

Eramet

A French « Société Anonyme » with a Share capital of 87,702,893.35 Euros
Registered Office : 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,

Monday 26 May 2025, at 10:00 – at the Registered Office

In order to vote on the following agenda:

AGENDA

Under the authority of the Ordinary Shareholders' Meeting

- Approval of the financial statements (annual and consolidated) for the year ended December 31, 2024.
- Allocation of result for the 2024 financial year.
- Dividend distribution.
- Renewal of Ms Christine Coignard's term of office as director.
- Renewal of Ms Solenne Lepage's term of office as director.
- Ratification of the appointment by the Board of Mr Tanguy Gahouma Békalé as director.
- Renewal of Mr Tanguy Gahouma Békalé's term of office as director.
- Renewal of Ms Christel Bories' term of office as director.
- « Say on Pay Ex Ante » for the financial year 2024 - Approval of the amendment to the remuneration policy applicable to members of the Board of Directors, previously approved by the 2024 Annual General Meeting and increase in the total annual remuneration allocated to members of the Board of Directors for the 2024 financial year.
- « Say on Pay Ex Ante » for the financial year 2025 - Approval of the remuneration policy applicable to members of the Board of Directors and setting of the total annual remuneration allocated to members of the Board of Directors for the 2025 financial year.
- « Say on Pay Ex Ante » for the financial year 2025 - Approval of the remuneration policy applicable to Ms Christel Bories, Chairman and CEO, for the period from 1st January until the AGM of 2025.
- « Say on Pay Ex Ante » for the financial year 2025 - Approval of the remuneration policy applicable to Ms Christel Bories, Chairman of the Board, for the period from the AGM of 2025 until 31st December 2025.
- « Say on Pay Ex Ante » for the financial year 2025 - Approval of the remuneration policy applicable to Mr Paulo Castellari, CEO, for the period from the AGM of 2025 until 31st December 2025.
- « Say on Pay Ex Post » for the financial year 2024 - Approval of the provisions mentioned in paragraph I of Article L. 22-10-9 of the French Commercial Code.
- « Say on Pay Ex Post » for the financial year 2024 - 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.
- Approval of the agreements covered by the special report from the statutory auditors on the agreements considered in Articles L. 225-38 and seq. of the French Commercial Code and submitted to the shareholders' vote.
- Authorization to trade in the Company's shares.

Under the authority of the Extraordinary Shareholders' Meeting

- New wording of Article 12 of the bylaws to include the possibility of a written consultation of directors.
- New wording of Article 19 of the bylaws as a result of the renumbering of an article of the French Commercial code.

Under the authority of the Ordinary Shareholders' Meeting

- Powers.

DRAFT RESOLUTIONS

Within the Authority of the Ordinary Shareholders' Meeting

Resolutions 1 and 2 concern the approval of the individual 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 (2024 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 2024, approves the said annual financial statements as presented to it, and the transactions translated in these financial statements or summarised in these reports.

Second resolution (2024 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 2024, approves the said consolidated financial statements as presented to it, and the transactions translated in these financial statements or summarised in these reports.

The purpose of **resolutions 3 and 4** is to propose to the Shareholders' Meeting the appropriation of net income for the 2024 financial year and the payment of a dividend of €1.50 per share to be drawn from Other Reserves and the Share Premium.

Third resolution (Appropriation of income)

The General Meeting, ruling under the quorum and majority conditions required for Ordinary Meetings, on the proposal of the Board of Directors, resolves to allocate the net income for the year ended 31 December 2024, which amounts to -€84,974,587.13 in total to retained earnings, the debit balance of which will thus be increased to €232,158,958.59. In accordance with the provisions of Article 243 bis of the French General Tax Code, the General Meeting notes that the sums distributed as dividends for the three previous financial years were as follows: In accordance with the provisions of Article 243 bis of the French General Tax Code, the Shareholders' Meeting notes that the dividends distributed in respect of the previous three financial years were as follows:

	2021	2022	2023	2024
Number of shares compensated	28,755,047	28,755,047	28,755,047	28,755,047
Dividend (in euros)	2.50	3.50	1.50	1.50

