

Eramet
Société Anonyme au capital de 81.239.809,15 Euros
Siège social : 10 boulevard de Grenelle 75015 Paris
632 045 381 RCS Paris

PRIOR NOTICE OF MEETING

Shareholders are informed that they will be notified soon of a Combined Shareholders' Meeting to be held on,

**Friday 28 May 2021, at 10:30 – without the physical presence of shareholders
– at the registered office**

Warning :

In the current exceptional circumstances related to Covid-19 and in view of administrative measures restricting gatherings for health and safety reasons as of the date of this notice of meeting, the Board of directors decided that the Annual General meeting will be held on 28 May 2021 without shareholders being able to participate physically in the meeting.

In such circumstances, remote participation (either voting at distance or giving power to the chairman of the meeting – via internet (via the Votaccess website) or by post) will be the only way to express votes. Participation via proxies will not be possible, as proxies will not be able to be physically present at the meeting.

The meeting will be webcasted live under video format available from the Group internet site and will be downloadable after the meeting as well. You are invited to refer to the section dedicated to the General Assembly on the company's website: <https://www.eramet.com>

In order to vote on the following agenda:

AGENDA

Under the authority of the Ordinary Shareholders' Meeting

- Report from the Board of Directors on the 2020 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, 2020.
- 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 2020 financial year.
- Ratification of the cooptation of Mr Jean-Philippe Vollmer as director.
- Renewal of the term of office of Ms Christine Coignard as director.
- Renewal of the term of office of Ms Catherine Ronge as director.
- Appointment of Mr Alilat Antsélévé-Oyima as director.
- Renewal of the term of office of Ms Christel Bories as director.
- « 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. 22-10-9 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.

Under the authority of the Extraordinary Shareholders' Meeting

- Amendment to article 11.5 of the Articles of Association (Lead Director)

Under the authority of the Ordinary Shareholders' Meeting

- Renewal of KPMG as statutory auditor
- Appointment of Grant Thornton as statutory auditor
- Authorization to trade in the Company's shares

Under the authority of the Extraordinary Shareholders' Meeting

- Amendment to article 3 of the Articles of Association (corporate purpose).

Under the authority of the Ordinary Shareholders' Meeting

- Powers.

DRAFT RESOLUTIONS

**UNDER THE AUTHORITY OF THE ORDINARY GENERAL
SHAREHOLDERS' MEETING**

Resolutions 1 and 2 concern the approval of the parent company financial statements and the consolidated financial statements for the past financial year. The detailed financial statements can be found in the documents distributed to shareholders and are commented upon in the management report.

FIRST RESOLUTION

(2020 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 2020, approves said annual financial statements as presented to it, and the transactions translated in these financial statements or summarised in these reports.

SECOND RESOLUTION
statements)

(2020 consolidated financial

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 2020, approves the said consolidated financial statements as presented to it, and the transactions translated in these financial statements or summarised in these reports.

In **resolution 3** you are asked to approve the special report of the Statutory Auditors of your Company pertaining to the agreements specified in Articles L. 225-38 et seq. of the French Commercial Code and authorised during the past financial year. You are asked to note that the report also presents the agreements previously authorised by your Meeting, which continued in the prior year and that, as these previously authorised agreements have already been approved by your Meeting, they are not being put to a vote by this Meeting.

THIRD RESOLUTION
agreements)

(Regulated

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.

The purpose of **resolution 4** is to propose to the Shareholders' Meeting, the appropriation of net income for the 2020 financial year.

FOURTH RESOLUTION

(Appropriation of income)

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

recognises that the net income for the financial year ended is -€907,356,153.69;
added to which are €292,590,841.80 in retained earnings at 31 December 2020.

The General Shareholders' Meeting resolves:

to allocate the net income for the prior financial year to retained earnings which will then total
-€614,765,311.89.

