

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 and Extraordinary Shareholders' Meeting to be held on,

Thursday 30 May 2024, 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 2023 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, 2023.
- 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 2023 financial year.
- Dividend distribution.
- Renewal of Mrs Miriam Maes' term of office as director.
- Ratification of the appointment by the Board of Mrs Solenne Lepage as director.
- Appointment of Mr Arnaud Soirat 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.
- Appointment of KPMG SA as statutory auditor in charge of certifying sustainability information (consolidated as the case may be).
- Appointment of GRANT THORNTON as statutory auditor in charge of certifying sustainability information (consolidated as the case may be).
- Consultative vote on the Company’s climate strategy.

Under the authority of the Extraordinary Shareholders’ Meeting

- Allocation of bonus shares.

Under the authority of the Ordinary Shareholders’ Meeting

- Powers.

DRAFT RESOLUTIONS

UNDER THE AUTHORITY OF THE ORDINARY GENERAL SHAREHOLDERS’ MEETING

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.

FIRST RESOLUTION *(2023 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 2023, approves said annual financial statements as presented to it, and the transactions translated in these financial statements or summarised in these reports.

SECOND RESOLUTION *(2023 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 2023, approves the said consolidated financial statements as presented to it, and the transactions translated in these financial statements or summarised in these reports.

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.

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 2023 financial year. This appropriation concerns the distribution of a dividend of €1.50 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	-€6,688,859.16
Added to which are the losses brought forward	
at 31 December 2023	-€140,602,141.30

The General Shareholders' Meeting resolves to allocate the net income for the prior financial year to retained earnings which will then total -€147,291,000.46.

FIFTH RESOLUTION *(Distribution of dividends)*

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

Notes that the "Other reserves" total €80,662,561.63 and resolves:

- To distribute a dividend of €1.50 per share, which, for the 28,755,047 shares that make up the share capital as at 31 December 2023, equals €43,132,570.50.

The "Other reserves" are therefore decreased to €37,529,991.13.

The ex-dividend date will be 4 June 2024. The reporting date will be set at 5 June 2024. The dividend will be paid beginning on 6 June 2024.

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:

	2020	2021	2022	2023
number of shares compensated	26,636,005	28,755,047	28,755,047	28,755,047
dividend	€0	€2.50	€3.50	€1.50

The **sixth resolution** concern the renewal for a period of four years of a term of office expiring at this Meeting:

- Renewal of the term of office of Miriam Maes (independent director – Chair of the Audit, Risks and Ethics Committee). After review by the Nomination Committee, the Board decided to recommend the renewal for a four-year term of office of Ms Maes, appointed in May 2016, whose vast experience as Chair and member of various audit committees is especially useful for the Board.

SIXTH RESOLUTION *(Renewal of Miriam Maes' term of office as director)*

The General Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, renews Miriam Maes' 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 2027 financial year and to be held in 2028.

Resolution 7 deals with the ratification of the cooptation by the Board of Directors, during its meeting of 22 March 2024 of Mrs Solenne Lepage (independent director) as a Board member in replacement to Mrs Catherine Ronge, who resigned, for the remainder of the duration of the term of office of Mrs Ronge, i.e. until the General Meeting to be held in 2025 on the accounts of the financial year of 2024. After review by the Nomination Committee, and in consideration of the skills and experience of Mrs Lepage, the Board reviewed her candidacy and noted that Mrs Lepage could be deemed independent.

Since 15 January 2024, Solenne Lepage is General Delegate of the Association of French financial companies (ASF). From April 2029 until January 2024, she was Deputy General Manager of the French Banking Federation (FBF); where she was in charge of detail banking and distance banking, digital, payments and operational resilience, as well as legal department and compliance. Appointed Head of "EDF and other participations" office at Agence des Participations de l'Etat in 2009, she held the office of Participation Director for transports at Agence des Participations de l'Etat from 2012 till 2019, and was a member of the Boards of Directors of Air France-KLM, Aéroports de Paris, SNCF Mobilités and RATP, as State representative. A graduate from Ecole nationale des chartes, holding a BA in philosophy and an MA in history, she also graduated from Paris Institut d'études politiques and Ecole nationale d'administration. She started her career in 2002 as deputy to the head of office at Service des Participations de l'Etat, at the Finance Ministry and then moved to deputy Head of office for Coordination and European Strategy at the Direction Générale du Trésor et de la Politique économique. In 2006, she joined HSBC France as Account Manager for Banks and Insurance major accounts.

