

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 2024
Share buyback and cancellation of shares			
Treasury share purchase by the Company (Ordinary Shareholders' General Meeting of May 14, 2024, 16 th resolution)	November 13, 2025 (18 months)	10% of outstanding shares at January 1, 2024 (representing 8,494,095 shares)	1,267,494 shares (i.e. 1.49% of share capital)
Share capital decrease by canceling treasury shares (Shareholders' General Meeting of May 10, 2023, 25 th resolution)	July 9, 2025 (26 months)	10% of the capital per 24-month period	None
Issue of shares and securities			
Issue of shares or securities conferring entitlement to the Company's capital with pre-emptive subscription rights (Shareholders' General Meeting of May 10, 2023, 15 th resolution)	July 9, 2025 (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 capital without pre-emptive subscription rights, but with, where applicable, a priority period granted by the Board of Directors open to the public (Shareholders' General Meeting of May 10, 2023, 16 th resolution)	July 9, 2025 (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 capital through private placements without pre-emptive subscription rights granted to qualified institutional buyers or a limited number of investors (Shareholders' General Meeting of May 10, 2023, 17 th resolution)	July 9, 2025 (26 months)	10% of the 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 capital with or without pre-emptive subscription rights (Shareholders' General Meeting of May 10, 2023, 18 th resolution)	July 9, 2025 (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 capital in the event pre-emptive subscription rights are canceled (Shareholders' General Meeting of May 10, 2023, 19 th resolution)	July 9, 2025 (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 capital in consideration for contributions in kind made up of shares or securities conferring entitlement to capital (Shareholders' General Meeting of May 10, 2023, 20 th resolution)	July 9, 2025 (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
Capital increase paid up by capitalizing retained earnings, profits, additional paid-in capital or issue premiums (Shareholders' General Meeting of May 10, 2023, 21 st resolution)	July 9, 2025 (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 (Shareholders' General Meeting of May 10, 2023, 22 nd resolution)	July 9, 2025 (26 months)	Capital: €75 million represents the maximum common cap set in the 15 th to the 21 st resolutions approved by the Shareholders' General Meeting of May 10, 2023 (the "Overall Cap") Capital: €15 million represents the common cap applicable to issues without pre-emptive subscription rights (the "Overall Sub-Cap")	-
Issues granted to employees and executives			
Issue of shares or securities conferring entitlement to capital reserved for Group employees who are members of a Company or Group savings plan (Shareholders' General Meeting of May 10, 2023, 23 rd resolution)	July 9, 2025 (26 months)	3% (or 0.5% for executive corporate officers) of the capital at the issue date, the amount issued being included in the Overall Cap	451,600 performance shares were granted in 2024, representing 0.53% of the Company's share capital
Free Imerys share grant to employees and corporate officers or certain categories among them (Shareholders' General Meeting of May 10, 2023, 24 th resolution)	July 9, 2026 (38 months)		

INFORMATION ABOUT THE COMPANY AND ITS SHARE CAPITAL

Share capital and shareholding

SUMMARY OF THE FINANCIAL AUTHORIZATIONS FOR WHICH RENEWALS HAVE BEEN SUBMITTED FOR APPROVAL AT THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING OF MAY 13, 2025

The following table presents the financial authorizations submitted to the approval of the Ordinary and Extraordinary Shareholders' General Meeting of May 13, 2025.

✓ For further details see Chapter 8, Section 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 (15 resolution)	November 12, 2026 (18 months)	10% of outstanding shares at January 1, 2025 (representing 8,494,095 shares)
Share capital decrease by canceling treasury shares (25 resolution)	July 12, 2027 (26 months)	10% of the capital per 24-month period
Issue of shares and securities		
Issue of shares or securities conferring entitlement to capital with pre-emptive subscription rights (16 resolution)	July 12, 2027 (26 months)	Capital: €75 million Debt securities: €1 billion, the amount issued being included in the Overall Cap
Issue of shares or securities conferring entitlement to capital without pre-emptive subscription rights, but with, where applicable, a priority period granted by the Board of Directors open to the public (17 resolution)	July 12, 2027 (26 months)	Capital: €15 million Debt securities: €1 billion, the amount issued being included in the Overall Cap and Sub-Cap
Issue of shares or securities conferring entitlement to capital through private placements without pre-emptive subscription rights granted to qualified institutional buyers or a limited number of investors (18 resolution)	July 12, 2027 (26 months)	10% of the capital at the issue date, the amount issued being included in the Overall Cap and Sub-Cap
Increase in the number of shares to be issued in the event of excess demand for issued shares or securities conferring entitlement to capital with or without pre-emptive subscription rights (19 resolution)	July 12, 2027 (26 months)	15% of the initial issue, the amount issued being included in the Overall Cap and, where applicable, the Sub-Cap
Issue of shares or securities conferring entitlement to capital in consideration for contributions in kind made up of shares or securities conferring entitlement to capital (20 resolution)	July 12, 2027 (26 months)	Capital: 10% of capital per year Debt securities: €1 billion, the amount issued being included in the Overall Cap and Sub-Cap
Capital increase by capitalizing retained earnings, profits, additional paid-in capital or issue premiums (21 resolution)	July 12, 2027 (26 months)	€75 million the amount issued being included in the Overall Cap
Overall cap for share capital increases and issues of debt securities with or without pre-emptive subscription rights (22 resolution)	July 12, 2027 (26 months)	Capital: €75 million represents the maximum common cap set in the 16 to the 21 resolutions (the "Overall Cap") Capital: €15 million represents the common cap applicable to issues without pre-emptive subscription rights (the "Overall Sub-Cap")
Issues granted to employees and executives		
Issue of shares or securities conferring entitlement to capital reserved for Group employees who are members of a Company or Group savings plan (23 resolution)	July 12, 2027 (26 months)	3% (or 0.5% for executive corporate officers) of the capital at the issue date, the amount issued being included in the Overall Cap
Free Imerys share grant to employees and corporate officers or certain categories among them (24 resolution)	July 12, 2028 (38 months)	

Other securities

On May 14, 2024, 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 13, 2025, the Board of Directors will consider renewing this delegation to the Chief Executive Officer.