

This English-language version of the notice of meeting is a free translation of the original French-language text. In the event of a conflict of interpretation, reference should be made to the French version which is the authentic text.

COMPAGNIE DE SAINT-GOBAIN

A French *société anonyme* with a share capital of €2,130,734,852

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 3, 2021 at 3:00 p.m. at Studio du Palais des Congrès, 2 place de la Porte Maillot, 75017 Paris, in closed session, to vote on the following agenda and draft resolutions:

Disclaimer: *Given the measures restricting or prohibiting travel or group gatherings for health reasons that prohibit physical attendance at the General Meeting, in accordance with the provisions of Article 4 of Order No. 2020-321 dated 25 March 2020, as amended and extended by Order No. 2020-1497 of December 2, 2020 and Decree No. 2021-255 of March 9, 2021, the Board of Directors decided at its meeting on 25 March 2021 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 2nd, 2021 (3:00p.m., Paris time).

As the General Meeting will be held in closed session, 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. They will also be able to connect during the Meeting to an interactive platform to ask questions during the session.

Amundi and one of the representatives to be appointed by each of the Group Savings Plan Funds will act as tellers.

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 Meeting:

- 1 - Approval of the Company's non-consolidated financial statements for 2020.
- 2 - Approval of the Company's consolidated financial statements for 2020.
- 3 - Appropriation of income and determination of the dividend.
- 4 – Appointment of Mr. Benoit BAZIN as a Director.
- 5 – Renewal of Mrs. Pamela KNAPP's term of office as a Director.
- 6 – Renewal of Mrs. Agnès LEMARCHAND's term of office as a Director.
- 7 – Renewal of Mr. Gilles SCHNEPP's term of office as a Director.
- 8 – Renewal of Mrs. Sibylle DAUNIS's term of office as a Director representing employee shareholders.
- 9 - Approval of the compensation components paid during the 2020 fiscal year or granted in respect of the same fiscal year to the Chairman and Chief Executive Officer, Mr. Pierre-André de CHALENDAR.
- 10 - Approval of the compensation components paid during the 2020 fiscal year or granted in respect of the same fiscal year to the Chief Operating Officer, Mr. Benoit BAZIN.
- 11 – Approval of the information relating to the corporate officers' and Director's compensation referred to in I of Article L. 22-10-9 of the French Commercial Code and included in the report of the Board of Directors on corporate governance.

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12 - Approval of the compensation policy of the Chairman and Chief Executive Officer for 2021 (until June 30th, 2021 included).

13 - Approval of the compensation policy of the Chief Operating Officer for 2021 (until June 30th, 2021 included).

14 - Approval of the compensation policy of the Chief Executive Officer for 2021 (as from July 1st, 2021).

15 – Approval of the compensation policy of the Chairman for 2021 (as from July 1st, 2021).

16 - Approval of the compensation policy of the Directors for 2021.

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

Extraordinary Meeting:

18 – Delegation of authority granted to the Board of Directors to increase the share capital through the issue, with preferential subscription rights for existing shareholders, of Company shares or securities giving access to the share capital of the Company or its subsidiaries through the issue of new shares, up to a maximum nominal amount of four hundred twenty-six million euros (shares) excluding any adjustment, representing approximately 20% of the share capital, the amounts specified in nineteenth, twentieth, twenty-first, twenty-second and twenty-third resolutions being set off against this limit, and one and half billion euros (securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries), the amounts specified in the nineteenth, twentieth and twenty-first resolutions for the issuance of securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries being set off against this limit.

