SAINT-GOBAIN COMBINED GENERAL SHAREHOLDERS’ MEETING
GROWING FINANCIAL RESULTS IN 2018

+4.4%
Sales growth*

+4.5%
Operating income growth*

+6.0%
Recurring net income growth

€1.33
Increased dividend

2015  1.24€
2016  1.26€
2017  1.30€
2018  1.33€

JUNE 6TH 2019 GENERAL MEETING
AN AMBITIOUS CSR ROADMAP

To share our **VALUES** with our stakeholders to build together over the long term

To guarantee the **HEALTH** and **SAFETY** of our employees and our stakeholders

To contribute to the emergence of a **LOW-CARBON** economy capable of preserving the common good

To change the way we design, produce and distribute our products and solutions to develop the **CIRCULAR ECONOMY**

To be a **CORPORATE CITIZEN** in each country

To have broadly **DIVERSE** teams to build an open and engaging corporate culture
Saint-Gobain designs, manufactures and distributes materials and solutions which are key ingredients in the well-being of each of us and the future of all.
AN ENGAGING AND RESPONSIBLE VISION

Work for the wellbeing of everyone

Protect the future of all

Improve our customers’ productivity and performance
INNOVATE FOR THE WELLBEING OF EVERYONE

Seamless in-pane tint for precise glare control with SageGlass Harmony

Pleasant, healthy and attractive workspaces with KANDU

Improved air quality with Novelio Nature wall coverings

Acoustic performance, impact resistance and aesthetics with Acoustiroc wall panels
MEET THE DEMAND FOR SUSTAINABLE PRODUCTS AND SOLUTIONS

Saint-Gobain solutions for carbon-free construction

Green Buildings web platform: assisting professionals in sustainable certification

New blowing wool production line in Chemillé in France
New ways of construction

Improved worksite productivity through services

Co-development of components in diabetes measurement systems

Prefab in the United-Kingdom
NEW OPPORTUNITIES ON VALUE-CHAINS

An informed and influential end-user

A growing need for tailor-made solutions

A unique positioning on an evolving value chain
Fully leverage Saint-Gobain’s assets to **strengthen its competitiveness** and unleash **growth potential**
A PLAN STRUCTURED AROUND TWO KEY COMPONENTS

1. A customer-oriented, lean and agile organization

2. An active and value creating portfolio management
AN AGILE AND CUSTOMER ORIENTED ORGANIZATION

**COUNTRY** organizations for our local construction customers

**MARKET** organizations for our global customers

GROUP’S EXPERTISE TO SUPPORT PERFORMANCE
CAPITALIZE ON OUR SYNERGIES TO ACCELERATE GROWTH

MORE EFFICIENCY TO SERVE OUR CUSTOMERS

In Brazil: sales forces by sales channel

ACCELERATED DEVELOPMENT OF OUR OFFER

In India: a unique prescription team on the whole range of products

FURTHER INNOVATION & CO-DEVELOPMENT

An integrated team to serve the aerospace market
FOCUS OUR INVESTMENTS ON GROWTH

**EMERGING COUNTRIES**

New Gyproc plant in Hai Phong in Vietnam

**PROMISING MARKETS**

New capacities for the Life Science business unit in the United-States
ACCELERATE THE GROUP’S DIGITAL TRANSFORMATION

Services & Customer experience

Industry 4.0

Digital construction

New ways of working
KEEP STRIVING FOR OPERATIONAL EXCELLENCE

Excellence at the core of our operations

- Industrial performance
- Logistics efficiency
- Purchasing savings

~€300m savings per year in 2017-2020
A WELL UNDER WAY TRANSFORMATION PROGRAM

NEW ORGANISATION IMPLEMENTED SINCE

JANUARY 1ST

Over 80% General Managers native to their countries

ACTION PLANS IN EXECUTION PHASE

Over 1,000 identified levers

→ €250m savings by 2021
(>€50m in 2019)

GROWTH INITIATIVES

Promising first successes

GROWTH

JUNE 6TH 2019 GENERAL MEETING
STRONGLY COMMITTED TEAMS

An organization based on

- Collaboration
- Empowerment
- Trust
A PLAN STRUCTURED AROUND TWO KEY COMPONENTS

1. A customer-oriented, lean and agile organization

2. An active and value creating portfolio management
VALUE CREATING ACQUISITIONS

NICHE TECHNOLOGIES
HKO high temperature insulation in Germany

NEW GEOGRAPHIES
Kimmco insulation in Koweït

BOLT-ON
Per Strand distribution network in Norway
Objective of over €3bn in sales divested by the end of 2019

Over 80% of the objective already reached

Strategic review under way in the context of the new organization to lead to additional divestments
DEDICATE ALL OF OUR ENERGIES TO TRANSFORM THE GROUP AND UNLEASH GROWTH
SAINT-GOBAIN
ANNUAL GENERAL MEETING
June 6, 2019
2018: ANOTHER YEAR OF PROGRESS

