLC  
2026 NOTICE OF ANNUAL 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 INTERIM EXECUTIVE CHAIR

### FERREXPO PLC

Registered in England and Wales  
Company number: 5432915

### REGISTERED OFFICE:

55 St James's Street  
London SW1A 1LA

29 May 2026

## TO THE HOLDERS OF FERREXPO PLC ORDINARY SHARES

### Dear Shareholder,

On behalf of the Board of Directors (the "Board") of Ferrexpo plc (the "Company") I am delighted to issue the notice of the nineteenth Annual General Meeting of the Company (the "AGM"). The AGM will be held at 11.00am on Monday, 29 June 2026 at the offices of Herbert Smith Freehills Kramer LLP, Exchange House, Primrose Street, London, EC2A 2EG.

As announced on 22 and 28 April 2026, the Company is seeking to undertake an equity fundraise of at least US\$100m. This equity funding is required to support the operations of the Ferrexpo Group for the next 18 months. The Ferrexpo Group's operations have been significantly impacted since the commencement of Russia's full-scale invasion of Ukraine in 2022, resulting in reduced operating activities and periods of a total suspension of operations. This has significantly impacted the revenue of the Group. Further, the decision of the Ukrainian tax authorities to suspend VAT refunds to the Group since March 2025 in an approximate amount of US\$90m has further significantly impacted the liquidity position of the Group.

The Company intends to complete the equity fundraise as soon as practically possible and is actively working towards achieving this goal. However, the Company is not yet in a position to formally launch the equity fundraise. Until the equity fundraise is ready for launch, the Company is unable to publish its audited financial results for the year ended 31 December 2025 on a going concern basis, as the Company and its auditors require sufficient certainty relating to the launch and successful completion of the equity fundraise before signing off on the accounts.

As a result of the delay to the equity fundraise, and given the dependency on launching the equity fundraise in order to publish the audited financial statements for the year ended 31 December 2025 on a going concern basis, the Company is not able to finalise the audited Annual Report and Accounts for the year ended 31 December 2025 but is aiming to do so as soon as possible.

Given the delay to the publication of the Group's Annual Report and Accounts, certain resolutions relating to the Annual Report and Accounts, the re-appointment and remuneration of the Group's auditor, and the Directors' remuneration report will not form part of the business at the AGM this year. The Company intends to convene a separate shareholder meeting following publication of the Annual Report and Accounts where resolutions on these matters will be tabled. Further details of this meeting will be provided in due course.

This AGM is being held to cover routine business only, namely the re-election of Directors and renewal of authorities given to make market purchases of its own shares and to call general meetings by notice of 14 clear days. All Directors will retire at the 2026 AGM and seek re-election by shareholders, except for Mr Vitalii Lisovenko, who as previously announced will stand down as a Director of the Company with effect from the conclusion of the AGM. On behalf of the Board, I would like to thank Vitalii for his service to the Company and the valuable contributions he has made throughout his tenure.

It is important once again to acknowledge the devastating impacts which the Russian invasion of Ukraine is continuing to have on Ukraine and the people, communities and businesses within the country. Strong governance remains essential to help see the Company through this very challenging time. Protecting the Group's workforce is a key priority, as well as taking steps to protect the business and thereby the stakeholders of the business. This will remain a key priority during 2026 and the Board will continue to focus on exercising strong governance during these difficult times.

### YOUR PARTICIPATION

The AGM is an important event in the Company's calendar providing the opportunity for shareholders and the Board to engage on the resolutions set out in the Notice of Annual General Meeting, on page 3 of this document.

### SHAREHOLDER QUESTIONS

To ask a question before the meeting, shareholders are invited to submit their questions in advance by e-mail to: [AGM2026@ferrexpo.com](mailto:AGM2026@ferrexpo.com) marked for the attention of the Company Secretariat by 22 June 2026. I strongly encourage you to submit any questions in advance of the meeting.

Shareholders and their proxies or corporate representatives attending the AGM in person will have the ability to ask questions at the meeting.

### VOTING

Your participation and votes matter. I encourage your participation by submitting your votes by proxy form ahead of the AGM or voting online in advance of the AGM. 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](http://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](http://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 11.