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:

	2017	2018	2019	2020
Number of shares compensated	26,633,660	26,635,884	26,636,000	26, 656,005
dividend	EUR 2.30	EUR 0.60	EUR 0	EUR 0

The purpose of **resolution 5** is to ratify the co-optation of Mr Jean-Philippe Vollmer as director at the Board meeting of 15 October 2020. Mr Vollmer is Chairman of Société des Hôtels de Nouméa in New Caledonia.

Resolutions 6 and 7 concern the four-year renewal of the directorships expiring at this Shareholders'

Meeting:

- renewal of the term of office of Ms Christine Coignard (independent director). Ms Coignard is Managing Director of Coignard & Haas GmbH, a strategy and development consulting firm;
- renewal of the term of office of Ms Catherine Ronge (independent director). Ms Ronge is Chairperson and Chief Executive Officer of Le Garrec et Cie Group and Founder and Chief Executive of Inneva, a strategy consulting company.

The **eighth resolution** concerns the appointment of Mr Alilat Antsélévé-Oyima as director to replace Mr Michel Antsélévé whose term is expiring. Mr Alilat Antsélévé-Oyima is Special Advisor to the President of Gabon and Head of the Department of Industry, Mines and Hydrocarbons

FIFTH RESOLUTION

(Ratification of the co-optation of Mr Vollmer as director)

The General Shareholders' Meeting ratifies the co-optation of Mr Jean-Philippe Vollmer as director, at the Board of Directors' meeting of 15 October 2020, to replace Ms Sonia Backès, who resigned on 26 May 2020, for the outstanding period of her term of office, i.e., until the General Shareholders' Meeting called to approve the financial statements for the 2023 financial year.

SIXTH RESOLUTION

(Renewal of Ms Coignard's term of office)

The General Shareholders' Meeting, acting with the quorum and majority required for ordinary shareholders' meetings, renews the term of office of Ms Christine Coignard, which expires at this Meeting, for a period of four years, i.e., until the General Shareholders' Meeting to be held in 2025, called to approve the financial statements for the 2024 financial year.

SEVENTH RESOLUTION

(Renewal of Ms Ronge's term of office)

The General Shareholders' Meeting, acting with the quorum and majority required for ordinary shareholders' meetings, renews the term of office of Ms Catherine Ronge, which expires at this Meeting, for a period of four years, i.e., until the General Shareholders' Meeting to be held in 2025, called to approve the financial statements for the 2024 financial year.

EIGHTH RESOLUTION

(Appointment of Mr Antsélévé-Oyima as director)

The General Shareholders' Meeting, acting with the quorum required for Ordinary Shareholders' Meetings, appoints Mr Alilat Antsélévé-Oyima as director to replace Mr Michel Antsélévé at the expiry of his term of office, for a period of four years, i.e. until the General Shareholders' Meeting called to approve the financial statements for the 2024 financial year.

The **Ninth resolution** concerns the renewal of the term of office of Ms Christel Bories, Chair and CEO, for a four year term, and that the Board of Directors will also propose the renewal of Christel Bories' appointment as Chair and CEO after the General Meeting of Shareholders.

The Board of Directors assessed positively Christel Bories' term of office as Chair and CEO during her first mandate, considering that she succeeded in leading the development of the Group in an often tough environment and in carrying out a deep transformation, including through an ambitious new approach to turn Eramet into a key player in terms of Corporate Social Responsibility.

The Board of Directors intends the Group roadmap to be continued under the leadership of Christel Bories, to whom it renews its trust.

Moreover, the Board of Directors intends to change the Company's governance in the future towards separating the roles of Chair and CEO before the end of the new term of office of Christel Bories.

NINTH RESOLUTION

(Renewal of Ms Bories's term of office)

The General Shareholders' Meeting, acting with the quorum and majority required for ordinary shareholders' meetings, renews the term of office of Ms Christel Bories, Chair and CEO, which expires at this Meeting, for a period of four years, i.e., until the General Shareholders' Meeting to be held in 2025 and called to approve the financial statements for the 2024 financial year.