Growth in Sales
like-for-like
2018 Sales: €41,774m  +4.4%

Growth in Operating income
like-for-like
2018 OI: €3,122m  +4.5%

Growth in recurring net income
2018 RNI: €1,729m  +6.0%

Growth in operating margin (%)
2018 OM: 7.5%

Growth in ROCE (%)
2018 ROCE: 11.5%

* Net attributable income
GOOD DYNAMIC IN VOLUMES AND PRICING

SALES TREND

PRICE EFFECT ON A HALF-YEARLY BASIS

2017 exchange rates structure price volumes 2018

40,810

-2.9%

+0.9%

+3.0%

+1.4%

41,774

+4.4% like-for-like

+2.5%

+3.5%

2017 exchange rates structure price volumes 2018

40,810

-2.9%

+0.9%

+3.0%

+1.4%

41,774

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-2.9%

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+1.4%

41,774

+4.4% like-for-like

+2.5%

+3.5%
INNOVATIVE MATERIALS
ROBUST GROWTH AND PROFITABILITY

Operating income & operating margin
(€m; %)

<table>
<thead>
<tr>
<th></th>
<th>2017</th>
<th>2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Income</td>
<td>1,286</td>
<td>1,304</td>
</tr>
<tr>
<td>Margin</td>
<td>12.4%</td>
<td>12.4%</td>
</tr>
</tbody>
</table>

Assets at end-2018

41% of Group assets

Sales

+4.8%
## CONSTRUCTION PRODUCTS
### IMPROVEMENT AGAINST AN INFLATIONARY BACKDROP

<table>
<thead>
<tr>
<th>Operating income &amp; operating margin (€m; %)</th>
<th>Assets at end-2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>2017: 1,143 (9.1%)</td>
<td>37% of Group assets</td>
</tr>
<tr>
<td>2018: 1,192 (9.3%)</td>
<td>+5.6%</td>
</tr>
</tbody>
</table>

**Sales**

- **+5.6%**
SOLID GROWTH

Operating income & operating margin
(€m; %)

<table>
<thead>
<tr>
<th>Year</th>
<th>Operating Income</th>
<th>Operating Margin</th>
</tr>
</thead>
<tbody>
<tr>
<td>2017</td>
<td>631</td>
<td>3.4%</td>
</tr>
<tr>
<td>2018</td>
<td>634</td>
<td>3.3%</td>
</tr>
</tbody>
</table>

Sales

Assets at end-2018

22% of Group assets

+3.6%
A GOOD PERFORMANCE ACROSS ALL REGIONS

NORTH AMERICA
Sales +6.2%
OM 11.3% 11.9%

ASIA & EMERGING COUNTRIES
Sales +7.4%
OM 11.5% 11.7%

FRANCE
Sales +3.0%
OM 3.1% 3.6%

OTHER WESTERN EUROPE
Sales +3.5%
OM 5.9% 5.5%

Sales: like-for-like change
Operating margin: 2017 and 2018
CONTINUED FINANCIAL DISCIPLINE

- **Cost savings**
  - €300m calculated on the 2017 cost base
  - 2017-2020 Plan: €1.2bn

- **Cash flow**
  - +1.6%
  - Increase in growth capex affecting free cash flow

- **Operating Working Capital Requirement**
  - 29 days’ sales
  - Demonstration of Group’s ability to remain below 30 days on a long-term basis

- **Net debt/EBITDA**
  - 1.9x
  - Solid balance sheet and rating
A RENEWED AMBITION

Research & Development

€454m
- Around 400 patents filed
- 3,700 R&D employees

Acquisitions

€768m (excluding Sika transaction)
- Small and mid-sized acquisitions +20% vs. 2017
- Sika: €930m investment, impact on net income +€781m

Capital expenditure

€1,666m
- 40% dedicated to growth capex in Asia and emerging countries
- Focus on productivity and digital transformation
FIRST-QUARTER 2019: CONFIRMATION OF GOOD UNDERLYING TRENDS
SALES IN €M AND LIKE-FOR-LIKE CHANGE IN %

Group total
€10,378m
+5.7%

Northern Europe
+7.8%
3,660 Q1-2019

Southern Europe, Middle East, Africa
+5.0%
3,386 Q1-2019

High Performance Solutions
+2.4%
1,893 Q1-2019

Americas
+4.6%
1,307 Q1-2019

Asia-Pacific
+7.7%
426 Q1-2019
2018 DIVIDEND

€1.33 per share

Dividend yield at Dec. 31, 2018: 4.6%
Payout ratio based on recurring net income: 42%
THE BENEFITS OF SAINT-GOBAIN’S DIGITAL TRANSFORMATION
THE DIGITAL TRANSFORMATION