The deadline for the receipt of proxy appointments and votes is 11.00am on Thursday, 25 June 2026.

Voting on all resolutions set out in the Notice 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 ([www.ferrexpo.com](http://www.ferrexpo.com)) as soon as practicable after the AGM.

### RESOLUTIONS AND EXPLANATORY NOTES

The formal Notice of AGM is attached to this letter. The Notice contains the resolutions to be proposed at this year's AGM together with explanatory notes on the resolutions provided on pages 4 to 8 of this document.

### DIRECTORS' RECOMMENDATION

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

The AGM remains an important event for the Company's shareholders to communicate with their Board and I look forward to meeting you on 29 June 2026.

Yours sincerely,

**Lucio Genovese**  
Interim Executive Chair

## NOTICE OF ANNUAL GENERAL MEETING

The nineteenth Annual General Meeting of Ferrexpo plc (the “Company”) will be held at 11.00am on Monday, 29 June 2026 at the offices of Herbert Smith Freehills Kramer LLP, Exchange House, Primrose Street, London, EC2A 2EG to transact the following business:

### ORDINARY BUSINESS

To consider and, if thought fit, pass Resolutions 1 to 4 as ordinary resolutions.

#### DIRECTORS

1. To re-elect Mr Stuart Brown as a Director of the Company.
2. To re-elect Mr Nikolay Kladiev as a Director of the Company.
3. To re-elect Mr Lucio Genovese as a Director of the Company.
4. To re-elect Ms Fiona MacAulay as a Director of the Company.

### SPECIAL BUSINESS

To consider and, if thought fit, pass Resolutions 5 and 6 as special resolutions.

#### AUTHORITY TO PURCHASE OWN SHARES

5. To consider and, if thought fit, pass the following as a special resolution:

That, in accordance with the Companies Act 2006 (the “2006 Act”), the Company be and is hereby authorised generally and unconditionally to make market purchases (as defined in section 693(4) of the 2006 Act) of ordinary shares in the capital of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:

- (i) the maximum number of ordinary shares which may be purchased is 59,813,714;
- (ii) the minimum price (excluding expenses) which may be paid for each ordinary share is not less than 10 pence; and
- (iii) the maximum price (excluding expenses) which may be paid for each ordinary share is an amount equal to the higher of (a) 105% of the average of the middle market quotation of the Company’s ordinary shares as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the relevant share is contracted to be purchased and (b) the higher of the price of the last independent trade and the highest independent current bid on the London Stock Exchange at the time the purchase is carried out.

The authority conferred by this resolution shall expire at the end of the next annual general meeting after the passing of this resolution or on 29 September 2027 whichever is the earliest, unless renewed before that time (except that the Company shall be entitled, at any time prior to the expiry of this authority, to make contracts of purchase which would or might be executed wholly or partly after such expiry and to purchase shares in accordance with any such contract as if the authority conferred had not expired).

### NOTICE OF GENERAL MEETINGS

6. To consider and, if thought fit, pass the following as a special resolution:

That a general meeting other than an Annual General Meeting may be called on not less than 14 clear days’ notice.

By order of the Board

**Mark Gregory**  
Group Company Secretary  
29 May 2026

## EXPLANATORY NOTES TO THE RESOLUTIONS

### ORDINARY BUSINESS

Resolutions 1 to 4 will be proposed as ordinary resolutions and will be passed if more than 50% of shareholders' votes cast are in favour.

### RESOLUTIONS 1 TO 4: TO RE-ELECT THE DIRECTORS

In accordance with the recommendations of the UK Corporate Governance Code (the "Code") and in keeping with the Board's aim of following best corporate governance practice, all of the Directors, except for Mr Vitalii Lisovenko who will stand down as a director of the Company with effect from the conclusion of the AGM, will retire and seek re-election at the AGM. Directors' biographies are summarised at the end of these explanatory notes on pages 4 to 8 and appear on the Company's website. The Board is satisfied that each of the Directors proposed for re-election continues to make an important contribution to the Company's long-term sustainable success. In accordance with provision 18 of the Code a summary of the skills, experience and contribution of each director proposed for re-election, which in the Board's view illustrates why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success, can be found together with the Directors' biographies at the end of these explanatory notes on pages 4 to 8.

