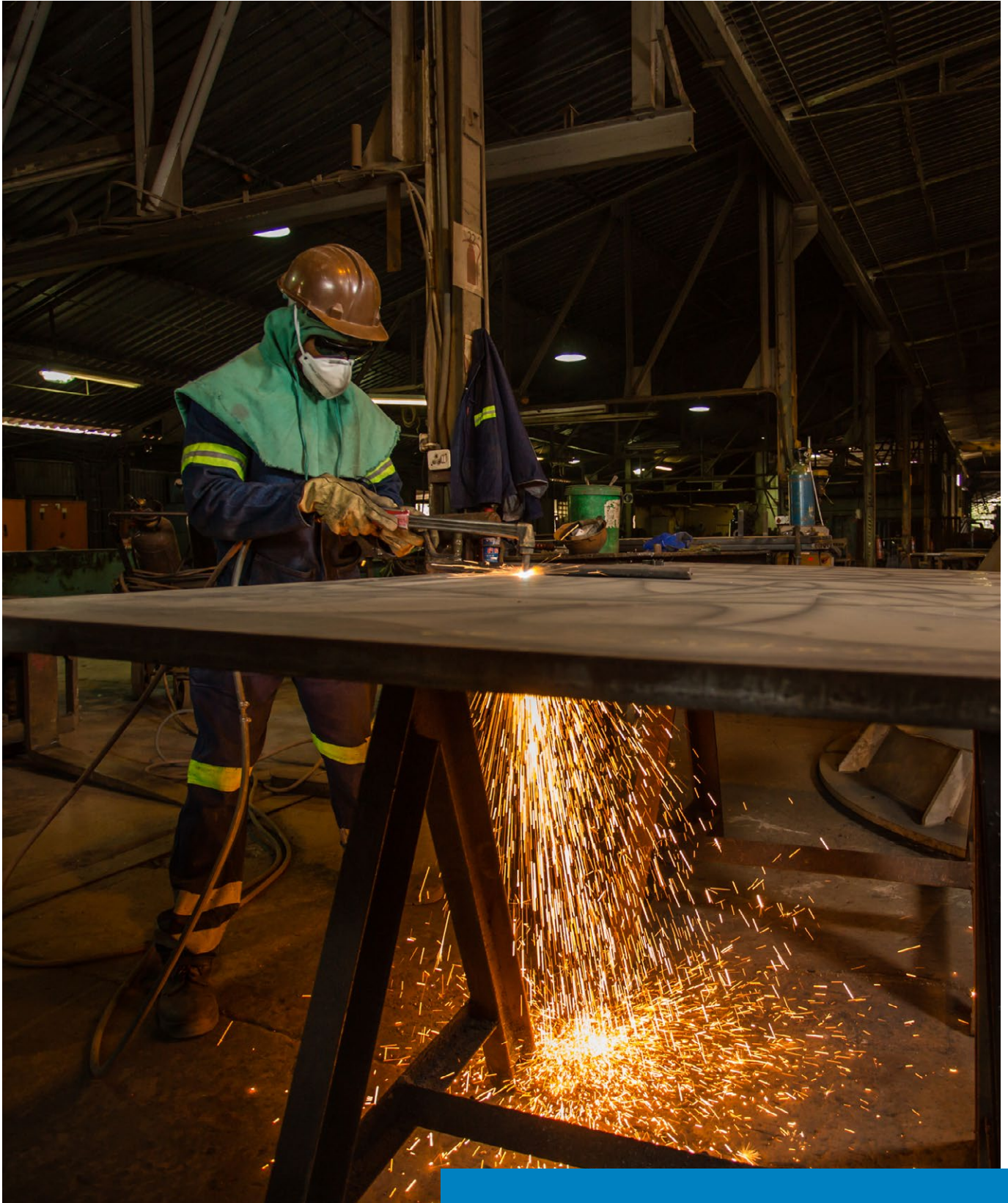




Governance Review





Chairman's Introduction

Dear Shareholders,

In 2019 Afarak Group continued to operate in a very challenging business environment.

The Ferro-Chrome industry struggled world-wide. Our operations in South Africa were particularly affected by this. Our Speciality business did well regardless difficult circumstances. The financial performance of South African operations was disappointing in spite of significant technical improvements, rationalisation of business, cost cutting, staff reduction and many other measures taken by the Management.

We, as a board, continued to support management to enable them to implement initiatives to further strengthen operations and ensure the delivery of our long term strategy. In South Africa, our management teams are working towards turn-around strategy which includes additional beneficiation plants and a further developed PGM recovery plant. This should expand the spectrum of our products and increase our resilience to the market volatility.

Afarak's position as a vertically integrated producer of speciality alloys; acting as a miner, producer and marketer of its products, enables it to adapt better to changing market circumstances and to extract value at every stage of this process. Our ability to be specialist producers as well as volume miners, will further support our resilience and adaptability.

As a company we are committed to safety and sustainability. Our focus remains on ensuring a "Zero Harm" policy and we are proud and thankful that no fatalities happened in 2019. Improvements in health & safety performance were registered across the whole Group. Throughout the year, we have invested comprehensively in ensuring that safety of our employees is prioritised across all production units. We have also supported health education and health promotion.

In our business we face many challenging situations, as we work to extract resources safely, profitably and responsibly, to mitigate our environmental impact and support our host communities. We recognize the value of multi-stakeholder engagement and we continue to tackle these challenges with Management, our employees, unions and our host communities.

Every year we participate in a number of initiatives across many areas including our host communities in South Africa and Turkey. Our support has extended beyond charitable donations towards assisting NGOs and educational services.

Afarak's determination to return to growth can be attained if it has strong corporate governance in place. Our aim has been to achieve good governance commit to fulfill our obligations of a publicly listed company.

Although the Board is substantially smaller than in previous years, it still has diversity of skills and expertise while this requires from the Board members to be more active and involved in order to maintain oversight of the business, support management to implement cost savings, improve information flows and create a stable environment for long-term strategic thinking and development. After the AGM, we plan to increase the size of the Board.

I thank all for their continuing commitment and contribution in 2019. As a small Board we all had multiple duties and responsibilities and jointly participated in all tasks usually carried by Board committees.

As always, we remain mindful of the trust shareholders place in us as elected Directors and of our responsibilities towards them. We seek to apply rigorous governance standards in our work that is described in the Governance Review.

As instructed by the Extraordinary General Meeting held in November 2018, the management has ensured the repurchase and cancellation of 25,998,881 of Afarak's own shares for a sum of EUR 26,388,864 in August 2019, and reissued 15,000,000 treasury shares.

I am confident that we have a leadership team with the resolve and commitment to ensure that Afarak returns to growth. I share our CEO's enthusiasm for the future prospects of Afarak as an innovator of value-added ferrochrome products and its ability to deliver value for customers and shareholders.

As I continue to talk to our employees around the world, I am constantly reminded that our achievements are only made possible by this very skilled, hard-working and very talented team. I am grateful for all their efforts and impressive commitment over the past year and look forward to working with them during difficult times towards delivering a return to growth.

