

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 23 May 2023, 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 2022 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, 2022.
- 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 2022 financial year.
- Dividend distribution
- Renewal of Mr Emeric Burin des Roziers' term of office as director.
- Renewal of Mr François Corbin's term of office as director.
- Renewal of the term of office of Sorame as director (represented by Mr Jérôme Duval from now on)
- Renewal of Mr Jean-Yves Gilet's term of office as director.
- Renewal of the term of office of Ceir as director (represented by Ms Nathalie de La Fournière)
- Renewal of Ms Manoelle Lepoutre's term of office as director.
- Appointment of Ms Héloïse Duval as director
- Appoint of Mr Ghislain Lescuyer 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.
- Authorization to trade in the Company's shares
- Powers.

DRAFT RESOLUTIONS

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

<p>The first and second resolutions 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.</p>
--

FIRST RESOLUTION

(2022 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 2022, approves said annual financial statements as presented to it, and the transactions translated in these financial statements or summarised in these reports.

SECOND RESOLUTION

(2022 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 2022, approves the said consolidated financial statements as presented to it, and the transactions translated in these financial statements or summarised in these reports.

<p>In the third resolution 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.</p>

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 the **fourth and fifth resolutions** is to propose, to the Shareholders' Meeting, the appropriation of net income for the 2022 financial year. This appropriation concerns the distribution of a dividend of €3.50 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 €142,590,988.00

Added to which are the losses brought forward
at 31 December 2022 -€283,566,964.30

The General Shareholders' Meeting resolves to allocate the net income for the prior financial year to retained earnings which will then total -€140,975,976.30.

FIFTH RESOLUTION

(Distribution of dividends)

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

Notes that the "Other reserves" total €181,305,226.13 and resolves:

- To distribute a dividend of €3.50 per share, which, for the 28,755,047 shares that make up the share capital as at 31 December 2022, equals €100,642,664.50.

The "Other reserves" are therefore decreased to €80,662,561.63.

The ex-dividend date will be 26 May 2023. The reporting date will be set at 29 May 2023. The dividend will be paid beginning on 30 May 2023.

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:

	2019	2020	2021	2022
number of shares compensated	26,636,000	26,636,005	28,755,047	28,755,047
dividend	€0	€0	€2.50	€3.50

The **sixth to eleventh resolutions** concern the renewal for a period of four years of the terms of office expiring at this Meeting:

- Renewal of the term of office of Emeric Burin des Roziers (independent director). Emeric Burin des Roziers has been an Eramet director since May 2019. It is proposed that the General

Shareholders' Meeting in 2023 votes to renew his term for a period of four years. Since January 2023, Emeric Burin des Roziers has been CEO of the NW Group, specialising in the production of renewable electricity, electricity storage and electric mobility services. He is a corporate officer of NW Energy and NW Storm. Emeric Burin des Roziers was previously the Chief Executive Officer of Endel (an Engie subsidiary) and the Deputy Chief Executive Officer of Engie Solution's Industry BU from 2016 to April 2022. From 2011 to 2016, he served the Eramet Group as Director of Business Development of the Manganese Branch, Chief Executive Officer of the Recycling Activity and Director of Central Operations Restructuring. Emeric Burin des Roziers served as Advisor and then Deputy Cabinet Director to the Ministry of Energy (2006-2011). He began his career in 2003 as a consultant with the Boston Consulting Group. Emeric Burin des Roziers graduated from the École Polytechnique and ENSTA.

