



Resilience & commitment

Ferrexpo plc
2023 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 Chair

Ferrexpo plc
Registered in England and Wales
Company number: 5432915

Registered office:
55 St James's Street
London SW1A 1LA

14 April 2023

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 sixteenth Annual General Meeting of the Company (the "AGM"). The AGM will be held at 11.00am on Thursday, 25 May 2023 at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, London, EC2A 2EG.

As explained in the 2022 Annual Report & Accounts, it is important to acknowledge the devastating impacts which the Russian invasion of Ukraine is having on Ukraine and the people, communities and businesses within the country. Now more than ever strong governance is 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 2023 and the Board will continue to focus on exercising strong governance during these difficult times.

In view of Russia's continued invasion of Ukraine, the Board has decided not to recommend a final dividend in conjunction with the Group's full year results for 2022. The Board will continue to assess the situation in Ukraine, and when appropriate, will make a decision in relation to shareholder returns.

Ann-Christin Andersen will not stand for re-election at the AGM. I would like to thank Ann-Christin for her services and contribution to the Company.

Your participation

The AGM is an important event in the Company's calendar providing the opportunity for shareholders and the Board to engage on resolutions set out in the Notice of Annual General Meeting, on pages 2 to 11 of this circular.

Shareholder questions

To ask a question before the meeting, shareholders are invited to submit their questions in advance by e-mail to: AGM2023@ferrexpo.com marked for the attention of the Company Secretariat by 18 May 2023. 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 or at 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.sharevote.co.uk. You will need your unique voting reference numbers shown on your Form of Proxy (the Voting ID, Task ID and Shareholder Reference Number).

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 Tuesday, 23 May 2023.

Voting on all resolutions 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) 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 11 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 25 May 2023.

Yours sincerely,

LUCIO GENOVESE
CHAIR

Notice of Annual General Meeting

The sixteenth Annual General Meeting of Ferrexpo plc (the “Company”) will be held at 11.00am on Thursday, 25 May 2023 at the offices of Herbert Smith Freehills 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 10 as ordinary resolutions.

Reports and Accounts

1. To receive the audited accounts and the reports of the Directors and auditor for the year ended 31 December 2022.

Directors’ Remuneration Report

2. To approve the Directors’ Remuneration Report, other than the part containing the Directors’ Remuneration Policy, in the form set out in the Company’s Annual Report and Accounts for the year ended 31 December 2022.

Auditors

3. To re-appoint MHA MacIntyre Hudson as the Company’s auditors to hold office until the conclusion of the next general meeting at which the Annual Report and Accounts are to be laid before the Company.
4. To authorise the Audit Committee of the Board to determine the auditor’s remuneration.

Directors

5. To re-elect Mr Graeme Dacomb as a Director of the Company.
6. To re-elect Mr Lucio Genovese as a Director of the Company.
7. To re-elect Mr Vitalii Lisovenko as a Director of the Company.
8. To re-elect Ms Fiona MacAulay as a Director of the Company.
9. To re-elect Ms Natalie Polischuk as a Director of the Company.
10. To re-elect Mr Jim North as a Director of the Company.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions of which Resolution 11 will be proposed as an ordinary resolution and Resolutions 12, 13 and 14 will be proposed as special resolutions.

Directors’ authority to allot shares

11. To consider and, if thought fit, pass the following as an ordinary resolution:

That the Directors be generally and they are hereby and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “2006 Act”) to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for, or to convert any security into, shares in the Company (“Rights”) up to an aggregate nominal amount of £19,935,910, such authority to expire at the end of the next annual general meeting after the passing of this resolution or on 25 August 2024, whichever is the earliest, but so that before this authority expires the Company may make offers and enter into agreements which would, or might, require shares to be allotted or Rights to be granted after the authority expires, and the Directors may allot shares and grant Rights in pursuance of such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

General power to disapply pre-emption rights

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

That the Directors be and they are hereby authorised pursuant to section 570 and section 573 of the 2006 Act: (a) subject to the passing of Resolution 11, to allot equity securities (as defined by section 560 of the 2006 Act) for cash under the authority given by Resolution 11 above; and (b) to allot equity securities (as defined in section 560(3) of the 2006 Act) for cash and by way of sale of treasury shares; in each case free of the restriction in section 561(1) of the 2006 Act, such power to be limited:

- (i) to the allotment of equity securities or by way of sale of treasury shares in connection with an offer of equity securities to ordinary shareholders in proportion (as nearly may be practicable) to their existing holdings, and so that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- (ii) to the allotment of equity securities or sale of treasury shares pursuant to the authority granted under Resolution 11 above and/or by virtue of section 560(3) of the 2006 Act, (in each case otherwise than under paragraph (i) above) up to an aggregate nominal amount of £3,069,839,

such power to expire at the end of the next annual general meeting after the passing of this resolution or on 25 August 2024 whichever is the earliest, but so that the Company may, before this power expires, make offers and enter into agreements which would, or might, require equity securities to be allotted after it expires, and the Directors may allot equity securities in pursuance of such offers or agreements as if this power had not expired.

