

Eramet

A Public Limited Company with a share capital of 81,239,800 Euros
Registered Head Office : 10 boulevard de Grenelle 75015 Paris
632 045 381 RCS Paris

NOTICE OF MEETING

The shareholders of the company are hereby notified of a combined ordinary and extraordinary meeting of shareholders, to be held on:

May, 26 2020, at 10:30 a.m
Auditorium, 10 boulevard de Grenelle, 75015 Paris

Warning :

In respect of the current context related to Covid-19 and as a precautionary measure, shareholders are invited to favour remote participation ahead of the General Assembly as provided by regulations (i.e. voting by mail or internet via the vote ACCESS website or giving power to the Chairperson).

In addition, the modalities of physical participation to the General Assembly could change according to health and/or legal requirements.

You are invited to refer to the section dedicated to the General Assembly on the company's website: <https://www.eramet.com>

In any case, no cocktail or gift giveaway will be organized for shareholders showing up on site.

In order to deliberate on the following agenda and draft resolutions:

AGENDA

Under the authority of the Ordinary Shareholders' Meeting

- Report from the Board of Directors on the 2019 financial year.
- Report from the Board of Directors on corporate governance.
- Report from the Statutory Auditors on the annual accounts.
- Report from the Statutory Auditors on the consolidated financial statements.
- Approval of the financial statements (annual and consolidated) for the year ended December 31, 2019.
- Special report from the statutory auditors on the agreements considered in Articles L 225-38 and seq. of the French Commercial Code.
- Approval of the agreements covered by this report and submitted to the shareholders' vote.
- Allocation of result for the 2019 financial year.
- Renewal of mandates of Directors.
- « Say on Pay Ex Ante » - Approval of the remuneration policy applicable to the members of the Board of Directors.
- « Say on Pay Ex Ante » - Approval of the remuneration policy applicable to Ms Christel Bories, CEO.

- « Say on Pay Ex Post » - Approval of the provisions mentioned in paragraph I of Article L. 225-37-3 of the French Commercial Code.
- « Say on Pay Ex Post » - Approval of the fixed, variable and exceptional elements comprising the total remuneration and benefits of any kind paid for the year ended to Ms Christel Bories, Chairman and CEO.
- Authorization to trade in the Company's shares

Under the authority of the Extraordinary Shareholders' Meeting

- Amendment to article 11 of the Articles of Association.
- Amendment to Article 13 of the Articles of Association.
- Amendment to Article 10.8 of the Articles of Association.
- Amendment to Article 10.9 of the Articles of Association.
- Amendment to Article 21 of the Articles of Association.
- Amendment to Article 22 of the Articles of Association.

- **Under the authority of the Ordinary Shareholders' Meeting**

- Powers.

<p>UNDER THE AUTHORITY OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING</p>

FIRST RESOLUTION

(2019 annual financial statements)

The Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, after hearing read aloud the Board of Directors' report and the Statutory Auditors' report on the annual financial statements for the financial year ended 31 December 2019, approves said annual financial statements as presented to it, and the transactions translated in these financial statements or summarised in these reports.

SECOND RESOLUTION

(2019 consolidated financial statements)

The Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, after hearing read aloud the Board of Directors' report and the Statutory Auditors' report on the consolidated financial statements for the financial year ended 31 December 2019, approves the said consolidated financial statements as presented to it, and the transactions translated in these financial statements or summarised in these reports.

THIRD RESOLUTION

(Regulated agreements)

The General Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, after hearing read aloud the special report drawn up by the Statutory Auditors on the agreements specified in Articles L.225-38 et seq. of the French Commercial Code, approves this report and the transactions set out therein.

FOURTH RESOLUTION*(Appropriation of income)*

The General Shareholders' Meeting, acting with the quorum required for Ordinary Shareholders' Meetings,

- Notes that the income for the financial year ended is EUR 4,697,098.88
- In addition to retained earnings
- at 31 December 2019 EUR 287,893,778.27
- I.e. a distributable amount ofEUR 292 590 877.15

The General Shareholders' Meeting resolves:

To allocate to the legal reserve the amount required to raise it to its maximum of 10% of the share capital, i.e. EUR 35.38

To allocate the balance to retained earnings which will then amount to EUR 292,590,841.77

The General Shareholders' Meeting, in its Ordinary session, duly notes that the dividends per share to be paid for the past year and the three previous years are, or were, as follows:

	2016	2017	2018	2019
Number of shares compensated	26,550,443	26,633,660	26,635,884	26,636,000
dividend	EUR 0	EUR 2.30	EUR 0.60	EUR 0

FIFTH RESOLUTION*(Renewal of a director's term of office)*

The General Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, renews for a period of four years, i.e., until the General Shareholders' Meeting held in 2024, called to approve the financial statements for the 2023 financial year, the term of office of Ms Miriam Maes, which expires at this meeting.

