

Paris, February 19, 2010

**Information on executive corporate officers'
compensation components**
Published pursuant to recommendations resulting from
the AFEP-MEDEF Corporate Governance Code of December 2008

On the recommendations of the Appointments & Compensation Committee and in addition to the other terms and restrictions that apply to the grants of stock options and conditional free shares (“performance shares”) for the benefit of Imerys’ executive corporate officers that were set down previously (see earlier publications), the Board of Directors, at its meeting of February 15, 2010:

1. confirmed, in accordance with the provisions of articles L. 225-185 and L. 225-197-2 of the French Code of Commerce, that the Chief Executive Officer and the Chief Operating Officer shall each keep in the registered form, until the date of termination of their term of office as corporate officers of Imerys:
 - in the event of a stock options grant: a number of shares resulting from each option exercise that corresponds to at least 25% of the capital gain net of acquisition value realized upon that exercise (net of the amount needed to fund that exercise, and any related taxes and obligatory contributions);
 - in the event of a performance shares grant: a number of shares equal to at least 25% of the total number of vested shares following the applicable vesting period;

2. decided that this rule shall apply:
 - to the grants made with respect to the stock option and free share plans implemented by the Company as from: for Gérard Buffière, January 1, 2007; for Jérôme Pecresse, February 13, 2008 (date of his appointment as Chief Operating Officer),
 - until the total amount⁽¹⁾ of shares held⁽²⁾ by each of them reaches, upon the exercise of stock options and the availability of free shares, a coefficient equal to 300% of the fixed part of his annual compensation on the date in question for the Chief Executive Officer, and 125% for the Chief Operating Officer.

The total amount invested in the Company’s shares shall take into account all the shares held by the Chief Executive Officer and the Chief Operating Officer respectively on the date in question, regardless of their origin (purchased on the market, exercise of stock options or shares acquired with respect to free share grant plans).

⁽¹⁾ Estimated on the basis of the share price on the date of each option exercise or the date of availability of the free shares in question.

⁽²⁾ After the sale of those needed to fund, as the case may be, the option exercise, and the payment of any taxes, social contributions and fees with respect to the transaction.



Given all these rules on holding and keeping shares imposed on executive corporate officers, the Board of Directors judged that it was not necessary to also make the purchase of additional shares on the market a condition for the grant of free shares.

The Board shall examine, at the next renewal of the authorization given to the Board by the Shareholders at their General Meeting on April 30, 2008 to grant stock options and performance shares, which expires on June 29, 2011, the maximum percentage of options and shares that may be granted to executive corporate officers of Imerys in relation to the overall envelope that shall be put to the shareholders' vote.

The world leader in adding value to minerals, Imerys is active in 47 countries through more than 240 industrial and commercial sites. The Group achieved €2.4 billion in sales in 2009. Imerys mines and processes minerals from reserves with rare qualities in order to develop solutions that improve its customers' product performance and manufacturing efficiency. The Group's products have a great many applications in everyday life, including construction, personal care, paper, paint, plastic, ceramics, telecommunications and beverage filtration.