THORSTEIN ABRAHAMSEN
Chairman

Information Presented by Reference

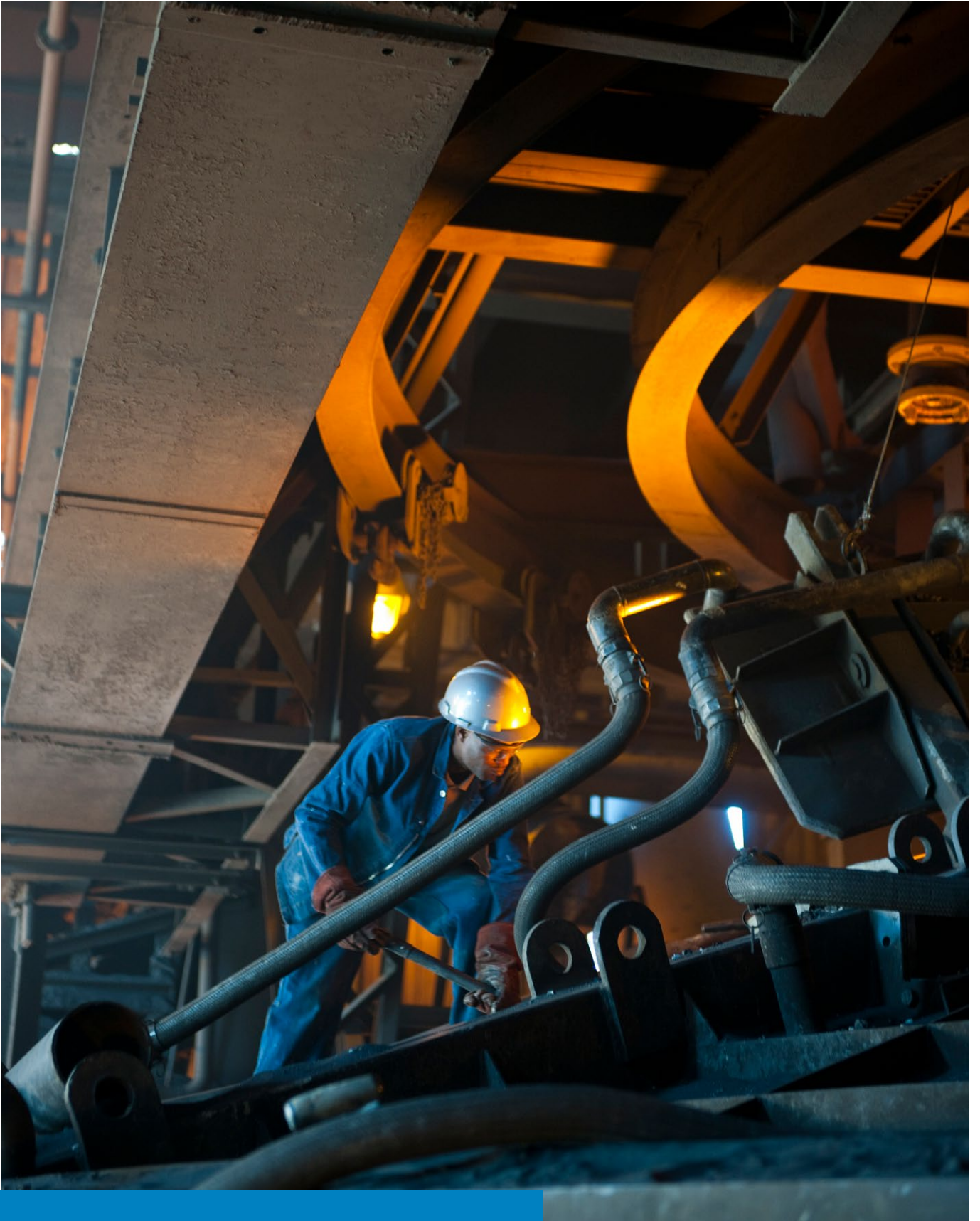
The Group's key financial figures, related party disclosures, information on share capital and option rights are presented in the notes to the consolidated financial statements. The share ownership of the parent company's Board members and Chief Executive Officer is presented in the notes to the parent company's financial statements.

The Corporate Governance Statement and the Remuneration Report are presented as separate reports in this Annual Report.

For the purposes of United Kingdom Listing Authority listing rules ("LR") 9.8.4C R, the information required to be disclosed by LR 9.8.4 R can be found in the following locations:

SECTOR	TOPIC	LOCATION
1	Interest capitalised	1.8. Notes to the statement of financial position, 9. Property, plant and equipment.
2	Publication of unaudited financial information	Not applicable
4	Details of long-term incentive schemes	1.8. Notes to the statement of financial position, 17. Share-based payments
5	Waiver of emoluments by a director	Not applicable
6	Waiver of future emoluments by a director	Not applicable
7	Non pre-emptive issues of equity for cash	Not applicable
8	Item (7) in relation to major subsidiary undertakings	Not applicable
9	Parent participation in a placing by a listed subsidiary	Not applicable
10	Contracts of significance	1.8. Notes to the statement of financial position, 1.9.2 Related party transactions
11	Provision of services by a controlling shareholder	Not applicable
12	Shareholder waivers of dividends	Not applicable
13	Shareholder waivers of future dividends	Not applicable
14	Agreements with controlling shareholders	Not applicable

All the information cross-referenced above is hereby incorporated by reference into this Board of Directors report.



Our People

The Board of Directors

CHAIRMAN

Thorstein Abrahamsen

Chairman and Independent Non-Executive Director
M.Sc. (Electrochemical Engineering)
Born 1948

Thorstein Abrahamsen is an internationally respected stainless steel and ferro-alloy industry professional. He has served as Chief Executive Officer of various manufacturing companies within stainless steel, ferro-alloy, construction equipment and mining industries. He also served as Vice- President Sales & Distribution of a global stainless steel production company. Throughout his career he has served on over 30 boards including chairmanships of ferro- alloy and steel trading & marketing companies around the world. He is currently chairman of a construction industry company, a board member and partner of a management consultancy company and two investment companies. Mr Abrahamsen was appointed to the Board of Afarak on 23 May 2017 and appointed Chairman on 11 November 2019.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr Jelena Manojlovic

Chairman and Dependent Non-Executive Director
Ph.D. (Medicine), Clin. D. (Psychology), MA (Psychotherapy)
Born 1950

Jelena Manojlovic has been a member of the Board since July 11, 2008. She has acted as Chairman of the Board during 2009 and 2015 and again during 2017 and 2019. She is an established university lecturer and organizational consultant and has 35 years' experience in the human resources field and 20 years' in management positions in a diverse range of organisations, including the UK's National Health Service, universities and other companies. Dr Manojlovic is independent of the Company but is dependent on a major shareholder of the Company.

EXECUTIVE DIRECTOR

Guy Konsbruck

CEO and Executive Director
BA; MBA (SHU Fairfield)
Born 1965

Guy Konsbruck was appointed Chief Executive Officer of Afarak on 15 January 2017. He has previously served as an Executive Vice-President of MFC Industrial since 2014. Before that he served as CEO of FESIL's global sales companies and was also the co-founder of Luxalloys. Mr Konsbruck was appointed to the Board during the Extraordinary General Meeting held on 5th February 2018.

Barry Rourke

Independent Non-Executive Director
FCA
Born 1950

Barry Rourke was a member of the Afarak Board, the Chairman of the Audit Committee and a member of the Remuneration Committee from April 2010 to February 2013 and rejoined the Board in 2015. He was an Audit Partner at PWC for 17 years from 1984 to 2001 where he specialised in the Oil & Gas and Mining sectors. He currently holds a number of non-executive directorships and positions on the audit committees in other companies. Barry Rourke resigned from the board 11 November 2019.