A hyper-CONNECTED and hyper-MOBILE world

Value chains organized around a MULTITUDE of very WELL-INFORMED CONSUMERS

INSTANT and PERSONALIZED ACCESS to KNOWLEDGE

A new generation of SMATER AUTOMATION
THE DIGITAL TRANSFORMATION IN SAINT-GOBAIN’S PLANTS
“GÉNÉRATION ARTISANS” AT POINT.P: A UNIQUE TRANSFORMATIONAL DRIVER

1. I grow my business
2. I progress with Point.P
3. I make my everyday life easier
DIGITAL SERVICES TO MAKE PROFESSIONALS MORE EFFICIENT
A SEAMLESS WORKSITE THANKS TO THE SERVICES PROVIDED BY PLACO®

BIM by Placo®

Model display
3D Modeling
BIM object
Support
Call for tender documents
Pre-construction documentation
As-built drawings
Data integration
3D scan

LEAN by Placo®

Training
THE BENEFITS OF SAINT-GOBAIN’S DIGITAL TRANSFORMATION

Industry 4.0
DATA SERVING COMMERCE

The customer asks…
The sales agent responds to the question

Orientate the relationship around the customer’s needs
The aim is a personalized visit = PROACTIVE SALES AGENT
After using GlassPro Live, the architect selected Saint-Gobain’s KS 138 II glazing for the façade of this building in Mumbai.

The inclined glass plane has an impact on the building’s aesthetic appearance. GlassPro Live helped the architect check the effect.
300 HIRES IN 2018 WITH A MASTER’S DEGREE OR HIGHER IN DIGITAL TECHNOLOGY

A DIGITAL COMMUNITY NUMBERING MORE THAN 1,700 EXPERTS

ONE-THIRD OF THE 28,000 HIRES IN 2019 WILL BE AGED UNDER 26
THE BENEFITS OF SAINT-GOBAIN’S DIGITAL TRANSFORMATION

SALES GROWTH

New services & business models
Constant improvements to products & solutions
Improved customer relations

OPERATIONAL EFFICIENCY

Data use
Better documented decisions
Faster processes
THE BENEFITS OF SAINT-GOBAIN’S DIGITAL TRANSFORMATION
Anne-Marie IDRAC
Chairman of the Nomination and Remuneration Committee
The Board of Directors comprises 14 members:

- 73% Independent Directors, Committee Chairmen all independent
- 42% Women
- 94% Attendance rate 9 meetings
- 1 Lead Independent Director
- 2 Employee Directors
- 1 Director representing employee shareholders

- Average seniority: 6.8 years

Compagnie de Saint-Gobain refers to the AFEP-MEDEF Corporate Governance Code
DIRECTORS’ SKILLS AND EXPERIENCE (1/2)

- Non-French Directors: 27% (excluding employee Directors)
- A majority of Directors has or has had a very strong international exposure: managing groups with a significant proportion of their activities, or exercising significant duties, outside France
- See details on page 124 of the 2018 Registration document
Diversity policy at the Board

- In the context of future appointments (results of the Board self-assessment):
  - Strengthen among its members distribution, digital and e-commerce skills
  - Increase internationalization
  - Continue lowering the average age of the Board while maintaining a good balance between Directors with more seniority and more recently appointed Directors
  - Maintain the proportion of Executive Directors who hold office in another large group or have experience of that nature

- The renewal of Ms. Dominique LEROY (co-opted on November 2017) as an independent Director fully satisfies these objectives
I 5. GOVERNANCE

BOARD OF DIRECTORS’ COMMITTEES

AUDIT AND RISK COMMITTEE
- 100% attendance
- 4 meetings
- 100% of independent Directors, including its Chairman

NOMINATION AND REMUNERATION COMMITTEE
- 92% attendance
- 4 meetings
- 2/3 of independent Directors, including its Chairman

STRATEGY AND CSR COMMITTEE
- Strategic orientations of the Group’s business (budget, plan) and other strategic issues submitted to the Board
- Integration of CSR topics in the Group's strategy
Director of Air France KLM, Bouygues and Total

Independent Director, Chair of the Nomination and Remuneration Committee

Director since 2011, Ms. Anne-Marie Idrac brings to the Board of Directors her experience as an executive officer of large groups and Director of international industrial groups, as well as her skills in strategy, management and corporate social responsibility

Full biography on page 19 of your Notice of Meeting
Chief Executive Officer of Proximus, Member of the Supervisory Board and member of the Governance and Appointments Committee of Ahold Delhaize

Independent Director, co-opted on November 23, 2017

Dominique Leroy, a Belgian citizen, brings to the Board of Directors her experience as a non-French executive officer of a listed group and her operational knowledge of the distribution sector and of digital transformation matters, as well as her skills in governance, management and strategy

