

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT CONTAINS PROPOSALS RELATING TO FERRO-ALLOY RESOURCES LIMITED ON WHICH YOU ARE BEING ASKED TO VOTE.**

If you are in any doubt about the contents of this document you are recommended to seek your own independent financial advice immediately from your stockbroker, bank, legal adviser, accountant, or other appropriate independent financial adviser, who is 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 ordinary shares in Ferro-Alloy Resources Limited, please send this document and the accompanying Proxy Form to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## **FERRO-ALLOY RESOURCES LIMITED**

*(a company incorporated in Guernsey with registration number 63449)*

**(Company)**

### **NOTICE OF 2022 ANNUAL GENERAL MEETING**

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Notice of the 2022 annual general meeting of the Company, to be held at 2.00 pm local time on 10 November 2022, is set out at the end of this document. Your attention is also drawn to the section entitled "Action to be taken" on page 3 of this document.

Your attention is drawn to the letter from the Chief Executive of the Company set out on pages 3 to 4 of this document, which contains the recommendation of the directors that you vote in favour of the shareholder resolutions to be proposed at the 2022 annual general meeting of the Company, described further below.

Shareholders are requested to return a Proxy Form by post, by courier or by hand to *Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol BS99 6ZY*, so as to be received as soon as possible and in any event not later than 2.00 pm local time on 8 November 2022. Completion of a Proxy Form does not preclude a shareholder from subsequently attending and voting at the annual general meeting in person if he/she so wishes.

Should a shareholder wish to attend the annual general meeting in person, they should notify the Company of their intention to do so no later than 2.00 pm local time on 8 November 2022 so that suitable arrangements can be made. Proof of identity and the relevant written authority to attend and vote at the annual general meeting will be required from those shareholders that hold their shareholding in the Company via a nominee or similar third party.

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### **Enclosures:**

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### Note:

The Annual Report for the Company for the financial year ended 31 December 2021 is available on the Company's website ([www.ferro-alloy.com](http://www.ferro-alloy.com)) under the "Financial Reports" tab of the "Investors" section and can be accessed by downloading a PDF copy.

A copy of the Annual Report for the Company for the financial year ended 31 December 2021 will be available for inspection at the annual general meeting.

## LETTER FROM THE CHIEF EXECUTIVE

# Ferro-Alloy Resources Limited

(a company incorporated in Guernsey with registration number 63449)

### Directors:

Sir Michael Davis (Chairman)  
Nicholas Bridgen (Chief Executive)  
Andrey Kuznetsov  
William Callewaert  
Christopher Thomas  
James Turian  
Petrus Nienaber

### Registered Office

Noble House  
Les Baissieres  
St Peter Port  
Guernsey  
GY1 2UE

7 October 2022

Dear Shareholder,

### 2022 Annual General Meeting of the Company

#### 1. Notice of the AGM

I am pleased to be writing to you with details of the 2022 annual general meeting of the Company which we are holding at 2.00 pm local time on 10 November 2022 at The Old Government House Hotel, St Ann's Place, Guernsey, GY1 2NU (**AGM**). The formal notice of the AGM is set out on pages 5 to 7 of this document (**Notice**).

#### 2. Proposed shareholder resolutions

A number of resolutions are being proposed by the directors at the AGM. Full details of the proposed resolutions are set out in the Notice, but I thought it might be helpful for me to write a few words on those resolutions.

##### Resolutions 1 to 12 (Ordinary)

Resolutions 1 to 12 deal with: the Company's Annual Report for the financial period ended 31 December 2021 (resolution 1); the re-election of directors (resolutions 2 to 8); the appointment and remuneration of the Company's auditor (resolutions 9 and 10); the granting of authority for the Company to acquire its own shares by way of market purchases (resolution 11); and the granting of authority to the directors to allot shares in the capital of the Company (resolution 12).

With regard to resolutions 2 to 8, in accordance with the UK Corporate Governance Code, all of the directors of the Company will stand for re-election. Biographical information for the directors is available on the Company's website at <http://www.ferro-alloy.com/en/company/leadership/>.

##### Resolution 13 (Special)

Resolution 13 is interlinked with resolution 12 and grants authority to the directors to allot the shares noted in resolution 12 on a non pre-emptive basis.

#### 3. Action to be taken

Whether or not you intend to attend the AGM, you should ensure that your Proxy Form (and any relevant supporting documents) are returned to Computershare Investor Services (Guernsey) Limited, by post, courier or delivery by hand to *The Pavilions, Bridgwater Road, Bristol, BS99 6ZY*.

The Proxy Form must be received by Computershare Investor Services (Guernsey) Limited as soon as possible and in any event not later than 2.00 pm on 8 November 2022.

Completion and return of the Proxy Form will not affect a shareholder's right to attend, speak and vote at the AGM.

#### **4. Recommendations**

The directors believe that all of the proposed resolutions contained in the Notice are likely to promote the success of the Company for the benefit of its shareholders as a whole. Accordingly, the directors unanimously recommend that shareholders vote in favour of all the resolutions being proposed at the AGM, as the directors themselves intend to do in respect of their combined shareholdings of 128,501,023 ordinary shares, representing 28.6 per cent. of the entire issued share capital of the Company.