Yolanda Bolleurs

Independent Non-Executive Director
Certified accountant
Born 1972

Mrs Bolleurs is a certified accountant with long experience in auditing, financial services and financial consultancy. She worked for KPMG as auditor, as CFO in several companies before forming her own consulting company providing auditing and financial services. She has international experience of working with several listed companies in the mining sector (coal, gold) and has participated in restructuring companies and has built and lead multinational teams of professionals in various management structures. Mrs. Yolanda Bolleurs resigned from the board 11 November 2019.

Our People

The Executive Management Team

The Group's Executive Management Team ("EMT") assists the Group CEO in effectively accomplishing his duties. The EMT is an advisory body which was set up by the Board of Directors in November 2009. It has neither authority, based on laws or the Articles of Association, nor any independent decision-making rights. Decisions on matters discussed by the EMT are taken by the CEO, the EMT member responsible for the matter in question or the Group's Board of Directors, as appropriate.

Guy Konsbruck

CEO
BA; MBA (SHU Fairfield)
Born 1965

Guy Konsbruck was appointed Chief Executive Officer of Afarak on 15 January 2017. He has previously served as an Executive Vice-President of MFC Industrial since 2014. Before that he served as CEO of FESIL's global sales companies and was also the co-founder of Luxalloys.

Melvin Grima

CFO
FCCA, FIA, CPA
Born 1982

Melvin Grima joined Afarak in 2013 as Group Finance Manager. He was responsible of the relocation of the Group's corporate finance function to Malta and its setup. He was promoted to Finance Director in 2015 and was appointed the Chief Financial Officer in January 2019. Prior to joining Afarak, he held a number of management positions including Group Accountant of a hotel Group and Finance Manager of a Group trading in the petroleum industry.

Dr Danko Koncar

COO
Diploma (Engineering), M.Sc. (Engineering), Ph.D. (Engineering)
Born 1942

Dr Danko Koncar was appointed as Chief Operating Officer on December 9, 2016. He has extensive experience in minerals processing and trading, more than 20 years in ferrochrome industry with six years of experience in application of direct current technology to ferrochrome processing. Before joining Afarak, he served in different management positions in chrome industry and was the Chairman of Samancor Chrome from 2005 - 2009.

Our People

The Corporate Management Team

The Company's Corporate Management includes, in addition to the Executive Management Team, the following personnel responsible for corporate functions:

Seyda Caglayan

Managing Director, Afarak TMS
MSc Mining Engineering
Born 1958

Seyda Caglayan joined Afarak TMS in December 2007. Prior to joining Afarak, she held a number of senior management and directorate positions in the mining and chrome industry including the Istanbul Mineral Exporters' Association and the International Chromium Development Association (ICDA). Seyda currently serves as Member of the Board of Turkish Miners Association, Member of Chrome Committee of ICDA and Member of the Board of Trustees of the Turkish Mining Development Foundation.

Christoph Schneider

Managing Director, Afarak EWW
MA Economics
Born 1964

Christoph Schneider is currently the Managing Director of Afarak EWW. He joined EWW in 1992 as Sales Manager. Over the years, Christoph rose the ranks of EWW and was appointed as Managing Director in December 2003.

Dr Kurt Maske

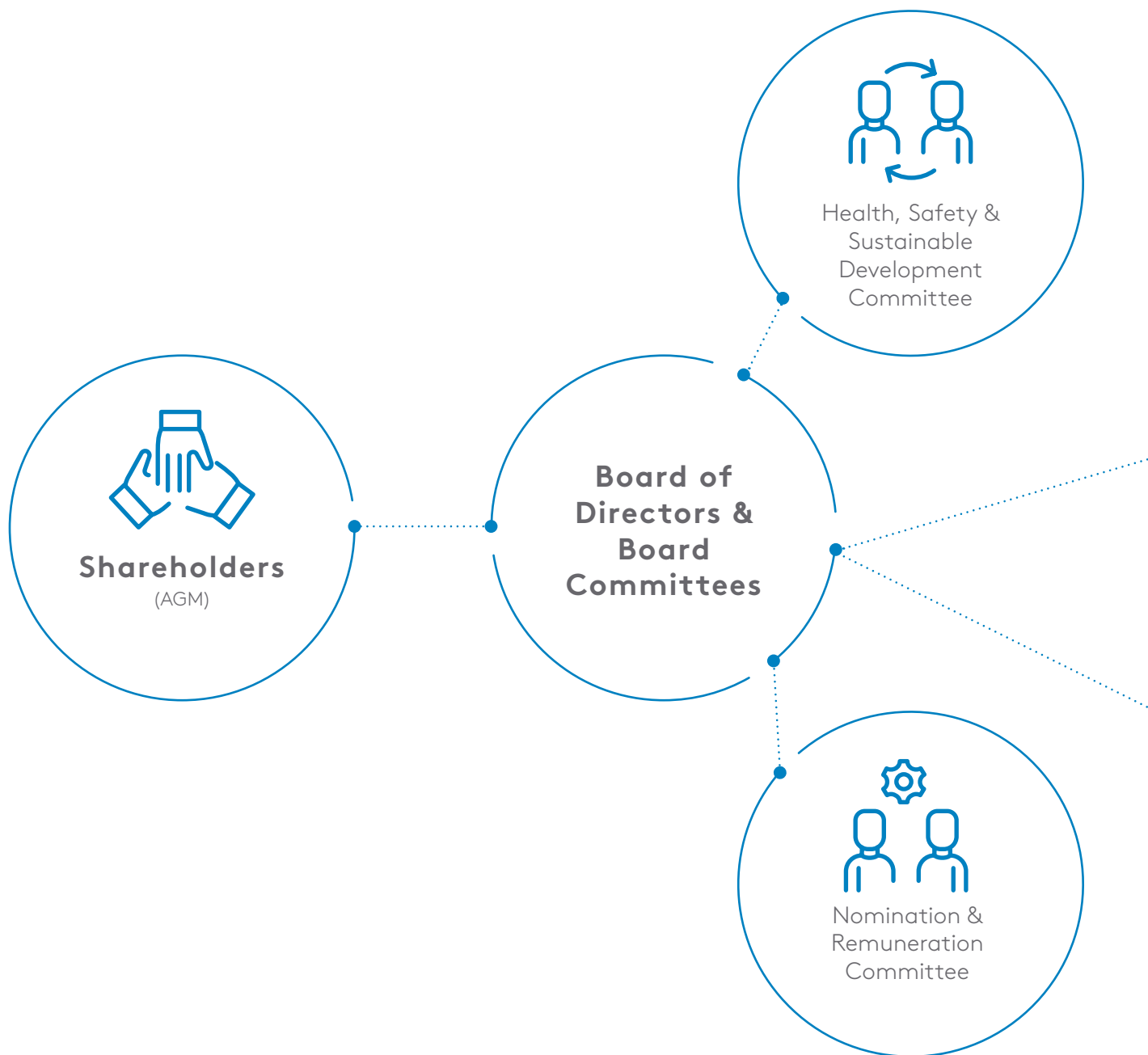
Managing Director, Afarak SA Mining
PhD (Minerals Engineering)
Born 1955

Kurt Maske is the acting General Manager for the SA Mining Operations and manages the South African marketing and logistics processes. Prior to joining Afarak in 2011, Kurt was with BHP Billiton for nearly 25 years where he started his career as a Process Engineer responsible for developing the DC arc furnace technology for FeCr production at what is now Mogale Alloys. After serving as Works Manager he was transferred to Samancor's marketing team to globally manage the sale of the group's low and medium carbon ferrochrome products.