Full biography on page 20 of your Notice of Meeting
PROPOSED RENEWAL OF THE DIRECTOR’S TERM OF OFFICE OF MR. JACQUES PESTRE

- Senior Vice-President of SGDB France, in charge of POINT.P.
- Director representing employee shareholders
- Director since 2011, Mr. Jacques Pestre brings to the Board of Directors his in-depth knowledge of the Saint-Gobain Group, in which he has spent his entire career, and its businesses - particularly in the Building Distribution Sector - as well as his skills in management and corporate social responsibility
- Full biography on page 22 of your Notice of Meeting
PROPOSED RENEWAL OF THE DIRECTOR’S TERM OF OFFICE OF MR. DENIS RANQUE

- Chairman of the Board of Directors of Airbus and Director of CMA-CGM
- Independent Director, member of the Nomination and Remuneration Committee
- Director since 2003, Mr. Denis Ranque brings to the Board of Directors his experience as a former executive officer of major international groups, his knowledge of industrial matters and in particular of Saint-Gobain Group’s businesses, as well as his expertise on governance matters and his skills in finance, management and strategy
- Full biography on page 21 of your Notice of Meeting
The compensation policy
- Is decided by the Board of Directors at the proposal of the Nomination and Remuneration Committee
- Reflects the Group’s strategy and aims at aligning the compensation of the Executive Corporate Officers with the Group’s performance and the long-term interests of its shareholders

The Board of Directors, with the Nomination and Remuneration Committee
- Ensures the remuneration complies with the recommendations of the AFEP-MEDEF Code and meets transparency and performance measurement requirements
- Ensures the compensation of the Chairman and Chief Executive Officer evolves taking into account the Group’s performance and market practices
- Takes into consideration benchmarks of CAC 40 companies comparable to Saint-Gobain in terms of sales, workforce and international scope of operations

CSR commitments of the Group
- Are one of the qualitative objectives of the Executive Corporate Officer’s variable compensation (since 2013 for the Chairman and Chief Executive Officer)
- Are part of the criteria applicable to the long-term compensation since 2017
## SUMMARY OF COMPENSATION COMPONENTS PAID OR GRANTED TO MR. PIERRE-ANDRÉ DE CHALENDAR FOR 2018 (SAY ON PAY EX POST)

(in euros, before social charges and income tax)

<table>
<thead>
<tr>
<th></th>
<th>Fiscal year 2018</th>
<th>Fiscal year 2017</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fixed compensation</td>
<td>1,200,000</td>
<td>1,100,000</td>
</tr>
<tr>
<td>Annual variable compensation</td>
<td>1,110,644</td>
<td>1,487,270</td>
</tr>
<tr>
<td>Benefits in kind (company car)</td>
<td>3,673</td>
<td>3,607</td>
</tr>
<tr>
<td>Stock options (IFRS valuation)</td>
<td>58,000 options, i.e. 109,148</td>
<td>58,000 options, i.e. 293,626</td>
</tr>
<tr>
<td>Performance shares (IFRS valuation)</td>
<td>67,000 shares, i.e. 1,090,961</td>
<td>67,000 shares, i.e. 1,710,478</td>
</tr>
<tr>
<td>Total</td>
<td>3,514,426</td>
<td>4,594,981</td>
</tr>
</tbody>
</table>

(a decrease of 23.5 % compared to 2017)

The fixed compensation is commensurable with the Chairman and Chief Executive Officer’s experience and responsibilities.
### Quantifiable objectives (2/3, each accounting for 1/4)
- ROCE
- Group operating income
- Group recurring net income per share
- OFCF

### Qualitative objectives (1/3)
- ROCE
- Group operating income
- Group recurring net income per share

The variable compensation encourage the achievement of the Group’s annual financial and non-financial objectives.

<table>
<thead>
<tr>
<th>Objective</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cap: 170% of the fixed compensation</td>
<td>Assess the operational and financial performance of Group</td>
</tr>
<tr>
<td>Qualitative objectives (1/3)</td>
<td>Reflect the Group’s strategic orientations</td>
</tr>
<tr>
<td>ROCE</td>
<td>Continuation of the Group’s digital transformation</td>
</tr>
<tr>
<td>Group operating income</td>
<td>Mise en œuvre de la politique de RSE</td>
</tr>
<tr>
<td>Group recurring net income per share</td>
<td>Continuation of the Group’s development strategy</td>
</tr>
<tr>
<td>Achievement rate: 42.5%</td>
<td>Achievement rate: 78.33%</td>
</tr>
<tr>
<td>Overall achievement rate: 54.44%</td>
<td></td>
</tr>
</tbody>
</table>
## LONG-TERM COMPENSATION PAID OR GRANTED TO MR. PIERRE-ANDRÉ DE CHALENDAR FOR 2018 (SAY ON PAY EX POST)

