



ESTABLISHED CAPABILITIES
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FERREXPO PLC
NOTICE OF ANNUAL GENERAL MEETING
2014

**PRODUCING IRON ORE
PELLETS** *for over* **35 YEARS**

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 advisor 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 Chairman

Ferrexpo plc
Registered in England and Wales
Company number: 5432915

Registered office:
2-4 King Street
London SW1Y 6QL

28 March 2014

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 invite you to the seventh annual general meeting of the Company (the 'Annual General Meeting'). The Annual General Meeting will be held at 11.00am on Thursday 22 May 2014 at The Dorchester, Park Lane, London W1K 1QA.

The Annual General Meeting enables the Company's shareholders to communicate with their Board and I hope that you will make use of this opportunity.

Resolutions and explanatory notes

The formal notice of Annual General Meeting (the 'Notice') is attached to this letter. The Notice contains the resolutions to be proposed at this year's Annual General Meeting. Explanatory notes on the resolutions appear on pages 5 to 6 of this document.

Action to be taken

If you are not able to attend the meeting in person, your vote is still important and I would ask you to complete, sign and return the enclosed Form of Proxy to register your vote. This will not prevent you from attending and voting in person at the meeting.

As an alternative to completing and returning the printed Form of Proxy, you may 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 pages 8 and 9.

The deadline for the receipt of proxy appointments is 11.00am on Tuesday 20 May 2014.

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 shareholders to vote in favour of each of the above resolutions, as they intend to do in respect of their own shareholdings.

I look forward to meeting you on 22 May 2014.

Yours sincerely,

Michael Abrahams CBE DL
Chairman

Notice of Annual General Meeting

The seventh Annual General Meeting of Ferrexpo plc (the 'Company') will be held at 11.00am on Thursday 22 May 2014 at The Dorchester, Park Lane, London W1K 1QA to transact the following business:

ORDINARY BUSINESS

To consider and, if thought fit, pass resolutions 1 to 14 as ordinary resolutions.

Reports and Accounts

1. To receive the audited accounts and the reports of the directors and auditors for the year ended 31 December 2013.

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 2013.
3. To approve the directors' remuneration policy as set out in the Directors' Remuneration Report in the Company's annual report and accounts for the year ended 31 December 2013.

Dividend

4. To declare a final dividend of 3.3 US cents per ordinary share for the year ended 31 December 2013.

Auditors

5. To re-appoint Ernst & Young LLP as the Company's auditors to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
6. To authorise the directors to determine the auditors' remuneration.

Directors

7. To re-elect Mr Michael Abrahams as a Director of the Company.
8. To re-elect Mr Oliver Baring as a Director of the Company.
9. To re-elect Mr Raffaele (Lucio) Genovese as a Director of the Company.
10. To re-elect Mr Wolfram Kuoni as a Director of the Company.
11. To re-elect Mr Christopher Mawe as a Director of the Company.
12. To re-elect Mr Ihor Mitiukov as a Director of the Company.
13. To re-elect Mr Miklos Salamon as a Director of the Company.
14. To re-elect Mr Kostyantyn Zhevago as a Director of the Company.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions of which resolution 15 will be proposed as an ordinary resolution and resolutions 16, 17 and 18 will be proposed as special resolutions.

Directors' authority to allot shares

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

That the Directors be generally 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 £19,620,804, such authority to expire at the end of the next Annual General Meeting after the passing of this resolution or on 1 July 2015, whichever is the earlier, 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 or 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.

Notice of Annual General Meeting continued

General power to disapply pre-emption rights

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

That the Directors be and they are hereby empowered pursuant to section 570 and section 573 of the 2006 Act: (a) subject to the passing of Resolution 15, to allot equity securities (as defined by section 560 of the 2006 Act) for cash under the authority given by that resolution; and (b) to allot equity securities (as defined in section 560(3) of the 2006 Act) for cash; 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 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 pursuant to the authority granted under Resolution 15 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 1 July 2015, whichever is the earlier 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

17. 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 58,862,414;
- (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 per cent of the average market value 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 purchased or (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 1 July 2015, whichever is the earlier, 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

18. 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

David Leonard
Company Secretary
28 March 2014

Explanatory notes to the resolutions

ORDINARY BUSINESS

Resolutions 1 to 14 will be proposed as ordinary resolutions and will be passed if more than 50 per cent of Shareholders' votes cast are in favour.