Governance Structure

The management and control of Afarak Group Plc and its subsidiaries ("Group") is divided between the shareholders, the Board of Directors ("Board"), supported by the Board's audit and risk management committee, nomination and remuneration committee and the Chief Executive Officer.





GENERAL MEETING

Afarak's ultimate decision-making body is the shareholders' General Meeting which convenes once a year and is held within six months of the end of the financial year. Pursuant to the Company's Articles of Association, the convening notice for a General Meeting will be published on the Group's website and in a stock exchange release no earlier than two months, and no later than 21 days, prior to the General Meeting or nine days prior to the record date of the General Meeting.

The notice of a General Meeting, the proposals for resolutions, and the documents to be submitted to the General Meeting, such as the financial statements, the annual report and the auditor's report, will be available on the Group's website and at the Group's office in Helsinki at least three weeks before the meeting. The resolutions passed by the General Meeting will be published as a stock exchange release without undue delay and will be available on the Group's website, along with the minutes of the General Meeting, no later than two weeks after the meeting.

Shareholders have the right to add items falling within the scope of the Annual General Meeting to the meeting's agenda. The request must be submitted to the Board of Directors in advance so that the item can be included to the notice. Afarak publishes the details of how and when to submit the requests to the Board on its website.

The Company uses the Annual General Meeting to develop an understanding of the views of its shareholders about the Company.

An Extraordinary General Meeting can be convened if the Board of Directors deems it necessary or if the auditor of the Company or the shareholders owning at least 10 percent of the shares demand one in writing in order to deal with a specific matter, or if it is required by law or other regulations.

The most significant items on the Annual General Meeting's agenda include:

- Approving the year's financial statements;
- Confirming the financial year's profit or loss, the dividend distribution or other distribution, such as capital redemption;
- Determining the number of directors on the Board of Directors, their remuneration and electing those directors to the Board; and
- Electing the auditor or auditors and approving their fees.

In addition, certain significant matters (such as amending the Articles of Association or deciding on a capital increase) require a resolution by the shareholders in a General Meeting.

General Meetings are organised in a manner that permits shareholders to exercise their ownership rights effectively. A shareholder wishing to exercise his or her ownership rights shall register for a General Meeting in the manner stated in the notice of meeting. All the shareholders who have been registered in the Company's shareholder register, maintained by Euroclear Finland Ltd, on the record date of the meeting have the right to attend a General Meeting, provided they have delivered a proper notice to attend the meeting. Holders of nominee registered shares may be registered temporarily on the shareholder register, and they are advised to request further instructions from their custodian bank regarding the temporary registration and issuing of a proxy document.

Resolutions by a General Meeting usually require a simple majority. Certain resolutions, however, such as amending the Articles of Association and directed share issues require a qualified majority represented by shares, and the votes conferred by the shares, at the General Meeting.

The majority of the Board members, if not all, attend General Meetings together with the CEO and the auditor. In addition, if a person is proposed for election as a director for the first time, he or she will also attend the General Meeting.

GENERAL MEETINGS IN 2019

The Annual General Meeting was held on June 25, 2019 at Union Square Auditorium, Helsinki, Finland.

All the resolutions of the above-mentioned General Meeting can be found at:
<http://www.afarak.com/en/investors/shareholder-meetings/2019/>

The Board of Directors

TASKS AND RESPONSIBILITIES

The Board of Directors is composed of between three and nine members who are elected by the General Meeting of shareholders, which also approves their remuneration. The tenure of each Board member is for one year and expires at the end of the next Annual General Meeting immediately following their election. The Board elects a chairman from among its members. None of the non-executive directors has a service contract with the Company and none of the directors has waived or agreed to waive any emoluments from the Company or any subsidiary undertaking.

The duties of a Board member are specified in the Finnish Companies Act. The Afarak Board also has a written charter governing its functions.

The Board of Directors oversees the administration of the Group and is responsible for the internal control of its assets, finances and accounts on behalf of shareholders. Its specific responsibilities include:

- Formulating the Group's business strategy and overseeing its implementation;
- Deciding on the Group's capital structure;
- Making decisions on significant investments, divestments, credits and collaterals, guarantees and other commitments;
- Approving the quarterly interim reports, the Board of Directors Report, the annual financial results and future forecasts and/or outlook;
- Deciding on the Group's organisational structure;
- Appointing the CEO and approving his or her service agreement and remuneration; and
- Convening and submitting proposals to the shareholders' General Meeting.

Key elements of the Board's charter and operations are:

- It convenes on prearranged dates, with a view to meeting approximately once a month, or more often if necessary. Meetings can be arranged as conference calls;
- Matters to be dealt with by the Board are presented by the Chairman, the CEO or another person who has participated directly in assessing and preparing the issue for consideration;
- It aims to make unanimous decisions;
- It prepares an annual plan for its operation; and
- It acts at all times in the interest of the Group and all of its shareholders.

The Board oversees all communications and other requirements stipulated by the rules of the relevant stock exchanges and financial supervision authorities and conducts regular self-assessments to ensure these requirements continue to be fulfilled. The Group has established specific targets for the development of its

administrative functions and processes, and continues to implement these.

The Board also evaluates and decides on acquisitions and disposals of subsidiaries and associated companies. To ensure the efficiency of board and committee work, the Board regularly evaluates the operations and working methods of each committee and the Board. The evaluation is conducted as internal self-evaluation. The Board is also regularly in contact with the major shareholders of the Company to ensure that the Board is aware of their views.

The 2019 Annual General Meeting elected five members to the Board. Dr Jelena Manojlovic, Mr Barry Rourke, Mr Thorstein Abrahamsen and Mr Guy Konsbruck were re-elected and Yolanda Bolleurs was elected as a new Board member. Mr Barry Rourke and Yolanda Bolleurs resigned from the Board on November 2019.

DIVERSITY OF THE BOARD OF DIRECTORS - SKILLS, EXPERIENCE AND ATTRIBUTES

The Board considers that a diversity of skills, backgrounds, knowledge, experience, geographic location, nationalities and gender is required to effectively govern the business. The Board and its Nomination and Remuneration Committee work to ensure that the Board continues to have the right balance of skills, experience, independence and Group knowledge necessary to discharge its responsibilities in accordance with the highest standards of governance.

To govern the Group effectively, Non-Executive Directors must have a clear understanding of the Group's overall strategy, together with knowledge about the Group and the industries in which it operates. Non-Executive Directors must be sufficiently familiar with the Group's core business to be effective contributors to the development of strategy and to monitor performance.

The Board requires that Directors commit to the collective decision-making processes of the Board. Individual Directors are required to debate issues openly and are free to question or challenge the opinions of others. Each Director must ensure that no decision or action is taken that places his or her interests in front of the interests of the Company.

Current Board profile

The Board considers that each of the Non-Executive Directors has the following attributes:

- time to undertake the responsibilities of the role;
- unquestioned honesty and integrity;
- a willingness to understand and commit to the highest standards of governance;
- knowledge of commodity markets and mining
- an ability to think strategically



- a preparedness to question, challenge and critique
- experience of managing in the context of uncertainty, and an
- understanding of the risk environment of the Group, including the potential for risk to impact our health and safety, environment, community, reputation, regulatory, market and financial performance;
- knowledge of world capital markets.