SIXTH RESOLUTION*(Renewal of a director's term of office)*

The General Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, renews for a period of four years, i.e., until the General Shareholders' Meeting held in 2024, called to approve the financial statements for the 2023 financial year, the term of office of Ms Sonia Sikorav, which expires at this meeting.

SEVENTH RESOLUTION*(Approval of the remuneration policy**applicable to the members of the Board of Directors – "Say on Pay Ex Ante" -)*

Pursuant to the provisions of Article L. 225-37-2 paragraph II and of Article R. 225-29-1 of the French Commercial Code, the General Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, approves the remuneration policy applicable to the members of the Board of Directors, as presented in the company's corporate governance report described in Article L. 225-37 of the French Commercial Code and in the 2019 Universal Registration Document, Section 7 "Remuneration of the management and administration bodies", paragraphs 7.1.1.3 and 7.1.2.2.

EIGHTH RESOLUTION

(Approval of the remuneration policy applicable to Ms Christel Bories, Chief Executive Officer – “Say on Pay Ex Ante” -)

Pursuant to the provisions of Article L. 225-37-2 paragraph II and of Article R. 225-29-1 of the French Commercial Code, the General Shareholders’ Meeting, acting with the quorum and majority required for Ordinary Shareholders’ Meetings, approves the remuneration policy applicable to Ms Christel Bories, Chief Executive Officer, as presented in the company’s corporate governance report described in Article L. 225-37 of the French Commercial Code and in the 2019 Universal Registration Document, Section 7 “*Remuneration of the management and administration bodies*”, paragraph 7.1 and more particularly 7.1.2.1.

NINTH RESOLUTION

(Approval of the information mentioned in Article L. 225-37-3 paragraph I of the French Commercial Code - “Say on Pay Ex Post”)

Pursuant to the provisions of Article L. 225-37-3 paragraph I and of Article L. 225-100 paragraph II of the French Commercial Code, the General Shareholders’ Meeting, acting with the quorum and majority required for Ordinary Shareholders’ Meetings, approves the information mentioned in paragraph I of Article L. 225-37-3 of the French Commercial Code as presented in the company’s corporate governance report described in the last sub-paragraph of Article L. 225-37 of the French Commercial Code appearing in the 2019 Universal Registration Document, Section 7 “*Remuneration of the management and administration bodies*”, paragraphs 7.2.1 and 7.2.2.

TENTH RESOLUTION

(Approval of the fixed, variable and exceptional components of the total remuneration and the benefits of any kind paid or assigned in respect of the 2019 financial year to Ms Christel Bories, Chief Executive Officer - “Say on Pay Ex Post “)

Pursuant to the provisions of Article L. 225-100 paragraph III of the French Commercial Code, the General Shareholders’ Meeting, acting with the quorum and majority required for Ordinary Shareholders’ Meetings, approves the fixed, variable and exceptional components of the total remuneration and benefits of any kind paid or assigned in respect of the 2019 financial year to Ms Christel Bories, Chief Executive Officer, as presented in the company’s corporate governance report described in Article L. 225-37 of the French Commercial Code appearing in the 2019 Universal Registration Document, Section 7 “*Remuneration of the management and administration bodies*”, paragraph 7.2.3.

ELEVENTH RESOLUTION

(Authorisation to act on the Company’s shares)

The General Shareholders’ Meeting, acting with the quorum and majority required for Ordinary Shareholders’ Meetings, after acknowledging the Board of Directors’ report and the description of the Company’s share buyback programme, using the option provided by Article L. 225-209 of the French Commercial Code, authorises the Board of Directors to purchase or arrange for the purchase of the Company’s shares within the limit of 10% of the share capital, with a view to:

- supporting the share price via a liquidity agreement with a market maker, in accordance with the market practice accepted by the AMF;
- the delivery of shares upon the exercise of rights attached to securities giving access to the share capital by redemption, conversion, exchange or otherwise;
- the implementation of any stock option plan of the Company pursuant to the provisions of articles L.225-177 et seq. of the French Commercial Code;
- the allocation of bonus shares under the provisions of articles L. 225-197-1 et seq. of the French Commercial Code;

- the allocation or the transfer of shares to the employees with respect to their participation in the benefits of the expansion of the company, or the implementation of any employee savings plan under the conditions stipulated by the law, in particular, the articles L.3332-1 et seq. of the French Labour Code;
- their cancellation, in accordance with the 26th resolution of this General Shareholders' Meeting of 23 May 2019, authorising the reduction of the Company's share capital for a period of 26 months.