Resolution 1: To receive the 2013 Report and Accounts

The directors of the Company (the 'Directors') must present their annual report and accounts of the Company for the year ended 31 December 2013 (the 'Annual Report') to shareholders for formal adoption at the Annual General Meeting.

Resolutions 2 and 3 – Directors' Remuneration Report

There are new requirements this year in relation to the content and approval of the Directors' Remuneration Report, following changes made to the Companies Act 2006.

In accordance with the new Companies Act 2006 provisions, the Directors' Remuneration Report in the Annual Report contains:

- a statement by the Chairman of the Remuneration Committee;
- the directors' remuneration policy in relation to future payments to the directors and former directors (Part A of the report); and
- the annual report on remuneration, which sets out payments made in the financial year ending 31 December 2013 (Part B of the report).

The statement by the Remuneration Committee Chairman and the annual report on remuneration will, as in the past, be put to an annual advisory shareholder vote by ordinary resolution. The policy section of the Report, which sets out the Company's forward looking policy on directors' remuneration (including the approach to payments to directors for loss of office), is subject to a binding shareholder vote by ordinary resolution at least once every three years.

The Directors' Remuneration Report is set out in full in the Annual Report on pages 63 to 76.

Resolution 2 is the ordinary resolution to approve the Directors' Remuneration Report, other than the part containing the directors' remuneration policy. Resolution 2 is an advisory resolution and does not affect the actual remuneration paid to any director.

Resolution 3 is the ordinary resolution to approve the directors' remuneration policy which is set out in Part A of the Directors' Remuneration Report in the Annual Report on pages 64 to 69.

Once the Directors' Remuneration Policy has been approved, all payments by the Company to the Directors and any former directors must be made in accordance with the policy (unless a payment has been separately approved by a shareholder resolution).

If the Directors' Remuneration Policy is approved and remains unchanged, the Companies Act 2006 requires the Company to put the policy to shareholders for approval again no later than 31 December 2017. If the Company wishes to change the Directors' Remuneration Policy, it will need to put the revised policy to a vote again before it can implement the new policy.

Resolution 4: To declare a final dividend

The Directors recommend a dividend of 3.3 US cents per Ordinary Share, for payment on Friday 30 May 2014 to shareholders who were on the register of shareholders at the close of business on Friday 2 May 2014. If approved, the dividend will be paid to shareholders in UK pounds sterling. Shareholders wishing to receive their dividend in US dollars should refer to the dividend payment information on page 7 of this document.

Resolutions 5 and 6: To reappoint the auditors and authorise the Board to determine their remuneration

The Company is required to appoint auditors at each general meeting at which accounts are 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 auditors, Ernst & Young LLP, on behalf of the Board which now proposes their reappointment as auditors of the Company. Resolution 6 also authorises the Directors, in accordance with standard practice, to negotiate and agree the remuneration of the auditors. In practice, the Audit Committee will consider the audit fees for recommendation to the Board.

Resolutions 7 to 14: To re-elect the Directors

In accordance with the recommendations of the UK Corporate Governance Code and in keeping with the Board's aim of following best corporate governance practice, each of the eight Directors will retire and seek re-election at the Annual General Meeting. Their biographies appear on pages 52 and 53 of the Annual Report. The performance of the Directors has been formally evaluated and the Board believes that each Director continues to be effective and to demonstrate commitment to his role.

SPECIAL BUSINESS

As well as the ordinary business of the meeting outlined above, a number of special matters will be dealt with at the Annual General Meeting. Resolution 15 will be proposed as an ordinary resolution and will be passed if more than 50 per cent of shareholders' votes cast are in favour. Resolutions 16, 17 and 18 will be proposed as special resolutions. For these resolutions to be passed, at least 75 per cent of shareholders' votes cast must be in favour.

Explanatory notes to the resolutions continued

Resolution 15: Directors' authority to allot shares

At the 2013 annual general meeting the Directors were given authority to allot shares in the Company, and Resolution 15 seeks to renew this authority for a period until the date of the next annual general meeting or, if earlier, 1 July 2015.

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 £19,620,804. This amount represents approximately one-third (33.33 per cent.) of the issued ordinary share capital of the Company, exclusive of treasury shares, as at 14 March 2014, 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, 25,343,814 ordinary shares are held by the Company as treasury shares representing 4.1% of the total issued share capital.

Resolution 16: 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 Companies Act 2006 requires that these shares are offered first to shareholders in proportion to their existing holdings.