Fourth resolution (Distribution of a dividend in the amount of €1.50 per share by deduction from "Other reserves" and from the "Share premium")

Subject to the adoption of the third resolution, the General Meeting, ruling under the quorum and majority conditions required for Ordinary Meetings, on the proposal of the Board of Directors:

- resolves to distribute a dividend of €1.50 per share of the Company, representing, on the basis of a total number of Company shares (i.e. 28,755,047 shares), a total amount of €43,132,570.50, by deducting

(i) €37,529,991.13 from “Other reserves” and, (ii) the balance, i.e. €5,602,579.31, from the “Share premium”. After the aforementioned distribution, “Other reserves” would be reduced to €0.00 and the “Share premium” would be reduced to €56,091,752.55,

- notes that the treasury shares held by the Company, on the payment date of the distribution, will not be entitled to distribution, in accordance with the provisions of Article L. 225-210 of the French Commercial Code, and resolves that the amount of the distribution attributable to treasury shares held by the Company will continue to be allocated to “Other reserves” and to “Share premium”,
- resolves, accordingly, that the total amount of the distribution, the amount of “Other reserves” and the amount of the “Share premium” after deduction of the dividend will be adjusted to take into account, at the date of payment for the distribution, the number of shares held by the Company that do not give entitlement to the distribution,
- resolves that the right to this distribution will be detached on 2 June 2025, that the closing date will be set for 3 June 2025 and that the distribution will be paid from 4 June 2025,
- notes that, from a tax point of view, the amount distributed of €1.50 per share constitutes income from movable property in the amount of the sums deducted from “Other reserves” and the repayment of contributions, within the meaning Article 112 (1) of the French General Tax Code, in the amount of the distributions deducted from the “Share premium” item,
- grants full powers to the Board of Directors, with the option of subdelegating to the Chair and Chief Executive Officer, to implement this resolution under the conditions set out above and in particular to :
 - record the exact number of shares entitled to the distribution and the corresponding amounts of deduction from the “Other reserves” and “Share premium” items, in accordance with the terms and conditions set by this General Meeting,
 - implement the distribution, deduct the amount distributed from “Other reserves” and from the “Share premium”, record the amount of equity resulting therefrom and,
 - more generally, take all necessary measures to ensure the successful completion of the transactions covered by this resolution.

Resolution 5 concerns the renewal for a period of four years of the term of office as director expiring at this Meeting:

- of Ms Christine Coignard (independent director - Member of the Audit, Risks and Ethics Committee - Chairwoman of the CSR and Strategy Committee - Member of the Appointments Committee). Following the work of the Appointments Committee, the Board of Directors has decided to recommend to the vote of the 2025 Shareholders’ Meeting the renewal for four years of the term of office of Ms Christine Coignard, director since May 2017, whose experience in the financing of international mining projects is particularly useful for the Board.

Fifth resolution

(Renewal of Ms Christine Coignard’s term of office as director)

The Shareholders’ Meeting, acting with the quorum and majority required for Ordinary Shareholders’ Meetings, renews Christine Coignard’s term of office as director, which expired at this meeting, for a period of four years, i.e. until the Shareholders’ Meeting called to approve the financial statements for the 2028 financial year and to be held in 2029.

Resolution 6 concerns the renewal for a period of four years of the term of office as director expiring at this Meeting:

- of Ms Solenne Lepage (independent director). Following the work of the Appointments Committee, the Board of Directors has decided to recommend to the vote of the 2025 Shareholders’ Meeting the renewal for four years of the term of office Ms Solenne Lepage, director since May 2024, whose experience as in terms of governance is particularly useful for the Board.

Sixth resolution

(Renewal of Ms Solenne Lepage's term of office as director)

The Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, renews Ms Solenne Lepage's term of office as director, which expired at this meeting, for a period of four years, i.e. until the Shareholders' Meeting called to approve the financial statements for the 2028 financial year and to be held in 2029.

