



### 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 2021
<b>Share buyback and cancellation of shares</b>			
Treasury share purchase by the Company ( <i>Shareholders' General Meeting of May 10, 2021, 13<sup>th</sup> resolution</i> )	November 9, 2022 (18 months)	10% of outstanding shares at January 1, 2021 (representing 8,494,095 shares)	356,196 shares (i.e. 0.42% of share capital)
Share capital decrease by canceling treasury shares ( <i>Shareholders' General Meeting of May 10, 2021, 23<sup>rd</sup> resolution</i> )	July 9, 2023 (26 months)	10% of the capital per 24-month period	None
<b>Issue of shares and securities</b>			
Issue of shares or securities conferring entitlement to the Company's capital with pre-emptive subscription rights ( <i>Shareholders' General Meeting of May 10, 2021, 14<sup>th</sup> resolution</i> )	July 9, 2023 (26 months)	Capital: €75 million Debt securities: €1 billion the amount issued being included in the Overall Cap	None
Issue of shares or securities conferring entitlement to the Company's capital through an offer of securities to the public without pre-emptive subscription rights, but with, where applicable, a priority period granted by the Board of Directors open to the public ( <i>Shareholders' General Meeting of May 10, 2021, 15<sup>th</sup> resolution</i> )	July 9, 2023 (26 months)	Capital: €15 million Debt securities: €1 billion the amount issued being included in the Overall Cap and Sub-Cap	None
Issue of shares or securities conferring entitlement to the Company's capital through private placements without pre-emptive subscription rights granted to qualified institutional buyers or a limited number of investors ( <i>Shareholders' General Meeting of May 10, 2021, 16<sup>th</sup> resolution</i> )	July 9, 2023 (26 months)	10% of share capital at the issue date the amount issued being included in the Overall Cap and Sub-Cap	None
Increase in the number of shares to be issued in the event of excess demand for issued shares or securities conferring entitlement to the capital with or without pre-emptive subscription rights ( <i>Shareholders' General Meeting of May 10, 2021, 17<sup>th</sup> resolution</i> )	July 9, 2023 (26 months)	15% of the initial issue, the amount issued being included in the Overall Cap and, where applicable, the Sub-Cap	None
Setting of the issue price of shares or securities conferring entitlement to the capital in the event pre-emptive subscription rights are canceled ( <i>Shareholders' General Meeting of May 10, 2021, 18<sup>th</sup> resolution</i> )	July 9, 2023 (26 months)	10% of capital per year the amount issued being included in the Overall Cap and Sub-Cap	None
Issue of shares or securities conferring entitlement to the capital in consideration for contributions in kind made up of shares or securities ( <i>Shareholders' General Meeting of May 10, 2021, 19<sup>th</sup> resolution</i> )	July 9, 2023 (26 months)	Capital: 10% of capital per year Debt securities: €1 billion, the amount issued being included in the Overall Cap and Sub-Cap	None
Increase of share capital paid up by capitalizing retained earnings, profits, additional paid-in capital or issue premiums ( <i>Shareholders' General Meeting of May 10, 2021, 20<sup>th</sup> resolution</i> )	July 9, 2023 (26 months)	€75 million the amount issued being included in the Overall Cap	None
Overall cap for share capital increases and issues of debt securities with or without pre-emptive subscription rights ( <i>Shareholders' General Meeting of May 10, 2021, 21<sup>st</sup> resolution</i> )	July 9, 2023 (26 months)	Capital: €75 million represents the maximum common cap set in the 14 <sup>th</sup> to the 20 <sup>th</sup> resolutions approved by the Shareholders' General Meeting of May 10, 2021 (the "Overall Cap") Capital: €15 million represents the common cap applicable to issues without pre-emptive subscription rights (the "Overall Sub-Cap")	-
<b>Issues granted to employees and executives</b>			
Issue of shares or securities giving access to the Company's capital reserved for Group employees who are members of a Company or Group savings plan ( <i>Shareholders' General Meeting of May 10, 2021, 22<sup>nd</sup> resolution</i> )	July 9, 2023 (26 months)	€1.6 million	None
Grant of Imerys stock options to employees and corporate officers or certain categories among them ( <i>Shareholders' General Meeting of May 4, 2020, 22<sup>nd</sup> resolution</i> )	July 3, 2023 (38 months)	Common cap: 3% of share capital at the grant date	None
Free Imerys share grant to employees and corporate officers or certain categories among them ( <i>Shareholders' General Meeting of May 4, 2020, 23<sup>rd</sup> resolution</i> )	July 3, 2023 (38 months)	Sub-cap for executive corporate officers: 0.5% of share capital at the grant date	483,700 performance shares were granted in 2021, representing 0.57% of the Company's share capital