SEVENTH RESOLUTION *(Ratification of the cooptation of Mrs Solenne Lepage as director)*

The General Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, ratifies the cooptation of Solen Lepage as director, as per the Board's decision of 22 March 2024, replacing Catherine Ronge, who resigned, for the remaining term of office, i.e. until the General Shareholders' Meeting called to approve the financial statements for the 2024 financial year.

Resolution 8 deals with the appointment of Mr Arnaud Soirat (independent director) as director in replacement to Mrs Sonia Sikorav, whose term of office expires at this meeting and who did not ask for a renewal of her office. Appointment is proposed for four years.

After review by the Nomination Committee, and in consideration of the skills and experience in the mining industry of Mr Soirat, the Board reviewed his candidacy and noted that Mr Soirat could be deemed independent.

Mr Soirat was previously Group Chief Operating Officer at Rio Tinto as from 2021, where he held various offices as Chief Operating Officer EMEA, then General Director Northern Hemisphere Aluminium, then Chief Executive Officer Copper and Diamonds and member of the Executive

Committee, from 2010 until 2021. Previously, he held various Director positions at Alcoa group, then Plant director, then regional director in Australia from 2001 to 2010.

A graduate from Ecole Nationale Supérieure de Chimie de Paris (Chimie ParisTech) and holding a PhD in Physical Chemistry and Theoretical Physics from City University of New York, Arnaud Soirat started his career as a research engineer in the United States, before becoming software engineer at Dassault Systèmes, before holding various engineer positions at Pechiney in France and Queensland Alumina in Australia.

EIGHTH RESOLUTION (*Appointment of Arnaud Soirat as director*)

The General Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, appoints Arnaud Soirat as director, replacing Sonia Sikorav, 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 2027 financial year.

Resolutions 9, 10, 11 and 12 are about the remuneration of board members.

“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 **resolution 9**, the remuneration policy applicable to the members of the Board of Directors, and in **resolution 10**, the remuneration policy applicable to Christel Bories, Chair and Chief Executive Officer. These items appear in the 2023 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 **resolution 11** the information mentioned in Article L. 22-10-9 paragraph I of the French Commercial Code. These items appear in the 2023 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 **resolution 12**, 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 2023 financial year. These items appear in the 2023 Universal Registration Document “*Corporate governance report*”.

NINTH 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 2023 Universal Registration Document, section “*Corporate governance report*”, paragraph 3.2.1.3.

TENTH 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 2023 Universal Registration Document, section “*Corporate governance report*”, paragraph 3.2.1.2.

ELEVENTH 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 2023 Universal Registration Document, section “*Corporate governance report*”, paragraphs 3.2.2.1, 3.2.2.2 and 3.2.2.3.

TWELVETH 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 2023 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 2023 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 2023 Universal Registration Document, section “*Corporate governance report*”, paragraph 3.2.3.

The purpose of **resolution 13**, 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.

THIRTEENTH 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 2024.

On the basis of the number of shares comprising the share capital at **31 December 2023**, 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.

Resolutions 14 and 15 are for the appointment of each of the two Company's statutory auditors, as auditors in charge of auditing sustainability information starting with the financial year 2024, in

accordance with the new articles L. 821-40 et sequitur of the commerce code (as per Ordinance n° 2023-1142 dated 6th December 2023)

Resolutions 14 and 15 consist in appointing for the remaining term of office of statutory auditors for the Company's accounts (i.e. three financial years), respectively:

- KPMG audit firm (first appointed in 2015 as statutory auditor);
- Grant Thornton audit firm (first appointed in 2021 as statutory auditor).

