

## FERREXPO plc

("Ferrexpo" or the "Company" or the "Group")

### **Ferrexpo 2020 AGM Statement, Results of AGM and Board Change**

The Company is releasing this update following its Annual General Meeting ("AGM"), which has taken place today. Due to the global COVID-19 pandemic, the AGM proceedings this year were held on an abridged basis in the interests of shareholder and public health.

#### **Trading update as of 30 April 2020**

Below is a trading update which would usually be made at the AGM:

- Year to date 2020 pellet production from own ore up 8.8% to 3.8 million tonnes compared to 3.5 million tonnes for the same period of 2019
- Record pellet production from own ore in April 2020 of 1.06 million tonnes
- Year to date 2020 sales increased by 28% to 4.1 million tonnes compared to 3.2 million tonnes for the same period of 2019
- The Group expects a further reduction in pellet stocks in the remainder of 2Q 2020
- Ferrexpo continues to benefit from lower energy prices which have reduced production and logistics costs
- We continue to take active measures to protect our workforce and local communities against the impact of the COVID-19 virus

#### **Results of AGM**

The results of voting at the AGM are summarised below. All Resolutions were voted by way of a poll.

As stated in the Company's AGM Notice and under Listing Rule 9.2.2E, a resolution to elect or re-elect an Independent Director must be passed by both a majority of the independent shareholders and a majority of all shareholders (including the majority shareholder). In order to determine this, votes cast by the independent shareholders were counted separately in respect of the re-election of Vitalii Lisovenko and the election of Graeme Dacomb and Fiona MacAulay and are set out below.

## Voting Results

Resolution	For/Discretion		Against		Total votes cast	Votes withheld <sup>1</sup>	
	No. of votes	% of votes cast <sup>2</sup>	No. of votes	% of votes cast <sup>2</sup>	No. of votes	No. of votes	
1. To receive the 2019 Report and Accounts	489,343,199	98.32%	8,379,150	1.68%	497,722,349	671,160	
2. To approve the Remuneration Report (apart from the remuneration policy)	379,214,136	76.10%	119,126,318	23.90%	498,340,454	53,055	
3. To approve the directors' Remuneration Policy	444,251,512	89.14%	54,139,749	10.86%	498,391,261	2,248	
4. To approve the 3.3 US cents final dividend	498,392,545	100.00%	585	0.00%	498,393,130	380	
5. To appoint MHA MacIntyre Hudson as the Company's auditors	496,921,638	99.70%	1,471,492	0.30%	498,393,130	380	
6. To authorise the directors to determine the auditors remuneration	498,386,109	100.00%	2,686	0.00%	498,388,795	4,715	
7. To elect Graeme Dacomb as a director	All	496,596,896	99.64%	1,795,651	0.36%	498,392,547	963
	Independent	200,518,952	99.11%	1,795,651	0.89%	202,314,603	963
8. To re-elect Lucio Genovese as a director	493,044,535	98.93%	5,346,812	1.07%	498,391,347	2,163	
9. To re-elect Vitalii Lisovenko as a director	All	360,351,413	72.30%	138,041,133	27.70%	498,392,546	963
	Independent	64,273,469	31.77%	138,041,133	68.23%	202,314,602	963
10. To re-elect Stephen Lucas as a director	359,723,874	72.18%	138,668,672	27.82%	498,392,546	963	
11. To elect Fiona MacAulay as a director	All	496,590,969	99.64%	1,798,578	0.36%	498,389,547	3,963
	Independent	200,513,025	99.11%	1,798,578	0.89%	202,311,603	3,963
12. To re-elect Kostyantyn Zhevago as a director	335,718,778	67.59%	160,951,323	32.41%	496,670,101	1,723,408	
13. To re-elect Chris Mawe as a director	467,972,018	93.90%	30,420,529	6.10%	498,392,547	963	
14. To authorise the directors to allot shares	497,159,981	99.75%	1,230,149	0.25%	498,390,130	3,380	
15. To authorise the directors to establish the Ferrexpo Employee Benefit Trust	498,215,852	100.00%	4,842	0.00%	498,220,694	172,816	
16. To empower the directors to disapply pre-emption rights	498,372,100	100.00%	18,030	0.00%	498,390,130	3,380	
17. To authorise the Company to make market purchases of its own shares	490,765,462	98.78%	6,074,758	1.22%	496,840,220	1,553,289	
18. To approve a 14 clear days' notice period for a general meeting other than an AGM	490,309,320	98.38%	8,082,810	1.62%	498,392,130	1,380	