Resolution 7 concerns the ratification of the co-option by the Board, during its meeting of 30 May 2024, of Mr Tanguy Gahouma Békalé as director replacing Mr Alilat Antsélévé Oyima, who resigned, for the remainder of his term of office, i.e. until the end of the Shareholders' Meeting to be held in 2025 to approve the financial statements for the 2024 financial year. Since November 2023, Tanguy Gahouma Békalé has held the position of Deputy Secretary General of the Presidency of the Gabonese Republic, after having held various positions within the Gabonese administration and in particular the Permanent Secretary of the National Climate Council of Gabon and Chief Executive Officer of the Gabonese Agency for Space Studies and Observations. Tanguy Gahouma Békalé holds an MBA from the Ecole Nationale Supérieure d'Ingénierie Appliquée à la Thermique, l'Energie et l'Environnement (ENSIATE - Paris) and a Master in management from the Institut Supérieur de Gestion (ISG - Paris).

Seventh resolution

(Ratification of the co-option of Mr Tanguy Gahouma Békalé as director)

The Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, ratifies the co-option as director of Mr Tanguy Gahouma Békalé, proposed at the Board of Directors meeting of 30 May 2024, replacing Mr Alilat Antsélévé Oyima, who resigned, for the remainder of his term of office, i.e. until the end of the Shareholders' Meeting called to approve the financial statements for the 2024 financial year.

Resolution 8 concerns the renewal for a period of four years of the term of office as director expiring at this Meeting:

- of Mr Tanguy Gahouma Békalé. Following the work of the Appointments Committee, the Board of Directors has decided to recommend to the vote of the General Meeting of 2025 the renewal for four years of the term of office of Mr Tanguy Gahouma Békalé, director since May 2024, whose international experience in geopolitical issues in Africa is particularly useful for the Board.

Eighth resolution

(Renewal of the term of office of Mr Tanguy Gahouma Békalé)

The Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, renews Mr Tanguy Gahouma Békalé's term of office as director, which expired at this meeting, for a period of four years, i.e. until the Shareholders' Meeting called to approve the financial statements for the 2028 financial year and to be held in 2029, which expired with this meeting.

Resolution 9 concerns the renewal for a period of four years of the term of office as director, expiring at this Meeting, of Ms Bories (Chair and Chief Executive Officer since 2017). In January 2025, the Board of Directors, informed of her wish to retire from her executive duties at the end of her current term, at the Shareholders' Meeting of May 2025, and her openness to continue her missions as Chair of the Board, decided to proceed with a change of governance and to organise the transfer of the Group's executive functions as follows:

- At the end of the term of office of Ms Bories, the functions of Chairman and Chief Executive Officer will be separated.
- It is recommended to the 2025 Shareholders' Meeting to renew the term of office as director of Ms Bories for a period of four years.
- Following this vote, the Board expects to renew the term of office as Chair of Ms Bories.

Ninth resolution

(Renewal of Ms Christel Bories's term of office as director)

The Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, renews Christel Bories's term of office as director, which expired at this meeting, for a period of four years, i.e. until the Shareholders' Meeting called to approve the financial statements for the 2028 financial year and to be held in 2029.

Resolutions 10 to 16 concern the compensation of corporate officers. *Changes to the 2024 "Say on Pay Ex Ante" compensation policy for members of the Board of Directors and increase in the total amount of annual remuneration allocated to the members of the Board of Directors for the 2024 financial year - Resolution 10*

As part of the work to prepare for the separation of the functions of Chair of the Board of Directors and Chief Executive Officer and the search for a new Chief Executive Officer, an ad hoc Committee, composed of seven directors chosen for their individual skills and experience, was created in early 2024. The Committee's work during the 2024 financial year led to the appointment by the Board of Paulo Castellari as Chief Executive Officer of the Company, taking effect at the end of the General Meeting in May 2025. The Board of Directors' meeting of 20 March 2025 noted the successful completion of this mission, in line with the corporate interest, as well as the scale of the work carried out. As a result, the Board of Directors, on the recommendation of the Compensation and Governance Committee, decided to set an annual fixed remuneration of €45,000 for each of the members of this Committee, applied proportionate to the number of meetings attended by each member. This flat rate would be doubled for the Chair of the ad hoc Committee. It is therefore proposed to approve the change to the compensation policy applicable to the members of the Board of Directors for the 2024 financial year¹ in order to include the compensation arrangements for the members of the ad hoc Committee. In view of the above, it is also proposed to the General Meeting, on an ad hoc basis and for the 2024 financial year only, to increase the total amount of compensation allocated to the Board of Directors by €175,435, in addition to the annual amount set at €950,000 since the General Meeting of 23 May 2017² (i.e. a total amount of €1,125,435 for the 2024 financial year). This compensation will also be subject to a vote of approval at this General Meeting under the "Say on Pay Ex Post". These items appear in the 2024 Universal Registration Document, "Corporate governance report".

