

COMPAGNIE DE SAINT-GOBAIN

A French *société anonyme* with a share capital of €2,178,733,804
Registered office: Tour Saint-Gobain, 12, place de l'Iris, 92400 Courbevoie, France
542 039 532 R.C.S. Nanterre

Notice of meeting

Shareholders of Compagnie de Saint-Gobain (the "Company") are convened to the Ordinary and Extraordinary General Meeting that will be held on Thursday, June 4, 2020 at 3:00 p.m. at Plateau studio Bellefeuille, 34/36 rue de la Bellefeuille, 92100 Boulogne-Billancourt, in **closed session**, to vote on the following agenda and draft resolutions:

Disclaimer: *Given the measures limiting public gatherings during the current health status, in accordance with the provisions of Article 4 of Order No. 2020-321 dated 25 March 2020, the Board of Directors decided at its meeting on 23 April 2020 that the General Meeting will be held exceptionally in **closed session** and will be broadcast live and in its entirety on Saint-Gobain's website: <https://www.saint-gobain.com/en/finance/general-meeting>.*

Shareholders and other entitled persons will not be able to attend the General Meeting in person and will not be able to cast their vote during the General Meeting.

*Consequently, shareholders are **strongly encouraged** to vote beforehand via the Internet (preferable option) or by mail before Wednesday, June 3rd, 2020 (3:00p.m., Paris time).*

As the General Meeting will be held in closed session, no questions can be asked during the Meeting and no new resolutions or draft amendments can be placed on the agenda during the Meeting.

However, shareholders are entitled to submit written questions prior to the Meeting.

Shareholders are invited to regularly visit the page dedicated to the General Meeting on Saint-Gobain's website <https://www.saint-gobain.com/en/finance/general-meeting>

Agenda

Ordinary General Meeting:

- 1 - Approval of the Company's non-consolidated financial statements for 2019.
- 2 - Approval of the Company's consolidated financial statements for 2019.
- 3 - Appropriation of income to retained earnings.
- 4 - Renewal of Ms. Iêda GOMES YELL's term of office as Director.
- 5 - Renewal of Mr. Jean-Dominique SENARD's term of office as Director.
- 6 - Ratification of the co-optation of Ms. Sibylle DAUNIS, Director representing employee shareholders.
- 7 - Appointment of Mr. Jean-François CIRELLI as Director.
- 8 - Approval of the compensation components paid during the 2019 fiscal year or granted in respect of the same fiscal year to the Chairman and Chief Executive Officer, Mr. Pierre-André de CHALENDAR.
- 9 - Approval of the compensation components paid during the 2019 fiscal year or granted in respect of the same fiscal year to the Chief Operating Officer, Mr. Benoit BAZIN.
- 10 - Approval of the information relating to the corporate officers' and Director's compensation referred to in I of Article L. 225-37-3 of the French Commercial Code and included in the report of the Board of Directors on corporate governance.
- 11 - Approval of the compensation policy of the Chairman and Chief Executive Officer for 2020.

12 - Approval of the compensation policy of the Chief Operating Officer for 2020.

13 – Approval of the compensation policy of the Directors for 2020.

14 - Authorization given to the Board of Directors to trade in the Company's shares.

15 – Ratification of the transfer of the Company’s registered head office.

Extraordinary General Meeting:

16 – Amendment of the bylaws with respect to the mandate of the Director representing employee shareholders.

17 - Powers to carry out formalities.

Draft Resolutions.

Ordinary General Meeting:

First resolution (*Approval of the Company's non-consolidated financial statements for 2019*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the report of the Statutory Auditors, approve the Company's non-consolidated financial statements for the year ended December 31, 2019 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

Second resolution (*Approval of the Company's consolidated financial statements for 2019*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the report of the Statutory Auditors, approve the Company's consolidated financial statements for the year ended December 31, 2019 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

Third resolution (*Appropriation of income to retained earnings*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having noted that the financial statements prepared as at December 31, 2019 and approved by this Meeting show net profit of 2019 amounting to €848,966,321.65 and retained earnings at December 31, 2019 amounting to €5,533,185,117.67, approve the proposals made by the Board of Directors with respect to the appropriation of income, and resolve to allocate the entire net profit for fiscal year 2019 of €848,966,321.65 to retained earnings, which is thus increased to an amount of €6,382,151,439.32.