19 – Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights for existing shareholders but with the possibility of granting a priority period for such shareholders, by public offering other than those referred to in Article L.411-2 of the French Monetary and Financial Code, Company shares or securities, giving access to new shares in the Company or its subsidiaries, or new shares in the Company to which entitlement would be granted by securities to be issued, where applicable, by subsidiaries, up to a maximum nominal amount of two hundred thirteen million euros (shares) excluding any applicable adjustment, representing approximately 10% of the share capital, the amounts specified in the twentieth, twenty-first and twenty-second resolutions being set off against this limit, and one and a half billion euros (securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries), the amounts specified in the twentieth and twenty-first resolutions for the issuance of securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries being set off against this limit, the amounts of the share capital increase and the issue of debt securities being set off against the corresponding maximum amounts specified in the eighteenth resolution).

20 – Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights for existing shareholders, Company shares or securities, giving access to new shares in the Company or its subsidiaries, or new shares in the Company to which entitlement would be granted by securities to be issued, where applicable, by subsidiaries, by public offering referred to in 1^o of Article L. 411-2 of the French Monetary and Financial Code, up to a maximum nominal amount of two hundred thirteen million euros (shares) excluding any applicable adjustment, representing approximately 10% of the share capital and one and a half billion euros (securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries), the amounts of the share capital increase and the issue of debt securities being set off against the corresponding maximum amounts specified in the nineteenth resolution.

21 – Delegation of authority granted to the Board of Directors to increase the number of securities to be issued in the event that the issue of shares, with or without preferential subscription rights, or securities giving access to the share capital, is oversubscribed, within the legal and regulatory limits (15% of the original issue at the date of this Meeting) and subject to the limits specified in the resolutions which decided the initial issue.

22 - Authorization to increase the share capital by up to a maximum of 10%, excluding any applicable adjustment, and without preferential subscription rights, in consideration of contributions in kind consisting of equity securities or securities giving access to share capital, the amounts of the share capital increase and of the issuance of securities being set off against the limit specified in the nineteenth resolution.

23 – Delegation of authority granted to the Board of Directors to increase the share capital through the capitalization of share premiums, reserves, profits or other amounts, up to a maximum nominal amount of one hundred six million euros excluding any applicable adjustment, representing approximately 5% of the share capital, such amount being set off against the limit specified in the eighteenth resolution.

24 – Authority granted to the Board of Directors to set, in accordance with the terms determined by the Shareholders Meeting, the issue price by the Company of shares or securities giving access to the share capital, by public offering without preferential subscription rights for existing shareholders, up to 10% of the share capital per twelve-month period.

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25 - Delegation of authority granted to the Board of Directors to carry out equity or equity-linked securities issues, without preferential subscription rights, reserved for the members of the employee savings plans, up to a maximum nominal amount of fifty-two million euros excluding any applicable adjustment, representing approximately 2.4% of the share capital.

26 - Authorization given to the Board of Directors to reduce the share capital by canceling Company shares representing up to 10% of the capital of the Company per 24-month period.

27 - Powers to carry out formalities.

Draft Resolutions

Ordinary Meeting:

First resolution (*Approval of the Company's non-consolidated financial statements for 2020*). — 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, 2020 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 2020*). — 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, 2020 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

Third resolution (*Appropriation of income and determination of the dividend*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having noted that the financial statements prepared as at December 31, 2020 and approved by this Meeting show net income of 2020 amounting to €862,209,278.43 and retained earnings at December 31, 2020 amounting to €6,382,151,439.32, yielding total distributable earnings of €7,244,360,717.75, approve the proposals made by the Board of Directors with respect to the appropriation of profits, and resolve to allocate distributable earnings as follows:

- to dividend distribution:

. a first dividend of €106,122,789.80, in accordance with Article 20 paragraph 4, 2° of the Company's by-laws,

. an additional dividend of €599,593,762.37, representing a total dividend payment of €705,716,552.17,

- the appropriation of €6,538,644,165.58 to retained earnings.

The calculation of the above total amount for distribution is based on the number of shares carrying dividend rights as of January 31, 2021, i.e. 530,613,949 shares, which may fluctuate if the number of shares carrying dividend rights changes between January 31, 2021 and the ex-dividend date, in particular as a function of the number of treasury shares held.