“Say on pay ex ante”

Pursuant to the provisions of Article L. 22-10-8 paragraph II (formerly numbered L.225-37-2) and Article R. 22-10-14 (formerly numbered R.225-29-1) of the French Commercial Code, the General Shareholders' Meeting is called to approve in **resolution 10**, the remuneration policy applicable to the members of the Board of Directors, and in **resolution 11**, the remuneration policy applicable to Ms Christel Bories, Chairperson and Chief Executive Officer. These disclosures are provided in Chapter 7 of the 2020 Universal Registration Document, “Remuneration of the management and administration bodies”.

In accordance with the wording of Article L. 22-10-8, the approval of the General Shareholders' Meeting is required every year and upon each material change to the remuneration policy. If the General Shareholders' Meeting does not approve the resolution and if it has previously approved a compensation policy, the latter shall continue to apply and the Board of Directors shall submit a draft resolution presenting a revised remuneration policy to the next General Shareholders' Meeting for approval. In the absence of a previously approved compensation policy, if the General Shareholders' Meeting does not approve the draft resolution, remuneration shall be determined in accordance with the remuneration assigned in the previous year, or, in the absence of remuneration assigned in the previous year, in accordance with existing practices within the Company.

“Say on pay ex post”

Pursuant to the provisions of Article L. 22-10-9 (formerly numbered L.225-37-3) paragraph I of the French Commercial Code, the General Shareholders' Meeting is called to approve in **resolution 12** the information mentioned in Article L. 22-10-9 paragraph I of the French Commercial Code. These disclosures are provided in Chapter 7 of the 2020 Universal Registration Document, “Remuneration of the management and administration bodies”. Pursuant to the provisions of Article L. 22-10-34 (formerly numbered as paragraph III of Article L.225-100) of the French Commercial Code, the General Shareholders' Meeting is called to approve in **resolution 13**, the fixed, variable and exceptional components of the remuneration and benefits of any kind, paid in the past financial year or assigned in the same financial year to Ms Christel Bories, Chairperson and Chief Executive Officer in respect of the 2020 financial year. These disclosures are provided in Chapter 7 of the 2020 Universal Registration Document, “Remuneration of the management and administration bodies”.

TENTH 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. 22-10-8 (formerly numbered L. 225-37-2) and of Article R. 22-10-14 (formerly numbered 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 2020 Universal Registration Document, section 7 “Remuneration of the management and administration bodies”, paragraphs 7.1.1.3 and 7.1.2.2.

ELEVENTH 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. 22-10-8 (formerly numbered L. 225-37-2) and of Article R. 22-10-14 (formerly numbered 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, Chairperson and 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 2020 Universal Registration Document, section 7 "Remuneration of the management and administration bodies", paragraph 7.1 and notably 7.1.2.1.

TWELVETH RESOLUTION

(Approval of the information mentioned in

Article L. 22-10-9 paragraph I of the French Commercial Code - "Say on Pay Ex Post")

Pursuant to the provisions of Article L. 22-10-9 (formerly numbered L.225-37-3) paragraph I and of Article L. 22-10-34 (formerly numbered paragraph II of Article L.225-100) 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. 22-10-9 (formerly numbered 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 2020 Universal Registration Document, section 7 "Remuneration of the management and administration bodies", paragraphs 7.2.1 and 7.2.2.

THIRTEENTH 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 2020 financial year to Ms Christel Bories, Chief Executive Officer - "Say on Pay Ex Post")

Pursuant to the provisions of Article L. 22-10-34 (formerly numbered paragraph III of Article L.225-100) 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 2020 financial year to Ms Christel Bories, Chairperson and 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 2020 Universal Registration Document, section 7 "Remuneration of the management and administration bodies", paragraph 7.2.3.