These shares may be purchased, disposed, transferred or exchanged by any and all means, on the market or over the counter, including as applicable, through derivatives and the maximum share may be acquired or transferred in the form of share blocks, which may comprise the entirety of the authorised share buyback.

They may also be made during a period of public offering if the purchase offer for the Company's securities is fully settled in cash.

The payment may be made as follows.

The maximum purchase price shall not exceed EUR **200** per share.

This authorisation is given for a period ending with the General Shareholders' Meeting called to approve the financial statements for 2020.

On the basis of the number of shares comprising the share capital at **31 December 2019**, the maximum theoretical investment shall, assuming a share price of **EUR 200**, amount to **EUR 532,720,000**.

In order to ensure this resolution is executed, all powers are granted to the Board of Directors, which may delegate them for the purpose of:

- executing all stock exchange orders, entering into all agreements concerning in particular, keeping share purchase and sale registers,
- making all declarations to the French financial markets authority, assigning or reassigning the shares acquired to the different objectives pursued in accordance with the applicable laws and regulations,
- fulfilling all other formalities and, generally, doing whatever is needed.

UNDER THE AUTHORITY OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

TWELFTH RESOLUTION *(Amendment of Article 11 of the Articles of Association)*

The General Shareholders' Meeting, acting with the quorum and majority required for Extraordinary Shareholders' Meetings, after reviewing the Board of Directors' resolves to amend Article 11 of the Articles of Association in order to adopt the following text.

Present version	New version
Article 11 – Offices of the Board of directors	Article 11 – Offices of the Board of directors
<p>1. The Board may decide to create committees.</p> <p>2. On the proposal of the Chairman, the Board may decide to appoint two Vice Chairmen from among its members. If the Chairman is unable to preside over the Board, one of the Vice-Chairmen shall preside over the Board</p>	<p>1. The Board may decide to create committees.</p> <p>2. On the proposal of the Chairman, the Board may decide to appoint two Vice Chairmen from among its members. If the Chairman is unable to preside over the Board, one of the Vice-Chairmen shall preside over the Board</p>

<p>of Directors and the General Meetings of Shareholders.</p> <p>3. The Board may furthermore appoint, for the duration that it sees fit, a Secretary, who is not required to be chosen from among the Board members.</p> <p>4. The Board shall draw up a charter to which each Director or permanent representative shall subscribe upon taking office and that recalls or defines the mission of the Directors, the principles that govern their action and the rules of conduct that they establish for themselves in that respect.</p>	<p>of Directors and the General Meetings of Shareholders.</p> <p>3. The Board may furthermore appoint, for the duration that it sees fit, a Secretary, who is not required to be chosen from among the Board members.</p> <p>4. The Board shall draw up a charter to which each Director or permanent representative shall subscribe upon taking office and that recalls or defines the mission of the Directors, the principles that govern their action and the rules of conduct that they establish for themselves in that respect.</p> <p>5. The Board may decide to appoint a lead director whose missions are defined by the Board in accordance with the Afep-Medef code of governance.</p>
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THIRTEENTH RESOLUTION

(Amendment of Article 13 of the Articles of Association)

The General Shareholders' Meeting, acting with the quorum and majority required for Extraordinary Shareholders' Meetings, after reviewing the Board of Directors' report and the provisions of Article L.225-35 of the French Civil Code resulting from law 2019-486 of 22 May 2019 (known as the "Pacte law") resolves to amend Article 13 of the Articles of Association to adopt the following text.

Present version	New version
Article 13 – Powers of the Board of Directors	Article 13 – Powers of the Board of Directors
<p>The Board of Directors determines the orientations of the Company's activity and ensures that they are implemented.</p> <p>Subject to the powers expressly assigned to Shareholders' Meetings and within the limit of the corporate purpose, it reviews any issue pertaining to the smooth operation of the company and through its deliberations settles any business within its purview.</p> <p>No resolution regarding the strategic, economic, financial or technological orientations of the company may be passed without the prior deliberation of the Board.</p> <p>The resolutions of the Board of Directors limiting the powers of general management are not binding on third parties. Securities, endorsements and guarantees on company assets must be authorised by the Board of Directors under conditions set out by law.</p> <p>Acts concerning the Company are signed either by the Chief Executive Officer, the Deputy Chief Executive Officer or by any person specially authorised to do so.</p>	<p>The Board of Directors determines the orientations of the Company's activity and ensures that they are implemented <u>by taking into consideration the social and environmental issues of its activity.</u></p> <p>Subject to the powers expressly assigned to Shareholders' Meetings and within the limit of the corporate purpose, it reviews any issue pertaining to the smooth operation of the company and through its deliberations settles any business within its purview.</p> <p>No resolution regarding the strategic, economic, financial or technological orientations of the company may be passed without the prior deliberation of the Board.</p> <p>The resolutions of the Board of Directors limiting the powers of general management are not binding on third parties. Securities, endorsements and guarantees on company assets must be authorised by the Board of Directors under conditions set out by law.</p> <p>Acts concerning the Company are signed either by the Chief Executive Officer, the Deputy Chief Executive Officer or by any person specially authorised to do so.</p>