Authority to purchase own shares

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

That, in accordance with 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 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 25 August 2024 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

14. 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
14 April 2023

Explanatory notes to the resolutions

ORDINARY BUSINESS

Resolutions 1 to 11 will be proposed as ordinary resolutions and will be passed if more than 50% of shareholders' votes cast are in favour.

Resolution 1: To receive the 2022 Report and Accounts

The Directors are required to present the Annual Report and Accounts of the Company for the year ended 31 December 2022 (the "Annual Report") to shareholders at the Annual General Meeting. The Annual Report was sent to shareholders on 14 April 2023 together with this Notice of Annual General Meeting.

Resolution 2: To approve the Directors' Remuneration Report

The Directors' Remuneration Report is set out in the Annual Report on pages 106 to 127. Resolution 2 is an ordinary resolution to approve the Directors' Remuneration Report. In accordance with the Companies Act 2006, Resolution 2 is an advisory resolution and does not affect the future remuneration paid to any Director.

The Directors' Remuneration Report details the Directors' remuneration for the year ended 31 December 2022. The report also includes a statement from the Chair of the Remuneration Committee providing details of the Remuneration Committee's activities. The Company's auditor has audited those parts of the remuneration report which are required to be audited and their report is issued in the Annual Report.

The Directors' Remuneration Policy was approved by shareholders at the 2021 annual general meeting and is not therefore required to be put to shareholders again until the annual general meeting in 2024.

Resolutions 3 and 4: To appoint auditors and authorise the Audit Committee to determine their remuneration

The Company is required to appoint auditors at each general meeting at which the Annual Report and Accounts are to be laid before the Company, to hold office until the conclusion of the next such meeting. The Audit Committee has reviewed the effectiveness, independence and objectivity of the external auditor, MHA MacIntyre Hudson, on behalf of the Board which now proposes their reappointment as auditor of the Company. Resolution 4 authorises the Audit Committee of the Board, in accordance with standard practice, to negotiate and agree the remuneration of the auditors.

Resolutions 5 to 10: 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 will retire and seek re-election at the AGM. Directors' biographies are summarised at the end of these explanatory notes on pages 7 to 9 and appear on pages 82 and 83 of the Annual Report. Following the internal evaluation of the Board during 2022 and subsequent Board discussions thereafter, the Board believes that each of the Directors who were in post as at 14 March 2023 (being the date of approval of the Annual Report) continue to be effective and demonstrate commitment to his or her role.

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 7 to 9.

Resolutions 7 and 8: To re-elect Vitalii Lisovenko and Fiona MacAulay as Directors of the Company

At the 2022 annual general meeting the resolutions to re-elect Ann-Christin Andersen, Vitalii Lisovenko and Fiona MacAulay as Directors of the Company (Resolutions 6, 9 and 10) each received a significant vote against. Vitalii Lisovenko and Fiona MacAulay are seeking re-election at this year's AGM. As noted in the Company's full year 2022 financial results announcement on 15 March 2023, Ann-Christin Andersen is not standing for re-election at this year's AGM.

During the year, we consulted with shareholders on a number of important issues, one of them being the significant votes against at the 2022 annual general meeting.

Based on the feedback received, the Board understands that the votes against arose as a result of concerns over corporate governance and potential over-boarding. Actions taken in response included:

- ensuring directors have sufficient capacity to effectively discharge their roles at the Company; and
- enhanced procedures and internal controls as part of the process of improving the overall corporate governance framework.

For the reasons set out above, we request your support to re-elect Vitalii Lisovenko and Fiona MacAulay as Directors of the Company at the AGM.

Re-election of Independent Directors

The Directors whom the Board has determined are independent for the purpose of the Code are Vitalii Lisovenko, Graeme Dacomb, Fiona MacAulay and Natalie Polischuk.