SENIOR INDEPENDENT DIRECTOR

During the year under review, Barry Rourke, then followed by Thorstein Abrahamsen held the role of Senior Independent Director of Afarak Group in accordance with the UK Corporate Governance Code. He acted independently in the best interests of the Group. His expertise and broad international experience materially enhanced the skills and experience profile of the Board. He is available to shareholders who have concerns that cannot be addressed through the Chairman,

CEO or CFO. As Senior Independent Director, he also provides a sounding board for the Chairman and serves as an intermediary for other Directors if necessary.

BOARD INDEPENDENCE

The Finnish Corporate Governance Code requires that the majority of the directors are independent of the Company. In addition, at least two of the directors representing this majority must be independent of the significant shareholders of the Company. The Company believes that Mr Thorstein Abrahamsen and Dr Jelena Manojlovic are independent of the Company and significant shareholders. Furthermore, the Company believes that Mr. Barry Rourke and Mrs. Yolanda Bolleurs were independent of the Company and significant shareholders. The company believes that Mr. Guy Konsbruck is dependent of the company since Mr. Konsbruck has had a non-temporary employment relationship with the Company during past three years.

	Current Position	Appointed to the Board	Status	Audit & Risk Management Committee	Nomination & Remuneration Committee	Health, Safety & Sustainable Development Committee
Jelena Manojlovic	NED	11 July 2008	Independent	Member ¹	Member	Member ²
Thorstein Abrahamsen	Chairman	11 May 2017	Independent	Member	Member	Member
Guy Konsbruck	ED	5 February 2018	Dependent	Member ³	Member ⁴	Member ⁵
Barry Rourke	Resigned 11 November 2019	8 May 2015	Independent			
Yolanda Bolleurs	Resigned 11 November 2019	25 June 2019	Independent	Member ⁶		

¹As of 11 March 2019

²As of 11 March

³As of 11 March 2019

⁴As of 11 March

⁵As of 11 March

⁶Until 11 March 2019

The Board in 2019

The new Board of Directors made it a priority to review various elements relating to the operation and corporate governance of Afarak. Highlights of the main discussions and decisions are presented below. A strategic workshop was held by the Board soon after election and various elements relating to Afarak's core business were reviewed.

COMPANY PERFORMANCE

The Board supported various initiatives to make the Company more resilient and responsive to the market. Throughout the year, the Board agreed on various projects, especially in South Africa and Germany, which made the units able to respond to changing market conditions. The Board also supported various capital investments and restructuring processes especially in South Africa, acquisition of Synergy Africa and acquisition of own shares.

RISK MANAGEMENT

The Board continued enhancing the Group's risk management function across the Group. Key factors were identified and various mitigating measures, including reducing the exposure to currency fluctuations and more controls in our South African operations to reduce staff. In addition, the Board has overseen measures to improve liquidity and in particular to manage its working capital effectively.

SUSTAINABILITY

The Board highlighted health & safety as a key priority. The Board is working closely with the respective units to strengthen the health & safety culture within the Company. The Board remains committed to continue investing in training, equipment and reporting to ensure that its policy of 'Zero Harm' is practiced throughout the Company. From the environmental perspective, investments were made in the plants in Turkey in terms of water conservation and management. The Board continued the Company's support towards host communities in South Africa.

A total of 19 meetings of the Board were held during the reporting period and the attendance of the directors is tabled below.

Meetings attended

Thorstein Abrahamsen	19/19
Jelena Manojlovic	19/19
Guy Konsbruck	19/19
Barry Rourke (resigned 11.11.2019)	16/16
Yolanda Bolleurs (resigned 11.11.2019)	6/6

A total of 19 meetings were held during the reporting period. The differences in the meetings attended, related to the changes in Board composition.

REMUNERATION

The AGM resolved that all Board members will receive EUR 3,500 a month and will receive additional EUR 1,500 for the committee work. Chairman of the audit committee will receive in addition EUR 500 a month while Chairman of the Board will receive additional EUR 2,000 a month.

Those members of the Board of Directors that are executives of the Company are not entitled to receive any remuneration for Board membership.

During the financial year 2019, the Board members received a total of EUR 227,000 and Committee membership fees.

Board Committees

AUDIT AND RISK MANAGEMENT COMMITTEE

The Audit and Risk Management Committee is currently composed of the three Board members: Thorstein Abrahamsen, Jelena Manojlovic and Guy Konsbruck. Yolanda Bolleurs was a chairman of the committee until 11 November 2019. The Committee convened five times.

The Board has defined the Committee's duties in accordance with the recommendations of the Finnish and the UK Corporate Governance Codes. The Audit and Risk Management Committee reviews the auditors' work and monitors the Group's financial position and the appropriateness of its financial reporting. The Committee oversees risk management procedures and internal controls, maintaining contact with auditors and evaluating their reports. The Committee reports regularly to the Board.

In 2019, the Committee continued to oversee the Group's financial performance and reporting. The Committee also worked with management to continuously improve the reporting function of the Group, both internally and externally. Regular scrutiny of the Group's compliance with laws, regulations and best practice continued being an area of focus during the year.

The Committee assessed various growth options, strategies and investments. It worked with Management on finalising the acquisition of Synergy Africa and share buy back. The Committee also assessed various external financing facilities. Throughout the year, the Committee worked on improving the internal budgeting and forecasting models and processes.

The Committee also reviewed each quarterly report before release and recommended changes where necessary, before recommending the reports to the Board.

NOMINATION AND REMUNERATION COMMITTEE

The combined Nomination and Remuneration Committee of the Company is currently composed of the three Board members: Thorstein Abrahamsen, Jelena Manojlovic and Guy Konsbruck. The Committee convened one time.

The Committee leads the process for making appointments to the Board and the executive management and submits recommendations to the Board in this regard. The Committee also leads the process relating to the remuneration of the executive management and the Board and makes recommendations to the Board and to the General Meeting in relation to the Board's remuneration.

THE COMMITTEE FOR HEALTH, SAFETY AND SUSTAINABLE DEVELOPMENT

The combined Health, Safety and Sustainable Development Committee of the Company is currently composed of the three Board members: Thorstein Abrahamsen, Jelena Manojlovic and Guy Konsbruck.

The Committee's stated mission is to ensure that Afarak conducts its business in a responsible and ethical manner for the benefit of all its stakeholders. Throughout 2019, the Committee continued to monitor safety improvement progress and initiatives across various Units of the Company.

Afarak is continuously investing in environmental initiatives and projects. It supported investments that will allow the Group to rehabilitate its mines and to invest in alternative energy sources. It continued supporting the business units in their efforts to improve water management and dust reduction. The Committee also continued to monitor Afarak's work and social investment programmes with local communities, particularly in South Africa.



Corporate Governance Statement

Afarak Group Plc ("Afarak", the "Company" or the "Group") is a Finnish public limited company listed on the Nasdaq Helsinki Stock Exchange (AFAGR) and the Main Market of the London Stock Exchange (AFRK).

Afarak's corporate governance is based on, and complies with, the laws of Finland, the Articles of Association of the Company, the Finnish Corporate Governance Code and the regulations of the Finnish Financial Supervisory Authority,

the UK Listing, Disclosure and Transparency Rules, the Nasdaq Helsinki Stock Exchange and the London Stock Exchange. As Afarak primarily follows the Finnish Corporate Governance Code, certain sections of the UK Corporate Governance Code issued in September 2012 ("UK CG") are not strictly complied with. However, in the areas that the Company diverges from the UK CG the Company believes that its policies are acceptable for the reasons which are set out below.