### RE-ELECTION OF INDEPENDENT DIRECTORS

The Directors whom the Board has determined are independent for the purpose of the Code are Fiona MacAulay and Stuart Brown.

Because the Company has a controlling shareholder (i.e. a shareholder who controls more than 30% of the votes at a General Meeting of the Company), under rule 10.6.16 of the UK Listing Rules this Notice is required to state certain information concerning any independent Director proposed for re-election, and under rule 6.2.8 of the UK Listing Rules such re-election must be approved by a majority vote of both: 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 the shareholders as a whole.

In order to determine this, the Company will arrange for the number of votes cast by the independent shareholders to be counted separately, and will announce the results of the voting on both bases. If a majority vote is not achieved on both bases, the Company may under the UK Listing Rules put the matter to a second vote, this time a single vote of the shareholders as a whole at the meeting, to be held between 90 and 120 days after the AGM. Pending the second vote, the relevant Director or Directors will be deemed to have been re-elected only for the period from the date of the AGM until the earlier of (a) the conclusion of any second vote, (b) the date 120 days after the AGM 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 at the second general meeting, the Director will then be re-elected until the next annual general meeting.

The UK Listing Rule requirements for companies with a controlling shareholder also require (in rule 10.6.16 of the UK Listing Rules) additional disclosures about the independent directors' relationships, independence, effectiveness and appointments. This information is set out below.

#### Relationships and Transactions:

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

#### Effectiveness of independent Directors:

The background and experience of each of the independent Directors will be set out in the 2025 Annual Report. A summary of the Directors' biographies is included at the end of these explanatory notes on pages 4 to 8 and on the Company's website. The Board believes that each independent Director shows the proper commitment to his or her role, has sufficient time to undertake his or her responsibilities on behalf of the Company, and makes an effective contribution, drawing on his or her own expertise and experience.

#### Independence of independent Directors:

The Board has carefully considered the guidance criteria on the independence of Directors given in the Code, and believes that each of the independent Directors remains independent in character and judgement, and that there are no circumstances which are likely to impair, or could appear to impair, his or her independence.

## EXPLANATORY NOTES TO THE RESOLUTIONS CONTINUED

### Selection of independent Directors:

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 Fiona MacAulay (appointed August 2019) were the Savannah Group and in relation to the appointment of Stuart Brown (appointed October 2023) the search consultants were Stonehaven International.

### Position of the Interim Executive Chair:

The Board Chair was not independent on appointment, his tenure has exceeded nine years and the Board Chair currently fulfils an executive role within the Group on an interim basis, which is not in compliance with the Code.

The Board is satisfied that Mr Genovese is fully independent from all the Company's shareholders and has been during his entire tenure as a Director. Additionally, upon his appointment as Chair the members of the Nominations Committee were comfortable based on their own experiences that Mr Genovese conducts himself with professional and personal integrity with an independent mindset and brings valuable challenge to the Board based on his in-depth understanding of the key drivers and challenges faced by the Group.

The Board is satisfied that Mr Genovese's continuance as Interim Executive Chair adds considerable value to the business given his experience, leadership qualities and detailed knowledge of the Group. He has more than 32 years' experience of Ukraine together with in-depth knowledge of the socio-political and economic environment. He has specific iron ore mining knowledge coupled with solid experience of UK plc corporate governance matters. These qualities enable him to provide sound leadership to the Board based on his personal experience and knowledge which facilitates constructive discussions and Board decisions.

Mr Genovese is committed to having a diverse and inclusive Board and workforce. He has overseen the design and implementation of succession plans to facilitate increased independence and diversity. The Board considers that Mr Genovese continues to demonstrate objective judgement and provides constructive challenge, and believes that his continued appointment is appropriate without fixing a time limit to his service.

The Board believes Mr Genovese is the right person to continue in the role of Executive Chair on an interim basis. To provide continuity of his sound leadership, we request your support to re-elect Mr Genovese as a Director at the AGM.

## SPECIAL BUSINESS

As well as the ordinary business of the meeting outlined above, a number of special matters will be dealt with at the AGM. Resolutions 5 and 6 will be proposed as special resolutions. For these resolutions to be passed, at least 75% of shareholders' votes cast must be in favour.

