

## ORDINARY AND EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING OF MAY 10, 2023

Following the decision of the Board of Directors, the shareholders are called to attend **the Ordinary and Extraordinary Shareholders' General Meeting of Imerys (the "Company") which will be held at New Cap Event Center, 3 Quai de Grenelle, Paris (75015), on Wednesday May 10, 2023 at 2:30 p.m (the "Meeting")**.

**The notice of meeting was published in the BALO (*Bulletin des Annonces Légales Obligatoires*) on April 3<sup>rd</sup>, 2023.** It includes the agenda, the draft resolutions which will be submitted for the approval of the shareholders, and the terms and conditions for participating and voting at this Meeting. The main terms of participating and voting conditions are described below.

Any other documents and information relating to the Meeting will be made available in accordance with applicable regulations, at the Company's registered office, on its website or from Uptevia, as provided below.

Shareholders are invited to regularly consult the dedicated section to the Meeting on the Company's website ([www.imerys.com](http://www.imerys.com) - investors - shareholders' corner - 2023 shareholders' general meeting).

### • **Conditions for participating in the Meeting**

To exercise their voting rights, shareholders may choose between the following three options:

- personally attend the Meeting;
- assign your proxy to the Meeting Chairman or to any individual or legal entity;
- vote remotely.

Regardless of how the shareholders choose 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 at the Meeting:

- use the online voting website VOTACCESS (recommended);
- use the participating form (the "**Form**").

### ***PARTICIPATE USING THE ONLINE VOTING WEBSITE VOTACCESS (RECOMMENDED)***

The online voting website VOTACCESS will be open **from Wednesday April 19<sup>th</sup>, 2023 at 10 a.m. (Paris time) to Tuesday May 9<sup>th</sup>, 2023 at 3 p.m. (Paris time)**.

In order to avoid any congestion, shareholders are advised not to wait until the day before the Meeting to enter their instructions.

To access the website and vote remotely, assign or revoke a proxy or request an admission card, shareholders should follow the instructions below:

#### ■ **Registered shareholders (pure or administered):**

- **pure registered shareholders:** should log in to the Shareholder Access website (<https://www.investor.uptevia.com>) using the login and the password that they usually use to access their account. The login is also mentioned on the Form enclosed to the convening notice;
- **administered registered shareholders:** should log in to the Shareholder Access website (<https://www.investor.uptevia.com>) using the login mentioned on the Form.

Once connected, registered shareholders shall follow the on-screen instructions to access the VOTACCESS website.

- **Bearer shareholders:** should contact their financial intermediary to find out whether or not the latter is connected to VOTACCESS and, if so, whether there are any special conditions of use:
  - in the case their financial intermediary is connected to VOTACCESS, shareholders should log in to their website using their standard access codes and follow the on-screen instructions to access the VOTACCESS website and vote, assign or revoke a proxy or request an admission card;
  - if their financial intermediary is not connected to the VOTACCESS website, the appointment or revocation of a proxy can however be made electronically in accordance with the details provided below (see “handling of proxies”).

### **PARTICIPATE USING THE FORM**

**Regardless of the form in which shares are held (in registered or bearer form),** shareholders must return the Form fully completed, signed and, if applicable, along with the participating certificate, to **Uptevia – Service Assemblées – 12, place des Etats-Unis – CS 40083 – 92549 Montrouge Cedex, France** at the very latest three days before the Meeting, i.e. by **Sunday May 7<sup>th</sup>, 2023**, in order to be duly taken into account.

**In any case, the Form shall not be sent directly to Imerys.**

#### ❖ ***in order to personally attend the Meeting***

Shareholders should first request an admission card:

- **registered shareholders** shall complete the form, enclosed to the convening notice, by confirming they wish to attend the Meeting and to request an admission card; the signed and duly completed Form should be then send to Uptevia using the “T” envelope enclosed to the convening notice;
- **bearer shareholders** shall request their financial intermediary for an admission card to be sent to them. Admission card requests by post must be received by Uptevia three days before the Meeting at the latest, i.e. **Sunday May 7<sup>th</sup>, 2023**.

