

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Ferroglobe PLC		2 Issuer's employer identification number (EIN) 98-1325166	
3 Name of contact for additional information Joseph Ragan	4 Telephone No. of contact 1-786-509-6900	5 Email address of contact jragan@ferroglobe.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 8-10 Hill Street		7 City, town, or post office, state, and Zip code of contact London, United Kingdom, W1J 5NQ	
8 Date of action September 29, 2016		9 Classification and description Ordinary Share	
10 CUSIP number G33856 108	11 Serial number(s)	12 Ticker symbol GSM	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ See Statement.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See Statement.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See Statement.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ 368(a)(2)(E), 351, 367(a), 354(a), 358(a).

Blank lines for listing applicable Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ See Statement.


Blank lines for providing information regarding resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See Statement.

Blank lines for providing other information necessary to implement the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶  Date ▶ October 28 2016

Print your name ▶ Joseph Ragan Title ▶ CFO

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Ferroglobe PLC

EIN 98-1325166

Attachment to Form 8937

Report of Organizational Action Affecting Basis of Securities

Disclaimer: The information contained in Form 8937 and this attachment does not constitute tax advice and does not purport to take into account any shareholder's specific circumstances. Shareholders are urged to consult their own tax advisors regarding U.S. tax consequences of the transactions described herein and the impact to tax basis resulting from the transaction.

Line 14, Description of Organizational Action:

On December 23, 2015, Ferroglobe PLC, a public limited company incorporated under the laws of England (originally incorporated as VeloNewco Limited, a private limited company) ("Ferroglobe"), acquired all of the issued and outstanding ordinary shares of Grupo FerroAtlantica, S.A.U., a Spanish public limited liability company in the form of a *sociedad anonima* ("FerroAtlantica"), in exchange for an aggregate of 98,078,161 newly issued Ferroglobe Class A ordinary shares, which resulted in FerroAtlantica becoming a wholly owned subsidiary of Ferroglobe. After the share exchange, also on December 23, 2015, Gordon Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of Ferroglobe, merged with and into Globe Specialty Metals, Inc., a Delaware corporation ("Globe"), with Globe surviving the merger as a wholly owned subsidiary of Ferroglobe (the "Merger"). Pursuant to the Merger, each share of common stock of Globe was converted into the right to receive one Ferroglobe ordinary share (each a "Ferroglobe Ordinary Share").

Prior to the closing of the Merger, four putative class action lawsuits were filed on behalf of Globe's shareholders in the Court of Chancery of the State of Delaware (the "Court"), challenging the Business Combination. The Court consolidated these four actions under the caption *In re Globe Specialty Metals, Inc. Stockholders Litigation, Consolidated C.A. No. 10865-VCG* (the "Action"). The parties to the Action entered into a formal stipulation of settlement, and following court approval of the settlement on February 10, 2016, Globe paid \$32.5 million into a settlement fund to be held for the benefit of the settlement class, which consisted of the holders of shares of Globe common stock (other than the defendants in the Action and certain related persons) as of the close of business on the business day immediately prior to completion of the Business Combination (the "Plaintiff Class").

The members of the Plaintiff Class will receive \$0.495 per share of Globe common stock they held (the "Settlement Payment").

Line 15, Quantitative Effect:

The Merger is intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended ("Code"). Under such reorganization treatment, a U.S. holder of a share of Globe common stock exchanging such Globe share for one Ferroglobe Ordinary Share pursuant to the Merger should not generally recognize gain in the Merger other than with respect to the receipt of the Settlement Payment, and subject to the discussion of the Settlement Payment below, should generally take a tax basis in each Ferroglobe Ordinary Share equal to the tax basis in each share of Globe common stock exchanged therefor, as determined separately for each block of Globe common stock held by the U.S. holder.

A U.S. shareholder will realize gain in connection with the Globe Merger if its basis in a block of Globe stock at the time of the Business Combination was less than the sum of the fair market value of the Ferroglobe shares plus the Settlement Payment received with respect to such block of Globe common stock. The receipt of the Settlement Payment should result in recognition of capital gain equal to the lesser of the amount of gain realized or the amount Settlement Payment received, determined on a block-by-block basis. Such recognized gain should be added to the basis of the Ferroglobe Ordinary Shares received with respect to such block of Globe common stock.

A U.S. shareholders will realize (but not generally recognize) loss in connection with the Globe Merger if its basis in a block of Globe common stock at the time of the Business Combination was more than the sum of the fair market value of the Ferroglobe shares plus the Settlement Payment received with respect to such block of Globe common stock. The receipt of the Settlement Payment should not be recognized as income but should reduce the basis in the Ordinary Shares of Ferroglobe received, on a block-by-block basis.

U.S. shareholders should consult with their tax advisors regarding how these basis adjustments apply in their particular circumstances.

Non-U.S. shareholders of Globe who receive a Settlement Payment generally would be subject to the basis adjustment rules described above. Non-U.S. shareholders should consult their tax advisors regarding the taxation of receipt of the Settlement Payment, including the possibility of withholding.

Special rules apply to any U.S. person that owns at least five percent of either the total voting power or the total value of the stock of Ferroglobe as a result of the Merger ("U.S. Five-Percent Transferee"), including rules regarding entering into a gain recognition agreement with the IRS in the form provided in U.S. Treasury Regulation Section 1.367(a)-8(c). U.S. Five-Percent Transferee should

consult with their tax advisors regarding tax consequences of merger to them, including the receipt of any Settlement Payment.

For more information regarding the material tax considerations for the Merger, evaluation of the transaction, and qualification and limitations of the statements set forth on Form 8937 and in this Statement attached thereto, see "Material U.S. Tax Consequences of the Business Combination" of the joint proxy statement/prospectus on Form F-4 of Globe, as filed with the Securities and Exchange Commission on August 12, 2015, as supplemented on August 26, 2015 and September 11, 2015. Shareholders should consult with a qualified tax advisor for questions regarding their specific tax treatment.

Line 16, Calculation of Change of Basis:

See Line 15.

Line 18, Recognition of Loss:

As discussed above in Line 15, loss is not generally recognized in the Merger.

Line 19, Other Information:

The Merger and resulting stock exchange were effective on December 23, 2015, which is within the 2015 calendar year. The Settlement Payment was made to the Plaintiff Class on September 29, 2016, which is within the 2016 calendar year.