The purpose of Resolution 16 is to authorise the Directors to allot ordinary shares in the Company, or sell treasury shares, for cash (i) in connection with a rights issue; and, otherwise, (ii) up to a nominal value of £3,069,839, equivalent to five per cent of the total issued ordinary share capital of the Company as at 14 March 2014 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.

Resolution 17: Authority to purchase own shares

Under the Companies Act 2006, the Company requires authorisation from shareholders if it wishes to purchase its own shares.

Resolution 17 seeks to renew the existing authority given at the 2013 annual general meeting. The resolution specifies the maximum number of shares that may be purchased (approximately 10 per cent. of the Company's issued share capital excluding treasury shares) and the highest and lowest prices at which they may be bought.

Under the Companies Act 2006, 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 shares schemes. The Directors believe that it is desirable for the Company to have this choice and therefore expect that, should Resolution 17 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 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 there were no outstanding options to subscribe for Ordinary Shares.

Resolution 18: Notice of General Meetings

The notice period required by the Companies Act 2006 for general meetings is 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 days. Annual general meetings must always be held on at least 21 days' notice. At our last annual general meeting, shareholders authorised the calling of general meetings (other than annual general meetings) on a minimum of 14 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 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.

Notes to the Notice of AGM

Dividend

1. The Directors are proposing a dividend payment of 3.3 US cents per Ordinary Share, payable on Friday 30 May 2014 to Shareholders on the register of members as at Friday 2 May 2014. The dividend will be paid in UK pounds sterling. Shareholders may elect to receive the dividend in US dollars if they wish. Shareholders wishing to receive their dividends in US dollars should use a Currency Election Form which is obtainable from the Company's registrar, Equiniti on 0871 384 2030. 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. The Currency Election Form should be completed and returned to Equiniti by 2 May 2014.
2. Equiniti can also arrange for your dividend to be paid directly into a UK bank account. If you wish to take advantage of this facility you should contact Equiniti (see note 1 above) and obtain a Dividend Mandate Form, which should be completed and returned to Equiniti by Friday 25 April 2014. This arrangement is only available in respect of dividends paid in UK pounds sterling.
3. Ferrexpo plc is, for tax purposes, a Swiss resident company. As such, any dividend payment which the Company makes will be taxed in Switzerland at the current Swiss federal withholding tax rate of 35 per cent (the 'Withholding Tax'). The Withholding Tax must be withheld by the Company from the gross distribution and paid directly to the Swiss Federal Tax Administration. A full or partial refund of Withholding Tax may be available in certain circumstances, depending on your place of residence, ownership, related refund applications and evidence. Further information is available on the Company's website at www.ferrexpo.com or an information leaflet may be requested from the Company Secretary at the Company's registered office address. Any information provided does not purport to be a comprehensive analysis of the relevant tax issues. If you are in any doubt about your taxation position, or you are resident other than in the United Kingdom, Switzerland or the United States, you should consult an appropriate professional adviser.

Proxies

4. A Shareholder is entitled to appoint another person as his proxy to exercise all or any of his rights to attend, speak and vote at the Annual General Meeting on his behalf. A proxy need not be a shareholder of the Company. 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 20 May 2014. 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 20 May 2014. CREST members should use the instructions for electronic proxy appointment through CREST set out below.
5. 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 Equiniti (see note 1 above). 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.
6. Appointment of a proxy does not preclude you from attending and voting in person.
7. 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).
8. 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 1 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

9. Shareholders must be entered in the register of shareholders of the Company no later than 6pm on Tuesday 20 May 2014 in order to have the right to attend or vote at the 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.

Documents on display

10. Copies of the Executive Directors' service contracts and the Non-executive Directors' terms of appointment will be available for inspection at the Company's registered office during normal business hours from the date of this notice, and on the morning of the Annual General Meeting at the meeting venue from 10.30am until the conclusion of the meeting.

Notes to the Notice of AGM^{continued}

Nominated Persons

11. Any person to whom this notice is sent who is a nominated person under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may have a right under an agreement between him/her and the Shareholder by whom he/she was 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, he/she 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 4, 5 and 17 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

12. 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 10.30am on Thursday 22 May 2014. More than one corporate representative may be appointed by a corporate Shareholder, provided that each corporate representative has been appointed under a valid letter of representation. In accordance with the provisions of the Companies Act 2006, all such corporate representatives may exercise (on behalf of the Corporate Shareholder) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares as another representative of the same corporation.

Questions at the Annual General Meeting

13. 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.

