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Compagnie de Saint-Gobain

A French *Société anonyme* with a share capital of € 2,186,340,016
Registered office: « Les Miroirs », 18, avenue d'Alsace, 92400 Courbevoie, France
Registry of Commerce and Companies of Nanterre n°542 039 532

Summary table of financial authorizations in force on the date of the General Shareholders' Meeting of June 6, 2019

Purpose of the resolution and type of securities concerned	Source (Resolution No.)	Authorization duration and expiration	Maximum par value of the capital increase
Issuances with preferential subscription right			
Capital increase (ordinary shares or securities giving access to shares in the Company or its subsidiaries) (A)	2017 AGM 12 th resolution	26 months (August 2019)	€444 million excluding adjustments, i.e. approximately 20% of the share capital ⁽¹⁾ (A)+(B)+(C)+(D)+(I) limited to €444 million ("Global Cap") ⁽²⁾
Capital increase by incorporation of premiums, reserves, profits and free allocation of shares to shareholders (B)	2017 AGM 16 th resolution	26 months (August 2019)	€111 million, excluding adjustments, i.e. approximately 5% of the share capital Included in the Global Cap ⁽²⁾
Issuance without preferential subscription right			
Capital increase, by public offering, with compulsory priority period for shareholders, through issuance of ordinary shares or securities giving access to shares in the Company or its subsidiaries, or shares in the Company to which securities to be issued by subsidiaries would grant entitlement, where applicable by subsidiaries (C)	2017 AGM 13 th resolution	26 months (August 2019)	€222 million (shares), excluding adjustments, i.e. approximately 10% of the share capital ⁽¹⁾ Included in the Global Cap ⁽²⁾
Capital increase (ordinary shares or securities giving access to shares in the Company with shares as primary securities) in compensation for contribution in kind (D)	2017 AGM 15 th resolution	26 months (August 2019)	10% of the share capital, i.e. approximately €222 million, excluding adjustments Allocation to the cap of (C), included in the Global Cap ⁽²⁾
Issuances reserved for Group employees and Directors			
Capital increase (equity securities) through the Group Savings Plan (E)	2017 AGM 17 th resolution	26 months (August 2019)	€49 million, excluding adjustments, i.e. approximately 2.2% of the share capital ⁽³⁾
Capital increase (equity securities) reserved for certain categories of beneficiaries to allow Group's employees outside France to benefit a mechanism equivalent to the Group Savings Plan (F)	2018 AGM 13 th resolution	18 months (December 2019)	€880,000, i.e. approximately 0.04% of the share capital Allocation to the cap of E ⁽²⁾

Purpose of the resolution and type of securities concerned	Source (Resolution No.)	Authorization duration and expiration	Maximum par value of the capital increase
Allocation of stock options for new or existing shares (G)	2016 AGM 13 th resolution	38 months (August 2019)	1.5% of the share capital on the date of the 2016 AGM, i.e. approximately €33.2 million, with a sub-cap of 10% of this limit of 1.5% for executives Directors ⁽⁴⁾ (G)+(H), limited to 1.5% of the share capital ⁽⁴⁾
Allocation of existing performance shares (H)	2016 AGM 14 th resolution	38 months (August 2019)	1.2% of the share capital on the date of the 2016 AGM, i.e. approximately €26.6 million with a sub-cap of 10% of this limit of 1.2% for executives Directors ⁽⁵⁾ Allocation to the cap of (G)
Other			
Option for complementary issuance in case of oversubscription of an issuance of ordinary shares or securities giving access to the share capital with or without preferential subscription right (I)	2017 AGM 14 th resolution	26 months (August 2019)	For each issuance, legal limit of 15% of the initial issuance ⁽¹⁾ Included in the Global Cap ⁽²⁾
Share buyback program		Features	
Share buyback ⁽⁶⁾	2018 AGM 12 th resolution	18 months (December 2019)	10% of the total number of shares forming the share capital on the date of the AGM ⁽⁷⁾ Maximum purchase price per share: €80
Cancellation of shares	2017 AGM 19 th resolution	26 months (August 2019)	10% of the share capital per 24-month period ⁽⁸⁾

⁽¹⁾ Maximum aggregate face value of debt securities giving access to the share capital that may be issued capped at €1.5 billion. Global cap applicable to (A), (C) and (I) resolutions.

⁽²⁾ No use of the delegation of authority in 2018.

⁽³⁾ Confirmation of the issuance of 4,932,767 shares in May 2018 by the Chairman and Chief Executive Officer, acting pursuant to the delegation of authority granted by the Board of Directors on November 23, 2017 to implement a capital increase via the Group Savings Plan.

⁽⁴⁾ Allocation of 290,500 options to purchase new or existing shares by the Board of Directors on November 22, 2018.

⁽⁵⁾ Allocation of 1,219,619 existing performance shares by the Board of Directors on November 22, 2018.

⁽⁶⁾ The purposes of the program are the following: cancellation, delivery of shares upon exercise of the rights attached to securities giving access in any way to the allocation of shares of the Company or in the context of external growth, merger, demerger and contribution transactions, market animation under a liquidity agreement, delivery of existing shares in the context of free shares allocations, upon exercise of stock options, or as part of an Employee Group Savings Plan or other similar schemes, hedging against the potential dilutive impact of free share allocations, the grant of stock options and employee share subscriptions under the Group Savings Plan or other similar schemes, the implementation of any market practice that may become authorized by the French Financial Markets Authority (Autorité des marchés financiers) and, more generally, for any other transaction authorized under the relevant laws and regulations.