The dividend on each share carrying dividend rights will be €1.33. The ex-dividend date will be June 7, 2021 and the dividend will be paid as from June 9, 2021. It is specified that in the event that the Company holds some of its own shares on the ex-dividend date, the corresponding dividend amounts not paid on these will be allocated to retained earnings.

In accordance with the law, the General Meeting notes that dividends paid in the last three fiscal years preceding fiscal year 2020 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)
2017	544,211,604	1.30	707,475,085.20
2018	538,631,594	1.33	716,380,020.02
2019	0	0	0

Dividends distributed in 2018 and 2019, for the years 2017 and 2018 respectively, for 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.

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No dividend has been distributed in 2020, in respect of fiscal 2019.

Fourth resolution (*Appointment of Mr. Benoit BAZIN 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. Benoit BAZIN 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, 2024.

Fifth resolution (*Renewal of Mrs. Pamela KNAPP'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 Mrs. Pamela KNAPP 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, 2024.

Sixth resolution (*Renewal of Mrs. Agnès LEMARCHAND'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 Mrs. Agnès LEMARCHAND 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, 2024.

Seventh resolution (*Renewal of Mr. Gilles SCHNEPP'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. Gilles SCHNEPP 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, 2024.

Eighth resolution (*Renewal of Mrs. Sibylle DAUNIS's term of office as a 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, and having noted that the term as Director representing employee shareholders of Mrs. Sibylle DAUNIS 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, 2024.

Ninth resolution (*Approval of the compensation components paid during the 2020 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. 22-10-34 II of the French Commercial Code, and having considered the report of the Board of Directors, approve the compensation components paid during the 2020 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.

Tenth resolution (*Approval of the compensation components paid during the 2020 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. 22-10-34 II of the French Commercial Code, and having considered the report of the Board of Directors, approve the compensation components paid during the 2020 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.

Eleventh resolution (*Approval of the information relating to the corporate officers' and Directors' compensation referred to in I of Article L. 22-10-9 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. 22-10-34 I 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. 22-10-9 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.

Twelfth resolution (*Approval of the compensation policy of the Chairman and Chief Executive Officer for 2021 (until June 30th, 2021 included)*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 22-10-8 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 2021 (until June 30th, 2021 included), 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.

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Thirteenth resolution (Approval of the compensation policy of the Chief Operating Officer for 2021 (until June 30th, 2021 included)). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 22-10-8 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 2021 (until June 30th, 2021 included), 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 (Approval of the compensation policy of the Chief Executive Officer for 2021 (as from July 1st, 2021)). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 22-10-8 II of the French Commercial Code, and having considered the report of the Board of Directors, approve the compensation policy of the Chief Executive Officer for 2021 (as from July 1st, 2021), 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.

Fifteenth resolution (Approval of the compensation policy of the Chairman for 2021 (as from July 1st, 2021)). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 22-10-8 II of the French Commercial Code, and having considered the report of the Board of Directors, approve the compensation policy of the Chairman for 2021 (as from July 1st, 2021), 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.

Sixteenth resolution (Approval of the compensation policy of the Directors for 2021).— The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 22-10-8 II of the French Commercial Code, and having considered the report of the Board of Directors, approve the compensation policy of the Directors for 2021, 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.

Seventeenth 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.22-10-62 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,
- their cancellation subject to the adoption by this Meeting of the twenty-sixth resolution below,
- 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, 2021, the theoretical maximum amount of funds that the Company would have been able to invest in these purchases was €4,261,472,320, which corresponds to €53,268,404 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.

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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 4, 2020.