2025 "Say on Pay Ex Ante" compensation policy for the members of the Board of Directors and setting of the total annual remuneration allocated to the members of the Board of Directors for the 2025 financial year 2025.

Pursuant to the provisions of Article L. 22-10-8 paragraph II and Article R. 22-10-14 of the French Commercial Code, the Shareholders' Meeting is asked to approve, under **resolution 11**, the compensation policy applicable to the members of the Board of Directors for the 2025 financial year, and to set the total annual compensation package allocated to members of the Board of Directors for the same financial year. This amount would be identical to that set for financial years prior to 2024 (i.e. without taking into account the additional annual sum proposed for the 2024 financial year in **resolution 10**), i.e. €950,000. The Shareholders' Meeting will also be asked to approve under **resolution 12**, the compensation policy applicable to Ms Christel Bories, Chair and Chief Executive Officer, for the period from 1 January 2025 to the 2025 Shareholders' Meeting, under **resolution 13**, the compensation policy applicable to Ms Christel Bories, Chair of the Board of Directors, for the period from the 2025 Shareholders' Meeting to 31 December 2025 and under **resolution 14**, the compensation policy applicable to the Chief Executive Officer, for the period from the 2025 Shareholders' Meeting to 31 December 2025. These items appear in the 2024 Universal Registration Document "Corporate governance report".

Pursuant to the wording of Article L. 22-10-8, the approval of the Shareholders' Meeting is required every year and upon each material change to the compensation policy. If the Shareholders' Meeting does not

¹ The compensation policy applicable to the members of the Board of Directors for the 2024 financial year had been previously approved by the Shareholders' Meeting of 30 May 2024.

² 17th resolution

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 compensation policy to the next Shareholders' Meeting for approval. In the absence of a previously approved compensation policy, if the Shareholders' Meeting does not approve the draft resolution, compensation shall be determined in accordance with the compensation assigned in the previous year, or, in the absence of compensation assigned in the previous year, in accordance with existing practices within the Company.

"Say on Pay Ex Post" - 2024 financial year

Pursuant to the provisions of Article L. 22-10-9 paragraph I of the French Commercial Code, the Shareholders' Meeting is called on to approve, in **resolution 15**, the information on the compensation of all corporate officers, as mentioned in Article L. 22-10-9 paragraph I of the French Commercial Code. These items appear in the 2024 Universal Registration Document "Corporate governance report". Pursuant to the provisions of Article L. 22-10-34 of the French Commercial Code, the Shareholders' Meeting is called to approve in **resolution 16** the fixed, variable and exceptional items 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, Chair and Chief Executive Officer in respect of the 2024 financial year. These items appear in the 2024 Universal Registration Document "Corporate governance report".

Tenth resolution

(Approval of the amendment of the compensation policy applicable to the members of the Board of Directors - "Say on Pay Ex Ante" - 2024 financial year - previously approved by the Shareholders' Meeting of 2024 and increase in the total annual compensation package allocated to members of the Board of Directors for the 2024 financial year)

Pursuant to the provisions of Article L. 22-10-8 and Article R. 22-10-14 of the French Commercial Code, the Shareholders' Meeting, acting with the quorum and majority conditions required for Ordinary Shareholders' Meetings, approves the amendment to the compensation policy applicable to the members of the Board of Directors for the 2024 financial year, as initially approved by the Shareholders' Meeting of 30 May 2024 and as presented in the 2024 Universal Registration Document in the "Corporate governance report", section 3.2.3.