### RESOLUTION 5: AUTHORITY TO PURCHASE OWN SHARES

Under the 2006 Act, the Company requires authorisation from shareholders if it wishes to purchase its own shares. Resolution 5 seeks to renew the existing authority given at the 2025 annual general meeting. The resolution specifies the maximum number of shares that may be purchased (approximately 10% of the Company's issued share capital excluding treasury shares) and the highest and lowest prices at which they may be bought.

The Company can hold the shares which have been repurchased as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. The Directors believe that it is desirable for the Company to have this choice and therefore expect that, should Resolution 5 be passed, they would hold any shares purchased pursuant to this authority as treasury shares. Holding the repurchased shares as treasury shares will give the Company the ability to re-sell or transfer them in the future, and so provide the Company with additional flexibility in the management of its capital base. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will need to reassess at the time of any actual purchase whether to hold the shares in treasury or cancel them.

## EXPLANATORY NOTES TO THE RESOLUTIONS CONTINUED

The Directors have no present intention of exercising this authority. The Directors intend to keep under review the Company's potential to buy back its shares, taking into account the financial resources of the Company, the Company's share price and other investment and funding opportunities. The authority will only be used if, in the opinion of the Directors, this will result in an increase in earnings per share and is otherwise in the best interests of shareholders generally. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares. As at the latest practicable date prior to publication of this Notice, other than options granted under the Company's employee shares schemes there were no outstanding warrants or options to subscribe for ordinary shares.

### RESOLUTION 6: NOTICE OF GENERAL MEETINGS

The minimum notice period required by the 2006 Act for general meetings of listed companies is 21 clear days, unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. Annual general meetings must always be held on at least 21 clear days' notice. At the 2025 annual general meeting, shareholders authorised the calling of general meetings (other than annual general meetings) on a minimum of 14 clear days' notice, and it is proposed that this authority be renewed. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirement to provide electronic voting for shareholders in order to be able to call a general meeting on less than 21 clear days' notice. The flexibility afforded by this resolution will be used where, taking the circumstances into account, the Directors consider this to be appropriate in relation to the business to be considered at the meeting and in the interests of the Company and shareholders as a whole.

### DIRECTORS STANDING FOR RE-ELECTION

#### Skills, experience, contribution and committee membership

(A=Audit Committee, H=Health, Safety, Environment & Community Committee, I=Committee of Independent Directors, N=Nominations Committee, R=Remuneration Committee)

### LUCIO GENOVESE, INTERIM EXECUTIVE CHAIR (N)

**Qualifications:** Chartered Accountant

**Appointed:** 13 February 2019 (as Non-independent Non-executive Director); 24 August 2020 (as Chair); 1 July 2023 (as Interim Executive Chair)

#### Skills, experience and contribution

Lucio contributes to Ferrexpo plc over 36 years' of commercial experience in the metals and mining industry. He worked at Glencore International AG where he held several senior positions including the CEO of the CIS region.

Lucio brings a deep knowledge across the Ferrous and Non-Ferrous Mining sector, including iron ore. He has extensive experience of operating in emerging markets, specifically in the CIS states. As a previous Board member (from 2007 to 2014) and as a Board member of Ferrexpo AG, Lucio has in-depth knowledge of the Group which is extremely valuable to the Company at Board level.

#### Current external appointments

Currently, he serves as chair of CoTec Holdings, listed on NEX Board of the TSVX, since 2021; and chief executive officer of Nage Capital Management AG, a Swiss based investment and advisory firm, since 2004.

#### Former external appointments

Previously, he was non-executive director of Nevada Copper Inc 2016-2023; non-executive director of Mantos Copper SA, 2015-2022; independent non-executive director of Ferrous Resources Limited, 2014-2019; chair of Firestone Diamonds Plc, 2012-2020; an Independent Non-executive Director of Ferrexpo plc, 2007-2014; senior executive officer, Copper Division, Glencore International, 1996-1999 and chief executive officer, CIS Operations, Glencore International, 1992-1998.

#### Committee membership

Lucio is the Chair of the Nominations Committee.