Extraordinary Meeting:

Eighteenth resolution (Delegation of authority granted to the Board of Directors to increase the share capital through the issue, with preferential subscription rights for existing shareholders, of Company shares or securities giving access to the share capital of the Company or its subsidiaries through the issue of new shares, up to a maximum nominal amount of four hundred twenty-six million euros (shares) excluding any adjustment, representing approximately 20% of the share capital, the amounts specified in nineteenth, twentieth, twenty-first, twenty-second and twenty-third resolutions being set off against this limit, and one and half billion euros (securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries), the amounts specified in the nineteenth, twentieth and twenty-first resolutions for the issuance of securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries being set off against this limit.). — The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the statutory auditors, and in accordance with French company law, in particular Articles L.225-129-2, L.225-132, L.225-133, L.225-134, L.228-91 and L.228-92 to L.228-93 of the French Commercial Code, and after having confirmed that the share capital is entirely paid up:

1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to decide to increase the share capital on one or more occasions, at its sole initiative, in such proportion and at such times as it deems appropriate, except during a public tender offer period involving Company's shares, on the French, foreign and/or international markets, by issuing, with preferential subscription rights:

- (i) Company shares; or
- (ii) securities governed by Articles L.228-92 paragraph 1 or L.228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or over time, at any time or on a set date, through subscription, conversion, exchange, reimbursement, presentation of a warrant or any other manner, to the Company's share capital or that of other companies of which the Company owns more than half of the share capital directly or indirectly (Subsidiaries), including equity securities giving the right to the allocation of debt securities,

it being specified that:

- the shares may be paid up either in cash, or by offsetting receivables, or by incorporating reserves, profits or premiums,
- securities (other than shares) may be denominated in euros, foreign currencies or any monetary unit established by reference to a set of currencies,

2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of 26 months from the date of this General Meeting.

3/ Set the following conditions in the event that the Board of Directors uses this delegation of authority:

a) the maximum nominal amount of the share capital increases that may be carried out immediately or over time at four hundred twenty-six million euros, to be supplemented by the total nominal amount of shares that may be issued, where applicable, to preserve the rights of holders of securities giving access to the Company's share capital or of the beneficiaries of stock purchase or subscription options or allocations of free shares, pursuant to the legal and regulatory provisions or the contractual stipulations providing for other types of adjustments, it being specified that the nominal amount of the shares that may be issued pursuant to the nineteenth, twentieth, twenty-first, twenty-second and twenty-third resolutions of this Meeting will be set off against this limit.

b) the maximum nominal amount of the securities in the form of debt securities giving access to the Company's share capital or that of its Subsidiaries at one and half billion euros or the equivalent in any other currency or monetary unit established in reference to several currencies on the issue decision date, it being specified that the nominal amount of the securities in the form of debt securities giving access to the Company's share capital or of its Subsidiaries that may be issued pursuant to the nineteenth, twentieth and twenty-first resolutions of this Meeting will be set off against this limit; that this amount is independent of the amount of debt securities the issuance of which falls within the competence of the Board of Directors pursuant to the provisions of the French Commercial Code.

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4/ In the event of use of this delegation of authority by the Board of Directors:

- a) resolve that shareholders will have an irreducible preferential right to subscribe shares and securities giving access to the share capital issued pursuant to this resolution in proportion to the number of their shares,
- b) acknowledge that the Board of Directors has the power to institute a right for shareholders to subscribe shares issued pursuant to this resolution on a reducible basis,
- c) resolve that if the subscriptions on an irreducible basis, and as applicable, on a reducible basis, have not absorbed the total value of the issue of shares or securities giving access to the share capital carried out pursuant to this resolution, the Board of Directors may, at its discretion, in accordance with the law, freely distribute all or part of the unsubscribed shares, offer them in whole or in part to the public and/or limit the issue to the amount of the subscriptions received, provided that, in the case of equity securities, it amounts to at least three-quarters of the issue decided,
- d) resolve that Company stock warrants' issuances may be carried out by free allocation to the holders of the existing shares, on the understanding that fractional allocation rights will not be either negotiable nor assignable, and that the corresponding securities will be sold,
- e) acknowledge that this delegation entails automatically, for the benefit of the bearers of securities issued giving access to the share capital, the waiver of the shareholders to their preferential subscription right to the equity securities to which the securities issued entitle, immediately or over time.