As a result of the foregoing, the General Meeting, ruling under the quorum and majority conditions required for Ordinary Meetings, resolves to allocate an annual sum of €175,435 to the Board of Directors as additional compensation for 2024, bringing the total annual remuneration allocated to the members of the Board of Directors to €1,125,435 for the 2024 financial year.

Eleventh resolution

(Approval of the compensation policy applicable to the members of the Board of Directors - "Say on Pay Ex Ante" - 2025 financial year and setting of the total annual compensation package allocated to members of the Board of Directors for the 2025 financial year)

Pursuant to the provisions of Article L. 22-10-8 and Article R. 22-10-14 of the French Commercial Code, the Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, approves the compensation policy applicable to the members of the Board of Directors, as presented in the Company's corporate governance report in accordance with Article L. 225-37 of the French Commercial Code and included in the 2024 Universal Registration Document "Corporate governance report", section 3.2.3.

As a result of the foregoing, the General Meeting, ruling under the quorum and majority conditions required for Ordinary Meetings, resolves to set at €950,000 the total amount of the annual remuneration allocated to the Board of Directors for the 2025 financial year.

Twelfth resolution

(Approval of the compensation policy applicable to Ms Christel Bories, Chair and Chief Executive Officer - "Say on Pay Ex Ante" - For the period from 1 January 2025 to the 2025 Shareholders' Meeting)

Pursuant to the provisions of Article L. 22-10-8 and Article R. 22-10-14 of the French Commercial Code, the Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, approves the compensation policy applicable to Ms 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 included in the 2024 Universal Registration Document "Corporate governance report", section 3.2.3.

Thirteenth resolution

(Approval of the compensation policy applicable to Ms Christel Bories, Chair of the Board of Directors - "Say on Pay Ex Ante" - For the period from the 2025 Shareholders' Meeting to 31 December 2025)

Pursuant to the provisions of Article L. 22-10-8 and Article R. 22-10-14 of the French Commercial Code, the Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, approves the compensation policy applicable to Ms 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 included in the 2024 Universal Registration Document "Corporate governance report", section 3.2.3.

Fourteenth resolution

(Approval of the remuneration policy applicable to Mr Paulo Castellari, Chief Executive Officer - "Say on Pay Ex Ante" - For the period from the 2025 Shareholders' Meeting to 31 December 2025)

Pursuant to the provisions of Article L. 22-10-8 and Article R. 22-10-14 of the French Commercial Code, the Shareholders' Meeting, acting with the quorum and majority conditions required for Ordinary Shareholders' Meetings, approves the compensation policy applicable to Mr Paulo Castellari, Chief Executive Officer, as presented in the Company's corporate governance report described in Article L. 225-37 of the French Commercial Code and included in the 2024 Universal Registration Document "Corporate governance report", section 3.2.3.

Fifteenth resolution

(Approval of the information on the compensation of all corporate officers - mentioned in Article L. 22-10-9 paragraph I of the French Commercial Code - "Say on Pay Ex Post" - 2024 financial year)

Pursuant to the provisions of Article L. 22-10-9 paragraph I and Article L. 22-10-34 of the French Commercial Code, the Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, approves the information on the compensation of all corporate officers, as mentioned in Article L. 22-10-9 paragraph I of the French Commercial Code as presented in the Company's corporate governance report described in the last paragraph of Article L. 225-37 of the French Commercial Code, and included in the 2024 Universal Registration Document "Corporate governance report", section 3.2.1.

Sixteenth resolution

(Approval of the fixed, variable and exceptional items of the total remuneration and benefits of any kind paid or assigned in respect of the 2024 financial year to Ms 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 Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, approves the fixed, variable and exceptional items of the total remuneration and benefits of any kind paid or assigned in respect of the 2024 financial year to Ms Christel Bories, Chair and Chief Executive Officer, as presented in the Company's corporate governance report described in the last paragraph of Article L. 225-37 of the French Commercial Code, and included in the 2024 Universal Registration Document "Corporate governance report", section 3.2.1.