1. A vote withheld is not a vote in law and is not counted in the calculation of votes validly cast for or against a resolution
2. Excluding votes withheld

### Board Change

Steve Lucas, Chairman of the Board, has informed the Company that for personal reasons and other business commitments he has decided to retire as Chairman and resign from the Board once an orderly succession process has been put in place and, in any event, will not stand for re-election at the Company's next annual general meeting.

As noted in the Company's 2019 Annual Report and Accounts, the Nominations Committee is already seeking to make a further appointment of a suitable Independent Non-Executive Director to strengthen the Board and relevant Board Committees. An additional process to appoint a further new Independent Non-Executive Director and to appoint a new Chairman will commence immediately and will be led by the Nominations Committee. The Board intends to comply fully with corporate governance best practice and with the board composition provisions of the UK Corporate Governance Code.

Once sufficient independent directors have been appointed to the Board, complying with the board composition provisions of the UK Corporate Governance Code, the Company intends to appoint Jim North to the Board. As announced on 18 May 2020, Jim has today been appointed as Acting Chief Executive Officer of Ferrexpo.

Steve Lucas, Chairman, commented:

*"Ferrexpo is an excellent Company with great people, a strong business and exciting prospects. With the support of my colleagues on the Board, I have helped steer the Company through challenging times and strengthened its governance processes, including the appointment of a number of experienced new non-executive directors together with new auditors. Ferrexpo has continued to trade strongly since the start of the year despite the challenges posed by the COVID-19 pandemic, with strong production and sales year to date along with further strengthening of the balance sheet. Having carefully considered the matter, it is clear to me that now is a good time to move on and hand over to someone else to take on the leadership of the Board. Whilst a succession process is put in place, which will include consultation with shareholders, I shall of course continue to do all I can to promote the success of the Company in the interests of all its shareholders and other stakeholders."*

### Significant Votes Against Resolutions

The Board of Ferrexpo notes that there were a significant proportion (more than 20%) of votes cast against resolutions to approve the Remuneration Report and to re-elect three of our directors.

The Board will consult and engage with independent shareholders as soon as possible to better understand the reasons behind these votes and will publish an update of shareholder engagement within 6 months of today's AGM.

As the re-appointment of Vitalii Lisovenko, as one of the Independent Non-Executive Directors, did not receive the requisite votes required for re-appointment by a majority of the independent shareholders, the Company may put the matter to a second vote of all shareholders to be held between 90 and 120 days after the AGM. Pending the second vote, Mr Lisovenko is deemed to have been re-elected to the Board of Ferrexpo 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 Mr Lisoenko's re-election is approved by a majority vote of all shareholders at the second general meeting, he will then be re-elected until the next Annual General Meeting.

The Board currently intends to hold a second vote for the re-appointment of Mr Lisoenko as the Directors believe his expertise and contribution as a director is important for the Company. Further announcements will be made in due course.

#### Further Disclosures

As at the date of the AGM, 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 as at the date of the AGM was 588,624,142.

In accordance with Listing Rule 9.6.2, Ferrexpo plc has submitted a copy of the resolutions dealing with the special business put to shareholders at the AGM today to the National Storage Mechanism, which will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

This announcement contains inside information in relation to the Company. The person responsible for making this notification is Mark Gregory, Company Secretary.

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**Notes to Editors:**

Ferrexpo is a Swiss headquartered iron ore company with assets in Ukraine. It has been mining, processing and selling high quality iron ore pellets to the global steel industry for over 40 years. In 2019, the Group produced 10.5 million tonnes of pellets ranking it as the 3rd largest exporter of pellets to the global steel industry with a market share of approximately 8%. Ferrexpo has a diversified customer base supplying steel mills in Austria, Germany, Japan, South Korea, Taiwan, China, Slovakia, the Czech Republic, Turkey, Vietnam and America. Ferrexpo has a premium listing on the main market of the London Stock Exchange. For further information, please visit [www.ferrexpo.com](http://www.ferrexpo.com)