

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING OF MAY 10, 2021

Following the decisions of the Board of Directors and the Chief Executive Officer, duly authorized, **the ordinary and extraordinary Shareholders' General Meeting of Imerys (the "Company") will be held behind closed doors, without the physical presence of shareholders and other persons entitled to attend, at Digital Euronext studio, 8 place de l'Opéra, 75009, Paris, on 10 May 2021, at 2:30 p.m. (Paris time).**

This decision - to held the Shareholders' General Meeting on a closed doors basis - is in accordance with the provisions set out in Ordinance No 2020-321 of 25 March 2020 and Decree No 2020-418 of 10 April 2020, as extended and amended, and with Decree No 2021-296 of 19 March 2021. Existing administrative measures which require compliance with hygiene and social distancing measures, prohibit gatherings and meetings in a place open to the public beyond a certain limited number of people as well as strengthened health restrictions measures in several areas in France, including the region of Ile-de-France (including Paris) where the Company's head office is located, prevent from holding the General Meeting in presence of the shareholders and other persons entitled to attend.

Without prejudice to the terms and conditions for participation in the Shareholders' General Meeting described below, in view of the technical difficulties in particular relating to the identification of shareholders prior to or during the Meeting and of the significative number of the Company's shareholders, there is no possibility to participate to the Shareholders' General Meeting by means of conference call or audiovisual conference.

Belgian Securities BV and Blue Crest Holding SA, the two shareholders which hold the largest number of votes, were appointed as scrutineers.

The notice of meeting was published in the BALO (*Bulletin des Annonces Légales Obligatoires*) on 31 March 2021. It includes the agenda, the draft resolutions which will be submitted for the approval of shareholders and the terms and conditions of participation and voting at this Meeting. The main terms of participating and voting (considering that the Meeting will be held on a closed doors basis) are also described below.

Any other documents and information relating to the Shareholders' General Meeting will be made available in accordance with legislative and regulatory requirements, at the Company's head office, on its website or from CACEIS Corporate Trust, as provided below.

This meeting will be broadcast live in video format, unless technical reasons make this broadcast impossible or seriously disrupt it. **The replay of this Meeting will be also available on the Company's website.**

Shareholders are invited to regularly consult the dedicated section to the General Meeting on the Company's website (www.imerys.com; Finance - Shareholders' corner - 2021 Shareholders' General Meeting) which will be regularly updated if necessary, as below terms and conditions might be further adapted.

- **Terms and conditions for participation in the Shareholders' General Meeting**

Given that the Company's Shareholders' General Meeting will be held behind closed doors due to the situation described above, no attendance cards will be issued. **The Shareholders are invited to exercise their voting rights remotely and prior to the meeting.**

Shareholders should therefore cast their vote using one of the following methods:

- ❑ by voting remotely (by postal ballot or electronically);
- ❑ by assigning their proxy to the Meeting Chairman (the Meeting Chairman will cast a vote in favor of the approval of the draft resolutions presented or approved by the Board of Directors and a vote against the approval of all other draft resolutions);
- ❑ by assigning their proxy to any other person, in accordance with Article L. 225-106 and L. 22-10-39 of the French Commercial Code (*Code de commerce*), as described below.

Regardless of how the shareholder chooses to vote, they are encouraged to exercise their voting rights as early as possible to facilitate the vote-counting process.

Shareholders have two ways to choose how they will participate in the Shareholders' General Meeting:

- ❑ by using the FORM in order to vote remotely or to give proxy;
- ❑ by using the online voting website VOTACCESS.

- ❖ **Shareholder will use the voting form**

Whatever kind of shares the shareholder holds (in registered or bearer form), he must return the Form, fully completed, signed and, if applicable, along with his participation certificate, to CACEIS Corporate Trust – Services assemblées – 14, rue Rouget de Lisle – 92862 ISSY-LES-MOULINEAUX Cedex 9, France at least three days before the Shareholders' General Meeting, i.e. by Friday 7 May 2021 at the very latest for it to be taken into account.

Please do not send the Form directly to the Company.

- ❖ **Shareholder will use the VOTACCESS online voting website (recommended)**

Imerys is offering all shareholders the possibility to vote ahead of the Shareholders' General Meeting by using the online voting website 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 (communicated to him together with the notice of meeting and 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 their account-keeping institution is connected to VOTACCESS, shareholders should connect to their institutions' 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 Wednesday 21 April 2021 at 10 a.m. (Paris time) and will close on Sunday 9 May 2021 at 3 p.m. (Paris time).

