

### 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 2019
<b>Share buy-back and cancellation of shares</b>			
Treasury share purchase by the Company <sup>(1)</sup> (Shareholders' General Meeting of May 10, 2019, 12 <sup>th</sup> resolution)	November 9, 2020 (18 months)	10% of outstanding shares at January 1, 2019 (representing 7,948,569 shares)	879,642 shares purchased <sup>(2)</sup>
Share capital decrease by canceling treasury shares (Shareholders' General Meeting of May 10, 2019, 22 <sup>nd</sup> resolution)	July 9, 2021 (26 months)	10% of capital per 24-month period	None
<b>Issue of shares and securities</b>			
Issue of shares or securities carrying rights to shares with pre-emptive subscription rights <sup>(3)</sup> (Shareholders' General Meeting of May 10, 2019, 13 <sup>th</sup> resolution)	July 9, 2021 (26 months)	Capital: €75 million (representing approx. 47% of capital) Debt securities: €1 billion	None
Issue of shares or securities carrying rights to shares without pre-emptive subscription rights, but with, where applicable, a priority period granted by the Board of Directors open to the public <sup>(4)</sup> (Shareholders' General Meeting of May 10, 2019, 14 <sup>th</sup> resolution)	July 9, 2021 (26 months)	Capital: €15 million (representing approx. 9.4% of capital) Debt securities: €1 billion	None
Issue of shares or securities carrying rights to shares through private placements without pre-emptive subscription rights <sup>(5)</sup> (Shareholders' General Meeting of May 10, 2019, 15 <sup>th</sup> resolution)	July 9, 2021 (26 months)	10% of the capital at the date of issue, the amount issued being included in the ceiling set in the 14 <sup>th</sup> resolution of the Shareholders' General Meeting of May 10, 2019	None
Authorization to increase the number of shares to be issued in the event of excess demand for shares or securities issued with or without pre-emptive subscription rights <sup>(6)</sup> (Shareholders' General Meeting of May 10, 2019, 16 <sup>th</sup> resolution)	July 9, 2021 (26 months)	10% of the capital at the date of issue, the amount issued being included in the sub-ceiling set in the 13 <sup>th</sup> , 14 <sup>th</sup> and 15 <sup>th</sup> resolutions of the Shareholders' General Meeting of May 10, 2019 (see above)	None
Authorization to set the issue price of shares or securities carrying rights to shares in the event pre-emptive subscription rights are canceled <sup>(7)</sup> (Shareholders' General Meeting of May 10, 2019, 17 <sup>th</sup> resolution)	July 9, 2021 (26 months)	10% of the capital per year, the amount issued being included in the sub-ceiling set in the 14 <sup>th</sup> resolution of the Shareholders' General Meeting of May 10, 2019 (see above)	None
Issue of shares or securities carrying rights to shares in consideration for contributions in kind made up of shares or securities carrying rights to shares without pre-emptive subscription rights <sup>(8)</sup> (Shareholders' General Meeting of May 10, 2019, 18 <sup>th</sup> resolution)	July 9, 2021 (26 months)	10% of the capital per year, the amount issued being included in the sub-ceiling set in the 14 <sup>th</sup> resolution of the Shareholders' General Meeting of May 10, 2019 (see above)	None
Increase of share capital paid up by capitalizing retained earnings, profits, additional paid-in capital or issue premiums <sup>(9)</sup> (Shareholders' General Meeting of May 10, 2019, 19 <sup>th</sup> resolution)	July 9, 2021 (26 months)	€75 million, the amount issued being included in the ceiling set in the 13 <sup>th</sup> resolution of the Shareholders' General Meeting of May 10, 2019 (see above)	None
Overall ceiling for share capital increases with or without pre-emptive subscription rights (Shareholders' General Meeting of May 10, 2019, 20 <sup>th</sup> resolution)	July 9, 2021 (26 months)	Capital: €75 million Debt securities: €1 billion	-

# INFORMATION ABOUT THE COMPANY AND ITS SHARE CAPITAL

## SHARE CAPITAL AND SHAREHOLDING

Type of authorization	Expiration and term of the authorization	Maximum nominal amount authorized	Use in 2019
<b>Issues granted to employees and executives</b>			
Issue of shares or securities carrying rights to shares reserved for Group employees who are members of a Company or Group savings plan <sup>(10)</sup> (Shareholders' General Meeting of May 10, 2019, 21 <sup>st</sup> resolution)	July 9, 2021 (26 months)	€1.6 million	None
Grant of Imerys stock options to employees and corporate officers or certain categories among them <sup>(11)</sup> (Shareholders' General Meeting of May 3, 2017, 23 <sup>rd</sup> resolution)	July 2, 2020 (38 months)	Common ceiling: 3% of the share capital at the date of the Board's decision to grant stock options or free shares	None <sup>(12)</sup>
Free Imerys share grant to employees and corporate officers or certain categories among them <sup>(13)</sup> (Shareholders' General Meeting of May 4, 2018, 14 <sup>th</sup> resolution)	July 3, 2020 (26 months due to aligning the term of this authorization with that of the authorization to grant stock options or share purchase options approved by the Shareholders' General Meeting of May 3, 2017 in its 23 <sup>rd</sup> resolution)	Sub-ceiling for stock option and free share grants to executive corporate officers: 0.5% of share capital at the grant date	427,500 performance shares were granted in 2019, representing 0.53% of the Company's share capital <sup>(14)</sup>

(1) In accordance with articles L. 225-209 et seq. of the French Commercial Code and articles 241-1 to 241-7 of the AMF's General Regulations.

(2) For further details regarding corporate actions taken as part of the Company share buy-back program, see paragraph 7.3.4 of the present chapter.

