

**Eramet**  
Société Anonyme au capital de 81.239.815,25 Euros  
Siège social : 10 boulevard de Grenelle 75015 Paris  
632 045 381 RCS Paris

## **NOTICE OF MEETING**

Shareholders are notified of a Combined Shareholders' Meeting to be held on,

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

**Warning :**

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

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

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

In order to vote on the following agenda, resolutions being strictly similar to those which have been published in the Bulletin des Annonces Légales Obligatoires on 7 April 2021.

### **AGENDA**

**Under the authority of the Ordinary Shareholders' Meeting**

- Report from the Board of Directors on the 2020 financial year.
- Report from the Board of Directors on corporate governance.
- Report from the Statutory Auditors on the annual accounts.
- Report from the Statutory Auditors on the consolidated financial statements.
- Approval of the financial statements (annual and consolidated) for the year ended December 31, 2020.
- Special report from the statutory auditors on the agreements considered in Articles L 225-38 and seq. of the French Commercial Code.
- Approval of the agreements covered by this report and submitted to the shareholders' vote.

- Allocation of result for the 2020 financial year.
- Ratification of the cooptation of Mr Jean-Philippe Vollmer as director.
- Renewal of the term of office of Ms Christine Coignard as director.
- Renewal of the term of office of Ms Catherine Ronge as director.
- Appointment of Mr Alilat Antsélévé-Oyima as director.
- Renewal of the term of office of Ms Christel Bories as director.
- « Say on Pay Ex Ante » - Approval of the remuneration policy applicable to the members of the Board of Directors.
- « Say on Pay Ex Ante » - Approval of the remuneration policy applicable to Ms Christel Bories, CEO.
- « Say on Pay Ex Post » - Approval of the provisions mentioned in paragraph I of Article L. 22-10-9 of the French Commercial Code.
- « Say on Pay Ex Post » - Approval of the fixed, variable and exceptional elements comprising the total remuneration and benefits of any kind paid for the year ended to Ms Christel Bories, Chairman and CEO.

**Under the authority of the Extraordinary Shareholders' Meeting**

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

**Under the authority of the Ordinary Shareholders' Meeting**

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

**Under the authority of the Extraordinary Shareholders' Meeting**

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

**Under the authority of the Ordinary Shareholders' Meeting**

- Powers.

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**HOW TO PARTICIPE IN THE SHAREHOLDERS' MEETING?**

All shareholders, regardless of the number of shares they own, have the right to participate in the Meeting, either by personally attending, either by being represented, or by voting at distance (by internet or by postal vote using a distance voting form), under the terms and conditions set forth by the law and regulations in force.

All shareholders may be represented at the Meeting by another shareholder, by their husband/spouse, or by a partner with whom they have entered into a Civil Solidarity Pact or any other individual or legal entity of their choice under the conditions provided for in Article L. 225-106 of the French Commercial Code.

A notice of meeting containing a single remote or proxy voting form 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. Applications for submissions of forms, to be issued in due time, must be made at least 6 days before the date of the

Assembly, that is to say on  
**May 22, 2021** at the latest.

In accordance with Article R. 22-10-28 of the French Commercial Code, the exercise of the voting right, whatever the mode chosen, requires that each shareholder justifies of this latter quality through the registration of his/her shares held in the accounts two working days preceding the Meeting, that is to say on **May 26, 2021 by 00:00 hours (midnight)**, Paris time:

- either in the registered share accounts held by BNP Paribas Securities Services for the company, for shareholders owning registered shares;
- or in bearer share accounts held by the authorized intermediary mentioned in article L. 211-3 of the French Monetary and Financial Code, for shareholders owning bearer shares.

The registration or the accounting registration of the securities in the bearer share accounts held by an authorized intermediary referred to in Article L. 211-3 of the French Monetary and Financial Code must be evidenced **by a certificate of participation issued by the latter**, attached to the remote voting form, proxy voting form, issued in the name of the shareholder or on behalf of the shareholder, in the name of the registered intermediary representing him/her.

Contrary to usually applied rules (Article R. 22-10-28 of the French Commercial Code), shareholders who have voted remotely, sent a proxy or requested for a certificate of participation may choose another method of participation in the Assembly, provided that instructions for such a change are received in the legally applicable timeframe for remote voting by post or via electronic voting and, regarding proxies, within the timeframe applicable to this meeting. Previous instructions received will be accordingly waived.

- **Postal distance or proxy voting**

Shareholders not attending the General Shareholders' Meeting who wish to vote remotely or give power to the Chairperson or to the persons listed in the provisions of Articles L. 225-106 and L. 22-10-39 of the aforementioned Code of Commerce, must use the single form of proxy / distance voting form attached to the notice of meeting and send it to BNP Paribas Securities Services, CTO Assemblies, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex or transmit voting instructions on the VOTACCESS website.