In accordance with the law, the General Meeting notes that dividends paid in the last three fiscal years preceding fiscal year 2019 are as presented in the table below:

Fiscal year	Number of shares on which a dividend was paid	Dividend per share (in euros)	Total dividends distributed (in euros)
2016	550,907,388	1.26	694,143,308.88
2017	544,211,604	1.30	707,475,085.20
2018	538,631,594	1.33	716,380,020.02

Dividends distributed in 2017, for the year 2016, were fully eligible for the 40% deduction provided for under Article 158, 3.2° of the French General Tax Code.

Dividends distributed in 2018 and 2019 for each of the 2017 and 2018 financial years respectively, to individual shareholders who are French tax residents, were subject to a single standard tax rate of 30%, or, by option, to the application of the income tax progressive scale following the 40% deduction provided for under Article 158, 3.2° of the French General Tax Code and social taxes.

Fourth resolution (*Renewal of Ms. Iêda GOMES YELL's term of office as Director*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, and having noted that the term as Director of Ms. Iêda GOMES YELL expires at the close of this General Meeting, resolve to reelect her as Director.

This term of office is approved for a period of four years expiring at the close of the General Meeting to be called to approve the financial statements for the year ending December 31, 2023.

Fifth resolution (*Renewal of Mr. Jean-Dominique SENARD's term of office as Director*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, and having noted that the term as Director of Mr. Jean-Dominique SENARD expires at the close of this General Meeting, resolve to reelect him as Director.

This term of office is approved for a period of four years expiring at the close of the General Meeting to be called to approve the financial statements for the year ending December 31, 2023.

Sixth resolution (*Ratification of the co-optation of Ms. Sibylle DAUNIS, Director representing employee shareholders*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, ratifies the co-optation of Ms. Sibylle DAUNIS as Director representing employee shareholders decided by the Board of Directors held on March 26, 2020, to replace Mr. Jacques Pestre.

This term of office is approved for the remainder of Mr. Jacques Pestre's term of office, expiring at the close of the General Meeting to be called to approve the financial statements for the year ending December 31, 2022.

Seventh resolution (*Appointment of Mr. Jean-François CIRELLI as Director*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, resolve to appoint Mr. Jean-François CIRELLI as Director.

This appointment is made for a term of four years expiring at the close of the General Meeting to be called to approve the financial statements for the year ending December 31, 2023.

Eighth resolution (*Approval of the compensation components paid during the 2019 fiscal year or granted in respect of the same fiscal year to the Chairman and Chief Executive Officer, Mr. Pierre-André de Chalendar*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 225-100 III of the French Commercial Code, and having considered the report of the Board of Directors, approve the compensation components paid during the 2019 fiscal year or granted in respect of the same fiscal year to the Chairman and Chief Executive Officer, Mr. Pierre-André de Chalendar, as set out in the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code.

Ninth resolution (*Approval of the compensation components paid during the 2019 fiscal year or granted in respect of the same fiscal year to the Chief Operating Officer, Mr. Benoit Bazin*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 225-100 III of the French Commercial Code, and having considered the report of the Board of Directors, approve the compensation components paid during the 2019 fiscal year or granted in respect of the same fiscal year to the Chief Operating Officer, Mr. Benoit Bazin, as set out in the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code.

Tenth resolution (*Approval of the information relating to the corporate officers' and Directors' compensation referred to in I of Article L. 225-37-3 of the French Commercial Code and included in the report of the Board of Directors on corporate governance*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 225-100 II of the French Commercial Code, and having considered the report of the Board of Directors, approve the information relating to the corporate officers' and Directors' compensation referred to in I of Article L. 225-37-3 of the French Commercial Code, as set out in the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code.

Eleventh resolution (*Approval of the compensation policy of the Chairman and Chief Executive Officer for 2020*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 225-37-2 II of the French Commercial Code, and having considered the report of the Board of Directors, approve the compensation policy of the Chairman and Chief Executive Officer for 2020, as set out in the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code.

Twelfth resolution (*Approval of the compensation policy of the Chief Operating Officer for 2020*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 225-37-2 II of the French Commercial Code, and having considered the report of the Board of Directors, approve the compensation policy of the Chief Operating Officer for 2020, as set out in the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code.

Thirteenth resolution (*Approval of the compensation policy of the Directors for 2020*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 225-37-2 II of the French Commercial Code, and having considered the report of the Board of Directors, approve the compensation policy of the Directors for 2020, as set out in the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code.