UNDER THE AUTHORITY OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

In **resolution 14**, the Board proposes to change article 11.5 of the Company's Articles of Association to provide for an obligation to appoint a Lead Director chosen among Board members, should the offices of Chair and CEO be held by a single person.

The list of duties of the Lead Director are as per Board's internal regulations

FORTEENTH RESOLUTION

(Amendment to Article 11.5 of the Articles of

Association)

The General Shareholders' Meeting, acting with the quorum and majority required for extraordinary shareholders' meeting, after hearing read aloud the Board of Directors' report, changes article 11.5 of the Articles of Association as follows:

Current version	New version
5. The Board may appoint a Lead Director whose duties are defined by the Board in accordance with the Afep-Medef governance Code.	5. A Lead Director should be appointed by the Board if the offices of Chair and CEO are held by the same person. The duties of the Lead Director are defined by the Board in accordance with the Afep-Medef governance Code.

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UNDER THE AUTHORITY OF THE ORDINARY SHAREHOLDERS' MEETING

The purpose of **resolutions 15 and 16** is to propose for six financial years respectively: -the renewal of the term of office of KPMG as primary Statutory Auditors, appointed as the Company's Statutory Auditors for the first time in 2015, and whose term of office expires at this Meeting -the appointment of the firm Grant Thornton as primary Statutory auditor to replace Ernst & Young Audit, since the Ernst & Young network has been the Company's Statutory auditor since 1991, and given that the firm's term of office expires at this Shareholders' Meeting. Pursuant to the provisions of Article L. 823-1-I, sub-paragraph 2, the appointment of an alternate Statutory auditor called to replace the primary auditor is only required when the primary statutory auditor is a natural person or a single person company. In the present case, the appointment of alternate statutory auditors is therefore not required and accordingly, no proposal has been made to appoint alternate statutory auditors.

FIFTEENTH RESOLUTION

(Renewal of the term of office of a primary Statutory Auditor)

The General Shareholders' Meeting recognises that the terms of office as statutory auditors of KPMG and of Salustro Reydel, respectively primary and alternate statutory auditors, expire at this Meeting and have decided to appoint as replacement, for a period of six financial years, that is, until the Shareholders' Meeting called to approve the financial statements for the 2026 financial year and which will be held in 2027:

KPMG S.A. (775 726 417 RCS Nanterre) as the primary Statutory auditor.

SIXTEENTH RESOLUTION

(Appointment of a primary Statutory Auditor)

The General Shareholders' Meeting recognises that the terms of office of Ernst & Young and of Auditex as Statutory Auditors, respectively primary and alternate statutory auditors, expire at this Meeting and have decided to appoint for a period of six financial years, i.e., until the Shareholders' Meeting called to approve the financial statements for the 2026 financial year and which will be held in 2027:

the Grant Thornton firm (632 013 843 RCS Nanterre) as primary Statutory auditor.

The purpose of **resolution 17**, in the context of the provisions of Article L. 22-10-62 (formerly numbered L. 225-209) of the French Commercial Code, is to request authorisation from the General Shareholders' Meeting to renew, in accordance with applicable laws and regulations, the Company's share buyback programme, using any and all means, including during a public offering. The maximum buyback amount is 10% of the capital and the maximum purchase price per share is €200. This resolution concerns the annual renewal of this authorisation. The main purpose of this authorisation is to allow the existing liquidity agreement to continue, and the employee free share grant plans to be implemented through the award of existing shares.

SEVENTEENTH RESOLUTION

(Authorisation to trade in 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. 22-10-62 (formerly numbered 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. and L. 22-10-56 of the French Commercial Code;
- allocation of bonus shares under the provisions of Articles L. 225-197-1 et seq. and L. 22-10-59 and L. 22-10-60 of the French Commercial Code;
- the allocation or the transfer of shares to 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, Articles L. 3332-1 et seq. of the French Labour Code;
- their cancellation, pursuant to a resolution authorising the reduction of the Company's share capital.