5/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this delegation of authority and in particular to:

- decide to issue shares or securities giving access, immediately or over time, to the share capital of the Company or its Subsidiaries,
- determine the securities to be issued, the amount of the share capital increase to be carried out immediately or over time within the limit set in paragraph 3/ a) above and, as the case may be, that of the issue of securities in the form of debt securities giving access to the share capital of the Company or of its Subsidiaries within the limit set in paragraph 3/ b) above, the issue price, the amount of the issue premium, the procedure for paying up the shares and the terms and conditions of the share capital increase to be carried out immediately or over time,
- determine the characteristics of the securities to be created, and modify such characteristics, as applicable, for the lifetime of such securities,
- set, if necessary, any conditions for the exercise of the rights attaching to the shares and securities giving access to the share capital and in particular set the date as from which the new shares will vest in all their rights,
- provide for the possibility to suspend the exercise of the rights attaching to the securities in accordance with the regulations in force,
- provide, as the case may be, for the reimbursement, buyback or exchange terms of the securities giving access to the share capital,
- set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company's share capital or shareholders' equity in accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,
- at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each capital increase,
- generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation of authority, as well as in relation to exercise of the rights attaching to such securities, record the completion of each capital increase and amend the by-laws accordingly.

6/ Acknowledge that this delegation of authority supersedes, for the unexpired period, and cancels any unused portion of, the delegation granted in the fifteenth resolution of the Combined General Meeting of June 6, 2019.

Nineteenth resolution *(Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights for existing shareholders but with the possibility of granting a priority period for such shareholders, by public offering other than those referred to in Article L.411-2 of the French Monetary and Financial Code, Company shares or securities, giving access to new shares in the Company or its subsidiaries, or new shares in the Company to which entitlement would be granted by securities to be issued, where applicable, by subsidiaries, up to a maximum nominal amount of two hundred thirteen million euros (shares) excluding any applicable adjustment, representing approximately 10% of the share capital, the amounts specified in the twentieth, twenty-first and twenty-second resolutions being set off against this limit, and one and a half billion euros (securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries), the amounts specified in the twentieth and twenty-first resolutions for the issuance of securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries being set off against this limit, the amounts of the share capital increase and the issue of debt securities being set off against the corresponding maximum amounts specified in the eighteenth*

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resolution). — The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the statutory auditors, and in accordance with French company law, in particular Articles L.225-129-2, L.225-135, L.22-10-51, L.225-136, L.22-10-52, R.22-10-32 and L.228-91 to L.228-93 of the French Commercial Code:

1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to decide to increase the share capital by public offering, other than those referred to in Article L.411-2 of the French Monetary and Financial Code, on one or more occasions, on the French, foreign, and/or international markets, at its sole initiative, in such proportion and at such times as it deems appropriate, except during a public tender offer period involving Company's shares, by issuing:

- (i) Company shares; or
- (ii) securities governed by Articles L.228-92 paragraph 1 or L.228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or over time, at any time or on a set date, through subscription, conversion, exchange, reimbursement, presentation of a warrant or any other manner, to the Company's share capital or that of other companies of which the Company owns more than half of the share capital directly or indirectly (Subsidiaries), including equity securities giving the right to the allocation of debt securities,

it being specified that:

- the shares may be paid up either in cash, or by offsetting receivables, or by incorporating reserves, profits or premiums,
- the securities (other than shares) may be denominated in euro, foreign currencies or monetary units of any kind established by reference to a basket of currencies,
- shares and/or securities giving access to the Company's share capital can be issued in consideration for shares which may be tendered to the Company as part of public exchange offers initiated by the Company in France or abroad according to local rules (for example in the context of an Anglo-Saxon reverse merger) on securities in compliance with the conditions set forth in Article L.22-10-54 of the French Commercial Code.