- Renewal of the term of office of François Corbin (independent director – lead director). François Corbin has been an Eramet director since May 2019. It is proposed that the General Shareholders' Meeting in 2023 votes to renew his term for a period of four years. François Corbin is Vice President of MEDEF International in charge of coordination in the ASEAN region, and the French Minister for Europe and Foreign Affairs' special representative for economic affairs in the ASEAN region. François Corbin joined the Michelin Group in 2004, where he held Senior Management positions in Business Units, then on the Group's Executive Committee and finally, from 2019 to July 2021, as General Delegate for International Affairs to the Chair of the Group. François Corbin began his career in 1980 at the Pechiney Group where he held several positions as head of the operating department, after which he was Human Resources Director and Business Units Chief Executive Officer. François Corbin graduated from the École Centrale de Paris .
- Renewal of the term of office of SORAME, from now on represented by Jérôme Duval. Jérôme Duval has been an Eramet director since May 2019. Jérôme Duval is a cousin of Nathalie de La Fournière, Héloïse Duval and Cyrille Duval and holds shares in Sorame and CEIR. It is proposed that the General Shareholders' Meeting in 2023 votes to appoint him as the new permanent representative of Sorame in replacement to Cyrille Duval for a period of four years. Jérôme Duval has been Director of Intermodal Financing activities at Crédit Agricole CIB since September 2022. He was previously Director of Maritime and Americas Intermodal Financing activities at Crédit Agricole CIB New York from 2013. In New York, he established the regional maritime financing platform and went on to create the Intermodal financing activity for the bank. He began his career at Crédit Lyonnais in New York followed by experience in professional client coverage at Crédit Agricole in Île-de-France. He then joined Crédit Agricole CIB where, after coordinating international maritime financing activities, he developed a portfolio of the sector's key accounts from London. Jérôme Duval holds a Director's certificate from Sciences Po-IFA and a Master's degree from ISG.
- Renewal of the term of office of Jean-Yves Gilet. Jean-Yves Gilet has been an Eramet director since September 2016. It is proposed that the General Shareholders' Meeting in 2023 votes to renew his term for a period of four years. Jean-Yves Gilet has been Chair of Gilet Trust Invest SAS, a strategy and management consulting company, since 2017. He is an engineer in the Corps des mines. Jean-Yves Gilet was Executive Director of BPI France from 2013 to 2016 and prior to that, CEO of the Fonds Stratégique d'Investissement (FSI) from 2010 to 2013. Beginning in 1991, he held various senior management roles in the Usinor Sacilor Group, followed by Arcelor (2002-2005) and Arcelor Mittal (2006-2010). Having held various positions in the Direction générale de l'industrie (DGI) and Datar (1981-1988), Jean-Yves Gilet was Cabinet Director to the Deputy Minister in charge of Regional Planning and Conversions (1988-1990). He began his career in 1981 as deputy to the Regional Director of Industry and Research in Picardy. Jean-Yves Gilet is a graduate of the École Polytechnique and the École Nationale Supérieure des Mines de Paris (ENSMP).

- Renewal of the term of office of CEIR, represented by Nathalie de La Fournière. Nathalie de La Fournière has been an Eramet director since May 2015 as permanent representative of CEIR. Nathalie de La Fournière is a cousin of Cyrille Duval, Jérôme Duval and Héloïse Duval and holds shares in Sorame and CEIR. It is proposed that the General Shareholders' Meeting in 2023 votes to appoint her as the permanent representative of Sorame for a period of four years. Ms de la Fournière is currently Human Resources and Finance Director of the Agence d'Urbanisme et d'Aménagement Toulouse Aire Métropolitaine. Since 1999, she has held positions as research officer and Research Director of the Agence d'urbanisme et d'aménagement Toulouse Aire Métropolitaine. Nathalie de La Fournière began her career in 1990 at the RATP as a research officer followed by operational manager of the network. Nathalie de La Fournière graduated from the École Centrale de Paris and holds a Master's degree in auditing and management control from Toulouse Business School, as well as a Director's certificate from Sciences Po-IFA.

- Renewal of the term of office of Manoelle Lepoutre (independent director until May 2023). Manoelle Lepoutre has been an Eramet director since May 2011. It is proposed that the General Shareholders' Meeting in 2023 votes to renew her term for a period of four years. During its meeting of 21 March 2023, the Board considered that, from the General Shareholders' Meeting of May 2023, Manoelle Lepoutre will no longer qualify as independent, as she will have competed three four-year terms of office on that date. Manoelle Lepoutre has been consulting at MSML Tech Conseil since June 2022. Manoelle Lepoutre has worked with TotalEnergies in the energy sector for many years. She has held various corporate positions within the Group: Director of Sustainable Development in 2009, Human Resources Director (Managers and High-Flyers) in 2013 and Citizen Engagement Director (CSR) from 2016 to the end of 2021. In 2004, she was appointed R&D Director of the Exploration & Production division. In 2000, she was appointed to the Executive Committee of Total E&P USA, where she held the position of Geosciences Director, responsible for exploration and the management of permits and reserves for North America. In 1998, she was appointed to the Executive Committee of Elf Norge, as Exploration Director. Her career began in 1982 in the exploration and production sector, and she has held various roles in exploration and R&D, in France and the Netherlands. Manoelle Lepoutre is a graduate of the École Nationale Supérieure de Géologie de Nancy (ENSG) and the École Nationale Supérieure des Pétroles et des Moteurs (ENSPM). She is an elected member of the National Academy of Technologies of France.