Members' resolutions and other matters

14. Under sections 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise); (b) it is defamatory of any person; or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person or persons making it, must be received by the Company not later than 9 April 2014, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Website publication of request made by members in respect of audit or auditors

15. Shareholders satisfying the thresholds in section 527 of the Companies Act 2006 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 AGM will include any such statement that the Company has been required to publish on its website.

Total number of shares and voting rights

16. As at 14 March 2014 (being the latest practicable date prior to publication of this notice) the Company's issued share capital (excluding treasury shares) consisted of 588,624,142 Ordinary Shares carrying one vote each. Therefore, the total number of voting rights at this date was 588,624,142.

Instructions for electronic proxy appointment through CREST

17. 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 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.

18. 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 which can be viewed at www.euroclear.com. 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.
19. 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.
20. 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

21. 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 writing to the Company Secretary at the registered office address; or ii) 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 circular or in any related documents.

Information available on the Company's website

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

Shareholder Information

Shareholder enquiries

The Company's ordinary share register is maintained by:

Equiniti
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6DA

Telephone: 0871 384 2030
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.)

Email: www.equiniti.com

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

Financial calendar

Final dividend record date	2 May 2014
Annual General Meeting	22 May 2014
Final dividend payment date	30 May 2014
Half yearly results announced	August 2014
Interim dividend payable	September 2014
Financial year end	31 December 2014

Ferrexpo plc – Annual General Meeting

Thursday 22 May 2014 at 11.00am

Shareholders should note that the doors to the Annual General Meeting will open at 10.30am

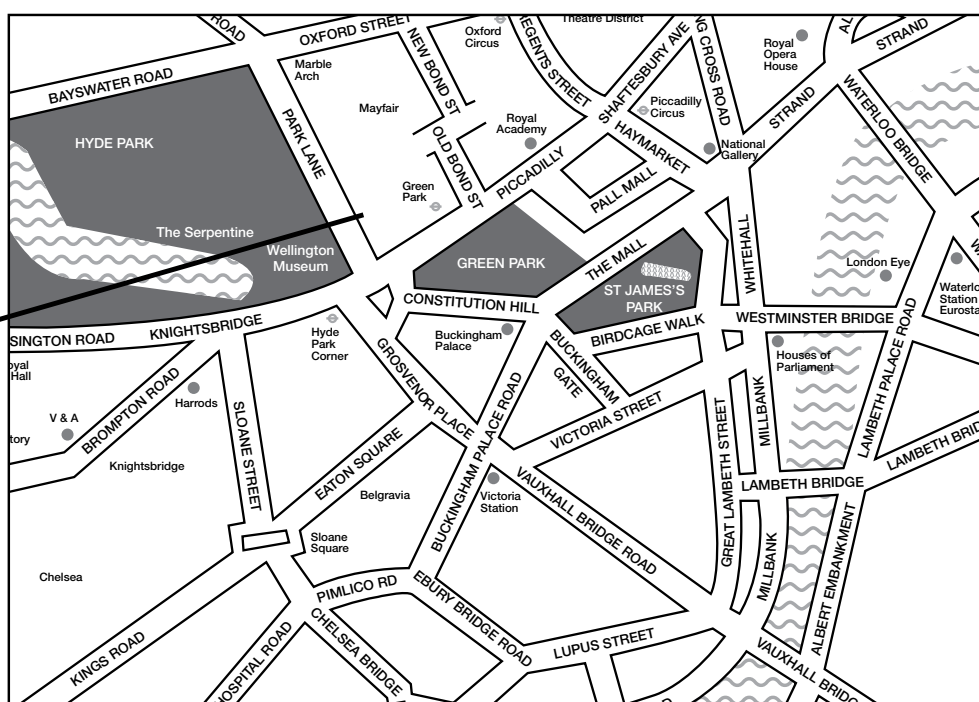
Address:

The Dorchester
Park Lane
London
W1K 1QA

Telephone: +44 207 629 8888

How to get there

The
Dorchester



By London Underground

Nearest Underground stations: Hyde Park Corner, Green Park or Marble Arch.

Security

Please note that, for security reasons, all hand luggage may be subject to examination prior to entry to the Annual General Meeting. Certain items will not be permitted in the meeting room. These include cameras, recording equipment, items of any nature with potential to cause disorder and such other items as the Chairman of the meeting may specify.

Persons who are not Shareholders of the Company will not be admitted to the Annual General Meeting unless prior arrangements have been made with the Company.

We ask all those present at the Annual General Meeting to facilitate the orderly conduct of the meeting and reserve the right, if orderly conduct is threatened by a person's behaviour, to require that person to leave.

Notes