In **resolution 17**, 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. 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 at this Meeting.

Seventeenth resolution

(Related-party agreements)

The Shareholders' Meeting, acting with the quorum and majority conditions required for Ordinary Shareholders' Meetings, after having heard the special report prepared by the Statutory Auditors on the agreements covered by Articles L. 225-38 et seq. of the French Commercial Code, approves this report and the transactions specified within it.

The purpose of resolution 18, in the context of the provisions of Article L. 22-10-62 of the French Commercial Code, is to request authorisation from the Shareholders' Meeting to renew, in accordance with applicable laws and regulations, the Company's share buyback programme using any and all means. 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 bonus share plans to be implemented through the award of existing shares.

Eighteenth resolution

(Authorisation to act on the Company's shares)

The Shareholders' Meeting, acting with the quorum and majority required for Ordinary Shareholders' Meetings, having reviewed 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 French financial markets authority (AMF);
- delivering shares upon the exercise of rights attached to marketable securities giving access to the share capital by redemption, conversion, exchange or otherwise;
- implementing 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;
- granting 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;
- granting or transferring 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;
- cancelling them, 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. 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 Shareholders' Meeting called to approve the financial statements for 2025.

On the basis of the number of shares comprising the share capital at 31 December 2024, the maximum theoretical investment, assuming a share price of €200, would 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 (AMF), 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.

Within the Authority of the Extraordinary Shareholders' Meeting

The purpose of **resolution 19** is to introduce a new paragraph into Article 12 of the Articles of Association in order to include the possibility for the Board of Directors to adopt decisions by written consultation of the directors, in accordance with the new provisions of Article L. 225-37 of the French Commercial Code, resulting from Article 18 of Law 2024-537 of 13 June 2024 and applicable from 14 September 2024. The Board's decisions that may be taken by written consultation would be limited to the authorization to issue sureties, endorsements and guarantees, as provided for in the last paragraph of Article L. 225-35 of the French Commercial Code. The rest of Article 12 of the Articles of Association would remain unchanged.

Nineteenth resolution

(New wording of Article 12 of the Articles of Association to include the possibility of a written consultation of the directors)

The Shareholders' Meeting, acting with the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report, resolves to amend Article 12 of the Articles of Association to adopt the following text :

Current version	New version
<p>Article 12 - Deliberations of the Board of Directors</p> <p>The Board meets at the registered office or at any other place mentioned at the time of the notice of meeting, at the initiative of its Chairperson, as often as the interests of the Company require it. Directors are invited to Board meetings by any written means, including by fax.</p>	<p>Article 12 - Deliberations of the Board of Directors</p> <p>The Board meets at the registered office or at any other place mentioned at the time of the notice of meeting, at the initiative of its Chairperson, as often as the interests of the Company require it. Directors are invited to Board meetings by any written means, including by fax.</p> <p>The Board of Directors may adopt by written consultation of the directors by any written means, including by electronic means, any decision within its competence. The decision to use this method of consultation is taken by the Chairperson of the Board of Directors. The deadline for replying to the consultation is a minimum of three working days from the date on which the consultation is sent. Any director may object to this procedure by expressing his or her opposition to the Chairperson of the Board of Directors by any written means, including by electronic means, within two working days of the sending of the consultation. The rules of quorum and majority are those applicable to decisions taken at meetings of the Board of Directors. The quorum is calculated by taking into</p>

