

Eramet
Société Anonyme au capital de 87,702,893.35 Euros
Siège social : 10 boulevard de Grenelle 75015 Paris
632 045 381 RCS Paris

NOTICE OF MEETING

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

Tuesday 31 May 2022, at 10:00 – at the registered office

Warning :

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 2021 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, 2021.
- 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 2021 financial year.
- « 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.
- Authorization to trade in the Company's shares
- 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

(2021 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 2021, approves said annual financial statements as presented to it, and the transactions translated in these financial statements or summarised in these reports.

SECOND RESOLUTION

(2021 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 2021, 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

(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.

The purpose of **resolutions 4 and 5** is to propose to the Shareholders' Meeting, the appropriation of net income for the 2021 financial year. This appropriation concerns an allocation to the legal reserve at its maximum of 10% of new share capital and the distribution of a dividend of €2.50 per share.

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 €330,922,909.94;
- added to which are -€614,690,311.74 in losses brought forward at 31 December 2021.

The General Shareholders' Meeting resolves to allocate the net income for the prior financial year to retained earnings which will then total -€283,767,401.80.

FIFTH RESOLUTION

(Allocation of the legal reserve and distribution of dividends)

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

- notes that the "Other reserves" total €253,839,152.97 and resolves:
 - to appropriate €646,309.34 to the "Legal reserve" so that it reaches 10% of the new share capital,
 - to distribute a dividend of €2.50 per share, which, for the 28,755,047 shares that make up the share capital as at 31 December 2021, equals €71,887,617.50.

The "Other reserves" are therefore decreased to €181,305,226.13.

The ex-dividend date will be 3 June 2022. The record date will be set at 6 June 2022. The dividend will be paid beginning on 7 June 2022.

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:

	2018	2019	2020	2021
Number of shares compensated	26,635,884	26,636,000	26,656,005	28,755,047
dividend	EUR 0.60	EUR 0	EUR 0	EUR 2.50

"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 6**, the remuneration policy applicable to the members of the Board of Directors, and in **resolution 7**, the remuneration policy applicable to Ms Christel Bories, Chairperson and Chief Executive Officer. These items appear in the 2021 Universal Registration Document, "Corporate governance report".

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 8** the information mentioned in Article L. 22-10-9 paragraph I of the French Commercial Code. These items appear in the 2021 Universal Registration Document, “Corporate governance report”. 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 9**, 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 2021 financial year. These items appear in the 2021 Universal Registration Document, “Corporate governance report”.

SIXTH 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 2021 Universal Registration Document, section 7 “Corporate governance report”, paragraph 4.2.1.2.2.

SEVENTH 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, Chairwoman 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 2021 Universal Registration Document, section 7 “Corporate governance report”, paragraph 4.2.1.2.1.

EIGHTH 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 2021 Universal Registration Document, section “Corporate governance report”, paragraphs 4.2.2.1 and 4.2.2.2.

NINTH 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 2021 financial year to Ms Christel Bories, Chairperson and 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 2021 financial year to Ms Christel Bories, Chairwoman 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 2021 Universal Registration Document, section “Corporate governance report”, paragraph 4.2.2.3.

The purpose of **resolution 10**, 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.

TENTH 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;
- the 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 2022.

On the basis of the number of shares comprising the share capital at 31 December 2021, the maximum theoretical investment, assuming a share price of €200, will be €575,100,800.

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.

Resolution 11 allows the formalities involved in implementing the other resolutions voted by the General Shareholders' Meeting to be fulfilled.

ELEVENTH 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 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 Articles L. 225-106 and L. 22-10-39 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 25, 2022** 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 27, 2022 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.

As per 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 not choose another method for participating in the Assembly, but can sell all or part of his/her shares.

- **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, 28 2022)**.

- **Electronic distance or proxy voting**

The VOTACCESS website will be open **from May 13, 2022 until May 30, 2022 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)**.

- **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 **6 May 2022** 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, 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 the latest on the **fourth working day preceding the Assembly (that is to say on May 25, 2022)**.

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, 10 2022).

The Board of Directors