⁽⁷⁾ See Chapter 7, Section 1.3 of Saint-Gobain's 2018 Registration Document, available on www.saint-gobain.com, for a description of implementation of the share buyback program in 2018.

⁽⁸⁾ Cancellation of (i) six million shares resulting in a reduction of the share capital by an aggregate face value of €24 million, decided by the Board of Directors of June 7, 2018, effective on June 15, 2018, and (ii) 6,461,449 shares resulting in a reduction of the share capital by an aggregate face value €25,845,796, decided by the Board of Directors of November 22, 2018, effective November 30, 2018 (see Chapter 7, Section 1.3.1 of Saint-Gobain's 2018 Registration Document).

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Summary table of financial authorizations submitted for approval to the General Shareholders' Meeting convened to be held on June 6, 2019

Purpose of the resolution and type of securities concerned	Source (Resolution No.)	Authorization duration and expiration	Maximum par value of the capital increase
Issuances with preferential subscription right			
Capital increase (ordinary shares or securities giving access to shares in the Company or its subsidiaries) (A)	2019 AGM 15 th resolution	26 months (August 2021)	€437 million excluding adjustments, i.e. approximately 20% of the share capital ⁽¹⁾ (A)+(B)+(C)+(D)+(E)+(I) limited to €437 million ("Global Cap")
Capital increase by incorporation of premiums, reserves, profits and free allocation of shares to shareholders (B)	2019 AGM 20 th resolution	26 months (August 2021)	€109 million, excluding adjustments, i.e. approximately 5% of the share capital Included in the Global Cap
Issuance without preferential subscription right			
Capital increase, by public offering, with possibility of granting a priority period for shareholders, through issuance of ordinary shares or securities giving access to shares in the Company or its subsidiaries, or shares in the Company to which securities to be issued by subsidiaries would grant entitlement, where applicable, by subsidiaries (C)	2019 AGM 16 th resolution	26 months (August 2021)	€218 million (shares), excluding adjustments, i.e. approximately 10% of the share capital ⁽¹⁾ Included in the Global Cap (C)+(D)+(E)+(I) limited to €218 million
Capital increase, by private placement, through issuance of ordinary shares or securities giving access to shares in the Company or its subsidiaries, or shares in the Company to which securities to be issued by subsidiaries would grant entitlement, where applicable, by subsidiaries (D)	2019 AGM 17 th resolution	26 months (August 2021)	€218 million (shares), excluding adjustments, i.e. approximately 10% of the share capital ⁽¹⁾ Allocation to the cap of (C), included in the Global Cap
Capital increase (ordinary shares or securities giving access to shares in the Company with shares as primary securities) in compensation for contribution in kind (E)	2019 AGM 19 th resolution	26 months (August 2021)	10% of the share capital, i.e. approximately €218 million, excluding adjustments Allocation to the cap of (C), included in the Global Cap
Issuances reserved for Group employees and Directors			
Capital increase (equity securities) through the Group Savings Plan (F)	2019 AGM 22 th resolution	26 months (August 2021)	€48 million, excluding adjustments, i.e. approximately 2.2% of the share capital

Purpose of the resolution and type of securities concerned	Source (Resolution No.)	Authorization duration and expiration	Maximum par value of the capital increase
Allocation of stock options for new or existing shares (G)	2019 AGM 23 th resolution	38 months (August 2022)	1.5% of the share capital on the date of the 2019 AGM, i.e. approximately €33 million, with a sub-cap of 10% of this limit of 1.5% for executives Directors (G)+(H), limited to 1.5% of the share capital
Free allocation of existing performance shares (H)	2019 AGM 24 th resolution	38 months (August 2022)	1.2% of the share capital on the date of the 2019 AGM, i.e. approximately €26 million with a sub-cap of 10% of this limit of 1.2% for executives Directors (allocation to the sub-cap of (G) applicable to the Directors) Allocation to the cap of (G)
Other			
Option for complementary issuance in case of oversubscription of an issuance of ordinary shares or securities giving access to the share capital with or without preferential subscription right (I)	2019 AGM 18 th resolution	26 months (August 2021)	For each issuance, legal limit of 15% of the initial issuance ⁽¹⁾ Allocation to the cap of (C) and/or included in the Global Cap depending of the initial issuance
Determination of the issue price in the event of a capital increase without preferential subscription right by public offering or private placement (J)	2019 AGM 21 th resolution	26 months (August 2021)	10% of the share capital per 12-month period ⁽¹⁾ Issuance carried out pursuant to (C) or (D) depending on the type of share capital increase Allocation to the cap of (C), included in the Global Cap
Share buyback program		Features	
Cancellation of shares	2019 AGM 25 ^h resolution	26 months (August 2021)	10% of the share capital per 24-month period

⁽¹⁾ Maximum aggregate face value of debt securities giving access to the share capital that may be issued capped at €1.5 billion. Global cap applicable to (A), (C), (D) and (I) resolutions.