<table>
<thead>
<tr>
<th>Performance conditions</th>
<th>Performance shares</th>
<th>Stock-options</th>
</tr>
</thead>
</table>
| • Saint-Gobain Group ROCE: 65%  
• Performance of the stock price versus the CAC 40 stock market index: 20%  
• CSR: 15% |  |  |
| Caps | 85% of the total maximum gross compensation (compared to 100% for previous years) | 10% of the overall grant of performance shares and performance units and of the issuance authorization |
| Number (22 November 2018 grants) | 0 to 67,000 | 0 to 58,000 |
| Vesting date /Starting date of exercise period | 22 November 2022 | 22 November 2022 |
| IFRS value (in euros) | 1,090,961 | 109,148 |
| Service condition | Yes |  |
| Prohibition to hedge the risk | Yes |  |
| Demanding obligations to acquire and/or hold Saint-Gobain shares | 5 years of gross fixed compensation |  |

The long-term compensation encourages financial and non-financial value creation over the long-term
## 2019 Compensation Policy for the Chairman and Chief Executive Officer and for the Chief Operating Officer (Say on Pay Ex Ante)

<table>
<thead>
<tr>
<th>Compensation Type</th>
<th>Chairman and Chief Executive Officer</th>
<th>Chief Operating Officer</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Fixed Compensation</strong></td>
<td>€1,200,000</td>
<td>€750,000</td>
</tr>
<tr>
<td>Description</td>
<td>Level at the median of industrial CAC 40 companies comparable to Saint-Gobain in terms of size (sales, workforce or international footprint)</td>
<td></td>
</tr>
<tr>
<td><strong>Annual Variable Compensation</strong></td>
<td><strong>Caps</strong></td>
<td><strong>Caps</strong></td>
</tr>
<tr>
<td></td>
<td>170% of the fixed compensation</td>
<td>120% of the fixed compensation</td>
</tr>
<tr>
<td><strong>Allocation</strong></td>
<td>2/3 quantifiable, 1/3 qualitative</td>
<td></td>
</tr>
<tr>
<td><strong>Long-term Compensation</strong></td>
<td><strong>Caps</strong></td>
<td></td>
</tr>
<tr>
<td></td>
<td>85% of his 2019 total maximum gross compensation (fixed compensation + maximum variable compensation)</td>
<td>(ii) 85% of his 2019 total maximum gross compensation (fixed compensation + maximum variable compensation) and (ii) 50% of the grants to the Chairman and Chief Executive Officer</td>
</tr>
<tr>
<td><strong>Proratization</strong></td>
<td><strong>Compulsory</strong></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Compulsory if the Board of Directors decides to exempt the Director from the service condition in the event of his departure as Director</td>
<td></td>
</tr>
</tbody>
</table>
No variable deferred compensation

No multi-annual variable compensation

No exceptional compensation

No attendance fees from Group’s companies
UNDERTAKINGS GIVEN TO THE CHIEF OPERATING OFFICER TO BE APPROVED BY THE 2019 GENERAL SHAREHOLDERS’ MEETING (1/2)

- Appointment of Mr. Benoit BAZIN as Chief Operating Officer effective January 1, 2019

- Diversified experience of 19 years spent in various activities of the Saint-Gobain Group

- Suspension of his employment contract since January 1, 2019 and for the duration of his term as Chief Operating Officer
Severance indemnity
- Capped at 2 years of gross annual total compensation (including, where applicable, non-compete indemnity)
- Performance condition: the variable compensation must have been at least equal to, on average for the last three full fiscal years, 50% of its average maximum amount

Non-compete indemnity
- Equal to one year’s total gross compensation
- The Board may waive the application of the non-compete indemnity provision

Continuation of the benefit of the supplementary pension plan
- Plan set up in 2012
- Service condition
- Performance condition applicable to the rights’ increase: same as for the compensation for loss of office

Continuation of the benefit under the Group health and personal risk insurance contracts applicable to employees of Compagnie de Saint-Gobain

See details on page 37 to 39 of your Notice of Meeting
Jean-Dominique SENARD
Lead Independent Director
LEAD INDEPENDENT DIRECTOR: 2018 REVIEW

- Key Board activities
- Board assessment
- Principal other activities
KEY BOARD ACTIVITIES IN 2018 (1/3)

- Appointment of Mr. Benoit Bazin as Chief Operating Officer
- Review of the “Transform & Grow” Group transformation program
- At each Board meeting, including during its yearly seminar: analysis of the evolution of the Group’s situation, presentation and review of the Group’s strategic orientations or a specific aspect of the strategy
- Planned acquisitions or sales
- Benchmark with main competitors
- Strategic plan
- Digital transformation: follow-up on the implementation of the roadmap
KEY BOARD ACTIVITIES IN 2018 (2/3)