FOURTEENTH RESOLUTION*(Amendment of Article 10.8 of the Articles of Association)*

The General Shareholders' Meeting, acting with the quorum and majority required for Extraordinary Shareholders' Meetings, after reviewing the Board of Directors' report and the provisions of Article L.225-45 of the French Civil Code resulting from law 2019-486 of 22 May 2019 (known as the "Pacte law") resolves to amend Article 10.8 of the Articles of Association in order to adopt the following text.

Present version	New version
<p>8. The General Shareholders' Meeting may allocate to the Directors an annual fixed sum in directors' fees.</p> <p>The Board of Directors shall allocate these fees among its members in the manner it sees fit. The Board may allocate exceptional compensation for missions or mandates entrusted to Directors.</p>	<p>8. The General Shareholders' Meeting may allocate an annual fixed sum to Directors as <u>compensation for their activity</u>.</p> <p>The Board of Directors shall allocate these fees among its members in the manner it sees fit. The Board may allocate exceptional compensation for missions or mandates entrusted to Directors.</p>

FIFTEENTH RESOLUTION*(Amendment of Article 10.9 of the Articles of Association)*

The General Shareholders' Meeting, acting with the quorum and majority required for Extraordinary Shareholders' Meetings, after reviewing the Board of Directors' report and the provisions of Article L.2312-75 of the French Labour Code and Article L.225-27-1 of the French Commercial code resulting from law 2019-486 of 22 May 2019 (known as the "Pacte law") resolves to amend Article 10.9 of the Articles of Association in order to adopt the following text.

Present version	New version
<p>9. Apart from the directors whose number and method of appointment are set out in Articles L.225-17 and L.225-18 of the French Commercial Code, when the Company meets the criteria set in Article L. 225-27-1 paragraph I of the French Commercial Code, the Board of Directors, as required by Article L. 225-27-1 of the French Commercial Code, shall include directors representing employees.</p> <p>Two directors shall be appointed to represent employees when the number of directors mentioned in Articles L. 225-17 and L. 225-18 of the French Commercial Code exceeds twelve and one director shall be appointed to represent employees when there are twelve or fewer directors.</p> <p>Directors representing employees are appointed as follows:</p> <p>a) where two directors are to be appointed, one of the directors is appointed by the central works council as specified in Articles L. 2327-1 et seq. of the French Labour Code, and the other director is appointed by the European works council.</p> <p>b) where a single director is to be appointed, he or she is appointed by the central works council as specified in Articles L. 2327-1 et seq. of the French Labour Code.</p>	<p>9. Apart from the directors whose number and method of appointment are set out in Articles L.225-17 and L.225-18 of the French Commercial Code, when the Company meets the criteria set in Article L. 225-27-1 paragraph I of the French Commercial Code, the Board of Directors, as required by Article L. 225-27-1 of the French Commercial Code, shall include directors representing employees.</p> <p>Two directors shall be appointed to represent employees when the number of directors mentioned in Articles L. 225-17 and L. 225-18 of the French Commercial Code is more than <u>eight</u> and one director shall be appointed to represent employees when there are <u>eight</u> or fewer directors.</p> <p>Directors representing employees are appointed as follows:</p> <p>a) where two directors are to be appointed, one of the directors is appointed by the <u>social and economic council</u> as specified in Articles L. 2311-1 et seq. of the French Labour Code, and the other director is appointed by the European works council.</p> <p>b) where a single director is to be appointed, he or she is appointed by the <u>social and economic work</u> council as specified in Articles L. 2311-1 et seq. of the French Labour Code.</p>

If the number of directors mentioned in Articles L.225-17 and L.225-18 of the French Commercial Code, after being less than or equal to twelve, becomes more than twelve, the Chair of the Board of Directors shall, within a reasonable period, consult the European works council in order to appoint a second director to represent employees.

If the number of directors mentioned in Articles L. 225-17 and L. 225-18 of the French Commercial Code, after exceeding twelve, were to fall to twelve or less, the term of office of the director representing employees appointed by the European works council will continue until its term, but shall not be renewed if the number of directors remains less than or equal to twelve as at the renewal date.

Article 10.7 of these Articles of Association are not applicable to directors representing employees. Directors representing employees are not taken into account to determine the maximum number of directors set out in Article 10.1 of these Articles of Association.