The **twelfth resolution** concerns the appointment of Héloïse Duval as director, replacing Jérôme Duval, whose term of office is due to expire. Héloïse Duval is a cousin of Cyrille Duval, Jérôme Duval and Nathalie de La Fournière and holds shares in Sorame and CEIR. Héloïse Duval is Head of Mergers and Acquisitions at SEB Group. She joined the SEB Group in 2018 in the Group Strategy and Mergers & Acquisitions Directorate, where she coordinated strategic projects and oversaw the integration of acquired companies, before switching to focussing solely on mergers and acquisitions. Héloïse Duval began her career with Unibail-Rodamco-Westfield, where she was responsible for investments and transaction structuring. Héloïse Duval has a degree from the École des Hautes Études Commerciales (HEC Paris) and holds a Director's certificate from Sciences Po-IFA.

The **thirteenth resolution** concerns the appointment of Ghislain Lescuyer (independent director) as director, replacing Claude Tendil, whose term of office is due to expire. During its meeting of 21 March 2023, on the recommendation of the Appointments Committee, the Board of Directors examined the personal circumstances of Ghislain Lescuyer and noted that Mr Lescuyer could be considered as independent. From 2015 to April 2022, Ghislain Lescuyer was Chairman of the Management Board and then Chief Executive Officer of the Saft Group; he founded the Automotive Cells Company (a JV between Stellantis, Daimler and Saft/TotalEnergies), where he was Chairman of the Board of Directors from September 2020 to September 2022. In 2007, he was appointed Executive Vice-President of Areva T&D's products division, then, when it was taken over by Alstom, Senior Vice-President of Strategy & Development and Chief Information Officer (2010-2015). In 2003, he became a member of the Executive Committee and Director of various activities

with Thomson/Technicolor in France and the United States. From 2000 to 2003, he was Managing Director of Europ@web (Groupe Arnault). Within the Bull Group (1994 – 1999), he was a member of the Executive Committee and led various activities. Ghislain Lescuyer began his career as a Sales Engineer at SAT and Hewlett Packard, before becoming a consultant at McKinsey (1989– 1994). Ghislain Lescuyer holds degrees from Télécom Paris (1980) and INSEAD (MBA 1988).

SIXTH RESOLUTION *(Renewal of Emeric Burin des Roziers' term of office as director)*

The General Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, renews Emeric Burin des Roziers' term of office as director, which expired at this meeting, for a period of four years, i.e. until the General Shareholders' Meeting called to approve the financial statements for the 2026 financial year and to be held in 2027.

SEVENTH RESOLUTION *(Renewal of François Corbin's term of office as director)*

The General Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, renews François Corbin's term of office as director, which expired at this meeting, for a period of four years, i.e. until the General Shareholders' Meeting called to approve the financial statements for the 2026 financial year and to be held in 2027.

EIGHTH RESOLUTION *(Renewal of the term of office as director of SORAME, from now on represented by Jérôme Duval)*

The General Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, renews the term of office as director of SORAME (represented by Jérôme Duval from now on), which expired at this meeting, for a period of four years, i.e. until the General Shareholders' Meeting called to approve the financial statements for the 2026 financial year and to be held in 2027.

NINTH RESOLUTION *(Renewal of Jean-Yves Gilet's term of office as director)*

The General Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, renews Jean-Yves Gilet's term of office as director, which expired at this meeting, for a period of four years, i.e. until the General Shareholders' Meeting called to approve the financial statements for the 2026 financial year and to be held in 2027.

TENTH RESOLUTION *(Renewal of the term of office as director of CEIR, represented by Nathalie de La Fournière)*

The General Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, renews the term of office as director of CEIR (represented by Nathalie de La Fournière), which expired at this meeting, for a period of four years, i.e. until the General Shareholders' Meeting called to approve the financial statements for the 2026 financial year and to be held in 2027.

ELEVENTH RESOLUTION *(Renewal of Manuelle Lepoutre's term of office as director)*

The General Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, renews Manuelle Lepoutre's term of office as director, which expired at this meeting, for a period of four years, i.e. until the General Shareholders' Meeting called to approve the financial statements for the 2026 financial year and to be held in 2027.

TWELFTH RESOLUTION *(Appointment of Héloïse Duval as director)*

The General Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, appoints Héloïse Duval as director, replacing Jérôme Duval, whose term of office expired at this meeting, for a period of four years, i.e. until the General Shareholders' Meeting called to approve the financial statements for the 2026 financial year and to be held in 2027.