Fourteenth resolution (*Authorization given to the Board of Directors to trade in the Company's shares*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the

report of the Board of Directors, authorize the Board of Directors to buy back or arrange for the buyback of Company shares, in accordance in particular with Articles L.225-209 *et seq.* of the French Commercial Code, European (EU) Regulation No. 596/2014 dated April 16, 2014, and the delegated regulations taken for its application, the French Financial Markets Authority (AMF)'s General Rules and the latter's authorization of a market practice, for the purpose of:

- the allotment of free shares, the grant of stock options, and the allotment or sale of shares under employee savings plans or other similar plans,
- offsetting the potential dilutive impact of free allocation of shares, of the granting of stock options, or of subscription by employees as part of the employee savings plans or other similar plans,
- delivering shares upon exercise of the rights attaching to securities giving access in any way, in particular through the exercise of rights attached to securities giving access to the share capital by redemption, conversion, exchange, presentation of a warrant, to the Company's share capital,
- enabling an independent investment services provider to ensure the management of the market of the Company share under liquidity agreements that comply with the ethical code recognized by the French Financial Markets Authority,
- canceling shares in compliance with the authorization granted in the twenty-fifth resolution of the Ordinary and Extraordinary General Meeting of June 6, 2019,
- carrying out any market practice that may become authorized by the French Financial Markets Authority and, more generally, for any other transaction authorized under the relevant laws or regulations.

Shares may be purchased, sold, transferred or exchanged at any time on one or more occasions, except during a public tender offer period involving Company's shares, and by any means, provided that laws and regulations in force are complied with, on or off the stock market, over the counter, in whole or in part in blocks of shares, by public tender offer in cash or in shares, by using options or derivatives, either directly or indirectly through the intermediation of an investment services provider, or in any other way.

The shareholders set the maximum purchase price at €80 per share and decide that the maximum number of shares that may be bought back since the beginning of the share buyback program may not exceed 10% of the total number of shares making up the share capital of the Company as of the date of this General Meeting, it being specified that the number of shares acquired with a view to retaining them for subsequently delivering them as payment or in exchange as part of mergers, split-ups or contributions may not exceed 5% of the Company's share capital as of such date, and that the Company may not hold more than 10% of its share capital, either directly or indirectly.

For information purposes, as at March 1, 2020, the theoretical maximum amount of funds that the Company would have been able to invest in these purchases was €4,357,467,600, which corresponds to €54,468,345 shares bought at a price of €80 each.

The General Meeting of shareholders delegates authority to the Board of Directors, in the event of transactions on the Company's share capital, and in particular an increase in capital through the capitalization of reserves, the allocation of free shares, a stock split or reverse stock split, the distribution of reserves or any other assets, impairment of share capital or any other transaction involving share capital or shareholders' equity, the ability to adjust the maximum price above-mentioned to take into account the impact of these transactions on the stock value.

The General Meeting of shareholders gives full powers to the Board of Directors with powers to sub-delegate under the conditions set out by law, to use this authorization, in particular to give any and all orders, enter into any and all agreements, allocate or reallocate the shares acquired to the objectives pursued under the applicable legal and regulatory conditions, set the terms and conditions under which the rights of holders of securities giving access to the share capital or other rights giving access to the share capital will be preserved, if applicable, in accordance with legal and regulatory provisions and, if applicable, contractual provisions providing for other cases of adjustment, prepare all documents and press releases, carry out any and all formalities and make all appropriate declarations to the authorities, and in general take all necessary measures.

The authorization is granted for a period of eighteen months as from the date of this General Meeting. It supersedes, for the unexpired period and cancels any unused portion of the authorization granted in the fourteenth resolution of the Ordinary and Extraordinary General Meeting of June 6, 2019.

Fifteenth resolution (Ratification of the transfer of the Company's registered head office). – The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, ratifies, in compliance with Article L.225-36 of the French Commercial Code, the transfer of the registered head office of the Company from "Les Miroirs", 18, avenue d'Alsace, 92400 Courbevoie, France, to "Tour Saint-Gobain", 12, place de l'Iris, 92400 Courbevoie, France, as decided by the Board of Directors at its meeting of February 27, 2020. This decision resulted in an amendment to Article 4 of the Company's by-laws relating to the "Head Office" as follows:

Article 4 – HEAD OFFICE	Article 4 – HEAD OFFICE
<i>current drafting</i>	<i>new drafting</i>
The Company's Head Office is at “Les Miroirs” - 18, avenue d’Alsace, 92400 Courbevoie, France.	The Company's Head Office is at "Tour Saint-Gobain" - 12, place de l’Iris, 92400 Courbevoie, France.