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 13.8.17 of the UK Listing Rules this Notice is required to state certain information concerning any independent Director proposed for election or re-election, and under rule 9.2.2E of the UK Listing Rules such election or 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 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 Listing Rule requirements for companies with a controlling shareholder also require (in rule 13.8.17 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 are set out in the biographical information on pages 82 and 83 of the Annual Report. Pages 95 and 96 of the Annual Report outline details of the internal Board evaluation process which was undertaken during 2022, which concluded that overall the Board is well-balanced in terms of Board dynamics. 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.

Selection of independent Directors:

As disclosed in the Nominations Committee Report on pages 105 to 109 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 Graeme Dacomb (appointed June 2019) and Fiona MacAulay (appointed August 2019) were the Savannah Group; in relation to the appointment of Vitalii Lisovenko (appointed November 2016) the search consultants were Odgers Berndtson; and in relation to the appointment of Natalie Polischuk (appointed December 2021) the search consultants were Boyden International.

Independence and tenure of the Board Chair

As explained on page 85 of the Annual Report, the Board Chair was not independent on appointment and his tenure has exceeded nine years, 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 Non-executive 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 mind set 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 Board Chair adds considerable value to the business given his experience, leadership qualities and detailed knowledge of the Group. He has more than 30 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.

Examples of the changes Mr Genovese has overseen during the last year include:

- supporting the Company's workforce and operations through the Russian invasion of Ukraine;
- prioritising health and safety and employee well-being;
- zero workforce fatalities during FY 2022;
- publication of Climate Change report;
- improved Board diversity;
- commenced search for a director from an ethnic minority background;
- appointment of permanent CEO;
- appointment of female Senior Independent Director;
- appointment of HSEC Chair;

Explanatory notes to the resolutions continued

- appointment of female Independent Non-executive director to Audit and HSEC Committees;
- appointment of female Acting Chief Marketing Officer;
- succession planning at Board and management level;
- strengthen cyber security; and
- focus on shareholder and key stakeholder engagement.

Mr Genovese led the Board through the COVID-19 pandemic ensuring continuity of the Board agenda and meetings together with ongoing corporate initiatives and the establishment of a COVID-19 Response Fund to support our local community in Ukraine and most recently has led the Board through the Russian invasion of Ukraine and the establishment of the Ferrexpo Humanitarian Fund to support the communities in Ukraine as the humanitarian crisis quickly unfolded.

The Board believes Mr Genovese is the right person to continue to Chair the Board. To provide continuity of his sound leadership, we request your support to re-elect Mr Genovese 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. Resolution 11 will be proposed as an ordinary resolution and will be passed if more than 50% of shareholders' votes cast are in favour. Resolutions 12, 13 and 14 will be proposed as special resolutions. For these resolutions to be passed, at least 75% of shareholders' votes cast must be in favour.

Resolution 11: Directors' authority to allot shares

At the 2022 annual general meeting held on 15 June 2022, the Directors were given authority to allot shares in the Company, and Resolution 11 seeks to renew this authority for a period until the date of the next annual general meeting or, if earlier, 25 August 2024. This resolution would give the Directors authority to allot ordinary shares, and grant rights to subscribe for or convert any security into shares in the Company, up to an aggregate nominal value of £19,935,910. This amount represents approximately one-third (33.33%) of the issued ordinary share capital of the Company, exclusive of treasury shares, as at 11 April 2023, the last practicable date prior to the publication of this document. The Directors have no present intention to allot new shares other than in connection with employee share and incentive plans. As at the date of this Notice, 15,830,814 ordinary shares are held by the Company as treasury shares representing approximately 2.6% of the total issued share capital.

Resolution 12: Disapplication of pre-emption rights

If directors of a company wish to allot shares in the Company, or to sell treasury shares, for cash (other than in connection with an employee share scheme) the 2006 Act requires that these shares are offered first to shareholders in proportion to their existing holdings.

The purpose of Resolution 12 is to authorise the Directors to allot ordinary shares in the Company, or sell treasury shares, for cash (i) in connection with an offer to existing shareholders on a pre-emptive basis (that is, including a rights issue or an open offer); and, otherwise, (ii) up to a nominal value of £3,069,839, equivalent to 5% of the total issued ordinary share capital of the Company as at 11 April 2023 without the shares first being offered to existing shareholders in proportion to their existing holdings.

The Directors do not intend to issue more than 7.5% of the total issued ordinary share capital of the Company for cash on a non-pre-emptive basis within any rolling three-year period without prior consultation with shareholder groups. The authority contained in Resolution 12 will end upon the expiration of the authority to allot shares conferred by Resolution 11 (that is, at the end of the next annual general meeting or, if earlier, 25 August 2024).