In order to avoid any congestion, we recommend shareholders do not wait until the day before the Shareholders' General Meeting to cast their vote.

- **Terms and conditions related to proxies**

In the event a shareholder wishes to assign a proxy to his spouse, partner in PACS, other Company's shareholders or any other person, , instructions relating to such appointment or revocation must reach the

CACEIS Corporate Trust up to the fourth day preceding the date of the Shareholders' General Meeting, i.e. Thursday 6 May 2021:

- ❑ by using VOTACCESS website, as described above, or
- ❑ by sending an email to the following electronic address: ct-mandataires-assemblees@caceis.com, or
- ❑ by sending the FORM by post mail.

The proxy must send its voting instructions for the exercise of its mandate(s) no later than the fourth day prior to the date of the Shareholders' General Meeting, i.e. Thursday 6 May 2021:

- ❑ by sending the FORM as a scanned copy by email to the following electronic address: ct-mandataires-assemblees@caceis.com, or
- ❑ by sending the FORM by post mail.

The FORM must bear the mention "As mandatary".

It is specified that for any proxy given by a shareholder without indication of a representative, the Meeting Chairman will cast a vote in favor of the approval of the draft resolutions presented or approved by the Board of Directors and a vote against the approval of all other draft resolutions.

• **How to choose another mode of participation in the Meeting**

Please note that any shareholder who has already cast his vote remotely or assigned a proxy, may choose another mode of participation in the Shareholders' General Meeting provided that his instruction in this regard reaches CACEIS Corporate Trust in a reasonable time.

Shareholder shall provide his instruction by sending the FORM duly completed and signed:

- for holders of shares in registered form (pure or administered): by sending an email to CACEIS Corporate Trust to the following electronic address: ct-mandataires-assemblees@caceis.com;
- for holders of bearer shares: by sending their instructions to their account-keeping institution, which shall send it to CACEIS Corporate Trust along with their participation certificate which duly confirm that he is a shareholder.

• **Documents made available to shareholders**

Documents and information listed under Article R. 22-10-23 of the French Commercial Code will be made available on the Company's website (www.imerys.com; Finance – Shareholders' corner – 2021 Shareholders' General Meeting) at least twenty-one days before the Shareholders' General Meeting, i.e. Monday 19 April 2021. Documents will be also available at the Company's registered office, preferably upon appointment, or obtained by addressing a request to CACEIS Corporate Trust.

Shareholders can also request 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.

• **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, or - preferably given the circumstances due to Covid-19 - by email to the following address: shareholders@imerys.com. To ensure written questions will be properly taken into account, they must be received at least two working days before the Shareholders' General Meeting, i.e. Thursday 6 May 2021, and be sent with an account registration certificate.

Questions and answers will be made available on the Company's website (www.imerys.com), in accordance with applicable provisions.

Given the fact that the Shareholders' General Meeting is being held on a closed doors basis, shareholders will not be able to ask questions nor to request amendment to resolutions or new resolutions during the Meeting. Therefore, in addition to what precedes and in order to maintain the shareholder dialogue Imerys values so highly, the Company encourages shareholders to ask their questions by sending an email to the following electronic address: shareholders@imerys.com, from this day onwards to the day before the

Shareholders' General Meeting, i.e. Sunday 9 May 2021, at 3 p.m. (Paris time). The Company will ensure to respond to the questions under the most satisfactory conditions possible and, if appropriate, at the Shareholders' General Meeting on 10 May 10 2021.

The world leader in mineral-based specialty solutions for industry, with €3.8 billion revenue and 16,400 employees in 2020, Imerys delivers high value-added, functional solutions to diversified set of industrial sectors, from processing industries to consumer goods. The Group draws on its knowledge of applications, technological expertise and its material science know-how to deliver solutions based on beneficiation of its mineral resources, synthetic minerals and formulations. These contribute essential properties to customers' products and performance, including refractoriness, hardness, conductivity, opacity, durability, purity, lightness, filtration, absorption and repellency. Imerys is determined to develop responsibly, in particular by fostering the emergence of environmentally-friendly products and processes.

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