Yours faithfully

**Nicholas Bridgen**  
Chief Executive

**Ferro-Alloy Resources Limited**  
**Notice of Annual General Meeting**

Notice is given that the 2022 Annual General Meeting of the Company will be held at 2:00 pm local time on 10 November 2022 at The Old Government House Hotel, St Ann's Place, Guernsey, GY1 2NU to transact the business set out below.

Resolutions 1 to 12 (inclusive) will be proposed as ordinary resolutions and resolution 13 will be proposed as a special resolution.

Ordinary Resolutions

- 1 To receive and adopt the Company's Annual Report containing the audited accounts and the auditors' and directors' reports for the year ended 31 December 2021.
- 2 To re-elect Sir Michael Davis as a director.
- 3 To re-elect Nicholas Bridgen as a director.
- 4 To re-elect Andrey Kuznetsov as a director.
- 5 To re-elect Christopher Thomas as a director.
- 6 To re-elect James Turian as a director.
- 7 To re-elect Petrus Nienaber as a director.
- 8 To re-elect William Callewaert as a director.
- 9 To re-appoint Crowe U.K. LLP as the Company's auditors.
- 10 To authorise the directors to determine the auditors' remuneration.
- 11 That the Company is generally and unconditionally authorised to make market purchases of ordinary shares in the capital of the Company on such terms and in such manner (and with respect to those shares, cancel them or hold them as treasury shares) as the directors shall determine provided that:
  - (a) the maximum number of ordinary shares hereby authorised to be purchased is limited to such number of ordinary shares as represents 10% of the issued share capital of the Company on a fully diluted basis as of the date this resolution is passed;
  - (b) there shall be no minimum price; and
  - (c) the maximum price, exclusive of associated expenses, which may be paid for an ordinary share shall not be more than an amount equal to 120 per cent. of the average of the middle market quotations for an ordinary share derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such ordinary share is contracted to be purchased,

such authorities to apply in substitution for all previous authorities and to expire on the date occurring 18 months from the date of the passing of this resolution or, if earlier, on the conclusion of the Company's next annual general meeting but, in each case, so that the Company may make

any offer or agreement before such expiry to purchase ordinary shares under this authority which will or may be completed wholly or partly after the expiry of such authority and may make a purchase of ordinary shares in pursuance of any such offer or agreement notwithstanding that the authorities conferred by this resolution have expired.

12 That the directors are generally and unconditionally authorised pursuant to Article 20 of the articles of incorporation of the Company (**Articles**) to exercise all the powers of the Company to allot Relevant Securities (as defined in the Articles) and to grant rights to subscribe for or to convert any security into such Relevant Securities (**Allotment Rights**):

- (a) in respect of up to a maximum aggregate amount of 500 million ordinary shares;
- (b) up to a further 100 million ordinary shares in connection with an offer by way of rights issue or other pre-emptive offer or issue to the holders of ordinary shares on the register of members at such record date(s) as the directors may determine, where the Relevant Securities attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective number of ordinary shares held or deemed to be held by them on any such record date(s), subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

such authorities to apply in substitution for all previous authorities and to expire on the date occurring 18 months from the date of the passing of this resolution or, if earlier, on the conclusion of the Company's next annual general meeting but, in each case, so that the Company may make any offer or agreement before such expiry which would or might require shares to be allotted or Allotment Rights to be granted after such expiry and the directors may allot such shares or grant such Allotment Rights in pursuance of such offer or agreement notwithstanding that the authorities conferred by this resolution have expired.

#### Special Resolution

13 That the directors are generally and unconditionally authorised pursuant to Article 21.8 of the Articles to allot Equity Securities (as defined in the Articles) for cash pursuant to the authority conferred on them by resolution 12, above, as if Article 21.1 did not apply, and such authority shall expire when the authority conferred on the directors by resolution 12, above, expires save that, before the expiry of this power, the Company may make any offer or agreement which would or might require Equity Securities to be allotted as if Article 21.1 did not apply after such expiry and the directors may allot Equity Securities in pursuance of such offer or agreement as if Article 21.1 did not apply notwithstanding that the authorities conferred by this resolution have expired.

By Order of the Board  
7 October 2022

**NOTES:**

- 1 A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him, as his proxy to exercise all or any of his rights to attend and to speak and vote at the meeting.
- 2 A member must be registered as the holder of ordinary shares by close of business on 8 November 2022 in order to be entitled to attend and vote at the meeting as a member in respect of those shares.
- 3 Forms for the appointment of a proxy in respect of the meeting have been provided to members with this notice of meeting. To be valid, a proxy appointment form must be completed in accordance with the instructions that accompany it and then delivered (together with any power of attorney or other authority under which it is signed, or a certified copy of such item) to *Computershare Investor Services (Guernsey) Limited c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY* so as to be received by 2.00 pm (local time) on 8 November 2022.