Resolution 13: Authority to purchase own shares

Under the 2006 Act, the Company requires authorisation from shareholders if it wishes to purchase its own shares. Resolution 13 seeks to renew the existing authority given at the 2022 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 13 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.

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 14: 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 2022 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)

Graeme Dacomb, Independent Non-executive Director (A, I, N, R)

Qualifications: Chartered Accountant

Appointed: 10 June 2019

Skills, experience and contribution

Graeme contributes to Ferrexpo plc over 43 years' experience of which he was a partner at Ernst & Young for 26 years where, for his last 12 years, he was a lead partner in the extractive industry, responsible for coordinating the provision of a full suite of services to multinational mining and oil and gas clients including Xstrata, Fresnillo, and BP across a broad range of countries including emerging markets. In addition to audit services, he provided critical advice for his clients on corporate governance structures, risk management, acquisitions, disposals and financial systems and controls.

Graeme brings extensive knowledge of the extractive industry and his financial expertise gained as lead audit partner provides a solid foundation for his role as Chair of the Audit Committee. He also brings an invaluable perspective and insights from his extensive international career.

Current external appointments

Currently, he serves as a non-executive director of Ecora Resources PLC (formerly Anglo Pacific Group PLC) since 2019.

Former external appointments

Previously, he was a Member of the Financial Reporting Review Panel from 2011–2018 and an audit partner of Ernst & Young LLP for 26 years.

Committee membership

Graeme is the Chair of the Audit Committee, where he acts as its Financial Expert and a member of the Nominations and Remuneration Committees and the Committee of Independent Directors.

Lucio Genovese, Non-executive Chair (N)

Qualifications: Chartered Accountant

Appointed: 13 February 2019 (as Non-independent Non-executive Director); 24 August 2020 (as Chair)

Skills, experience and contribution

Lucio contributes to Ferrexpo plc over 35 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 chief executive officer of Nage Capital Management AG, a Swiss based investment and advisory firm, since 2004; Director of Nevada Copper Inc since 2016; as chair of CoTec Holdings, listed on NEX Board of the TSVX, since 2021; and as a director of Audley Capital GmbH since 2022.

Former external appointments

Previously, he was non-executive director of Mantos Copper SA, 2015-2022; chair of Firestone Diamonds Plc, 2012–2020; an Independent Non-executive Director of Ferrexpo plc, 2007–2014; independent non-executive director of Ferrous Resources Limited, 2014–2019; Investment officer of InCentive Asset Management, 2000–2003; 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.

Explanatory notes to the resolutions continued

Vitalii Lisovenko, Independent Non-executive Director (A, I, N, R)

Non-executive Director designate for workforce engagement

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.

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 Group.

Workforce engagement

Vitalii was appointed Non-executive Director designate for workforce engagement on 18 February 2021. Vitalii is located in Ukraine and speaks Ukrainian, which is the language most widely spoken by the majority of our workforce.

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 since 2014 and is an Associate Professor of Finance at the Kyiv State Economic University.

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; a non-executive alternate director, 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.

Vitalii was Senior Independent Director until February 2022.

Fiona MacAulay, Senior Independent Non-executive Director (A, I, N, R)

Qualifications: Chartered Geologist

Appointed: 12 August 2019

Skills, experience and contribution

Fiona contributes to Ferrexpo plc over 35 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. 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

Currently, Fiona serves as non-executive director of Costain Group Plc since April 2022 and non-executive director of Chemring Group plc since 2020; and non-executive director of AIM listed IOG plc since 2018 where she serves as chair.

Fiona has informed the Board that she will not be standing for re-election as director and chair of IOG plc at its next annual general meeting expected to be held in May 2023, which will reduce the number of external non-executive directorships held by Fiona.

Former external appointments

Previously, she was non-executive director of AIM listed Coro Energy 2017–2022; chief executive officer of Echo Energy plc 2017–2018 and a 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 and a member of the Audit and Nominations Committees and Committee of Independent Directors. Fiona was the Chair of the Health, Safety, Environment & Community Committee until February 2022. Fiona was appointed Senior Independent Director on 11 February 2022.

Jim North, Chief Executive Officer and Executive Director (H)**Qualifications: Bachelor of Business and MBA**

Appointed: 14 February 2022 Chief Executive Officer (served as Acting Chief Executive Officer from 28 May 2020); appointed Executive Director 5 July 2020.

