

## **Information on executive corporate officers' compensation components** published pursuant to recommendations resulting from the AFEP-MEDEF Corporate Governance Code

Following the recommendations of the Appointments & Compensation Committee, the Board of Directors, at its meeting on April 30, 2015, decided to grant to Gilles Michel, Chairman & Chief Executive Officer, 35,000 Imerys performance shares.

### ▪ **General conditions**

All granted performance shares are conditional on the achievement of the same economic performance goals as those set in the 2015 general performance share plan intended for the Group's top managers. These goals are related to the growth of the Group's net income from current operations per share and of the Group's ROCE (return on capital employed) during the period 2015-2017.

The grant to the Chairman & Chief Executive Officer is also subject to the same provisions as those provided in the general plan set up for the Group's top managers, in particular: a vesting of the performance shares in proportion to the achievement of the assigned economic performance goals; a vesting after a 4-year period i.e. on April 30, 2019 subject to being a corporate officer of the Group at that date.

### ▪ **Restrictive conditions**

This performance shares grant is subject to the restrictive rules in terms of holding and keeping shares previously set by the Board (see the 2014 Registration Document); it is also in line with the sub-limit set out by the Shareholders' General Meeting of 29 April 2014 for the grant to executive corporate officers.

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***The world leader in mineral-based specialty solutions for industry, with €3.7 billion revenue and 14,900 employees in 2014, Imerys transforms a unique range of minerals to deliver essential functions (heat resistance, mechanical strength, conductivity, coverage, barrier effect, etc.) that are essential to its customers' products and manufacturing processes.***

*Whether mineral components, functional additives, process enablers or finished products, Imerys' solutions contribute to the quality of a great number of applications in consumer goods, industrial equipment or construction. Combining expertise, creativity and attentiveness to customers' needs, the Group's international teams constantly identify new applications and develop high value-added solutions under a determined approach to responsible development. These strengths enable Imerys to develop through a sound, profitable business model.*