# PROXY FORM

## FERRO-ALLOY RESOURCES LIMITED

(Incorporated and registered in Guernsey with registered Company Number. 63449)

I/We,

\_\_\_\_\_

(Full Name in Block Letters)

of

\_\_\_\_\_

(Full Address)

being the registered shareholder(s) of \_\_\_\_\_ ordinary shares of no par value in the share capital of Ferro-Alloy Resources Limited (the "Company"), hereby appoint:

\_\_\_\_\_ of \_\_\_\_\_

or, failing him/her, the chairman (**Chairman**) of the Annual General Meeting of the Company (the "AGM"), to act as my/our proxy to vote for me/us and on my/our behalf at the AGM to be held at 2.00 pm local time on 10 November 2022 at The Old Government House Hotel, St Ann's Place, Guernsey, GY1 2NU, and at any adjournment thereof, on the undermentioned resolutions as indicated below:

**Please indicate with an 'X' in the spaces below how you wish your vote to be cast. If no indication is given your proxy will vote for or against the resolutions or abstain from voting as they think fit.**

No.	Ordinary Resolutions	For	Against	Withheld
1	To receive the Company's Annual Report for the year ended 31 December 2021			
2	To re-elect Sir Michael Davis as a director			
3	To re-elect Nicholas Bridgen as a director			
4	To re-elect Andrey Kuznetsov as a director			
5	To re-elect Christopher Thomas as a director			
6	To re-elect James Turian as a director			
7	To re-elect Petrus Nienaber as a director			
8	To re-elect William Callewaert as a director			
9	To re-appoint Crowe U.K. LLP as auditors			
10	To authorise the directors to determine the auditors' remuneration			
11	That the Company is generally and unconditionally authorised to make market purchases of ordinary shares in the capital of the Company on the terms as more particularly detailed within resolution 11 as set out in the notice convening the AGM			

12	That the directors are generally and unconditionally authorised pursuant to Article 20 of the articles of incorporation of the Company to exercise all the powers of the Company to allot Relevant Securities and to grant rights to subscribe for or to convert any security into such Relevant Securities on the terms as more particularly detailed within resolution 12 as set out in the notice convening the AGM.			
No.	Special Resolution	For	Against	Withheld
13	That the directors are empowered pursuant to Article 21.8 of the Articles to allot Equity Securities on a non pre-emptive basis, on the terms as more particularly detailed within resolution 13 as set out in the notice convening the AGM.			

If by an individual:

If for and on behalf of a corporation:

Signed:

Signed by:

.....

.....

Dated:

for and on behalf of:

.....

.....

Position:

.....

Dated:

.....

**NOTES:**

1. To appoint as a proxy a person other than the Chairman, insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you.  
The following options are available:
  - 1.1 To appoint the Chairman as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Proxy Form.
  - 1.2 To appoint a person other than the Chairman as your sole proxy in respect of all your shares, insert the name and address of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate box and sign and date the Proxy Form.
  - 1.3 To appoint more than one proxy, please sign and date the Proxy Form and attach a schedule listing the names and addresses (in block letters) of all of your proxies, the number of shares in respect of which each proxy is appointed (which, in aggregate, should not exceed the number of shares held by you) and indicating how you wish each proxy to vote or abstain from voting. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the AGM'.
2. Unless otherwise indicated the proxy will vote as he thinks fit or, at his discretion, abstain from voting.
3. In the case of:
  - 3.1 an individual, this proxy form must be signed by the relevant member appointing the proxy or a duly appointed attorney on behalf of such member; and
  - 3.2 a corporation, this proxy form must be executed under its common seal or signed on its behalf by an officer of the company or duly appointed attorney for the company.
4. To appoint a proxy using this form, the form must be:
  - 4.1 completed, signed and dated; and
  - 4.2 sent or delivered to *Computershare Investor Services (Guernsey) Limited, c/o The Pavilions, Bridgwater Road, Bristol, BS99 6ZY* in hard copy form, by hand, post or courier; so as to be received by 2.00 pm local time on 8 November 2022.

5. The Proxy Form is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
6. The 'Vote Withheld' option is to enable you to abstain on any particular resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' a resolution.
7. In the case of joint holders:
  - 7.1 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; and
  - 7.2 the vote of the most senior holder who tenders a vote (whether in person or by proxy) shall be accepted to the exclusion of the votes of all other joint holders. Seniority is determined by the order in which the names of the joint holders appear in the Company's Register of Members in respect of the joint holding (the first named being the most senior).
8. Completion and return of the Proxy Form will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.
9. The right to vote at the AGM shall be determined by reference to the Register of Members of the Company. Only those persons whose names are entered on the Register of Members of the Company at close of business in Guernsey on 8 November 2022 shall be entitled to attend and vote in respect of the number of shares registered in their names at that time. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and/or vote at the AGM.
10. For the purposes of ensuring a quorum is present at the AGM, where the Chairman is appointed as your proxy the Chairman may nominate another director or officer of the Company to act as your proxy at the AGM, and such nominated individual shall be your duly appointed proxy for the purposes of the AGM.