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 €200 per share (or the equivalent value of the same amount on the same date in any other currency or monetary unit established by reference to several currencies).

This authorisation is given for a period ending with the General Shareholders' Meeting called to approve the financial statements for 2021.

On the basis of the number of shares comprising the share capital at 31 December 2020, the maximum theoretical investment, assuming a share price of €200, will be €532,720,100.

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

The Board did not wish to submit to vote a renewal of delegations of authorities to the Board for capital increases and capital decreases as previously voted by the AGM on 23 May 2019 and which expire on 22 July 2021.

The purpose of the **18th resolution** is to allow the Eramet Board of Directors to grant a number of shares that may not exceed 700,000 existing bonus shares over a period of three years (from May 2021 to May 2024) according to the terms below:

- to all Group employees (subject to applicable local accounting and tax laws), allocation of bonus shares without performance conditions through the Erashare three-year programme;
- to the Group's main executives (i.e., around 280 people) (subject to applicable local accounting and tax laws) allocation of bonus shares, the majority of which (all for the Executive Committee, including the executive corporate officer) are subject to performance conditions that can be assessed over a period of three years.

The 700,000 bonus shares over a period of three years represent an annual allocation of 0.8% of the share capital at 31 December 2020. The allocated bonus shares will consist of existing shares. The share of the maximum overall envelop that can be given to executive corporate officers is 20%.

The performance conditions defined for the first year of use (in 2021) of this authorisation for the selective allocation of performance shares will be as follows:

- relative performance of the Eramet share for 30% of the allocation. This means comparing over three years, the trend of total shareholder return to that of a sample of comparable mining companies included in the Euromoney Global Mining Index, with the performance conditions considered to be 100% fulfilled if Eramet's ranking ranges between the 1st and 15th percentile in the sample;
- intrinsic performance of EBITDA for 50% of the grant, at constant budget economic conditions, 100% fulfilled if the budget is met;
- intrinsic performance of meeting the CSR criteria of the CSR roadmap over three years for 20% of the grant, with 100% of the performance conditions fulfilled if the criteria are fully met. The results of the roadmap are published annually.

EIGHTEENTH RESOLUTION

(Allocation of bonus shares)

The General Shareholders' Meeting, voting under the quorum and majority conditions required for extraordinary meetings, after reviewing the Board of Directors' report and the Statutory Auditors' special report, authorises the Board of Directors to proceed, on one or more occasions, in favour of the eligible employees and executive officers of the Company and of the affiliated companies within the meaning of Article L. 225-197-2 of the French Commercial Code, with allocations of existing bonus shares, in accordance with Articles L. 225-197-1 et seq. and L. 22-10-59 of the French Commercial Code.

The General Shareholders' Meeting resolves that the total number of shares that may be allocated free of charge pursuant to this authorisation may not exceed 700,000 shares.

In accordance with the regulation, this ceiling does not take into account the additional shares to be issued or allocated to maintain the rights of beneficiaries in the event of capital transactions.

Allocations made pursuant to this authorisation may, under the conditions provided for by law, benefit the Company's eligible executive corporate officers, provided that final allocation of the shares is subject to the achievement of one or more performance conditions determined by the Board of Directors at the time the decision is taken to allocate the shares, and that the number of shares allocated does not represent more than 20% of the ceiling indicated above.

For executive corporate officers and beneficiaries of so-called selective plans, the allocation of shares will be final at the end of a vesting period, the minimum duration of which is set at three years. No minimum holding period shall be imposed for the shares under consideration, such that the said shares shall be freely transferable as soon as they are definitively allocated.

For the beneficiaries, excluding corporate executive officers, of so-called democratic plans, the allocation of shares will be definitive at the end of a vesting period, the minimum duration of which is set at two years. Furthermore, beneficiaries may not transfer the shares allocated to them under this authorisation during the minimum period of one year from the final allocation of shares. However, the General Shareholders' Meeting authorises the Board of Directors, to the extent where the vesting period for all or part of one or more allocations would be for a period of at least three years, not to set a mandatory holding period for the shares under consideration, such that the said shares will be freely transferable as soon as they are finally allocated.