This decision also gave rise to the completion of the formalities required by law.

Sixteenth resolution (*Amendment of the by-laws with respect to the mandate of the Director representing employee shareholders*). — The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, decide to amend paragraphs 3, 4 and 7 of Article 9 of Compagnie de Saint-Gobain’s by-laws as follows with respect to, in particular, the designation of the Director representing employee shareholders at the Board of Directors, and to the status of the latter, as follows:

Article 9 – COMPOSITION OF THE BOARD	Article 9 – COMPOSITION OF THE BOARD
<i>Paragraph 3 – current drafting</i>	<i>Paragraph 3 – new drafting</i>
Each Director elected by the General Meeting of shareholders must own at least eight hundred Company shares.	With the exception of the Employee Directors and the Director representing employee shareholders, each Director elected by the General Meeting of Shareholders must own at least eight hundred Company shares.
<i>Paragraph 4 – current drafting</i>	<i>Paragraph 4 – new drafting</i>
The General Meeting of Shareholders elects a Director representing employee shareholders upon a recommendation from the Board of Directors, from among the members of the Supervisory Board or Boards of the mutual fund or funds representing employee shareholders; this Director is subject to the same legal conditions as other Directors elected by the General Meeting of Shareholders, and enjoys the same status.	<p>A Director representing employee shareholders shall be appointed by the General Meeting of Shareholders, fulfilling the conditions of quorum and majority applicable to the appointment of any Director, from among the employee shareholders or, as the case may be, the members of the supervisory board(s) of the corporate mutual fund or funds of the Saint-Gobain Group’s Savings Plan. Such a Director shall be subject to all provisions of law and of the by-laws of the Company applicable generally to the Directors elected by the General Meeting of Shareholders as well as to those specific to such Director.</p> <p><i>Candidate designation process:</i></p> <p>Candidates for the mandate of Director representing employee shareholders are submitted to the General Meeting of Shareholders in accordance with the following procedures:</p> <p>a/ One candidate is designated among its members by the supervisory board of the corporate mutual fund of the Saint-Gobain Group’s Savings Plan. In the event of there being more than one of such corporate mutual funds, each supervisory board of each such fund shall designate, among its members, one candidate.</p> <p>b/ One candidate is elected as nominee by the employee shareholders holding shares in registered form, according to a consultation process the modalities of which are determined by senior management. Votes may be cast by any means stipulated as part of such modalities that ensure the reliability of the vote, including without limitation by a system of electronic voting or by post - with each employee casting a number of votes equal to the number of registered shares he or she holds. The</p>

	<p>candidate obtaining the highest number of votes cast is presented to the General Meeting of Shareholders.</p> <p><i>Election of the Director representing employee shareholders:</i></p> <p>In the event of a plurality of candidates for the mandate of Director representing employee shareholders, the Board of Directors can recommend the appointment of one of them.</p> <p>The candidate obtaining the highest number of votes cast at the General Meeting of Shareholders is appointed Director representing employee shareholders.</p>
<i>Paragraph 7 – current drafting</i>	<i>Paragraph 7 – new drafting</i>
<p>A Director's term of office ceases at the close of the Ordinary General Meeting called to approve the financial statements for the year preceding the year of expiry. The term of office of a Director representing employees ends as specified above and also upon termination of his or her employment contract, as of the date thereof, unless he or she is transferred to another Group company. If the Company is no longer concerned by the provisions of the law concerning employee representation on the Board, the term(s) of the Director(s) representing employees will end at the close of the Board meeting during which the non-applicability of the law is noted.</p>	<p>A Director's term of office ceases at the close of the Ordinary General Meeting called to approve the financial statements for the year preceding the year of expiry. The term of office of a Director representing employees (including employee shareholders) ends as specified above or, upon termination of his or her employment contract, (except where such termination is in connection with assuming employment with another Group company): the term of office shall cease as of the date of such termination. If the Company no longer falls within the scope of the provisions of the law concerning employee representation on the Board, the term of any Director at the relevant time representing employees (including employee shareholders) will end at the close of the Board meeting during which the non-applicability of the law is noted.</p>

Seventeenth resolution (*Powers to carry out formalities*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, give full powers to the bearer of an original, a copy or an extract of the minutes of this Meeting, to carry out all necessary formalities in connection with decisions made by the General Meeting of Shareholders.