2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of 26 months from the date of this General Meeting.

3/ Set the following conditions in the event that the Board of Directors uses this delegation of authority:

a) the maximum nominal amount of the share capital increases that may be carried out immediately or over time at two hundred thirteen million euros, to be supplemented by the total nominal amount of the shares that may be issued, where applicable, to preserve the rights of holders of securities giving access to Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares, in accordance with French legal and regulatory provisions or the contractual stipulations providing for other types of adjustments, it being specified that (i) the nominal amount of the shares issued, as applicable, pursuant to the twentieth, twenty-first and twenty-second resolutions of this Meeting will be set off against this limit and (ii) the nominal amount of the shares that may be issued pursuant to this delegation will be set off against the global limit set in paragraph 3/a) of the eighteenth resolution of this Meeting or, as applicable, the global limit set out in a resolution of the same kind that might succeed such resolution, for the validity period of this delegation;

b) the maximum nominal amount of the securities in the form of debt securities giving access to the Company's share capital or that of its Subsidiaries at one and half billion euros or the equivalent in any other currency or monetary unit established in reference to several currencies on the issue decision date, that this amount is independent of the amount of debt securities the issuance of which falls within the competence of the Board of Directors pursuant to the provisions of the French Commercial Code, it being specified that (i) the nominal amount of the securities in the form of debt securities giving access to the Company's share capital or of its Subsidiaries that may be issued pursuant to the twentieth and twenty-first resolutions of this Meeting will be set off against this limit and (ii) the nominal amount of the securities in the form of debt securities giving access to the Company's share capital or of its Subsidiaries that may be issued pursuant to this delegation will be set off against the global limit set in paragraph 3/b) of the eighteenth resolution of this Meeting or, as applicable, the global limit set out in a resolution of the same kind that might succeed such resolution, for the validity period of this delegation.

4/ In the event that the Board of Directors uses this delegation of authority, resolve to:

a) cancel the preferential subscription rights of existing shareholders for shares and securities that may be issued pursuant to this resolution, whether issued by the Company itself or by a Subsidiary.

b) allow the Board of Directors, pursuant to Article L. 22-10-51, paragraph 1 of the French Commercial Code the option to grant shareholders, for all or part of an issuance carried out pursuant to this delegation, a priority period for subscription which may not be shorter than the period set by applicable laws and regulations, which will not give rise to the creation of negotiable rights, which may be exercised *pro rata* to the number of shares held by each shareholder, and which may potentially be supplemented by a reducible subscription, it being specified that the unsubscribed securities will be offered to the public in France or abroad, and accordingly delegate to the Board of Directors authority to set the period and terms and conditions thereof within the above limit.

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5/ Acknowledge that this delegation automatically entails automatically the waiver by the shareholders, in favor of the holders of the securities giving access to share capital issued pursuant to this resolution, of their preferential subscription right to the equity securities to which the issued securities give entitlement immediately or over time.

6/ Resolve (i) that the issue price of the equity securities will be at least equal to the minimum price provided for by the provisions of laws and regulations applicable on the date of issue and that (ii) the issue price of the securities giving access to the Company's share capital will be such that the amount immediately perceived by the Company increased, as the case may be, by the amount to be perceived later, be for every share issued as a result of the issue of such securities, at least equal to the amount listed in (i) above.

7/ Resolve that if the subscriptions, including, as applicable, those of shareholders, have not absorbed the total value of the issue, the Board of Directors may limit the issue to the amount of the subscriptions received, provided that, in the event of issue of shares or securities with shares as primary securities, it amounts to at least three quarters of the issue decided.

