



a Limited Liability Company (*Société Anonyme*)
with a share capital of €158,971,388
registered office: 43 quai de Grenelle
75015 Paris - France
562 008 151 R.C.S Paris

Paris, May 7, 2019

DESCRIPTION OF THE SHARE BUY-BACK PROGRAM TO BE AUTHORISED BY THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING ON MAY 10, 2019

I. Legal framework

Pursuant to provisions of article 241-2 of the general regulations of the Autorité des Marchés Financiers (AMF – the French financial market authority) and the European Regulation No. 596/2014 of April 16, 2014, the purpose of this description is to describe the objectives and the terms of the share buyback program of the Company that will be submitted to the approval of the Ordinary and Extraordinary Shareholders' Meeting on May 10, 2019.

II. Number and proportion of the share capital of the treasury shares held by the Company

As of April 30, 2019:

- the share capital of the Company is made up of 79,485,694 shares of €2 of par value each, and
- the Company holds 784,842 treasury shares, i.e. 0.98% of the share capital.

The Company does not use derivatives with respect to its share buyback programs.

Under the share buyback program approved by the Ordinary and Extraordinary Shareholders' General Meeting of May 4, 2018, the Company renewed on June 7, 2018 the share purchase mandate entered into with an investment services provider on June 1, 2017; it is noted that the Company also concluded an AMAFI liquidity contract on February 16, 2017, amended as of February 14, 2019.

III. Breakdown by objectives of the treasury shares held by the Company

Among the 784,842 treasury shares held as of April 30, 2019:

- 157,342 are allocated for the purposes of subsequent cancellation,
- 500,000 re allocated for the purposes of allocation to employees in connection with employee share ownership plans

- 127,000 are allocated for the purposes of ensuring the liquidity of the market under a liquidity contract.

IV. Objectives of the new share buyback program

The objectives of the program submitted to the approval of the Ordinary and Extraordinary Shareholders' Meeting on May 10, 2019 intend to enable the Company to purchase its own shares mainly for the purpose of:

- their subsequent cancellation by reducing the Company's capital;
- covering the stock purchase option plans and/or free share grant plans, as well as any grant of shares under shareholding plans set up by the Company (or assimilated plans), or with respect to profit-sharing and/or any other forms of grant, award or transfer of shares to current employees, former employees and/or corporate officers of the Company and/or any related companies pursuant to articles L. 225-180 and L. 233-16 of the French Code of Commerce, within the frame of the regulations in force or ad hoc plans set up by the Company;
- awarding or exchanging shares purchased on the occasion, in particular, of rights exercises or issues of securities giving the right by redemption, conversion, swap, warrant or in any other manner to the grant of shares;
- keeping shares with a view to their later transfer for exchange or payment, under or following external growth, merger, split or contribution operations; - ensuring the liquidity of the market through an investment services firm acting in the name and on behalf of the Company, under a liquidity contract in accordance with a code of conduct recognized by the AMF; and
- more generally, operating for any other purpose that is or may come to be authorized by law, and/or implementing any market practice that may come to be authorized by Autorité des marchés financiers.

V. Maximum proportion of the share capital, maximum number and characteristics of the shares, maximum purchase price

- Maximum proportion of the share capital likely to be purchased - characteristics of the shares

The maximum number of shares the purchase of which is submitted to the approval of the Ordinary and Extraordinary Shareholders' Meeting on May 10, 2019 is 7,948,569, representing 10% of the shares existing and outstanding as of January 1, 2019.

The shares that are concerned by the share buyback are the Imerys shares listed on NYSE Euronext Paris stock exchange (ISIN code FR0000120859).

- Maximum purchase price and maximum and maximum authorized investment

The maximum purchase price would be €85 per share, representing a maximum total investment of €675,6 million.

VI. Conditions of the share buybacks

Acquisitions will be carried out by any means, including the transfer of blocks and the use of derivatives except during periods of public offers for the Company's securities.

VII. Duration of the share buyback program

It is proposed to the Ordinary and Extraordinary Shareholders' Meeting on May 10, 2019 to set the term of the present program at eighteen months from the date of the General Meeting, i.e. until November 9, 2020.

The present description was given to the AMF. It is available from the Company's head office, 43 quai de Grenelle, 75015 Paris (France), and on the Company's website (www.imerys.com –Finance section – permanent Regulated Information section).