The term of office of directors representing employees is four years from the date of their appointment. Newly appointed directors representing employees take up office at the expiry of the term of office of the outgoing directors representing employees.

The term of office of the directors representing employees shall legally end in the event of termination of their employment contract with the Company or one of its direct or indirect subsidiaries, dismissal in accordance with Article L. 225-32 of the French Commercial Code, or if an event of incompatibility arises as stated in Article L. 225-30 of the French Commercial Code.

In the event that during his or her term of office, for any reason whatsoever (such as death, resignation, dismissal, termination of employment contract), a the seat of a director representing employees becomes vacant, it shall be filled using the same appointment procedures as those described in the third sub-section of this Article 10.9. The term of office of the director thus appointed shall end at the completion of the normal term of office of his or her predecessor. Until the date on which the director representing employees is replaced, the Board of Directors may meet and validly deliberate.

The provisions of this section 10.9 shall cease to apply when at the closing of a financial year, the Company no longer fulfils the prior conditions for the appointment of directors representing employees, on the understanding that the term of office of any director representing employees appointed pursuant to this Article 10.9 shall expire at its term.

If the number of directors mentioned in Articles L.225-17 and L.225-18 of the French Commercial Code, after being less than or equal to eight, becomes more than eight, the Chair of the Board of Directors shall, within a reasonable period, consult the European works council in order to appoint a second director to represent employees.

If the number of directors mentioned in Articles L. 225-17 and L. 225-18 of the French Commercial Code, after exceeding eight, were to fall to eight or less, the term of office of the director representing employees appointed by the European works council will continue until its term, but shall not be renewed if the number of directors remains less than or equal to eight as at the renewal date.

Article 10.7 of these Articles of Association are not applicable to directors representing employees. Directors representing employees are not taken into account to determine the maximum number of directors set out in Article 10.1 of these Articles of Association.

The term of office of directors representing employees is four years from the date of their appointment. Newly appointed directors representing employees take up office at the expiry of the term of office of the outgoing directors representing employees.

The term of office of the directors representing employees shall legally end in the event of termination of their employment contract with the Company or one of its direct or indirect subsidiaries, dismissal in accordance with Article L. 225-32 of the French Commercial Code or if an event of incompatibility arises as stated in Article L. 225-30 of the French Commercial Code.

In the event that during his or her term of office, for any reason whatsoever (such as death, resignation, dismissal, termination of employment contract), a the seat of a director representing employees becomes vacant, it shall be filled using the same appointment procedures as those described in the third sub-section of this Article 10.9. The term of office of the director thus appointed shall end at the completion of the normal term of office of his or her predecessor. Until the date on which the director representing employees is replaced, the Board of Directors may meet and validly deliberate.

The provisions of this section 10.9 shall cease to apply when at the closing of a financial year, the Company no longer fulfils the prior conditions for the appointment of directors representing employees, on the understanding that the term of office of any director representing employees appointed pursuant to this Article 10.9 shall expire at its term.

SIXTEENTH RESOLUTION*(Amendment of Article 21 of the Articles of Association)*

The General Shareholders' Meeting, acting with the quorum and majority required for Extraordinary Shareholders' Meetings, after reviewing the Board of Directors' report and the provisions of Article L.225-98 of the French Civil Code resulting from Act 2019-744 of 19 July 2019 (known as the "simplification, clarification and update of company law" Act) resolves to amend Article 21 of the Articles of Association in order to adopt the following text.

Present version	New version
Article 21 - Ordinary General Shareholders' Meetings	Article 21 - Ordinary General Shareholders' Meetings
<p>1. The Ordinary General Shareholders' Meeting may validly deliberate when first called only if the Shareholders present, represented or having voted by mail within the prescribed time, hold at least one-fifth of the shares with voting rights. When called a second time, no quorum is required, but shareholders may deliberate only on issues featured on the agenda of the first meeting.</p> <p>The Ordinary General Shareholders' Meeting adopts resolutions on the majority of the votes held by the Shareholders present or represented, including Shareholders who voted by mail within the prescribed time.</p> <p>2. The Ordinary General Shareholders' Meeting listens to the reports of the Board of Directors and of the Statutory Auditors; it discusses, approves or rectifies the parent company financial statements, and as appropriate, the consolidated financial statements, sets the dividends, appoints or dismisses Directors and Statutory Auditors, discharges them from their missions, ratifies co-optations of Directors, rules on the agreements submitted for authorisation and passes all resolutions on its agenda and which are not within the purview of the Extraordinary General Shareholders' Meeting.</p>	<p>1. The Ordinary General Shareholders' Meeting may validly deliberate when first called only if the Shareholders present, represented or having voted by mail within the prescribed time, hold at least one-fifth of the shares with voting rights. When called a second time, no quorum is required, but shareholders may deliberate only on issues featured on the agenda of the first meeting.</p> <p>The Ordinary General Shareholders' Meeting acts by a majority of the <u>votes cast</u> by the Shareholders present or represented, including Shareholders who voted by mail within the prescribed time.</p> <p>2. The Ordinary General Shareholders' Meeting listens to the reports of the Board of Directors and of the Statutory Auditors; it discusses, approves or rectifies the parent company financial statements, and as appropriate, the consolidated financial statements, sets the dividends, appoints or dismisses Directors and Statutory Auditors, discharges them from their missions, ratifies co-optations of Directors, rules on the agreements submitted for authorisation and passes all resolutions on its agenda and which are not within the purview of the Extraordinary General Shareholders' Meeting.</p>

