

Eramet – Combined Ordinary and Extraordinary Shareholders’ Meeting on May 26th, 2020 – Additional draft resolution proposed by a shareholder

The notice of meeting provided by article R 225-73 of the Code of Commerce was published in *Bulletin des Annonces Légales Obligatoires* on 6 April 2020.

On 21 April 2020, the Company received a draft resolution from a shareholder, Société Territoriale Calédonienne de Participation Industrielle (STCPI), Immeuble Centre Sud, Doniambo, 1bis rue Berthelot, Nouméa, New Caledonia.

At its meeting on 4 May 2020, the Board of Directors of Eramet issued an opinion in favour of adopting this resolution proposed by STCPI.

The final agenda of the General Meeting on May 26th, 2020 is as follows:

AGENDA

Within the remit of the ordinary general 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

Resolution proposed by shareholders. Resolution approved by the Board of Directors.

- **Appointment of Mrs Sonia Backès as a director**

Within the remit of the extraordinary general 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.

Within the remit of the ordinary general shareholders’ meeting

- Powers.

The draft resolutions listed by number in the final agenda (included the additional resolution which is found below) are approved by the Board of Directors, which therefore asks shareholders to vote in favour.

Société Territoriale Calédonienne de Participation Industrielle (STCPI) did not provide any specific explanation of the reasons for the draft resolution to be communicated to shareholders.

Draft resolution proposed by STCPI

TWELFTH RESOLUTION

(Appointment of Mrs Sonia Backès as director)

The General Shareholders’ Meeting, adopting resolutions under the conditions of quorum and majority required for Ordinary General Shareholders’ Meetings, appoints Mrs Sonia Backès as director, in replacement to Mr Philippe

Gomès, for a four-year term, that is, until the General Shareholders' Meeting called to approve the financial statements for the 2023 financial year.

Information regarding Mrs Sonia Backès provided to the Company

Name: Backès

First name: Sonia

Date of birth: 21 May 1976

Nationality: French

“Mrs Backès holds an IT Engineering degree and was elected as a member of the South Province Assembly and Congress of New Caledonia in May 2009 before being appointed as a member of Government. She held government positions until 2015, being successively in charge of education, tax, energy, budget, digital economy, agriculture and social protection. She resigned in July 2015 to return to her mandates as member of the South Province Assembly and Congress of New Caledonia.

On 17 May 2019 she was elected Chairman of the Assembly of the South Province of New Caledonia, where her group holds an absolute majority of members. She is also vice-chairman of the Congress of New Caledonia.”

Other directorships currently held in a management or supervisory capacity in a company having its registered office in France or abroad: None

Other directorships held and completed over the five past years in a management or supervisory capacity in a company having its registered office in France or abroad: None.

Eramet shares held: 0