### NIKOLAY KLADIEV, GROUP CHIEF FINANCIAL OFFICER AND EXECUTIVE DIRECTOR

**Qualifications:** Masters in International Economic Relations

**Appointed:** 25 May 2023

#### Skills, experience and contribution

Nikolay is a Chartered Accountant (UK) and has a Masters in International Economic Relations from Kyiv National Economic University.

Nikolay joined the Group in 2005, and contributed significantly to the Group's IPO. Since 2007, Nikolay has served on the Board of FPM as CFO. During his 19 years with Ferrexpo, Nikolay has overseen FPM's finance function, and has been directly responsible for maintaining the Group's position as a low cost pellet producer during this time.

#### Current external appointments

Currently, Nikolay has no external appointments.

#### Former external appointments

Prior to Ferrexpo, Nikolay held a number of audit positions with Arthur Andersen and Ernst & Young in Ukraine and Eastern Europe.

#### Committee membership

Currently, Nikolay has no committee membership.

### FIONA MACAULAY, SENIOR INDEPENDENT NON-EXECUTIVE DIRECTOR (A, I, H, N, R)

**Qualifications:** Chartered Geologist

**Appointed:** 12 August 2019; 10 February 2022 (as Senior Independent Director)

#### Skills, experience and contribution

Fiona contributes to Ferrexpo plc over 36 years' experience in the upstream oil and gas sector including key roles in a number of leading oil and gas firms across the large, mid and small cap space including Mobil, BG Group, Amerada Hess, Echo Energy and Rockhopper.

Fiona brings a strong focus on health, safety, climate change and culture with a deep understanding of the factors influencing the management for safe, efficient and commercial operations. In 2022, she completed a Diligent Climate Leadership Certification programme. She has extensive operational experience in emerging energy which enables her to bring positive insight on a broad range of issues to Board and Committee discussions.

#### Current external appointments

Non-executive director of Dauch Corporation (formerly Dowlais Group plc) since April 2023; Non-executive director of Costain Group Plc since April 2022; and non-executive director of Rosebank Industries Plc since November 2025.

#### Former external appointments

Previously, she was non-executive director of Chemring Group plc 2020-2026 and senior independent director 2025-2026; non-executive chair of IOG Plc 2019-2023; non-executive director of AIM listed Coro Energy, 2017-2022; chief executive officer of Echo Energy plc, 2017-2018; non-executive director, 2018-2019 and chief operating officer of Rockhopper Exploration plc, 2013-2017.

#### Committee membership

Fiona is the Chair of the Remuneration Committee, Health, Safety, Environment & Community Committee and a member of the Audit Committee, Nominations Committee and Committee of Independent Directors.

### **STUART BROWN, INDEPENDENT NON-EXECUTIVE DIRECTOR (A, I, R)**

**Qualifications:** Bachelor of Accounting Science (BCompt) (University of South Africa (“UNISA”)); CFO Leadership Course (Wharton School of Business); Executive Development Programme (Ashridge Business School / Stellenbosch University); Management Development Programme (UNISA)

**Appointed:** 22 October 2023

#### Skills, experience and contribution

Stuart is a seasoned mining executive with extensive board level experience. He previously held both CFO and CEO roles at De Beers and its various subsidiaries, where he played a central role in reshaping the group and positioning it for the future. Most recently, Stuart served as President and CEO at Mountain Province Diamonds Inc., a company listed on the Toronto Stock Exchange, and as CEO of Firestone Diamonds Plc, formerly listed on the AIM market of the London Stock Exchange, where he established a track record of building teams and leading business transformation to develop lean, agile, high performing organisations.

#### Current external appointments

Currently, Stuart has no significant external directorships.

#### Former external appointments

Previously, he was independent non-executive chairman of Lucapa Diamond Company Limited, 2024-2026; president and CEO of Mountain Province Diamonds Inc 2018-2021; CEO of Firestone Diamonds Plc 2013-2018; Group CFO and Acting Joint CEO De Beers Group 2006 – 2011.

#### Committee membership

Stuart is the Chair of the Audit Committee and a member of the Remuneration Committee and Committee of Independent Directors.