Notwithstanding the foregoing, the allocation of said shares to their beneficiaries shall become final before the expiry of the aforementioned vesting periods in the event that the beneficiary suffers from a second or third category disability as defined in Articles L. 341-1 et seq. of the French Social Security Code, and said shares shall be freely transferable in the event that the beneficiary suffers from a disability corresponding to the classification in the aforesaid categories of the Social Security Code.

The allocated bonus shares will consist of existing shares.

The Board of Directors is responsible for the decision to grant bonus shares, as such it will determine the identity of the beneficiaries of the share allocations, set the conditions and, if necessary, the criteria for granting the shares.

The Board of Directors may use this authorisation, on one or more occasions, for a period of thirty-eight months as from this Meeting.

Resolution 19, which concerns the amendment of Article 3 of the Articles of Association, is proposed in order to incorporate a purpose in accordance with the provisions of Article 1835 of the French Civil Code (from Pacte law 2019-486 of 22 May 2019).

NINETEENTH RESOLUTION

(Amendment to Article 3 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 1835 of the French Civil Code resulting from law 2019-486 of 22 May 2019 (known as the "Pacte law") resolves to amend Article 3 of the Articles of Association in order to adopt the following text.

Present version Article 3 - Objective	New version Article 3 - Objective
<p>The objective of the Company in all countries is the research and exploitation of mineral deposits of all kinds, the metallurgy of all metals and alloys, and their trading.</p> <p>To this end, it operates directly or indirectly by participating in the following activities:</p> <p>Research, acquisition, leasehold, alienation, concession and operation of all mines and quarries of any nature whatsoever;</p> <p>Treatment, processing and sale of all ores, mineral substances and metals, as well as their by-products, alloys and all derivatives;</p> <p>The manufacture and marketing of all products that include in their composition the aforesaid materials or substances;</p> <p>More generally, all operations directly or indirectly related to the above items, or to promote the development of corporate interests.</p> <p>To achieve this objective, the Company may:</p> <p>Create, acquire, sell, exchange, take or lease, with or without a promise to sell, manage and exploit directly or indirectly all industrial and commercial establishments, factories, sites, and premises, movable and immovable objects;</p> <p>Obtain or acquire any patents, licences, processes and trademarks, use, assign or provide them, grant</p>	<p>The objective of the Company in all countries is the research and exploitation of mineral deposits of all kinds, the metallurgy of all metals and alloys, and their trading.</p> <p>To this end, it operates directly or indirectly by participating in the following activities:</p> <p>Research, acquisition, leasehold, alienation, concession and operation of all mines and quarries of any nature whatsoever;</p> <p>Treatment, processing and sale of all ores, mineral substances and metals, as well as their by-products, alloys and all derivatives;</p> <p>The manufacture and marketing of all products that include in their composition the aforesaid materials or substances;</p> <p>More generally, all operations directly or indirectly related to the above items, or to promote the development of corporate interests.</p> <p>To achieve this objective, the Company may:</p> <p>Create, acquire, sell, exchange, take or lease, with or without a promise to sell, manage and exploit directly or indirectly all industrial and commercial establishments, factories, sites, and premises, movable and immovable objects;</p> <p>Obtain or acquire any patents, licences, processes and trademarks, use, assign or provide them, grant</p>

licences in any country, and generally carry out all commercial, industrial, financial, movable or immovable transactions, which may relate, directly or indirectly, to the company's objective or which may facilitate its implementation. It may act, directly or indirectly, on its own behalf or on behalf of third parties and either alone or in association, partnership, or company, with any other companies or persons and carry out, directly or indirectly, in France or abroad, under any form whatsoever, the operations falling within its purpose.