<p>The deliberations of the Board of Directors are recorded in minutes drawn up in a special register, or on loose-leaf sheets, marked and initialed and kept in accordance with regulatory provisions.</p> <p>The copies or extracts to be produced in court or elsewhere are validly certified by the Chairperson, a Chief Executive Officer, the director temporarily delegated to the duties of Chairperson, the Secretary of the Board or an authorised representative.</p> <p>Any Director may be represented by another director at a Board meeting, under the conditions and within the limits set by law.</p> <p>Decisions are taken by a majority vote of the members present or represented, each director having a single vote for themselves, and possibly the vote of only one proxy.</p> <p>The mission of the directors is to defend the interests of Eramet in all circumstances and they must refrain, in the exercise of their duties, from any actions or inactions likely to be prejudicial to it.</p>	<p>account the number of members who responded to the written consultation within the allotted time.</p> <p>The deliberations of the Board of Directors are recorded in minutes drawn up in a special register, or on loose-leaf sheets, marked and initialed and kept in accordance with regulatory provisions.</p> <p>The copies or extracts to be produced in court or elsewhere are validly certified by the Chairperson, a Chief Executive Officer, the director temporarily delegated to the duties of Chairperson, the Secretary of the Board or an authorised representative.</p> <p>Any Director may be represented by another director at a Board meeting, under the conditions and within the limits set by law.</p> <p>Decisions are taken by a majority vote of the members present or represented, each director having a single vote for themselves, and possibly the vote of only one proxy.</p> <p>The mission of the directors is to defend the interests of Eramet in all circumstances and they must refrain, in the exercise of their duties, from any actions or inactions likely to be prejudicial to it.</p>
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Resolution 20 amends the wording of Article 19 of the Company's Articles of Association, which referred to Article L. 823-1 of the French Commercial Code, renumbered as Article L. 821-40 of the French Commercial Code by Order 2023 -1142 of 6 December 2023 (Article 17), from 1 January 2024.

Twentieth resolution

(New wording of Article 19 of the Articles of Association as a result of the renumbering of an article of the French Commercial Code)

The Shareholders' Meeting, acting with the quorum and majority conditions required for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report, resolves to amend Article 19 of the Articles of Association to adopt the following text:

Current version	New version
<p>Article 19 - Statutory Auditors</p> <p>Control is exercised in the Company by two standing Statutory Auditors. Two alternate Statutory Auditors may also be appointed by the Meeting in the cases provided for by the second paragraph of Article L. 823-1 of the French Commercial Code.</p> <p>The Statutory Auditors and their alternates are appointed by the Ordinary Shareholders' Meeting</p>	<p>Article 19 - Statutory Auditors</p> <p>Control is exercised in the company by two standing Statutory Auditors. Two alternate Statutory Auditors may also be appointed by the Meeting in the cases provided for by the regulations in force.</p> <p>The Statutory Auditors and their alternates are appointed by the Ordinary Shareholders' Meeting</p>

for the duration, under the conditions and with the assignment set by law.	for the duration, under the conditions and with the assignment set by law.
The Statutory Auditors perform the duties assigned to them by law.	The Statutory Auditors perform the duties assigned to them by law.
Their compensation is set according to the regulations in force.	Their compensation is set according to the regulations in force.

Within the Authority of the Ordinary Shareholders' Meeting

Resolution 21 allows the formalities involved in implementing the other resolutions voted by the Shareholders' Meeting to be fulfilled.

Twenty-first resolution (Powers)

The 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 PARTICIPATE 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 20, 2025** 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 22, 2025 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.

In accordance with Article R. 22-10-28 of the French Commercial Code, shareholders who have voted at remote, 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 who do not attend the Shareholders' Meeting and wish to vote at distance or provide a proxy to the Chair or the persons listed in the provisions of Articles L. 225-106 and L. 22-10-39 of the French Commercial Code, must use the single proxy / remote voting form attached to the notice of meeting and send it to Uptevia, General Assemblies, 90-110 Esplanade du Général de Gaulle – 92931 Paris La Défense Cedex or submit their voting instructions through 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 remote voting forms must be received by Uptevia **at least three calendar days before the date of the Meeting (i.e. May, 22 2025).**

- **Electronic remote or proxy voting:**

The VOTACCESS website will be open **from May 6, 2025 until May 25, 2025 at 3 pm** (the day before the meeting).