SEVENTEENTH RESOLUTION*(Amendment of Article 22 of the Articles of Association)*

The General Shareholders' Meeting, acting with the quorum and majority required for Extraordinary Shareholders' Meetings, after reviewing the Board of Directors' report and the provisions of Article L.225-96 of the French Civil Code resulting from law 2019-744 of 19 July 2019 (known as the "simplification, clarification and update of company law") resolves to amend Article 22 of the Articles of Association in order to adopt the following text.

Present version	New version
Article 22 - Extraordinary General Shareholders' Meetings	Article 22 - Extraordinary General Shareholders' Meetings

1. The Extraordinary General Shareholders' Meeting may validly deliberate when first called only if the Shareholders present, represented or having voted by mail within the prescribed time, hold at least one-quarter at first call, and one-fifth at second call of the shares with voting rights. Absent this last quorum, the second Shareholders' Meeting may be postponed by at most two months after the date on which it was called.

The Extraordinary General Shareholders' Meeting adopts resolutions on the majority of two-thirds of the votes held by the Shareholders present or represented, including Shareholders who voted by mail within the prescribed time.

2. The Extraordinary General Shareholders' Meeting may amend all the clauses of the Articles of Association, provided that they do not increase the commitments of Shareholders, subject to the requirement that Shareholders purchase or sell fractional shares, in the event shares are combined capital is increased or reduced, or a merger or split occur.

1. The Extraordinary General Shareholders' Meeting may validly deliberate when first called only if the Shareholders present, represented or having voted by mail within the prescribed time, hold at least one-quarter at first call, and one-fifth at second call of the shares with voting rights. Absent this last quorum, the second Shareholders' Meeting may be postponed by at most two months after the date on which it was called.

The Extraordinary General Shareholders' Meeting adopts resolutions by a two-thirds majority of the votes cast by the Shareholders present or represented, including Shareholders who voted by correspondence within the prescribed time.

2. The Extraordinary General Shareholders' Meeting may amend all the clauses of the Articles of Association, provided that they do not increase the commitments of Shareholders, subject to the requirement that Shareholders purchase or sell fractional shares, in the event shares are combined capital is increased or reduced, or a merger or split occur.

UNDER THE AUTHORITY OF THE ORDINARY SHAREHOLDERS' MEETING

EIGHTEENTH RESOLUTION

(Powers)

The General Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, endows the bearer of any original, excerpt or copy of the minutes of this Shareholders' Meeting with full powers to carry out all the necessary filings or formalities.

How to attend or vote at the Shareholders Meeting ?

All shareholders, regardless of the number of shares they own, have the right to participate in the Meeting, either by personally attending, either by being represented, or by voting at distance (by internet or by postal vote using a distance voting form), under the terms and conditions set forth by the law and regulations in force.

All shareholders may be represented at the Meeting by another shareholder, by their husband/spouse, or by a partner with whom they have entered into a Civil Solidarity Pact or any other individual or legal entity of their choice under the conditions provided for in Article L. 225-106 of the French Commercial Code.

A notice of meeting containing a single remote or proxy voting form or application for an admission card will be sent automatically to all registered shareholders. The bearer shareholders will have to contact their financial intermediary from which their shares are registered in order to obtain the remote or proxy voting form or application for an admission card. Applications for submissions of forms, to be issued in due time, must be made at least 6 days before the date of the Assembly, that is to say on **May 20, 2020** at the latest.

In accordance with Article R. 225-85 of the French Commercial Code, the exercise of the voting right, whatever the mode chosen, requires that each shareholder justifies of this latter quality through the registration of his/her shares held in the accounts two working days preceding the Meeting, that is to say on **May 22, 2020 by 00:00 hours (midnight), Paris time:**

- either in the registered share accounts held by BNP Paribas Securities Services for the company, for shareholders owning registered shares;
- or in bearer share accounts held by the authorized intermediary mentioned in article L. 211-3 of the French Monetary and Financial Code, for shareholders owning bearer shares.