Both appointments are proposed for the remaining term of office, in order to have the same length for both terms of office, i.e; until the close of the General Assembly of 2027 called to approve the accounts of the financial year 2026.

Both audit firms have given prior confirmation that they were not subject to any restrictions to hold these offices and that they agreed to perform these offices.

FOURTEENTH RESOLUTION *(Appointment of KPMG SA as statutory auditor in charge of auditing sustainability information (consolidated information as the case may be))*

The General Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, in accordance with article L. 22-10-36 of the French Commercial Code, appoints, as statutory auditor in charge of auditing sustainability information (consolidated information as the case may be), for three financial years, i.e. the remaining term of office for account auditing, until the General Meeting to be held in 2027 and called to approve the accounts of the financial year 2026:

- KPMG audit firm (775 726 417 RCS Nanterre),

Being noted that KPMG will be represented by a physical person who will comply with legal conditions to audit sustainability information, in compliance with the terms of article L. 821-18 of the French Commercial Code.

FIFTEENTH RESOLUTION *(Appointment of Grant Thornton as statutory auditor in charge of auditing sustainability information (consolidated information as the case may be))*

The General Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, in accordance with article L. 22-10-36 of the French Commercial Code, appoints, as statutory auditor in charge of auditing sustainability information (consolidated information as the case may be), for three financial years, i.e. the remaining term of office for account auditing, until the General Meeting to be held in 2027 and called to approve the accounts of the financial year 2026:

- GRANT THORNTON audit firm (632 013 843 RCS Nanterre).

Being noted that GRANT THORNTON will be represented by a physical person who will comply with legal conditions to audit sustainability information, in compliance with the terms of article L. 821-18 of the French Commercial Code.

Resolution 16 deals with a consultative vote on the climate strategy base on the new CSR 2024-2026 Roadmap, in accordance with paragraph 5.4 of the Afep Medef Code.

SIXTEENTH RESOLUTION *(Consultative vote on the Company's climate strategy)*

The General Shareholders' Meeting, voting under the quorum and majority conditions required for ordinary meetings, after reviewing progress made in implementing the Company's ambitions in terms of sustainable development and energy transition, as well as the new CSR roadmap, issues a favourable consultative opinion on the Company's and Group's climate strategy, as presented in the 2023 Universal Registration Document, under the "CSR 2024-2026 Roadmap" section, paragraph 5.2.3.

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

The purpose of the **17th resolution** is to allow the Eramet Board of Directors to grant a number of shares that may not exceed 790,000 existing bonus shares over a period of three years (from May 2024 to May 2027) 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 program;
- to the Group's main executives (i.e., around 315 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 790,000 bonus shares over a period of three years represent an annual allocation of 0.9% of the share capital at 31 December 2023. 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 15%.

The performance conditions defined for the first year of use (in 2025) of this authorisation for the selective allocation of performance shares will be as follows:

- relative performance of the Eramet share for 25% of the allocation. This means comparing in average 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 25th 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 25% of the grant, with 100% of the performance conditions fulfilled if the criteria are fully met. The results of the roadmap are published annually.

SEVENTEENTH 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 790,000 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 15% 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 dedicated to all Group employees, 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.

UNDER THE AUTHORITY OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING

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

EIGHTEENTH RESOLUTION *(Powers)*

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

HOW TO 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 24, 2024** 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 28, 2024 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, 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense 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, 27 2024)**.

- **Electronic distance or proxy voting**

The VOTACCESS website will be open **from May 10, 2024 until May 29, 2024 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 numbers at his/her disposal: from France 0 826 109 119 and from abroad +33 1 55 77 40 57.

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 (or ex-employees) holding registered free shares:

Employees (or ex-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 - 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense 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 **5TH May 2024** 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 24, 2024)**.

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 2024).

The Board of Directors