THIRTEENTH RESOLUTION (*Appointment of Ghislain Lescuyer as director*)

The General Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, appoints Ghislain Lescuyer as director, replacing Claude Tendil, whose term of office expired at this meeting, for a period of four years, i.e. until the General Shareholders' Meeting called to approve the financial statements for the 2026 financial year and to be held in 2027.

“Say on Pay Ex Ante”

Pursuant to the provisions of Article L. 22-10-8 paragraph II and Article R. 22-10-14 of the French Commercial Code, the General Shareholders' Meeting is called to approve in the **fourteenth resolution**, the remuneration policy applicable to the members of the Board of Directors, and in the **fifteenth resolution**, the remuneration policy applicable to Christel Bories, Chair and Chief Executive Officer. These items appear in the 2022 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 paragraph I of the French Commercial Code, the General Shareholders' Meeting is called to approve in the **sixteenth resolution** the information mentioned in Article L. 22-10-9 paragraph I of the French Commercial Code. These items appear in the 2022 Universal Registration Document “*Corporate governance report*”. Pursuant to the provisions of Article L. 22-10-34 of the French Commercial Code, the General Shareholders' Meeting is called to approve in the **seventeenth resolution**, 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 Christel Bories, Chair and Chief Executive Officer in respect of the 2022 financial year. These items appear in the 2022 Universal Registration Document “*Corporate governance report*”.

FOURTEENTH 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 and Article R. 22-10-14 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 2022 Universal Registration Document, section “*Corporate governance report*”, paragraph 3.2.1.3.

FIFTEENTH RESOLUTION *(Approval of the remuneration policy applicable to Christel Bories, Chair and Chief Executive Officer – “Say on Pay Ex Ante”)*

Pursuant to the provisions of Article L. 22-10-8 and Article R. 22-10-14 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 Christel Bories, Chair 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 2022 Universal Registration Document, section “*Corporate governance report*”, paragraph 3.2.1.2.

SIXTEENTH 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 paragraph I and Article L. 22-10-34 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 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 2022 Universal Registration Document, section “*Corporate governance report*”, paragraphs 3.2.2.1, 3.2.2.2 and 3.2.2.3.

SEVENTEENTH 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 2022 financial year to Christel Bories, Chair and Chief Executive Officer – “Say on Pay Ex Post”)*

Pursuant to the provisions of Article L. 22-10-34 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 2022 financial year to Christel Bories, Chair 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 2022 Universal Registration Document, section “*Corporate governance report*”, paragraph 3.2.3.

The purpose of the **eighteenth resolution**, in the context of the provisions of Article L. 22-10-62 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.

EIGHTEENTH 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. 22-10-62 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 et seq. 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 share 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 2023.

On the basis of the number of shares comprising the share capital at **31 December 2022**, the maximum theoretical investment, assuming a share price of **€200**, will be **€575,100,800**.

In order to ensure that 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.

The **nineteenth resolution** allows the formalities involved in implementing the other resolutions voted by the General Shareholders' Meeting to be fulfilled.

NINETEENTH 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 17, 2023** 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 19, 2023 by 00:00 hours (midnight)**, Paris time:

- either in the registered share accounts held by Uptevia 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 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 Uptevia, 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 received by Uptevia **at least three calendar days before the date of the Meeting (i.e. May, 20 2023)**.

- **Electronic distance or proxy voting**

The VOTACCESS website will be open **from May 5, 2023 until May 22, 2023 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.uptevia.pro.fr> 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/she 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 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 Shareholders' Meeting 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 website at the following web address: **[https:// planetshares.uptevia.pro.fr](https://planetshares.uptevia.pro.fr)**

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 Uptevia).

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 Shareholders' Meeting 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_France_CTS_mandats@uptevia.pro.fr. That e-mail must contain the following information: name of the Company concerned, date of the 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 Uptevia – 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 that 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 Shareholders' Meeting at 3:00 p.m (Paris time)**. **No appointment or revocation of proxies will be taken into account on the day of the Shareholders' Meeting.**

- **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 **28 April 2023** at the latest). They must be sent at the registered office of the company (Eramet - Direction Juridique Groupe – Guillaume Vercaemer – 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 -Guillaume Vercaemer– 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 17, 2023)**.

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, 2 2023).

The Board of Directors