In the case of bearer shareholders, the form will be accompanied by the certificate of participation issued by the authorized intermediary.

To be taken into account, the duly completed and signed combined distance/proxy voting forms must be sent back to BNP Paribas Securities Services **at least three calendar days before the date of the Meeting (i.e. May, 25 2021)**.

- **Electronic distance or proxy voting**

The VOTACCESS website will be open **from May 10, 2021 until May 27, 2021 at 3 pm** (the day before the meeting).

- Holders of "pure or administered registered shares" who wish to vote on the Internet will access the VOTACCESS website via the Planetshares website whose address is as follows:  
<https://planetshares.bnpparibas.com> under the conditions below.

Holders of pure registered shares will have to connect to the Planetshares site with their usual access codes.

Holders of "administered registered shares" will need to log in to the Planetshares site using their ID number located at the top right of their paper voting form. In case the shareholder is no longer in

possession of his username and / or password, he can contact the following number +33 1 55 77 65 00 put at his/her disposal.

After having logged on, registered shareholders should follow the instructions appearing on the screen to access the VOTACCESS website and to vote or to designate or withdraw a proxy **at the latest by the eve of the General Shareholders' Meeting at 3:00 pm** (Paris time).

**However, in order to avoid any congestion of the VOTACCESS website, shareholders are advised not to wait until the day before the General Assembly to vote.**

- For employees holding registered free shares:

Employees holding free shares who wish to vote by internet should apply online on the secure VOTACCESS platform which is accessed via the Planetshares – My Proxy website at the following web address: <https://planetshares.bnpparibas.com>

Employees holding free shares will have to use the identification number which can be found at the top right-hand side of their paper voting form and the identification number corresponding to the last 8 digits of their identifier number previously attributed by Société Générale Securities Services (made up of 16 digits which can be found at the top left-hand side of the account statement issued by Société Générale Securities Services – this account number will not be stored, used or otherwise circulated by BNP Paribas Securities Services).

After having logged in, the employee shareholder will have to follow the instructions given on the screen in order to access the VOTACCESS site and vote, or appoint or revoke an agent, **no later than the day before the Assembly, at 3:00 p.m (Paris time).**

**However, in order to avoid any congestion of the VOTACCESS website, shareholders are advised not to wait until the day before the General Assembly to vote.**

- Bearer shareholders will need to inquire as to whether or not their account-keeping institution is connected to the VOTACCESS site and, if so, whether this access is subject to specific terms of use.

If the shareholders' account-keeping institution is connected to the VOTACCESS website, the shareholders should log in to the web portal of their account-keeping institution using his/her usual access codes. He/she should then click on the icon which appears on the line corresponding to his/her Eramet shares and follow the instructions appearing on the screen to access the VOTACCESS website to vote or to designate or withdraw a proxy.

If the shareholder's account-keeping institution is not connected with the VOTACCESS website, the shareholder may designate or withdraw a proxy by forwarding notice electronically, in accordance with the provisions of articles R. 225-79 and R. 22-10-24 of the French Commercial Code, as follows:

- the shareholder should send an e-mail to: [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com). That e-mail must contain the following information: name of the Company concerned, date of the General Shareholders' Meeting, surname, first name, address and bank account details of the shareholder concerned, in addition to the surname, first name and, if possible, address of the proxy;
- the shareholder will also have to ask, as a mandatory requirement, to the financial intermediary in charge of managing his/her securities account to send written confirmation to the General Shareholders' Meetings Department of BNP Paribas Securities Services – CTO Assemblies - Les Grands Moulins de Pantin 9, rue du Débarcadère - 93761 Pantin Cedex.

Please note that the sole notifications of proxies' appointment or revocation should be sent to the abovementioned e-mail address, any other request or notification relating to another object will not be able to be taken into account and / or dealt with.

In order appointments' designations and revocation of proxies notified electronically may be taken into account, the mandatory confirmations must be received **no later than the day before the General Shareholders' Meeting at 3:00 p.m (Paris time)**.

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

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

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

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

- *Written questions :*

In accordance with the provisions of Article R. 225-84 of the French Commercial Code as modified by Decree n°2020-418 dated April 10, 2020, any shareholder wishing to submit written questions must send them to the Chairman of the Board of Directors at the Company's registered office (Eramet - Group Legal Department - Jean de L'Hermite – 10 boulevard de Grenelle - 75015 Paris) by registered letter with acknowledgment of receipt, or by electronic communication (e-mail: [assemblee-generale@eramet.com](mailto:assemblee-generale@eramet.com)), at later on the **second working day preceding the Assembly (that is to say on May 26, 2021)**.

These questions, to be taken into account must imperatively be accompanied by a certificate of registration issued by the authorized intermediary holding their account.

In accordance with the legislation in force, a written question will be deemed to have been answered back as soon as it appears on the Company's website in a section devoted to questions and answers.

*The Board of Directors*