

TERMS AND CONDITIONS FOR PARTICIPATION IN THE SHAREHOLDERS' GENERAL MEETING OF MAY 4, 2020

Updated on April, 17 2020 further to the **publication of Decree No. 2020-418 of April 10, 2020** adapting the rules for meetings and decisions of general meetings and governing bodies of legal entities and entities without legal personality under private law due to the Covid-19 epidemic

(additional information is below mentioned in red)

The exceptional circumstances surrounding the Ordinary and Extraordinary Shareholders' Meeting of May 4, 2020

Given the exceptional context due to the Covid-19 pandemic, the terms and conditions for participation in shareholders' general meetings in France have been amended by the official order of the French government dated March 25, 2020. The Board of Directors of Imerys (hereinafter referred to as your "**Company**"), having decided at its meeting of April 6, 2020 that **your Company's Ordinary and Extraordinary Shareholders' General Meeting of May 4, 2020** will be held **behind closed doors**, invites you to cast your **vote before the meeting**, in the manner detailed below.

You can also attend the meeting remotely as it will be **streamed live and in full on our website: www.imerys.com**.

Terms and conditions for participation in the Shareholders' General Meeting of May 4, 2020

1 - Standard account registration procedure

The right to take part in the Shareholders' General Meeting of May 4, 2020 remains subject to **registering an account** for your shares by **midnight between Tuesday April 28 and Wednesday April 29, 2020**, central European time.

- If you hold shares in **registered** form (pure or administrated), you don't have to do anything, the fact that your shares appear on the Company register is enough.
- If you hold shares in **bearer** form, the financial intermediary (bank, financial institution or stock broker) that usually manages your account must provide you with a **participation certificate** to confirm that your shares are registered in an account.

2 - Voting options ahead of the Shareholders' General Meeting of May 4, 2020

Given the current outbreak of coronavirus (Covid-19), no shareholder nor their representatives can physically attend the Shareholders' General Meeting and therefore vote during the session. That is why **no attendance cards will be issued** and votes may only be cast remotely in the following manner. **We would ask you to use ONLINE voting, where possible.**

- Use the **FORM** attached to the notice of meeting brochure, the electronic notice of meeting and which can also be downloaded from the Imerys website www.imerys.com by going to Finance/Shareholders Corner/Shareholders' General Meeting.

This **FORM** allows you to:

- **Vote by mail** (by crossing out any draft resolutions you do not support or those from which you wish to abstain); or
- **Delegate power to the Chairman of the Shareholders' General Meeting** (who will vote in favor of adopting the draft resolutions presented and approved by the Board of Directors and will vote against any resolutions that do not receive such approval).

For the use of this FORM as part of the appointment of a proxy, please refer to new paragraph 2.Bis (appointment of a proxy) below.

RETURNING THE FORM

If you hold shares in **registered** form, you must **return the FORM** fully completed, signed and dated by **mail to CACEIS CT – Service Assemblées – 14 rue Rouget de Lisle, 92862 Issy les Moulineaux Cedex 09, France** (Telephone: +33 (0) 157 783 232 – Fax: +33 (0) 149 080 582) or by email to the following address: ct-assemblees@caceis.com.

If you hold shares in **bearer** form, you must **return the FORM** fully completed, signed and dated to your **usual financial intermediary**, who will forward it onto CACEIS CT along with the participation certificate mentioned above.

Whatever kind of shares you hold, CACEIS CT must receive your FORM by **May 1, 2020** at the very latest for it to be taken into account. **Please do not send your FORM directly to Imerys.**

- **Online voting (recommended)**

Imerys is offering all shareholders the possibility to vote ahead of the Shareholders' General Meeting using the secure online platform **VOTACCESS** in the following manner:

- holders of shares in pure registered form should connect to the OLIS-Actionnaire website (<https://www.nomi.olisnet.com>) using the ID (which can be found on the FORM) and password they usually use to access their account;
- holders of shares in administered registered form should connect to the OLIS-Actionnaire website using the ID, which can be found on the FORM.

Once connected, holders of shares in registered form (pure or administrated) should follow the on-screen instructions to access the VOTACCESS website.

- holders of bearer shares should contact their account-keeping institution to find out whether or not the latter is connected to VOTACCESS and if so, whether there are any special conditions of use. If this institution is connected to VOTACCESS, shareholders should connect to the website using their standard access codes. They should then follow the on-screen instructions to access the VOTACCESS website and cast their vote.

