

7.3.3 FINANCIAL AUTHORIZATIONS

SUMMARY OF THE FINANCIAL AUTHORIZATIONS AND DELEGATIONS OF AUTHORITY IN FORCE

Type of authorization	Expiration and term of the authorization	Maximum nominal amount authorized	Use in 2022
Share buyback and cancelation of shares			
Treasury share purchase by the Company (<i>Shareholders' General Meeting of May 10, 2022, 17th resolution</i>)	November 9, 2023 (18 months)	10% of outstanding shares at January 1, 2022 (representing 8,494,095 shares)	968,746 shares (i.e. 1.14% of share capital)
Share capital decrease by canceling treasury shares (<i>Shareholders' General Meeting of May 10, 2021, 23rd resolution</i>)	July 9, 2023 (26 months)	10% of the capital per 24-month period	None
Issue of shares and securities			
Issue of shares or securities conferring entitlement to the Company's capital with pre-emptive subscription rights (<i>Shareholders' General Meeting of May 10, 2021, 14th resolution</i>)	July 9, 2023 (26 months)	Capital: €75 million Debt securities: €1 billion the amount issued being included in the Overall Cap	None
Issue of shares or securities conferring entitlement to the Company's capital without pre-emptive subscription rights, but with, where applicable, a priority period granted by the Board of Directors open to the public (<i>Shareholders' General Meeting of May 10, 2021, 15th resolution</i>)	July 9, 2023 (26 months)	Capital: €15 million Debt securities: €1 billion, the amount issued being included in the Overall Cap and Sub-Cap	None
Issue of shares or securities conferring entitlement to the Company's capital through private placements without pre-emptive subscription rights granted to qualified institutional buyers or a limited number of investors (<i>Shareholders' General Meeting of May 10, 2021, 16th resolution</i>)	July 9, 2023 (26 months)	10% of the capital at the issue date, the amount issued being included in the Overall Cap and Sub-Cap	None
Increase in the number of shares to be issued in the event of excess demand for issued shares or securities conferring entitlement to the capital with or without pre-emptive subscription rights (<i>Shareholders' General Meeting of May 10, 2021, 17th resolution</i>)	July 9, 2023 (26 months)	15% of the initial issue, the amount issued being included in the Overall Cap and, where applicable, the Sub-Cap	None
Setting of the issue price of shares or securities conferring entitlement to capital in the event pre-emptive subscription rights are canceled (<i>Shareholders' General Meeting of May 10, 2021, 18th resolution</i>)	July 9, 2023 (26 months)	10% of capital per year the amount issued being included in the Overall Cap and Sub-Cap	None
Issue of shares or securities conferring entitlement to capital in consideration for contributions in kind made up of shares or securities (<i>Shareholders' General Meeting of May 10, 2021, 19th resolution</i>)	July 9, 2023 (26 months)	Capital: 10% of capital per year Debt securities: €1 billion, the amount issued being included in the Overall Cap and Sub-Cap	None
Increase of share capital paid up by capitalizing retained earnings, profits, additional paid-in capital or issue premiums (<i>Shareholders' General Meeting of May 10, 2021, 20th resolution</i>)	July 9, 2023 (26 months)	€75 million the amount issued being included in the Overall Cap	None
Overall cap for share capital increases and issues of debt securities with or without pre-emptive subscription rights (<i>Shareholders' General Meeting of May 10, 2021, 21st resolution</i>)	July 9, 2023 (26 months)	Capital: €75 million represents the maximum common cap set in the 14 th to the 20 th resolutions approved by the Shareholders' General Meeting of May 10, 2021 (the "Overall Cap") Capital: €15 million represents the common cap applicable to issues without pre-emptive subscription rights (the "Overall Sub-Cap")	-
Issues granted to employees and executives			
Issue of shares or securities conferring entitlement to capital reserved for Group employees who are members of a Company or Group savings plan (<i>Shareholders' General Meeting of May 10, 2021, 22nd resolution</i>)	July 9, 2023 (26 months)	€1.6 million	None
Grant of Imerys stock options to employees and corporate officers or certain categories among them (<i>Shareholders' General Meeting of May 4, 2020, 22nd resolution</i>)	July 3, 2023 (38 months)	Common cap: 3% of share capital at the grant date	None
Free Imerys share grant to employees and corporate officers or certain categories among them (<i>Shareholders' General Meeting of May 4, 2020, 23rd resolution</i>)	July 3, 2023 (38 months)	Sub-cap for executive corporate officers: 0.5% of share capital at the grant date	437,250 performance shares were granted in 2022, representing 0.26% of the Company's share capital

SUMMARY OF THE FINANCIAL AUTHORIZATIONS FOR WHICH RENEWALS HAVE BEEN SUBMITTED FOR APPROVAL AT THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING OF MAY 10, 2023

The following table presents the financial authorizations submitted to the approval of the Ordinary and Extraordinary Shareholders' General Meeting of May 10, 2023.