- Financial and non-financial risk mapping and risk management system (annual review)
- Cybersecurity
- Review of the main litigation proceedings and the evolving regulatory environment
- Compliance
Strong focus of the Board on climate change

- During the yearly strategic seminar: review of the initiatives in terms of CO2 emissions and energy consumption reduction
- During a specific half-day seminar devoted to climate change with international experts
- **Saint-Gobain’s objective:** playing a role in the fight against climate change
  - Reduction of CO2 emissions (2025 objective, reducing emissions by 20% on iso-production by 2025 – base 2010)
  - Promotion of the contribution of Saint-Gobain solutions

Circular economy: presentation to the Board and specific seminar held in 2019

Safety: presentation of the results at every Board’s meeting

Others: diversity, CSR roadmap, biodiversity
2018 BOARD ASSESSMENT (1/2)

- Conducted between September and November 2018 and led by the Lead Independent Director

- Scope, as every year
  - Operation of the Board and the Committees
  - Composition of the Board
  - Assessment of the individual contributions

- Main conclusions
  - Operation of the Board: positive opinion
  - Composition of the Board: varied and complementary experiences
  - Potential future nominations: recruit a younger non-French Director with a digital/e-commerce profile, or a current executive in another major group, or a profile that has experience with Distribution
  - Explore the following topics in more detail: value creation, changes in the share price, speed of activity portfolio turnover, changes in the business model and jobs related to digitization, analysis of technological risks and opportunities
Conclusions on the combination or separation of the Chairman of the Board and CEO roles: confirmation of the combination (Chairman and Chief Executive Officer)

- Well suited to Saint-Gobain and to the experience and highly transparent approach of the Chairman and Chief Executive Officer, helping to ensure more responsive and efficient corporate governance and strategy implementation

- **Balance of power insured**
  - High ratio of independent Directors (including the Committees’ Chairmen)
  - Lead Independent Director
  - Role of the newly appointed Chief Operating Officer
  - Executive sessions
  - Main shareholders’ representatives (the employee shareholders’ - the PEG corporate mutual fund and Wendel)
  - Employee Directors
  - Prior approval of the Board for specific significant transactions

Usual governance structure in France
PRINCIPAL OTHER ACTIVITIES IN 2018

- Identification of conflicts of interests (none) and their management (as the case may be)

- Examine the independence status of the Directors and of potential independent Directors

- Succession plans for the Chairman and Chief Executive Officer in the event of an unanticipated vacancy as well in the long-term

- Executive sessions

- Meeting and engaging in dialogue with several shareholders about Saint-Gobain’s principles of governance
STATUTORY AUDITORS’ REPORTS
Reports on the consolidated financial statements and on the parent company financial statements (pages 273 to 278 and 309 to 312 of the 2018 Registration Document respectively)

- 1\textsuperscript{st} and 2\textsuperscript{nd} resolutions of the Ordinary Shareholders’ meeting

**Purpose**

- Obtain reasonable assurance that the financial statements and information contained therein give a true and fair view of the Group and parent company

**Opinion on the financial statements and specific verifications**

- Unqualified opinion on the consolidated financial statements with an emphasis of matter concerning the change of accounting policies due to the first-time adoption of the standards IFRS 15 – “Revenue from Contracts with Customers” and IFRS 9 – “Financial Instruments”

- Unqualified opinion on the parent company financial statements

- The information given in the management report of the Board of Directors and in the Notes to the financial statements is appropriate
<table>
<thead>
<tr>
<th>Key audit matters</th>
<th>Main specific procedures</th>
</tr>
</thead>
<tbody>
<tr>
<td>o Measurement of goodwill, intangible assets and property, plant &amp; equipment</td>
<td>o Assessing the procedures implemented for impairment testing, verifying the effectiveness of the controls performed by Management, carrying out an independent analysis of certain key assumptions and examining, for a selection of cash generating units, the calculation parameters used by Management including the impacts of the “Transform &amp; Grow” plan and developments in Brexit negotiations</td>
</tr>
<tr>
<td>Consolidated financial statements</td>
<td></td>
</tr>
<tr>
<td>o Measurement of provisions for liabilities and litigation related to asbestos</td>
<td>o Understanding the method applied when measuring the corresponding provisions, reviewing internal analyses, legal or technical opinions and assessing the appropriateness of the data used and the positions made by Management</td>
</tr>
<tr>
<td>o Agreement relating to the purchase of Sika shares</td>
<td>o Analyzing the various contracts entered into by the Group, reviewing the methods used to determine the fair value of the Sika shares at the time of the transaction, understanding the method applied when determining the accounting translation of the agreement and assessing the adequacy of IFRS accounting treatment applied</td>
</tr>
<tr>
<td>o Measurement of supplier discounts in the Building Distribution Sector</td>
<td>o Understanding the method applied when measuring the accrued supplier discounts, assessing on a multi-year basis the consistency of the supplier discount rates and verifying, through a sample, the calculation of supplier discounts obtained</td>
</tr>
</tbody>
</table>