(3) In accordance with articles L. 225-129 et seq. and L. 228-91 et seq. of the French Commercial Code.

(4) In accordance with articles L. 225-129 et seq., L. 225-135 et seq., L. 225-136 and L. 228-91 et seq. of the French Commercial Code.

(5) In accordance with articles L. 225-129-2, L. 225-135, L. 225-136, L. 228-91 et seq. of the French Commercial Code and article L. 411-2 of the French Monetary and Financial Code.

(6) In accordance with article L. 225-135-1 of the French Commercial Code.

(7) In accordance with articles L. 225-129-2 and L. 225-136-1 paragraph 2 of the French Commercial Code.

(8) In accordance with articles L. 225-147 and L. 228-91 et seq. of the French Commercial Code.

(9) In accordance with articles L. 225-129, L. 225-129-2 et seq. and L. 225-130 of the French Commercial Code.

(10) In accordance with articles L. 225-129 et seq. and L. 225-138-1 of the French Commercial Code and L. 3332-1 et seq. of the French Labor Code.

(11) In accordance with articles L. 225-177 et seq. of the French Commercial Code.

(12) For further details regarding stock options grants in prior years, see paragraph 7.3.5.4 of the present chapter.

(13) In accordance with articles L. 225-197-1 et seq. of the French Commercial Code.

(14) For further details regarding performance share grants, see paragraph 7.3.5.4 of the present chapter.

### SUMMARY OF THE FINANCIAL AUTHORIZATIONS FOR WHICH RENEWALS HAVE BEEN SUBMITTED FOR APPROVAL AT THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING OF MAY 4, 2020

The following table presents the financial authorizations submitted to the approval of the Ordinary and Extraordinary Shareholders' General Meeting of May 4, 2020.

√ For further details see [chapter 8, paragraphs 8.1.5 and 8.1.6 of the Universal Registration Document](#).

Type of authorization	Expiration and term of the authorization	Maximum nominal amount
<b>Share buy-back and cancellation of shares</b>		
Treasury share purchase by the Company <sup>(1)</sup> (Shareholders' General Meeting of May 4, 2020, 18 <sup>th</sup> resolution)	November 3, 2021 (18 months)	10% of outstanding shares at January 1, 2020 (representing 7,950,045 shares)
<b>Issue of shares and securities</b>		
Issue of shares or securities carrying rights to shares without pre-emptive subscription rights, but with, where applicable, a priority period granted by the Board of Directors open to the public <sup>(2)</sup> (Shareholders' General Meeting of May 4, 2020, 19 <sup>th</sup> resolution)	July 9, 2021 (13 months due to aligning the term of this authorization with those concerning other issues of shares and securities in force – see above)	Capital: €15 million (representing approx. 9.4% of capital) Debt securities: €1 billion
Issue of shares or securities carrying rights to shares through private placements without pre-emptive subscription rights granted to qualified institutional buyers or a limited number of investors <sup>(3)</sup> (Shareholders' General Meeting of May 4, 2020, 20 <sup>th</sup> resolution)	July 9, 2021 (13 months due to aligning the term of this authorization with those concerning other issues of shares and securities in force – see above)	10% of the capital at the date of issue, the amount issued being included in the ceiling set in the 21 <sup>st</sup> resolution of the Shareholders' General Meeting of May 4, 2020 (see above)
<b>Issues granted to employees and executives</b>		
Grant of Imerys stock options to employees and corporate officers or certain categories among them <sup>(4)</sup> (Shareholders' General Meeting of May 4, 2020, 22 <sup>nd</sup> resolution)	July 3, 2023 (38 months)	Common ceiling: 3% of the share capital at the date of the Board's decision to grant stock options or free shares
Free Imerys share grant to employees and corporate officers or certain categories among them <sup>(5)</sup> (Shareholders' General Meeting of May 4, 2020, 23 <sup>rd</sup> resolution)	July 3, 2023 (38 months)	Sub-ceiling for stock option and free share grants to executive corporate officers: 0.5% of share capital at the grant date
Issue of shares or securities carrying rights to shares reserved for Group employees who are members of a Company or Group savings plan <sup>(6)</sup> (Shareholders General Meeting of May 4 <sup>th</sup> , 2020, 24 <sup>th</sup> resolution)	July 9, 2021 (13 months due to aligning the term of this authorization with those concerning other issues of shares and securities un force - see above)	€1.6 million

(1) In accordance with articles L. 225-209 et seq. of the French Commercial Code and articles 241-1 to 241-7 of the AMF's General Regulations.

(2) In accordance with articles L. 225-129-2, L. 225-135, L. 225-136, L. 228-91 et seq. of the French Commercial Code and article L. 411-2 of the French Monetary and Financial Code.

(3) In accordance with article L. 225-135-1 of the French Commercial Code.

(4) For further details regarding stock options grants in prior years, see [paragraph 7.3.5.4 of the present chapter](#).

(5) In accordance with articles L. 225-197-1 et seq. of the French Commercial Code.

(6) In accordance with articles L. 225-129 et seq. and L. 225-138-1 of the French Commercial Code and L. 3332-1 et seq. of the French Labor Code.

### OTHER SECURITIES

On May 10, 2019, as the decision to issue ordinary bonds falls within the authority of the Board of Directors, in accordance with article L. 228-40 of the French Commercial Code, the Board of Directors delegated full powers to the Chief Executive Officer for the purposes of carrying out such issues and deciding their conditions, in particular for the Company's Euro Medium Term Note

("EMTN") program, within the period of one year and a maximum nominal amount per year of €1.5 billion and a maximum nominal amount per operation of €350 million.

This authorization was not exercised in 2019.