√ For further details see chapter 8, paragraph 8.2.7 of the Universal Registration Document.

Type of authorization	Expiration and term of the authorization	Maximum nominal amount authorized
Share buyback and cancelation of shares		
Treasury share purchase by the Company (<i>Shareholders' General Meeting of May 10, 2023, 14th resolution</i>)	November 9, 2024 (18 months)	10% of outstanding shares at January 1, 2023 (representing 8,494,095 shares)
Share capital decrease by canceling treasury shares (<i>Shareholders' General Meeting of May 10, 2023, 25th resolution</i>)	July 9, 2025 (26 months)	10% of the capital per 24-month period
Issue of shares and securities		
Issue of shares or securities conferring entitlement to the Company's capital with pre-emptive subscription rights (<i>Shareholders' General Meeting of May 10, 2023, 15th resolution</i>)	July 9, 2025 (26 months)	Capital: €75 million Debt securities: €1 billion the amount issued being included in the Overall Cap
Issue of shares or securities conferring entitlement to capital without pre-emptive subscription rights, but with, where applicable, a priority period granted by the Board of Directors open to the public (<i>Shareholders' General Meeting of May 10, 2023, 16th resolution</i>)	July 9, 2025 (26 months)	Capital: €15 million Debt securities: €1 billion, the amount issued being included in the Overall Cap and Sub-Cap
Issue of shares or securities conferring entitlement to capital through private placements without pre-emptive subscription rights granted to qualified institutional buyers or a limited number of investors (<i>Shareholders' General Meeting of May 10, 2023, 17th resolution</i>)	July 9, 2025 (26 months)	10% of the capital at the issue date, the amount issued being included in the Overall Cap and Sub-Cap
Increase in the number of shares to be issued in the event of excess demand for issued shares or securities conferring entitlement to capital with or without pre-emptive subscription rights (<i>Shareholders' General Meeting of May 10, 2023, 18th resolution</i>)	July 9, 2025 (26 months)	15% of the initial issue, the amount issued being included in the Overall Cap and, where applicable, the Sub-Cap
Setting of the issue price of shares or securities conferring entitlement to capital in the event pre-emptive subscription rights are canceled (<i>Shareholders' General Meeting of May 10, 2023, 19th resolution</i>)	July 9, 2025 (26 months)	10% of capital per year the amount issued being included in the Overall Cap and Sub-Cap
Issue of shares or securities conferring entitlement to capital in consideration for contributions in kind made up of shares or securities (<i>Shareholders' General Meeting of May 10, 2023, 20th resolution</i>)	July 9, 2025 (26 months)	Capital: 10% of capital per year Debt securities: €1 billion, the amount issued being included in the Overall Cap and Sub-Cap
Increase of share capital paid up by capitalizing retained earnings, profits, additional paid-in capital or issue premiums (<i>Shareholders' General Meeting of May 10, 2023, 21st resolution</i>)	July 9, 2025 (26 months)	€75 million the amount issued being included in the Overall Cap
Overall cap for share capital increases and issues of debt securities with or without pre-emptive subscription rights (<i>Shareholders' General Meeting of May 10, 2023, 22nd resolution</i>)	July 9, 2025 (26 months)	Capital: €75 million represents the maximum common cap set in the 15 th to the 21 st resolutions and 23 rd and 24 th resolutions to be approved by the Shareholders' General Meeting of May 10, 2023 (the "Overall Cap") Capital: €15 million represents the common cap applicable to issues without pre-emptive subscription rights (the "Overall Sub-Cap")
Issues granted to employees and executives		
Issue of shares or securities conferring entitlement to capital reserved for Group employees who are members of a Company or Group savings plan (<i>Shareholders' General Meeting of May 10, 2023, 23rd resolution</i>)	July 9, 2025 (26 months)	3% (or 0.5% for executive corporate officers) of the capital at the issue date, the amount issued being included in the Overall Cap
Free Imerys share grant to employees and corporate officers or certain categories among them (<i>Shareholders' General Meeting of May 10, 2023, 24th resolution</i>)	July 9, 2026 (38 months)	the amount issued being included in the Overall Cap