I 6. COMMISSAIRES AUX COMPTES

REPORTS ON THE FINANCIAL STATEMENTS

☐ Justification of our assessments

<table>
<thead>
<tr>
<th>Key audit matters</th>
<th>Main specific procedures</th>
</tr>
</thead>
<tbody>
<tr>
<td>Parent company financial statements</td>
<td>o Measurement of financial investments</td>
</tr>
</tbody>
</table>
Special report on related party agreements and undertakings
(pages 171 to 176 of the 2018 Registration Document)

- 11, 12 and 13th resolutions of the Ordinary Shareholders’ meeting

Agreements and undertakings to be submitted for the approval of the Annual General Meeting:

- Undertakings given to Benoit Bazin concerning the compensation and benefits potentially due, in certain cases, on the termination of his duties as Chief Operating Officer
- Pension plan for Benoit Bazin in his capacity as executive corporate officer
- Benefits under the Group health and personal risk insurance contracts applicable to employees of Compagnie de Saint-Gobain to be maintained for Benoit Bazin in his capacity as executive corporate officer

Agreements and undertakings previously approved by the Annual General Meeting:

- 1 were implemented during the year
- 3 remained in force but were not implemented during the year
Report by one of the Statutory Auditors, appointed as an independent third party, on the consolidated human resources, environmental and social information presented in the management report (pages 331 to 332 of the 2018 Registration Document)

- We have no matter to draw to your attention regarding this report
□ Special report on the share capital transactions

• 15, 16, 17, 18, 19, 21, 22, 23, 24 and 25th resolutions of the Extraordinary Shareholders’ meeting

• Your Board of Directors is asking you:
  o To delegate authority to him to:
    ▪ Increase the share capital through the issuance of Company shares or securities giving access to the share capital of the Company or its subsidiaries (15, 16 and 17th resolutions)
    ▪ Increase the number of securities to be issued in the event that the issue of shares or securities giving access to the share capital is oversubscribed (18th resolution)
    ▪ Increase the share capital through the issuance of Company shares or securities giving access to the share capital of the Company in consideration of contributions in kind (19th resolution)
    ▪ Carry out equity or equity-linked securities issuance reserved for members of the Group employee savings plans (22nd resolution)
  o To authorize him in connection with the implementation of the delegation referred to in the 16th and 17th resolutions to fix the issue price within the annual legal limit of 10% of the share capital (21st resolution)
  o To authorize him to grant stock purchase or subscription options to the benefit of employees and Executive Directors (23rd resolution)
  o To authorize him to proceed to the allocation of free existing shares to the benefit of employees and Executive Directors (24th resolution)
  o To delegate powers to him to reduce the share capital by canceling Company shares representing up to 10% (25th resolution)

• We have no matter to report on the information given in the report of the Board of Directors regarding the proposed transactions

• In accordance with the French Commercial Code, we will establish an additional report, where appropriate, in case of use of these authorizations by the Board of Directors
Summary of the resolutions proposed to the Annual General Shareholder’s Meeting of June 6, 2019

Mr. Antoine Vignial
General Secretary
The titles of the resolutions presented herein are summarized for information purposes. Only the full French version of the draft resolutions published in the BALO shall prevail.
☐ Approval of the non-consolidated and consolidated financial statements (1st and 2nd resolutions)

☐ Appropriation of income and determination of the dividend (3rd resolution)

Refer to the Chief Financial Officer’s earlier presentation
- Renewal of the terms of office of four Directors (4th to 7th resolutions)
- Compensation components of Mr. Pierre-André de Chalendar for 2018 (« say on pay » ex post) (8th resolution)
- Compensation policy of the Chairman and Chief Executive Officer for 2019 (« say on pay » ex ante) (9th resolution)
- Compensation policy of the Chief Operating Officer for 2019 (« say on pay » ex ante) (10th resolution)
- Related-party agreements and undertakings to the benefit of Mr. Benoit Bazin (11th, 12th and 13th resolutions)

Refer to the earlier presentation of the Chairman of the Nomination and Remuneration Committee
SHARE BUYBACK PROGRAM (14TH RESOLUTION)

AUTHORIZATION GIVEN TO THE BOARD OF DIRECTORS TO TRADE IN SAINT-GOBAIN SHARES

- Maximum purchase price: EUR 80 per share
- Maximum number of shares that may be bought back: 10% of the share capital
- No trade while a public tender offer is in progress
- Duration: 18 months
2. EXTRAORDINARY MEETING