UK CG Section	Description	The Reason for Non-Compliance
C.3.8	A separate section of the annual report should describe the work of the Audit committee in discharging its responsibilities.	While this report includes a description of the work of the audit and risk management committee, the contents requirements of this section under the UK GC are not the same as those under the Finnish CG and, therefore some information required under the UK GC is not included.
E.2.1	For each resolution, proxy appointment forms should provide shareholders with the option to direct their proxy to vote either for or against the resolution or to withhold their vote.	The Company's AGM is arranged in accordance with the Finnish Companies Act so certain procedural and other matters differ from the UK CG recommendation. The Company does not provide proxy voting forms.
E.2.2	Miscellaneous general meeting procedures.	The Company's AGM is arranged in accordance with the Finnish Companies Act so certain procedural and other matters differ from the UK CG recommendation.

Afarak's foreign subsidiaries operate under the local laws and regulations of the countries in which they are located, including but not limited to local accounting and tax legislation as well as exchange controls. This Corporate Governance Statement for the financial period 1 January to 31 December 2019 is issued as a separate report to the Board of Directors' Report and is available on the Group's website at www.afarak.com. It has been prepared pursuant to the Finnish Corporate Governance Code 2020 which

entered into force on 1.1.2020. The statement also includes a Remuneration Statement for the accounting period 2019 following the instructions of the Finnish Corporate Governance Code 2015 which entered into force on 1.1.2016. Afarak complies with the Finnish Corporate Governance Code 2020 which can be found on the Securities Market Association's website at www.cgfinland.fi. Afarak has made no exceptions in its Finnish Corporate Governance Code compliance.

Internal Control

The principles of internal control are confirmed by the Board. The Group's EMT members are in charge of the day-to-day business management and administrative control in their respective responsibility areas.

MAIN PRINCIPLES OF RISK MANAGEMENT AND INTERNAL CONTROL

The purpose of risk management is to identify, evaluate and mitigate the potential risks that could impact the Group's business and the implementation of its strategy, and to ensure that risks are proportional to the Group's risk-bearing capacity.

The Group's risk management policy is approved by the Board of Directors and defines the objectives, approaches and areas of responsibility of risk management activities. The Group's key risks are reviewed and assessed by the Board on a regular basis. The Group's business segments, and the business units within those segments, are primarily responsible for managing their risks, their financial performance and their compliance with the Group's risk management policies and internal control procedures.

The Board of Directors is responsible for organising and maintaining adequate and effective internal control performed by the senior and executive management as well as other Afarak personnel and assisted by third-party experts when appropriate.

The Board of Directors decides on the Group's management system and the corporate and organisational structure required by each business unit with a view to providing solid foundations for effective internal control. Internal control and risk management related to financial reporting at the Group level are performed in a coordinated way by a function independent of the business areas. Each subsidiary's executive management is responsible for the implementation of internal control and risk management to the agreed Group principles and guidelines.

The system of internal control provides reasonable rather than absolute assurance that Afarak's business objectives will be achieved within the risk tolerance levels defined by the Board.

Internal control refers to elements of financial and operational management which are designed to ensure:

- Achievement of defined performance targets;
- Efficient use of resources and protection of assets;
- Effective management of risks;
- Accurate, timely and continuous delivery of financial and operational information;
- Full compliance with laws and regulations as well as internal policies; and
- Business continuity through secure systems and stable operating procedures.

THE STRUCTURE OF INTERNAL CONTROL SYSTEMS

The main structural elements of the Group's internal control system are:

- The risk management and internal control policies and principles defined by the Board;
- Implementation of the policies and principles under the supervision of Group management;
- Supervision of the efficiency and functionality of the business operations by Group management;
- Supervision of the quality and compliance of the financial reporting by the Group finance department;
- An effective control environment within all organisational levels and business units, including tailored controls for each business process; and
- Internal audits conducted as and when needed.

THE INTERNAL CONTROL OF THE FINANCIAL REPORTING PROCESS

The Group's financial organisation is structured so that each business unit has its own finance function, but overall financial management including accounting, taxation and financing is centralised within the Group's parent company.

The Group finance department is responsible for ensuring the compliance, quality and timeliness of the Group's external and internal financial reporting. The internal control mechanisms are based on the policies, procedures and authorisations established and approved by the Board. In addition to control mechanisms, training and sharing of knowledge are also significant tools of internal control.

Each business unit has its own finance function which reports to the Group Finance. The business unit's finance function is responsible for the unit's accounting and daily financial operations and internal reporting. The finance function and administration is overseen by the unit's management team and reports to the head of the business unit's segment.

The tasks of the Group Finance consist, among other things, of monthly consolidation of the Group's accounts, preparation of the quarterly interim reports and consolidated financial statements, financing of the Group, and tax planning.

Consolidated financial statements are prepared by using consolidation software. The accounting of the Company's subsidiaries is carried out by accounting systems and the accountants within each subsidiary enter the accounting information directly into the consolidation system, or in some cases send the information in a predefined format to the Group's financial administration to be consolidated.

ROLES AND RESPONSIBILITIES REGARDING RISK MANAGEMENT AND INTERNAL CONTROL

BOARD OF DIRECTORS

The Board of Directors is ultimately responsible for the administration and the proper organisation of the Group's operations and approves all internal control, risk management and corporate governance policies. The Board establishes the risk-taking level and risk-bearing capacity of the Group and reassess them on a regular basis as part of the Group's strategy and goal-setting process. The Board reports to the shareholders of the Company.

AUDIT AND RISK MANAGEMENT COMMITTEE

The Audit and Risk Management Committee is responsible for the following internal control related activities:

- Monitoring the reporting process of the financial statements;
- Supervising the financial reporting process;
- Monitoring the efficiency of the Group's internal control, internal audit and risk management systems; and
- Monitoring the statutory audit of the financial statements and consolidated financial statements.

GROUP MANAGEMENT

The Group's management is in charge of the day-to-day management of the Group in accordance with the instructions and orders given by the Board. It sets the

framework of the internal control environment and is in charge of the Group's risk management process and its continuous development. This includes allocation of resources to the work and continuous review of the risk management policies, as well as defining the principles of operation and overall processes.

EXTERNAL AUDIT

According to the Articles of Association, the Annual General Meeting of shareholders elects the Company's auditor, which must be a firm authorised by the Finnish Central Chamber of Commerce; otherwise the Company will have one main auditor and one deputy auditor. The auditor's term is for one year and finishes at the end of the first General Meeting following election.

During Afarak's General Meeting held in May 2018, Authorised Public Accountant Ernst & Young Oy ("EY") was elected as auditor, with Authorised Public Accountant Erkkä Talvinko having the principal responsibility. EY is also the local auditor of all of the Group companies.

In 2019, the Company paid EUR 794,000 for audit fees (504,000) and EUR 36,000 for non-audit services (36,000) to EY. The increase from 2018 mainly relates to the Chromex Group Companies which started to be consolidated as from this year.



Insider Administration

The Board of Directors of Afarak Group has confirmed the Insider Guidelines for the Company. The Insider Guidelines supplement the applicable regulations in force at any given time on the management and processing of insider information in accordance with the Market Abuse Regulation (EU) No 596/2014 (MAR), Chapter 51 of the Criminal Code, Chapter 15 of the Securities Markets Act, the Finnish Financial Supervisory Authority's regulations and Nasdaq Helsinki Ltd's Insider Guidelines.