## Information about the Company and its share capital

### SHARE CAPITAL AND SHAREHOLDING

#### ■ SUMMARY OF THE FINANCIAL AUTHORIZATIONS FOR WHICH RENEWALS WILL BE SUBMITTED FOR APPROVAL AT THE ORDINARY SHAREHOLDERS' GENERAL MEETING OF MAY 10, 2022

The following table presents the financial authorizations submitted to the approval of the Ordinary Shareholders' General Meeting of May 10, 2022.

✓ For further details see chapter 8, paragraph 8.2.7 of the Universal Registration Document.

Type of authorization	Expiration and term of the authorization	Maximum nominal amount authorized
Share buyback and cancellation of shares		
Treasury share purchase by the Company ( <i>Shareholders' General Meeting of May 10, 2022, 17<sup>th</sup> resolution</i> )	November 9, 2023 (18 months)	10% of outstanding shares at January 1, 2022 (representing 8,494,095 shares)

#### ■ OTHER SECURITIES

On February 17, 2021, 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

€600 million. At its meeting of May 10, 2022, the Board of Directors will consider the renewal of this delegation to the Chief Executive Officer, under the same terms and conditions.

On May 14, 2021, the Company issued €300 million in Sustainability-Linked Bonds due on July 15, 2031 and bearing an annual coupon of 1%. These bonds were admitted to trading on the regulated market of the Luxembourg Stock Exchange. (For further details, see [www.imerys.com](http://www.imerys.com) – Finance).

### 7.3.4 SHARE BUYBACK PROGRAM

#### ■ LEGAL FRAMEWORK OF SHARE BUYBACK PROGRAMS IMPLEMENTED IN 2021

The Ordinary and Extraordinary Shareholders' General Meeting held on May 10, 2021 renewed for a period of 18 months, *i.e.* until November 9, 2022, the authorization previously granted to the Board of Directors by the Ordinary and Extraordinary Shareholders' General Meeting held on May 4, 2020. In accordance with articles L. 22-10-62 *et seq.* of the French Commercial Code, this authorization enables the Company to buy back its own shares within the limit of 10% of the shares existing and outstanding at January 1, 2021, representing 8,494,095 shares, and within the limit of a total investment of €721.9 million. It was also decided at the 2021 Shareholders' General Meeting that the number of shares likely to be held by the Company, directly or indirectly, at any time, shall not exceed 10% of the total share capital. Lastly, the maximum acquisition price was set at €85 per share.

On May 10, 2021, in accordance with article L. 22-10-62 paragraph 3 of the French Commercial Code, the Board of Directors delegated full powers for the purposes of purchasing Company shares to the Chief Executive Officer, within the conditions and limits set by the Shareholders' General Meeting.

#### ■ Transactions carried out in 2021<sup>(1)</sup>

In accordance with article L. 225-211 of the French Commercial Code, the following transactions were carried out as part of the Company's share buyback programs in force in 2021.

#### Transactions completed between January 1 and May 9, 2021 as part of the share buy-back program approved by the Shareholders' General Meeting of May 4, 2020

As part of the following liquidity agreements, which both comply with the applicable decision made by the French Financial Market Authority (*Autorité des Marchés Financiers*, AMF)<sup>(2)</sup>:

- For the period between January 1 and March 31, 2021 concluded by the Company with Rothschild & Cie Banque on February 14, 2019.
- For the period between April 12 and May 9, 2021 concluded by the Company with Exane on April 1, 2021 and taking effect on April 12, 2021<sup>(3)</sup>,

together, the "Liquidity Agreement", the following transactions were completed:

- 293,339 shares were purchased on the market at an average weighted price of €42.572; and
- 273,681 shares were sold on the market at an average weighted price of €42.564.

#### Transactions completed between May 10 and December 31, 2021 as part of the share buy-back program approved by the Shareholders' General Meeting of May 10, 2021

As part of the Liquidity Agreement concluded with Exane:

- 574,160 shares were purchased on the market at an average weighted price of €39.087; and
- 539,914 shares were sold on the market at an average weighted price of €39.017.

(1) All prices and amounts are given excluding fees and commission.

(2) AMF decision n°2018-01 of July 2, 2018 and AMF decision n°2021-01 of June 22, 2021.

(3) As updated on January 24, 2022, taking effect retroactively from July 1, 2021.