It may take, in any form, all interests and participations, in all companies or enterprises, French or foreign, such as to favour the development of its own affairs.

licences in any country, and generally carry out all commercial, industrial, financial, movable or immovable transactions, which may relate, directly or indirectly, to the company's objective or which may facilitate its implementation. It may act, directly or indirectly, on its own behalf or on behalf of third parties and either alone or in association, partnership, or company, with any other companies or persons and carry out, directly or indirectly, in France or abroad, under any form whatsoever, the operations falling within its purpose.

It may take, in any form, all interests and participations, in all companies or enterprises, French or foreign, such as to favour the development of its own affairs.

The company's purpose is to: Become a benchmark for the responsible and sustainable transformation of the Earth's mineral resources helping us to live together in harmony

UNDER THE AUTHORITY OF THE ORDINARY SHAREHOLDERS' MEETING

TWENTIETH 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 PARTICIPE IN 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 22, 2021** at the latest.

In accordance with Article R. 22-10-28 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 26, 2021 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.

Contrary to usually applied rules (Article R. 22-10-28 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 choose another method of participation in the Assembly, provided that instructions for such a change are received in the legally applicable timeframe for remote voting by post or via electronic voting and, regarding proxies, within the timeframe applicable to this meeting. Previous instructions received will be accordingly waived.

- **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 Articles L. 225-106 and L. 22-10-39 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, 25 2021)**.

- **Electronic distance or proxy voting**

The VOTACCESS website will be open **from May 10, 2021 until May 27, 2021 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 online on the secure VOTACCESS platform which is accessed via the Planetshares – My Proxy website at the following web address: <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 3:00 p.m (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 articles R. 225-79 and R. 22-10-24 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 p.m (Paris time)**.

- *Voting process for designated proxies at a Shareholders' Meeting which is not held physically*

As the Shareholders' Meeting will not be held physically, proxies should send their voting instructions via an electronic copy of the standardized voting form to BNP Paribas Securities Services at the following address paris.bp2s.france.cts.mandats@bnpparibas.com. Shareholders giving proxy should send the proxy form by electronic mail to the same address.

The form should bear the name, first name and address of the proxy and the following indication « En qualité de mandataire » and should be dated and signed. Voting instructions will be expressed in the « Je vote par correspondance » portion of the form. Proxies should include a copy of their identity card and, as the case may be, a power of attorney from the legal company they are representing.

In order to be taken into account, the electronic messages from both proxies and shareholders should be received by BNP Paribas Securities Services no later than on the fourth calendar day preceding the Shareholders' Meeting, i.e. on Monday 24 May 2021. If a proxy also vote which shares held otherwise, he/she should send separate voting instructions as defined above for all shareholders.

- *Requests for including points or draft resolutions in the agenda:*

Requests for including points or draft resolutions in the agenda of the meeting must be sent by shareholders, in compliance with conditions set out in articles R. 225-71 and R. 22-10-22 of the French Commerce Code and must be received by the company no later than on the 25th day prior to the Meeting and having been sent no later than 20 days after this prior notice of meeting has been published (i.e. on **27 April 2021** at the latest). They must be sent at the registered office of the company (Eramet - Direction Juridique Groupe – Jean de L'Hermite – 10 Boulevard de Grenelle - 75015 Paris) by registered letter with acknowledgment of receipt or by electronic mail (e-mail: assemblee-generale@eramet.com).

To all requests must be attached a certificate of participation which attests of the ownership or proxy holding by the request holders of the compulsory share of capital which is defined by article R. 225-71 of the French Commerce Code. Moreover, submission to the Meeting of the draft resolutions is subject to the company receiving a renewed certificate of participation which attests of the share ownership in the same share accounts on the second working 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 as modified by Decree n°2020-418 dated April 10, 2020, 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 **second working day preceding the Assembly (that is to say on May 26, 2021)**.

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. 22-10-23 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, 7 2021**).

The Board of Directors