### PROXIES

1. A shareholder entitled to attend and vote at the Annual 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 Annual General Meeting on their behalf. A proxy need not be a shareholder of the Company but must attend the Annual 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 Annual 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 document and return it to Equiniti in the enclosed pre-paid envelope to be received no later than 11.00am on Thursday, 25 June 2026. Alternatively, members can appoint proxies electronically by logging on to the website [www.shareview.co.uk](http://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](http://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 11.00am on Thursday, 25 June 2026. CREST members should use the instructions for electronic proxy appointment through CREST set out below. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11:00 am on Thursday, 25 June 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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.
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. 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 ANNUAL GENERAL MEETING

6. Shareholders must be entered in the register of shareholders of the Company no later than 6.30pm on Thursday, 25 June 2026 (or, if the Annual General Meeting is adjourned, 6.30pm 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 Annual 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 Annual General Meeting or adjourned meeting.

### DOCUMENTS ON DISPLAY

7. Copies of the Executive Directors' service contracts and the Non-executive Directors' terms of appointment are available for inspection at the Company's registered office during normal business hours, and will be available on the morning of the Annual General Meeting at the meeting venue from 10.30am 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 2006 Act 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 paragraphs 1, 2 and 14 does not apply to Nominated Persons: the rights described in those paragraphs 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 Annual 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 Thursday, 25 June 2026. 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 2006 Act, 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 ANNUAL 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 ANNUAL GENERAL MEETING

11. Voting on Resolutions 1 to 6 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 pollcard to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. As soon as practicable following the meeting, the results of the voting at the meeting and the numbers of votes cast for and against and the number of votes actively withheld in respect of each of the resolutions will be announced via a Regulatory Information Service and also placed on the Company’s website: [www.ferrexpo.com](http://www.ferrexpo.com).

### WEBSITE PUBLICATION OF REQUEST MADE BY MEMBERS IN RESPECT OF AUDIT OR AUDITORS

12. Shareholders satisfying the thresholds in section 527 of the 2006 Act can require the Company to publish a statement on its website setting out any matter relating to (a) the audit of the Company’s accounts (including the auditor’s report and the conduct of the audit) that are to be laid before the meeting; or (b) any circumstances connected with the auditor of the Company ceasing to hold office since the last Annual General Meeting that the members propose to raise at the meeting. The Company may not require the members requesting the publication to pay its expenses. Any such statement placed on the website must also be sent to the Company’s auditors no later than the time at which it is placed on the website. The business to be dealt with at the Annual General Meeting will include any such statement that the Company has been required to publish on its website.

### TOTAL NUMBER OF SHARES AND VOTING RIGHTS

13. As at 27 May 2026 (being the latest practicable date prior to the publication of this notice), the Company’s issued share capital consists of 613,967,956 ordinary shares, carrying one vote each. The Company holds 15,830,814 ordinary shares in treasury and is not permitted to exercise voting rights in respect of those shares. Therefore the total voting rights in the Company are 598,137,142.

### INSTRUCTIONS FOR ELECTRONIC PROXY APPOINTMENT THROUGH CREST

14. 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](http://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.
15. 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 International 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.
16. Euroclear UK and International 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.
17. 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.
18. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 11.00am on Thursday, 25 June 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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

19. Except as provided above, shareholders who wish to communicate with the Company in relation to the Annual General Meeting should do so using the following means: i) by e-mail to the Company Secretariat: [AGM2026@ferrexpo.com](mailto:AGM2026@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

20. A copy of this notice and other information required by section 311A of the 2006 Act can be found on the Company's website [www.ferrexpo.com](http://www.ferrexpo.com).

### DATA PROCESSING

21. 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](http://www.ferrexpo.com).

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## SHAREHOLDER INFORMATION

### SHAREHOLDER ENQUIRIES

The Company's Ordinary Share register is maintained by:

Equiniti Limited  
Highdown House Yeoman Way Worthing  
West Sussex BN99 6DA  
Telephone: +44 (0) 371 384 2866  
Lines are open 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales).

Website: [www.shareview.co.uk](http://www.shareview.co.uk)

Shareholder enquiries on matters such as change of address, change of ownership or dividend payments should be directed to Equiniti at the address and website above.

## FERREXPO PLC – ANNUAL GENERAL MEETING

**MONDAY, 29 JUNE 2026 AT 11.00AM.**

### ADDRESS

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



**FERREXPO PLC**  
55 ST JAMES'S STREET, LONDON SW1A 1LA  
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