The registration or the accounting registration of the securities in the bearer share accounts held by an authorized intermediary referred to in Article L. 211-3 of the French Monetary and Financial Code must be evidenced **by a certificate of participation issued by the latter**, attached to the remote voting form, proxy voting form, or to the application for admittance card, issued in the name of the shareholder or on behalf of the shareholder, in the name of the registered intermediary representing him/her.

In accordance with Article R. 225-85 of the French Commercial Code, shareholders who have voted remotely, sent a proxy or requested for an admittance card or a certificate of participation may no longer choose another method of participation in the Assembly, but may nevertheless give up all or part of its actions.

Postal or electronic application for an admittance card

- Registered shareholders who wish to attend the General Shareholders' Meeting should apply either for an admittance card by using the sole proxy/voting forms attached to the notice or online on the secure VOTACCESS platform which is accessed via the Planetshares website at the following web address: <https://planetshares.bnpparibas.com>.

Holders of shares in "pure registered" form should log in to the Planetshares website using their usual access code.

Holders of administered registered shares should log on to the Planetshares website using their identifier number which can be found at the top right-hand side of their paper voting form. If a shareholder is unable to locate their identifier and/or their password, he/she should telephone +(33) 1 55 77 65 00 for assistance.

Having logged in, shareholders holding registered shares should follow the instructions appearing on the screen to access the VOTACCESS website and request for an admittance card.

- The holders of “bearer shares” wishing to attend the General Assembly must ask their authorized intermediary for a certificate of participation if they wish to obtain an admittance card by post. The latter will then be responsible for forwarding this certificate to BNP Paribas Securities Services, CTO Assemblies, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex, who will send them their admittance card. If the shareholders wish to apply for their admittance card electronically, it is of their responsibility to inquire as to whether their account-keeping institution is connected to the VOTACCESS site or not, and, if so, whether this access is subject to special conditions of use.

If the shareholders’ account-keeping institution is connected to the VOTACCESS website, the shareholders should log in to the web portal of their account-keeping institutions using their usual access codes. They should then click on the icon which appears on the line corresponding to their Eramet shares and follow the instructions appearing on the screen to access the VOTACCESS website and apply for an admittance card.

In the event that the shareholders have not received their admission cards on the second business day preceding the Meeting (**i.e. May 22, 2020**) **at midnight, Paris time**, they may ask their authorized intermediary holding their securities account to issue them a certificate of participation justifying of their shareholder quality and to be admitted to attend the Shareholders' Meeting.

- **Postal distance or proxy voting**

Shareholders not attending the General Shareholders’ Meeting who wish to vote remotely or give power to the Chairperson or to the persons listed in the provisions of Article L. 225-106 of the aforementioned Code of Commerce, must use the single form of proxy / distance voting form attached to the notice of meeting and send it to BNP Paribas Securities Services, CTO Assemblies, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex or transmit voting instructions on the VOTACCESS website.

In the case of bearer shareholders, the form will be accompanied by the certificate of participation issued by the authorized intermediary.

To be taken into account, the duly completed and signed combined distance/proxy voting forms must be sent back to BNP Paribas Securities Services **at least three calendar days before the date of the Meeting (i.e. May, 22 2020)**.

- **Electronic distance or proxy voting**

The VOTACCESS website will be open **from May 6, 2020 until May 25, 2020 at 3 pm** (the day before the meeting).

- Holders of “pure or administered registered shares” who wish to vote on the Internet will access the VOTACCESS website via the Planetshares website whose address is as follows: <https://planetshares.bnpparibas.com> under the conditions below.

Holders of pure registered shares will have to connect to the Planetshares site with their usual access codes.

Holders of “administered registered shares” will need to log in to the Planetshares site using their ID number located at the top right of their paper voting form. In case the shareholder is no longer in possession of his username and / or password, he can contact the following number +33-1 55 77 65 00 put at his/her disposal.

After having logged on, registered shareholders should follow the instructions appearing on the screen to access the VOTACCESS website and to vote or to designate or withdraw a proxy **at the latest by the eve of the General Shareholders' Meeting at 3:00 pm** (Paris time).

However, in order to avoid any congestion of the VOTACCESS website, shareholders are advised not to wait until the day before the General Assembly to vote.