The titles of the resolutions presented herein are summarized for information purposes. Only the full French version of the draft resolutions published in the BALO shall prevail.
## FINANCIAL AUTHORIZATIONS – SUMMARY (15TH TO 22ND RESOLUTIONS) (1/2)

<table>
<thead>
<tr>
<th>Purpose of the resolution</th>
<th>No</th>
<th>Duration</th>
<th>Cap (nominal amount) / Main terms</th>
</tr>
</thead>
<tbody>
<tr>
<td>Standard issuances of ordinary shares or securities giving access to share capital of the Company or its subsidiaries*</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
| With preferential subscription right* | 15 | 26 months | • 437 million, i.e. approximately 20% of the share capital  
• €1.5 bn for the debt securities  
• Global Cap |
| Without preferential subscription right* | 16,17 and 21 | 26 months | • €218 million, i.e. approximately 10% of the share capital  
• €1.5 bn for the debt securities  
• Included in the Global Cap |
| o by public offering | 16 | 26 months | • Ability to grant a priority period for shareholders |
| o by private placement | 17 | 26 months | • Allocation to the cap of the 16th resolution |
| o Determination of the issue price: possibility to derogate from the pricing conditions | 21 | 26 months | • 10% of the share capital per 12-month period  
• Allocation to the cap of the 16th resolution |
| Option for complementary issuance in case of oversubscription with or without preferential subscription right* | 18 | 26 months | • Legal limit of 15% of the initial issuance  
• Allocation to the cap of the 16th resolution and/or included in the Global Cap |

* Not allowed while a public tender offer is in progress
### FINANCIAL AUTHORIZATIONS – SUMMARY (15TH TO 22ND RESOLUTIONS) (2/2)

<table>
<thead>
<tr>
<th>Purpose of the resolution</th>
<th>No</th>
<th>Duration</th>
<th>Cap (nominal amount) / Main terms</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Other types of issuances</strong>*</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Capital increase (ordinary shares or securities giving access to share capital of the Company, with shares as primary securities) in compensation for contribution in kind*</td>
<td>19</td>
<td>26 months</td>
<td>• 10% of the share capital&lt;br&gt;• Allocation to the cap of the 16th resolution&lt;br&gt;• Included in the Global Cap</td>
</tr>
<tr>
<td>Capital increase by incorporation of premiums, reserves, profits and free allocation of shares to shareholders*</td>
<td>20</td>
<td>26 months</td>
<td>• €109 million, i.e. approximately 5% of the share capital&lt;br&gt;• Included in the Global Cap</td>
</tr>
<tr>
<td><strong>Issuances reserved for Group’s employees and executive Directors</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Capital increase through the Group Savings Plan</td>
<td>22</td>
<td>26 months</td>
<td>• €48 million, i.e. approximately 2.2% of the share capital&lt;br&gt;• Not included in the Global Cap</td>
</tr>
</tbody>
</table>

* Not allowed while a public tender offer is in progress
**LONG-TERM COMPENSATION INSTRUMENTS (23rd ET 24th RESOLUTIONS)**

<table>
<thead>
<tr>
<th></th>
<th>Allocation of stock purchase or subscription options</th>
<th>Free allocation of existing performance shares</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Beneficiaries</strong></td>
<td>Certain employees or executive Directors of the Saint-Gobain Group</td>
<td></td>
</tr>
<tr>
<td><strong>Caps</strong></td>
<td>1.5% of the share capital*</td>
<td>1.2% of the share capital</td>
</tr>
<tr>
<td></td>
<td>Sub-limit of 10% of this limit for executive Directors of Compagnie de Saint-Gobain</td>
<td></td>
</tr>
<tr>
<td><strong>Performance conditions and criteria</strong></td>
<td>• Service condition and performance conditions to be met over a minimum period of 3 consecutive years, to be determined by the Board and to be disclosed in the Company’s registration document</td>
<td></td>
</tr>
<tr>
<td></td>
<td>• Nature of the future plans’ performance conditions: at least, the Saint-Gobain group’s ROCE, the stock market performance of the Saint-Gobain shares vs the CAC 40 stock market index, and corporate social responsibility</td>
<td></td>
</tr>
<tr>
<td></td>
<td>→ Reflects the Group’s long-term financial and non-financial objectives</td>
<td></td>
</tr>
<tr>
<td><strong>Duration</strong></td>
<td>38 months</td>
<td></td>
</tr>
</tbody>
</table>

* Common cap for the allocation of stock options and performance shares
Powers to the bearer of an original, copy or extract of the minutes of the Meeting to enforce decisions taken by the General Shareholders’ Meeting and to carry out formalities
SAINT-GOBAIN COMBINED GENERAL SHAREHOLDERS' MEETING

VOTING ON THE RESOLUTIONS

June 6, 2019
SAINT-GOBAIN COMBINED GENERAL SHAREHOLDERS' MEETING

June 6, 2019