All persons who have access to insider information on the company and who work for them on the basis of an employment contract or otherwise perform duties through which they have access to insider information, such as advisers, are included in the company's insiders.

The company maintains a separate list named Permanent Insiders. The supplementary section of Permanent Insiders contains information only on persons who have continuous access to all insider information within the company, such as persons in Company's finance department, legal counsels and auditors.

The Company maintains separate Project-Specific Insider Lists. Each Project-Specific Insider List only contains the details of such persons who have access to specific Inside Information relating to the particular project. Trading is prohibited during the project from the project-specific insiders

The Company has set up a list named PDMR -list (Persons Discharging Managerial Responsibilities) with Notification Obligation (Article 19 MAR) for the company's Board of Directors, Management Team and advisers as well as their closely associated persons.

The company's permanent insiders include the members of the Board of Directors, the Executive management team, members of the senior management, and the principal auditor appointed by the audit firm responsible for auditing the company, legal advisors, and translators. In addition, a non-public, project-specific insider register is kept concerning significant projects referred to in the insider regulations.

The Company trains and informs permanent insiders and project-specific insiders in such a way that they recognize their position and its importance. As concerns persons included in the register of Company's PDMR list with Notification Obligation and in the Permanent Insiders register, the Company's Insider Guidelines set a 30-day closed period prior to the publication of the interim report or the financial statements. During the closed period, trading in the issuer's financial instruments on one's own account or on behalf of a third party, directly or indirectly, is prohibited.

The Chief Executive Officer of the Company is responsible for insider issues.

WHISTLE-BLOWING

The Company maintains an internal system available for all employees for reporting any detected violations of internal or external standards and regulations (so called whistle-blowing). All such notifications will be investigated as a matter of urgency and confidentiality while protecting the identity of the notifier as far as possible.

Shareholdings of the CEO, members of the Board of Directors, Executive Management Team and auditors at 31 December 2019

	Title	Shares	Related Party Shares	Options
Members of the Board				
Thorstein Abrahamsen	Chairman	0		0
Jelena Manojlovic	Non-Executive Director	150,000		
Guy Konsbruck*	Chief Executive Officer, Executive Director	1,000,000		
Auditors				
Erkka Talvinko	Auditor	0	0	0
Other Insiders				
Danko Koncar**	Executive	0		
Melvin Grima	Chief financial Officer	0		

* The CEO was due to receive an additional 500,000 shares in January 2020 after completing his third year of service. These will be granted after the AGM when a new board is formed, however these were self-reduced by 20% to 400,000 Company shares in 2020.

** Dr Koncar has sold his shareholding in LNS (formerly Kermas Resources Ltd) on January 20, 2018.

PRINCIPLES CONCERNING RELATED PARTY TRANSACTIONS

The Company complies with the provisions of the Securities Markets Act and Limited Liability Companies Act, the recommendations of the Finnish Corporate Governance Code 2020 and the rules of Nasdaq Helsinki Ltd stock exchange concerning related party transaction. The Board of Directors of the company has adopted the policy on Related Party Transactions ("Policy") to be observed in the business operations of Company. The purpose of the Policy is to set out the processes and procedures that should be followed in relation to inter-company and related party transactions of the Group, mainly to ensure that transactions are carried out on arm's length terms. Related party transactions which do not form part of the Company's regular business activities or which are not conducted on normal market terms will be decided on by the Board of Directors of the Comp

Resolutions of the Annual General Meeting

The Company's Annual General Meeting ("AGM") was held on 25 Jun 2019. The AGM adopted the financial statements and the consolidated financial statements and discharged the members of the Board of Directors and the CEO from liability for the financial period 2018.

The AGM resolved that no dividend would be paid for 2018.

The AGM resolved that all Board members shall be paid EUR 3,500 per month, and will receive additional Eur 1,500 for the committee work. Chairman of the Audit and Risk Management Committee shall receive in addition EUR 500 a month while chairmen of the board will receive additional Eur 2,000 a month. Those members of the Board of Directors that are executives of the Company are not entitled to receive any remuneration for Board membership or Board Committee work. Board Members shall be compensated for travel and accommodation expenses as well as other costs directly related to Board and Committee work in accordance with the company's travel rules.

The AGM resolved that the Board of Directors would comprise of five members: Dr Jelena Manojlovic, Mr Barry Rourke, Mr Thorstein Abrahamsen and Mr Guy Konsbruck were re-elected and Yolanda Bolleurs was elected as a new Board member.

The AGM resolved that authorised public accountant firm Ernst & Young Oy is re-elected as the Auditor of the Company for the year 2019.

The AGM resolved to authorize the Board of Directors to issue shares and stock options and other special rights that entitle to shares in one or more tranches up to a maximum of 25,000,000 new shares or shares owned by the Company. The authorization replaces all previous authorizations and is valid two (2) years from the decision of the AGM

The AGM decided to direct a share issuance without payment to the company itself. The share issuance consists of 15,000,000 new shares. The new shares will be registered into the Trade Register without undue delay after which the company will apply for the shares to be publicly traded on Nasdaq Helsinki Oy.

The AGM decided to change the company's company form from a public limited company (Oyj) into a European company (SE) in accordance with the conversion plan signed by the Board of Directors of the company on 17 May 2019 and registered into the Trade Register on 22 May 2019.

2019 ANNUAL GENERAL MEETING

Afarak's 2019 Annual General Meeting will be held within the time stipulated in the Finnish Companies Act.

DISTRIBUTION PROPOSAL

The Board of Directors will propose to the Annual General Meeting that no distribution would be paid in 2020.

Additional Information

SHARE INFORMATION

Afarak Group Plc's shares are listed on NASDAQ Helsinki (AFAGR) and on the Main Market of the London Stock Exchange (AFRK).

On 31 December 2019, the registered number of Afarak Group Plc shares was 252,041,814 (263,040,695) and the share capital was EUR 23,642,049.60 (23,642,049.60).

On 31 December 2019, the Company had 13,677,599 (2,387,494) own shares in treasury, which was equivalent to 5.43% (0.91%) of the issued share capital. The total number of shares outstanding, excluding the treasury shares held by the Company on 31 December 2019, was 238,364,215 (260,653,201).

At the beginning of the period under review, the Company's share price was EUR 0.73 on NASDAQ Helsinki and GBP 0.73 on the London Stock Exchange. At the end of the review period as at December 2019, the share price was EUR 0.53 and GBP 0.38 respectively. During 2019, the Company's share price on NASDAQ Helsinki ranged from EUR 0.40 to 0.97 per share and the market capitalisation, as at 31 December 2019, was EUR 133.83 (1 January 2019: 191.0) million. For the same period on the London Stock Exchange, the share ranged from GBP 0.38 to 0.78 per share and the market capitalisation was GBP 94.52 (1 January 2019: 190.7) million, as at 31 December 2019.

The board resolved on 29 May 2019, based on authorization granted by the EGM held on 12 November 2018, that the Company repurchases 26 millions of its own shares at a price of EUR 1.015 by means of voluntary public tender offer made to all shareholders. On 31st July 2019, the Company completed the public tender offer of purchasing own shares amounting to 25,998,881 shares. Such shares were then cancelled by Afarak on 8th August 2019. On 26th August 2019, the Company announced an issue of 15,000,000 new shares.

As at end of 31 December 2019, the Company had 2,238,343 shares pending to be transferred to the subscribers, which related to the acquisition of additional ownership in South African mining assets.

