

## Imerys determines not to increase its offer price for AMCOL acquisition

Imerys has determined not to increase its offer to acquire the outstanding AMCOL International Corporation (NYSE: ACO, AMCOL) common stock at a price per share of US\$45.25, in cash, pursuant to the previously announced Agreement and Plan of Merger between Imerys and AMCOL, dated February 11, 2014 (as amended, the "Merger Agreement").

Imerys was notified by AMCOL that its Board of Directors had determined that a competing offer at a price per share of US\$45.75 in cash constituted a "Superior Proposal", as defined in the Merger Agreement. While continuing to believe in the strategic merits of the transaction with AMCOL, Imerys has concluded that it would not be able to comply with its long term value creation objectives at a higher price.

If the AMCOL Board of Directors determines to terminate the Merger Agreement with Imerys in order to enter into a Superior Proposal, the relevant contractual termination clauses would apply, including the payment of a termination fee to Imerys. Alternatively, Imerys remains prepared to proceed with its offer on the current terms of the Merger Agreement.

### **Gilles Michel, Chairman & CEO of Imerys, said:**

*"By launching the tender offer for AMCOL shares, Imerys has demonstrated its ability to quickly mobilize resources to pursue an ambitious project for external growth, relevant from an industrial standpoint. We have decided not to increase our offer as the acquisition at a higher per share price would not meet our internal value creation objectives over time. Imerys is committed to pursuing its strategic plan aimed at developing a consistent and value creating industrial group."*

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## About Imerys

**The world leader in mineral-based specialty solutions for industry**, with €3.7 billion revenue and 15,800 employees in 2013, **Imerys** transforms a unique range of minerals to deliver essential functions (heat resistance, mechanical strength, conductivity, coverage, barrier effect, etc.) that are essential to its customers' products and manufacturing processes.

Whether mineral components, functional additives, process enablers or finished products, Imerys' solutions contribute to the quality of a great number of applications in consumer goods, industrial equipment or construction. Combining expertise, creativity and attentiveness to customers' needs, the Group's international teams constantly identify new applications and develop high value-added solutions under a determined approach to responsible development. These strengths enable Imerys to develop through a sound, profitable business model.

**More comprehensive information about Imerys** may be obtained from its website ([www.imerys.com](http://www.imerys.com)) under Regulated Information, particularly in its Registration Document filed with the Autorité des marchés financiers on March 21, 2013 under number D.13-0195 (also available from the Autorité des marchés financiers website, [www.amf-france.org](http://www.amf-france.org)). Imerys draws the attention of investors to chapter 4, "Risk Factors", of its Registration Document.

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## Notice to Investors

THIS ANNOUNCEMENT IS NEITHER AN OFFER TO PURCHASE NOR A SOLICITATION OF AN OFFER TO SELL SHARES OF AMCOL. The solicitation and the offer to purchase shares of AMCOL common stock is being made pursuant to the Schedule TO that Imerys and the Purchaser filed with the SEC on February 20, 2014. The Schedule TO, including the Offer to Purchase, the related Letter of Transmittal and certain other offer documents, as well as the Schedule 14D-9, are available to all stockholders of AMCOL at no expense to them. The Schedule TO and Schedule 14D-9 are available for free at the SEC's web site at [www.sec.gov](http://www.sec.gov). Free copies of these materials and certain other offering documents are made available by the information agent for the offer. The Schedule TO, Schedule 14D-9 and related materials may also be obtained for free from MacKenzie Partners, Inc. 105 Madison Avenue, New York, NY 10016, Toll-Free Telephone: (800) 322-2885, Email: [tenderoffer@mackenziepartners.com](mailto:tenderoffer@mackenziepartners.com).

AMCOL STOCKHOLDERS AND OTHER INVESTORS ARE URGED TO READ THE TENDER OFFER MATERIALS (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND CERTAIN OTHER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT BECAUSE THEY CONTAIN IMPORTANT INFORMATION WHICH SHOULD BE READ CAREFULLY BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER.

## Additional Information and Where to Find It

In addition to the Schedule 14D-9, AMCOL files annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any reports, statements or other information filed by AMCOL at the SEC public reference room at 100 F Street, N.E., Washington, D.C. 20549.

Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. AMCOL's filings with the SEC are also available to the public from commercial document-retrieval services and at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov).

### **Forward-Looking Statements**

*This release contains forward-looking statements regarding, among other things, the proposed acquisition of AMCOL by Imerys and the expected timing, certainty and benefits of the transaction. Statements including words such as “believes,” “expects,” “anticipates,” “intends,” “estimates,” “plan,” “will,” “may,” “intend,” “guidance” or similar expressions are forward-looking statements. Because these statements reflect Imerys’ current views, expectations and beliefs concerning future events, these forward-looking statements involve risks and uncertainties.*

*Investors should note that many factors could affect the proposed acquisition of AMCOL and could cause actual results to differ materially from those expressed in forward-looking statements contained in this release. These factors include, but are not limited to: the risk that the acquisition will not close when expected or at all; the risk that Imerys business and/or AMCOL’s business will be adversely impacted during the pendency of the acquisition; and other risks and uncertainties. Imerys assumes no obligation to publicly update any forward-looking statements, whether as a result of new information, future developments or otherwise, other than as required by law.*

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