Skills, experience and contribution

Jim joined the Company in November 2014 and since then he has successfully managed our operations, enhancing operating efficiency by introducing world class operating practices. Over the past eight years, Jim has developed the strategic organic growth programme to expand and increase production through incremental brownfield expansions to FPM processing facilities significantly reducing the capital intensity required.

Jim is a capable Executive Director. He brings multiple commodity experience across the resources value chain and extensive experience to bear in managing the Company.

Current external appointments

None.

Former external appointments

Previously, Jim was Chief Operating Officer of London Mining PLC, where he was accountable for setting the company's operational and investment strategy around the world. He has wide-ranging operational mining experience at a senior level with Rio Tinto, BHP Billiton and Mount Isa Mines in Africa, South America and Australia covering commodities including iron ore, coal, base metals and aluminium.

Committee membership

Jim is a member of the Health, Safety, Environment and Community Committee.

Natalie Polischuk, Independent Non-executive Director (A, H, I)**Qualifications: MBA and BA Economics**

Appointed: 29 December 2021

Skills, experience and contribution

Natalie brings over 25 years of private equity experience in Eastern Europe, having held a number of senior roles at private equity funds in the region and having acted as an independent advisor on a number of M&A and due diligence projects in Ukraine.

Current external appointments

Currently, Natalie serves as non-executive director of Dobrobut (Ukraine) since 2018.

Former external appointments

Previously, she was non-executive director and treasurer of Lycée Français Anne de Kyiv, 2014–2020.

Committee membership

Natalie is a member of the Audit, Committee of Independent Directors and Health, Safety, Environment & Community Committees.

Notes to the Notice of AGM

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 letter and return it to Equiniti in the enclosed pre-paid envelope to be received no later than 11.00am on Tuesday, 23 May 2023. Alternatively, members can appoint proxies electronically by logging on to the website www.sharevote.co.uk. You will need your unique voting reference numbers (the Voting ID, Task ID and Shareholder Reference Number shown on your Form of Proxy). For an electronic proxy appointment to be valid, the appointment must be received by no later than 11.00am on Tuesday, 23 May 2023. CREST members should use the instructions for electronic proxy appointment through CREST 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 0371 384 2866. For shareholders calling from overseas, Equiniti's helpline number is +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 Tuesday, 23 May 2023 (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 Director's service contract 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 Tuesday, 23 May 2023. 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 14 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 and proxies 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. 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 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.

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 11 April 2023 (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) 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 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.
16. 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.
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.

Communication

18. 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: AGM2023@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 2006 Act 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.

THIS PAGE INTENTIONALLY LEFT BLANK

THIS PAGE INTENTIONALLY LEFT BLANK

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 8.30am to 5.30pm, Monday to Friday.

(Calls to this number are charged at 8p per minute plus network extras. For shareholders calling from overseas, Equiniti's helpline number is +44 121 415 7047.)

Website: www.equiniti.com

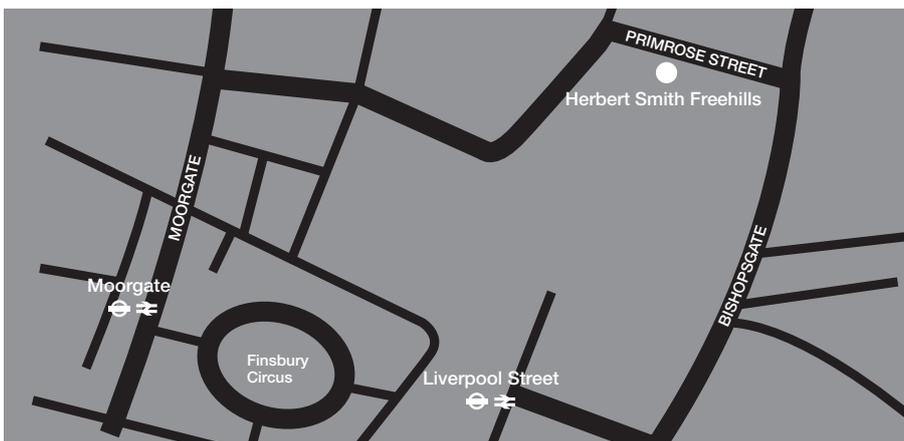
Shareholder enquiries on matters such as change of address, change of ownership or dividend payments should be directed to Equiniti at the address and telephone number above.

Ferrexpo plc – Annual General Meeting

Thursday, 25 May 2023 at 11.00am.

Address

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



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