- For employees holding registered free shares:

Employees holding free shares who wish to vote by internet should apply on line on the secure VOTACCESS platform which is accessed via the Planetshares – My Proxy website at the following web address: [https:// planetshares.bnpparibas.com](https://planetshares.bnpparibas.com)

Employees holding free shares will have to use the identification number which can be found at the top right-hand side of their paper voting form and the identification number corresponding to the last 8 digits of their identifier number previously attributed by Société Générale Securities Services (made up of 16 digits which can be found at the top left-hand side of the account statement issued by Société Générale Securities Services – this account number will not be stored, used or otherwise circulated by BNP Paribas Securities Services).

After having logged in, the employee shareholder will have to follow the instructions given on the screen in order to access the VOTACCESS site and vote, or appoint or revoke an agent, **no later than the day before the Assembly, at 15:00 (Paris time)**.

However, in order to avoid any congestion of the VOTACCESS website, shareholders are advised not to wait until the day before the General Assembly to vote.

- Bearer shareholders will need to inquire as to whether or not their account-keeping institution is connected to the VOTACCESS site and, if so, whether this access is subject to specific terms of use.

If the shareholders' account-keeping institution is connected to the VOTACCESS website, the shareholders should log in to the web portal of their account-keeping institution using his/her usual access codes. He/she should then click on the icon which appears on the line corresponding to his/her Eramet shares and follow the instructions appearing on the screen to access the VOTACCESS website to vote or to designate or withdraw a proxy.

If the shareholder's account-keeping institution is not connected with the VOTACCESS website, the shareholder may designate or withdraw a proxy by forwarding notice electronically, in accordance with the provisions of article R. 225-79 of the French Commercial Code, as follows:

- the shareholder should send an e-mail to: paris.bp2s.france.cts.mandats@bnpparibas.com. That e-mail must contain the following information: name of the Company concerned, date of the General Shareholders' Meeting, surname, first name, address and bank account details of the shareholder concerned, in addition to the surname, first name and, if possible, address of the proxy;
- the shareholder will also have to ask, as a mandatory requirement, to the financial intermediary in charge of managing his/her securities account to send written confirmation to the General Shareholders' Meetings Department of BNP Paribas Securities Services – CTO Assemblies - Les Grands Moulins de Pantin 9, rue du Débarcadère - 93761 Pantin Cedex.

Please note that the sole notifications of proxies' appointment or revocation should be sent to the abovementioned e-mail address, any other request or notification relating to another object will not be able to be taken into account and / or dealt with.

In order appointments' designations and revocation of proxies notified electronically may be taken into account, the mandatory confirmations must be received **no later than the day before the General Shareholders' Meeting at 3:00 pm (Paris time)**.

- **Requests for the inclusion of items and draft resolutions on the agenda :**

Requests for the inclusion of items or draft resolutions on the agenda must be sent by the shareholders, under the conditions set forth in Articles R. 225-71 and R. 225-73 of the French Commercial Code, and to the Company at the latest on the 25th day preceding the Assembly, without being able to be sent more than 20 calendar days after the publication of the present notice (**that is to say on April 26, 2020 at the latest**). They must be sent to the registered office of the Company (Eramet - Group Legal Department - Jean de L'Hermite – 10 boulevard de Grenelle - 75015 Paris) by registered letter with acknowledgment of receipt or by electronic communication channel (e-mail: assemblee-generale@eramet.com).

Any request must be accompanied by a certificate of account registration which justifies the possession or representation by the authors of the application of the fraction of capital required by Article R. 225-71 of the French Commercial Code. In addition, the consideration by the General Shareholders' Meeting of the draft resolutions filed by the shareholders in the prescribed conditions is subject to the submission by the applicants of a new certificate justifying the registration in the securities account in the same accounts on the **second business day preceding the meeting at midnight, Paris time**.

- **Written questions :**

In accordance with the provisions of Article R. 225-84 of the French Commercial Code, any shareholder wishing to submit written questions must send them to the Chairman of the Board of Directors at the Company's registered office (Eramet - Group Legal Department - Jean de L'Hermite – 10 boulevard de Grenelle - 75015 Paris) by registered letter with acknowledgment of receipt, or by electronic communication (e-mail: assemblee-generale@eramet.com), at later on the **fourth working day preceding the Assembly (that is to say on May 19, 2020)**.

These questions, to be taken into account must imperatively be accompanied by a certificate of registration issued by the authorized intermediary holding their account.

In accordance with the legislation in force, a written question will be deemed to have been answered back as soon as it appears on the Company's website in a section devoted to questions and answers.

- **Shareholders' right of communication :**

All documents and information relating to this Shareholders' Meeting will be made available to the shareholders in accordance with the legal and regulatory conditions in force and in particular any information referred to in Article R. 225-73-1 of the French Commercial Code, will be published on the Eramet Website <https://www.eramet.com> no later than the **twenty-first day preceding the General Shareholders' Meeting at the latest, that is on May, 5 2020**).

The Board of Directors