- For directly registered shareholders, they will be able to access the voting site via their Shareholders' Area (at <https://www.investors.uptevia.com/>) with their usual access codes. Directly registered shareholders must log into their Shareholders' Area with their usual access codes. After logging into their Shareholders' Area, they must follow the instructions on the screen to access the VOTACCESS website and request their admission card.
- For Administered registered shareholders and/or employee shareholders : they will be able to access the voting site via the VoteAG website (at <https://www.voteag.com>). Administered registered shareholders and/or employee shareholders must log into VoteAG using the temporary codes sent with the single voting form or the electronic notice of meeting. Once on the home page of the site, they must follow the instructions on the screen to access the VOTEACCESS website and request an admission card.
- For bearer shareholders: it is up to the bearer shareholder to ascertain whether or not their financial intermediary which manages their securities account, is connected to the VOTEACCESS website, the shareholder must identify himself on the internet portal of the financial intermediary using his or her usual access codes. The shareholder must then follow the instructions on the screen to access the VOTEACCESS website and request his or her admission card.

If the shareholder is no longer in possession of his or her username and/or password, he or she can call the following numbers for assistance 0 800 007 535 from France and +33 1 49 37 82 36 from abroad.

After having logged on, registered shareholders should follow the instructions appearing on the screen to access the VOTACCESS website and vote or designate or withdraw a proxy at the latest **by the day before the General 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 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 shareholder should log into the web portal of his or her account-keeping institution using his or her usual access codes. He or she should then click on the icon which appears on the line corresponding to his or her Eramet shares and follow the instructions appearing on the screen to access the VOTACCESS website to vote or withdraw a proxy.

If the shareholder's account-keeping institution is not connected to the VOTACCESS website, the shareholder may designate or withdraw a proxy by forwarding a 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 must send an e-mail to the following address: **ct-mandataires-assemblees@uptevia.com**
- 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, surname, first name, address, bank account details of the shareholder concerned, in addition to the surname, first name and, if possible, address of the proxy ;
- The shareholder must also ask the financial intermediary in charge of managing his or her securities account to send a written confirmation to Uptevia's Shareholders' Meetings Department - CTO Assemblées Générales - 90-110 Esplanade du Général de Gaulle - 92931 Paris La Défense Cedex.
- Please note that only notifications of proxies' appointment or revocation should be sent to the abovementioned e-mail address ; any other request or notification relating to another subject 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 General Meeting Meeting at 3:00 p.m (Paris time). No designation or revocation of proxies will be taken into account on the day of the General Meeting.**

- **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 Chair 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 return receipt requested, or by electronic communication (e-mail: assemblee-generale@eramet.com), no later than the **fourth business day prior to the Meeting (i.e May 20, 2025).**

In order to be taken into account, these questions must be accompanied by a certificate of account registration issued by the authorized intermediary holding the said account.

In accordance with the legislation in force, the answer to a written question will be deemed to have been given 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 shareholders, under the legal and regulatory conditions in force and in particular, the 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 21st day preceding the Meeting at the latest, *(i.e May, 5 2025)*.

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

Requests for the inclusion of items or draft resolutions on the agenda of the Assembly must be sent by shareholders, in accordance with the conditions set out in Articles R. 225-71 and R. 22-10-22 of the French Commercial Code, and must be received by the Company no later than the 25th calendar day prior to the Meeting, and no later than 20 calendar days after publication of this notice (i.e. April 30, 2025 at the latest). They must be sent to the Company's Registered head office (at Eramet - Direction Juridique Groupe - Guillaume Vercaemer - 10 Boulevard de Grenelle - 75015 Paris) by Registered letter with acknowledgement of receipt or by electronic communication (*e-mail at: assemblee-generale@eramet.com*).

All requests must be accompanied by a Certificate of account registration showing that the person making the request holds or represents the fraction of the share capital required by Article R. 225-71 of the French Commercial Code. In addition, consideration by the Meeting of draft resolutions submitted by shareholders in accordance with the regulatory conditions is subject to the submission, by those submitting the request, of a new certificate evidencing the registration of the shares in the same accounts **on the second business day prior to the Meeting, by midnight (Paris time).**

- **Audiovisual broadcast:**

In accordance with article R 22-10-29-1 of the French Commercial Code, the entire Meeting will be broadcast live via the dedicated section of the Company's website (link <https://www.eramet.com>). A recording of the Meeting will be available for consultation on the Company's website no later than seven (7) business days after the date of the Meeting, and for at least two years from the date it goes online.

The Board of Directors