VOTACCESS will be open from April 17, 2020 at 10 a.m. and will close on May 3, 2020, at 3 p.m., central European time. In order to avoid any congestion, we recommend shareholders do not wait until the day before the General Meeting to cast their vote.

2.Bis - Appointment of a proxy

Pursuant to article 6 of decree 2020-418 of April 10, 2020, you may also give a **proxy to any person of your choice**:

- either by using the services of the secure online platform **VOTACCESS** under the conditions described above;
- either by indicating on the **Form** the name and contact details of the proxy you will have designated and by sending it **by mail** to: CACEIS CT - Service Assemblées - 14 rue Rouget de Lisle, 92862 Issy les Moulineaux Cedex 09 (Telephone: 33 (0) 1 57 78 32 32 - Fax: 33 (0) 1 49 08 05 82) or **by e-mail to the following address: ct-mandataire-assemblees@caceis.com**. If your shares are in bearer form, you will have to send Form duly completed and signed to your usual financial intermediary, who will forward it to Caceis CT, along with the participation certificate mentioned above;
- either by sending an **email** indicating the name of the Company, the date of May 4, 2020, your last name, first name, contact details and copy of your identity card as well as the name and contact details of the proxy you will have appointed, using one of the following addresses: **shareholders@imerys.com or ct-mandataire-assemblees@caceis.com** (*recommended*). If your shares are in bearer form, the participation certificate issued by your financial intermediary will have to be attached to the Form.

To be validly taken into consideration, the appointment of a proxy or, where applicable, his revocation, must be made **on the fourth day preceding the Shareholders' General Meeting at the latest, i.e. April 30, 2020**.

The **proxy** you will have designated must deliver his voting instructions by sending the **Form** by email using one of the following addresses: **shareholders@imerys.com or ct-mandataire-assemblees@caceis.com** (recommended) **on the fourth day preceding the Shareholders' General Meeting at the latest, i.e. April 30, 2020** (the proxy holder must indicate his capacity, mention his surname, first name and address, vote by post and sign the Form).

NB: shareholders who have voted by post will not be able to vote online.

3 - Terms and conditions for taking part in the Shareholders' General Meeting and sale of your shares

In accordance with article R. 225-85 of the French Commercial Code, any shareholder who has carried out any of the above steps is still able to sell all or some of their shares. However, if the sale is completed before two working days prior to the General Meeting, *i.e.* before **midnight between Tuesday April 28 and Wednesday April 29, 2020**, central European time, the Company will nullify or change the vote cast or the participation certificate, as appropriate. The relevant account-keeping institution must notify the Company or CACEIS CT of the sale and communicate all necessary information. The Company will not take into consideration any sale or other transaction completed after **midnight between Tuesday April 28 and Wednesday April 29, 2020**, central European time.

4 - Documents and information made available to shareholders

In accordance with regulations in force, the documents and information made available to shareholders can be viewed on the Company's website <https://www.imerys.com/finance/finance/shareholders-corner> (Shareholders' General Meeting), or obtained by addressing a request to CACEIS CT.

You can also consult the Company's statutory financial statements and the Group's consolidated financial statements for 2019 and well as the biographies of the Company's directors in office at December 31, 2019 and of the people put forward for appointment or renewal at the Shareholders' General Meeting, by viewing or downloading Imerys' 2019 Universal Registration Document from www.imerys.com, which was filed with the French financial markets authority on March 24, 2020.

Shareholders can request the communication of documents that would not be available on the Company's website by sending their request by email to the following address: shareholders@imerys.com; they will be answered, as far as possible, by electronic means.

5 - Written questions

You **are able to address written questions to the Company**. These questions must be sent to the Company for the attention of the Chairman of the Board of Directors, either by **recorded delivery with acknowledgment of receipt** sent to the registered office, or - **preferably** given the exceptional circumstances due to the outbreak of Covid-19 - by **email** to the following address: shareholders@imerys.com. To ensure written questions can be answered, they must be received by the Company at least four working days before the Shareholders' General Meeting, *i.e.* April 27, 2020, and be sent with an **account registration certificate**.

6 - Other rights usually exercisable during the Shareholders' General Meeting

Given the exceptional circumstances related to Covid-19 and because the Shareholders' General Meeting is being held behind closed doors, you will not be able to ask questions nor to request amendment to resolutions or new resolutions during the meeting.

In order to maintain the level of **shareholder dialogue** Imerys values so highly, the Company encourages you to continue to ask your questions by sending them by email to the following address: shareholders@imerys.com. The Company will respond to the questions under the most satisfactory conditions possible and, if appropriate, at the Shareholders' General Meeting on May 4, 2020.