Shareholders who have not received their admission card also have the possibility, on the day of the Meeting, of going directly to the counters specifically provided for this purpose:

- **registered shareholders** should be able to present an identity document;
- **bearer shareholders** should be able to present their participating certificate enabling them to prove their shareholder status on the second business day preceding the Meeting, i.e. on **Monday May 8<sup>th</sup>, 2023**.

#### ❖ ***in order to participate remotely***

To vote remotely, give a proxy to the Meeting Chairman or to any individual or legal entity of their choice, shareholders must return the completed, dated and signed Form to Uptevia in accordance with the procedures indicated above and, if acting as registered shareholders, using the T envelope enclosed to the convening of meeting.

### ● **Handling of proxies**

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

- by using VOTACCESS as previously described;
- by sending an email to the following address: **ct-mandataires-assemblees@uptevia.com**, no later than **Tuesday May 9<sup>th</sup>, 2023, 3 p.m. (Paris time)**. This email must include a scanned copy of the duly completed and signed Form as an attachment. Bearer shareholders must also enclose the participating certificate issued by their authorized intermediary; or
- By sending the Form by post no later than **Sunday May 7<sup>th</sup>, 2023**. The Form should specify the first and last name and address of the shareholder and the first and last name and address of the authorized or revoked proxy. Bearer shareholders should as well (i) mention their bank details and (ii) require their financial intermediary to send a written confirmation (by post) to Uptevia (Service Assemblées – 12, place des Etats-Unis – CS 40083 – 92549 Montrouge Cedex, France).

For any proxy given 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 resolutions.

- **Change in the participating mode**

Any shareholder who has already expressed his/her intention to vote remotely, assigned his/her proxy or requested an admission card or a participating certificate, cannot then choose a different option for participating in the Meeting.

- **Documents made available to the shareholders**

Documents listed under the Article R. 22-10-23 of the French Commercial Code will be made available on the Company's website ([www.imerys.com](http://www.imerys.com)) at the latest twenty-one days before the Meeting, i.e. **Wednesday April 19<sup>th</sup>, 2023**. These documents will be also available at the Company's registered office, preferably upon appointment, or obtained by addressing a request to Uptevia.

Shareholders can also request communication of documents that would not be made available on the Company's website by sending their request to the following email address: [shareholders@imerys.com](mailto:shareholders@imerys.com).

- **Inclusion of items on the agenda or draft resolutions**

Reasoned requests for the inclusion of items or draft resolutions on the agenda by shareholders fulfilling the legal conditions in force, must be sent to the registered office, by registered letter with acknowledgment of receipt, and be received no later than twenty-five days before the Meeting is held, i.e. **Saturday, April 15<sup>th</sup>, 2023**.

These requests must be substantiated and accompanied by an account registration certificate. The list of items added to the agenda and the text of the draft resolutions will be published on the Company's website ([www.imerys.com](http://www.imerys.com)), in accordance with article R. 22-10-23 of the French Commercial Code. The request for inclusion of draft resolutions is accompanied by the text of the draft resolutions which may be accompanied by a brief explanatory memorandum.

- **Written questions**

Shareholders have the possibility to address written questions to the Company in accordance with Articles L. 225-108 and R. 225-84 of the French Commercial Code. These questions must be sent to the Company's registered office, for the attention of the Chairman of the Board of Directors, either by recorded delivery with acknowledgment of receipt or by email to the following address: [shareholders@imerys.com](mailto:shareholders@imerys.com), at the latest four business days before the Meeting, i.e. on **Thursday May 4<sup>th</sup>, 2023**. These questions must be sent with an account registration certificate.

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*The world leader in mineral-based specialty solutions for industry, with €4.3 billion revenue and 14,000 employees in 2022, 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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