FLAGGING NOTIFICATIONS

On 7 May 2019, Afarak received a flagging notification in accordance with Chapter 9,

Section 5 of the Finnish Securities Markets Act from Atkey

Ltd, a company incorporated and existing under the laws of Malta, regarding the shares of Afarak Group Oyj. In accordance with the flagging notification, Atkey Ltd has completed a sale of shares in Afarak Group and the transaction has resulted in Atkey decreasing its shareholding in the Company to under 25 per cent and becoming a 23.62% per cent holder of the shares and voting rights in Afarak.

On 7 August 2019, Afarak received from Joensuun Kauppa ja Kone Oy, Esa Hukkanen, Markku Kankaala, Kari Kakkonen, Timo Kankaala, Juhani Lemmetti, Antti Kivimaa, Juha Halttunen, AJ Elite Value Hedge and Veikko Karhulahti (together the "Flagging Notifies") a flagging notification pursuant to Chapter 9, Section 5 and Section 6 of the Finnish Securities Markets Act, according to which the Flagging Notifiers aggregate portion of the Company's shares and votes has gone below the threshold of 10 per cent. According to the notification the Flagging Notifies have agreed to use the voting rights of Afarak together in consensus. According to the notification, the Flagging Notifies holds together 13,768,809 shares in Afarak, which corresponds to approximately 5.81 % of the shares and voting rights in Afarak as a result of the transaction that was executed on 2 August 2019 whereby Afarak purchased its own shares.

Remuneration Report

This report sets out the remuneration policy and practices for Afarak's Board and Executive Management Team ("EMT") and provides details of their remuneration and share interests for the year ended 31 December 2019.

REMUNERATION POLICY

Afarak operates in a very competitive sector in terms of human capital with a shortage of highly qualified and experienced executives. The Group's remuneration policy is designed to attract, retain and incentivise high-calibre executives to implement its business strategy and enhance shareholder value.

The policy seeks to align the interests of the business and shareholders by rewarding executives appropriately for achieving individual and group targets and thereby ensuring long-term value creation for the benefit of all shareholders.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee makes recommendations to the Board regarding executive remuneration and submits proposals to the Annual General Meeting of shareholders regarding the Board's remuneration.

The committee is responsible for the overall direction of the remuneration policy, as well as determining, within agreed terms of reference, the specific remuneration packages of the EMT. This includes pension rights, executive incentive schemes and any compensation payments. To ensure that the Group's remuneration packages are both appropriate and competitive, the committee evaluates information on market-based remuneration levels for comparable companies.

The members of the committee in 2019 were Dr Jelena Manojlovic (Chair) and Thorstein Abrahamsen and Guy Konsbruck.

CEO SERVICE AGREEMENT

The Board appoints the Chief Executive Officer (CEO) to manage, develop, guide and supervise the Group's activities and leads the EMT. The Board decides upon the CEO's remuneration based on the recommendations made by the Committee.

The CEO has an annual salary of EUR360,000. He shall also receive 500,000 Company shares as an incentive for each completed year of service acting as CEO. Mr. Guy Konsbruck received one share transfer in 2018 and another in 2019. In 2019 it was agreed that his package will decrease by 20% until the market recovers and results improve.

The Group makes no pension arrangements for the CEO beyond the statutory pension coverage and there is no set retirement age.

NON-EXECUTIVE DIRECTORS' SERVICE CONTRACTS

Non-executive directors do not have service contracts with the company.

The remuneration of members of the Board of Directors is agreed at the Company's General Meetings. Directors' remuneration consists of monthly fixed fees. The Annual General Meeting held on June 25, 2019 resolved that all Board members will receive EUR 3,500 a month and will receive additional EUR 1,500 for the committee work. Chairman of the audit committee will receive in addition EUR 500 a month while Chairman of the Board will receive additional EUR 2,000 a month.

Those members of the Board of Directors that are executives of the Company are not entitled to receive any remuneration for Board or committee membership.

As some of the Board members have also had executive management roles, both the Board fees and the salaries in relation to executive role have been presented below.

RELATED PARTY TRANSACTIONS WITH PERSONS BELONGING TO THE GROUP'S BOARD AND MANAGEMENT

EUR '000		2019			2018		
		Salaries	Fees	Share-based remuneration	Salaries	Fees	Share-based remuneration
CEO							
Konsbruck Guy	Board member 05.2.2018 onwards, CEO 15.1.2017 onwards		294	605		360	219
BOARD MEMBERS							
Abrahamsen Thorstein	Board member 23.5.2017 onwards, Chairman 11.11.2019 onwards		63			60	
Hoyer Thomas	Board member 23.5.2017 - 05.2.2018		0			6	
Jakovcic Ivan	Board member 8.5.2015 - 31.07.2018, Chairman 12.5.2016 - 23.5.2017		0			34	
Manojlovic Jelena	Board member 11.7.2008 onwards, Chairperson 23.5.2017 - 25.6.2019		66			72	
Rourke Barry	Board member 8.5.2015 - 11.11.2019, Chairman 25.06.2019 - 11.11.2019		73			85	
Bolleurs Yolanda	Board member 25.6.2019 - 11.11.2019		25			0	
Total		0	521	605	0	617	219

OTHER EMT MEMBERS' SERVICE CONTRACTS

As Afarak operates within highly competitive environment, its performance depends on the individual contributions of the executive directors and other senior employees. The remuneration packages are designed to attract, motivate and retain executives to manage the Group's operations effectively and to reward them for enhancing shareholder value.

The EMT remuneration package is a combination of a base salary and long-term based incentives, fringe benefits include liability insurance, traveller's insurance and telephony services.

There are no early retirement options in the EMT's employment contracts and the notice period and/or non-compete period is normally six months, unless otherwise agreed.

The table below includes the EMT but excludes the CEO since the compensation for Board members and CEO has been presented separately.

None of Afarak's executive directors have received any compensation for serving as a NED in other companies.

Management remuneration

EUR '000	2019	2018
Fixed salaries and fees	591	564
Provision for variable performance related compensation	0	-14
Total	591	550

SHARE-BASED COMPENSATION**SHARE OPTIONS**

As part of the remuneration packages of its CEOs, Afarak pays a share-based compensation of 500,000 shares for every completed year. Guy Konsbruck, after completing his first year as CEO in 2018 received 500,000 in share-based

compensation, after completing his second year as CEO in 2019 received another 500,000 in share-based compensation, and he is due to receive another 400,000 for his third year of service. These shares have a lock-up period of two years from subscription date.

DIRECTORS' AND EMT MEMBERS' SHAREHOLDINGS AND OPTIONS AT 31 DECEMBER 2019

	Title	Shares	Related Party Shares	Options
Members of the Board				
Thorstein Abrahamsen	Chairman	0		0
Jelena Manojlovic	Non-Executive Director	150,000		
Guy Konsbruck*	Chief Executive Officer, Executive Director	1,000,000		
Auditors				
Erkka Talvinko	Auditor	0	0	0
Other Insiders				
Danko Koncar	Executive	0	0	0
Melvin Grima	Chief financial Officer	0	0	0
		800,000	0	0

* The CEO was due to receive an additional 500,000 shares in January 2020 after completing his third year of service. These will be granted after the AGM when a new board is formed, however these were self-reduced by 20% to 400,000 Company shares in 2020.

** Dr Koncar has sold his shareholding in LNS (formerly Kermas Resources Ltd) on January 20, 2018.