

The fourteenth Annual General Meeting of Ferrexpo plc (the "Company") to be held at 10.00am on Thursday 27 May 2021, at 55 St James's Street, London SW1A 1LA and any adjournment thereof.

**IMPORTANT NOTICE:**  
SEE THE NOTICE OF MEETING FOR IMPORTANT DETAILS ON THE IMPACT OF COVID-19 ON THIS YEAR'S ANNUAL GENERAL MEETING. WE STRONGLY ENCOURAGE YOU TO SUBMIT YOUR VOTES IN ADVANCE OF THE MEETING.

Please read the Notice of the Meeting and the accompanying notes carefully before completing this form of proxy.

Voting ID	Task ID	Shareholder Reference Number
-----------	---------	------------------------------

You can submit your proxy instructions at [www.sharevote.co.uk](http://www.sharevote.co.uk) using the above numbers.

☐ Please mark this box with an "X" if this proxy appointment is one of multiple appointments being made (see note (f) overleaf).

I/We being (a) holder(s) of Ordinary Shares of the Company, hereby appoint the Chair of the meeting or ..... (see note (b) overleaf) as my/our proxy in respect of ..... shares (see note (c) overleaf) to vote for me/us on my/our behalf at the Annual General Meeting to be held at 10.00am on Thursday 27 May 2021, at 55 St James's Street, London SW1A 1LA and at any adjournment thereof.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an "X". If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter (including amendments to resolutions and any procedural business) which is put before the meeting.

#### Ordinary Resolutions

	For	Against	Vote withheld
1. To receive the audited accounts and reports of the Directors and the auditors for the year ended 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the Directors' Remuneration Policy, in the form set out the Company's Annual Report and Accounts for the year ended 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To declare a dividend of 13.2 US cents per ordinary share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint MHA MacIntyre Hudson as the Company's auditors to hold office until the conclusion of the next Annual General Meeting at which the Annual Report and Accounts are to be laid before the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To authorise the Audit Committee of the Board to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect Ann-Christin Andersen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Graeme Dacomb as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Lucio Genovese as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Vitalii Lisovenko as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Fiona MacAulay as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Kostyantyn Zhevago as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To elect Jim North as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To renew the Directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Special Resolutions

15. To renew the Directors' authority to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. To renew the authority for the Company to purchase its own shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. To renew the authority for general meetings to be called on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Notes:**

- (a) Every shareholder has the right to appoint a proxy to exercise all or any of his/her rights to attend, speak and vote at the meeting. Please indicate how you wish your proxy to vote by marking the appropriate boxes with an "X". If you do not indicate how you wish to vote, the proxy will vote or abstain from voting, as he/she thinks fit, on the specified resolution and on any other business (including adjournments and amendments to the resolution) which may properly come before the meeting.
- (b) If you wish to appoint a proxy other than the Chair please strike out the words "the Chair of the meeting" and insert the name of the proxy desired in the space provided and initial the alteration. Such other proxy need not be a member of the Company, but must attend the meeting in person to represent the member appointing him/her. If you sign and return this proxy form with no name inserted in the box, the Chair of the meeting will be deemed to be your proxy.
- (c) Please insert the number of shares to which the form of proxy applies. Where a form of proxy does not state the number of shares to which it applies (a "blank proxy") then, subject to the principles in note (f) where more than one proxy is appointed, the proxy is deemed to have been appointed in relation to the total number of shares registered in the name of the appointing shareholder (or, if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- (d) In the case of joint holders, only one needs to sign. If more than one joint holder votes, only the appointment submitted by the most senior holder will be accepted. For this purpose, seniority will be determined by the order in which the holders' names appear in the register of shareholders.
- (e) In the case of a corporation, the proxy must be executed under its common seal or signed by a duly authorised officer, representative or attorney whose capacity must be stated. In the case of an individual, the proxy must be signed by the appointor or by his agent duly authorised in writing.
- (f) You may appoint more than one proxy to attend, speak and vote provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy each proxy must be appointed on a separate form of proxy. Please contact the Company's registrars, Equiniti by telephoning 0371 384 2866 (from the UK) or +44 121 415 7047 (overseas) to obtain an additional form, or you may photocopy this form. Lines are open 8.30am to 5.30pm Monday to Friday except on public holidays. Please also indicate, by marking the box provided, if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- (g) This form of proxy, to be valid, must be duly completed and signed and must be lodged with the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not later than 48 hours before the time of the meeting or adjourned meeting, together with the authority (if any) under which it is signed or a certified copy of such authority. Alternatively, members can appoint proxies electronically by logging on to the website [www.sharevote.co.uk](http://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 10.00am on Tuesday 25 May 2021. CREST members should use the instructions for electronic proxy appointment through CREST set out below.
- (h) Lodgement of a proxy will not preclude any shareholder from attending and voting at the meeting.
- (i) If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- (j) Any alteration made to this form of proxy must be initialled by the person who signs it.
- (k) CREST members who wish to appoint one or more proxies by using the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual and should also refer to the notes to the Notice of Meeting.
- (l) The "Vote Withheld" option is provided to enable you to instruct your proxy to abstain from voting on a particular resolution. A "Vote Withheld" is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" or "Against" a resolution but will be counted to establish if a quorum is present.
- (m) For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the Notice of Meeting.
- (n) You may not use any electronic address provided in this form of proxy to communicate with the Company for any purposes other than those expressly stated.

**IMPORTANT NOTICE:**

SEE THE NOTICE OF MEETING FOR IMPORTANT DETAILS ON THE IMPACT OF COVID-19 ON THIS YEAR'S ANNUAL GENERAL MEETING. WE STRONGLY ENCOURAGE YOU TO SUBMIT YOUR VOTES IN ADVANCE OF THE MEETING.

**Board of Directors – Role and Responsibilities**

- (1) Ann-Christin Andersen is an Independent Non-executive Director and with effect from May 2021, a member of the Committee of Independent Directors, Health Safety Environment and Community, Remuneration and Nominations Committees.
- (2) Graeme Dacomb is an Independent Non-executive Director, Chair of the Audit Committee, where he acts as its Financial Expert and a member of the Remuneration Committee and the Committee of Independent Directors.
- (3) Lucio Genovese is a Non-executive Chair and Chair of the Nominations Committee.
- (4) Vitalii Lisovenko is the Senior Independent Non-executive Director, Chair of the Committee of Independent Directors and a member of the Audit and Remuneration Committees. He is also Non-executive Director Designate for workforce engagement.
- (5) Fiona MacAulay is an Independent Non-executive Director, Chair of the Remuneration Committee and a member of the Audit, Committee of Independent Directors and Nominations Committees. She was appointed the Chair of Health Safety Environment and Community Committee (formerly the CSR Committee) on 13 February 2020.
- (6) Kostyantyn Zhevago is a Non-Independent Non-executive Director.
- (7) Jim North is an Executive Director and the Acting Chief Executive Officer.