8/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this delegation of authority and in particular to:

- decide to issue shares or securities giving access, immediately or over time, to the share capital of the Company or its Subsidiaries,
- determine the securities to be issued, the amount of the share capital increase to be carried out immediately or over time within the limit set in paragraph 3/ a) above and, as the case may be, that of the issue of securities in the form of debt securities giving access to the share capital of the Company or of its Subsidiaries within the limit set in paragraph 3/ b) above, the issue price in accordance with paragraph 6/ above, the amount of the issue premium, the procedure for paying up the shares and the terms and conditions of the share capital increase that may be carried out immediately or over time,
- determine the characteristics of the securities to be created, and modify such characteristics, as applicable, for the lifetime of such securities,
- set, if necessary, any conditions for the exercise of the rights attaching to the shares and securities giving access to the share capital and in particular set the date as from which the new shares will vest in all their rights,
- provide for the possibility to suspend exercise of the rights attaching to the securities giving access to the share capital in accordance with the regulations in force,
- in the event of an issuance of securities to remunerate securities contributed in connection with a public offer having an exchange component, draw up the list of securities contributed to the exchange, set the terms of the issuance, the exchange ratio and, where applicable, the amount of the cash balance to be paid without the terms and conditions of the price determination of this resolution being applicable and determine the terms and conditions of the issuance,
- provide, as the case may be, for the reimbursement, buyback or exchange terms of the securities giving access to the share capital,
- set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company's share capital or shareholders' equity in accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,
- at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each capital increase,
- generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation of authority, as well as in relation to exercise of the rights attaching to such securities, record the completion of each capital increase and amend the by-laws accordingly.

9/ Acknowledge that this delegation of authority supersedes, for the unexpired period, and cancels any unused portion of, the delegation granted in the sixteenth resolution of the Combined General Meeting of June 6, 2019.

Twentieth resolution (Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights for existing shareholders, Company shares or securities, giving access to new shares in the Company or its subsidiaries, or new shares in the Company to which entitlement would be granted by securities to be issued, where applicable, by subsidiaries, by public offering referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, up to a maximum nominal amount of two hundred thirteen million euros (shares) excluding any applicable adjustment, representing approximately 10% of the share capital and one and a half billion euros (securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries), the amounts of the share capital increase and the issue of debt securities being set off against the corresponding maximum amounts specified in the nineteenth resolution). — The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the statutory auditors, and in accordance with French company law, in particular Articles L.225-129-2, L.225-135, L.22-10-51, L.225-136, L.22-10-52, R.22-10-32 and L.228-91 to L.228-93 of the French Commercial Code and the Article L.411-2, 1° of the French Monetary and Financial Code:

1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to decide to increase the share capital, on one or more occasions, on the French, foreign, and/or international markets, at its sole initiative,

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in such proportion and at such times as it deems appropriate, except during a public tender offer period involving Company's shares, by a public offering as provided under L.411-2, 1° of the French Monetary and Financial Code by issuing:

(i) Company shares; or

(ii) securities governed by Articles L.228-92 paragraph 1 or L.228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or over time, at any time or on a set date, through subscription, conversion, exchange, reimbursement, presentation of a warrant or any other manner, to the Company's share capital or that of other companies of which the Company owns more than half of the share capital directly or indirectly, (Subsidiaries), including equity securities giving the right to the allocation of debt securities,

it being specified that:

- the shares may be paid up either in cash, or by offsetting receivables, or by incorporating reserves, profits or premiums,
- the securities (other than shares) may be denominated in euro, foreign currencies or monetary units of any kind established by reference to a basket of currencies,

2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of 26 months from the date of this General Meeting.

3/ Set the following conditions in the event that the Board of Directors uses this delegation of authority:

a) the maximum nominal amount of the share capital increases that may be carried out immediately or over time at two hundred thirteen million euros, to be supplemented by the total nominal amount of the shares that may be issued, where applicable, to preserve the rights of holders of securities giving access to Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares, in accordance with French legal and regulatory provisions or the contractual stipulations providing for other types of adjustments, it being specified that the nominal amount of the shares that may be issued pursuant to this delegation will be set off against the limit set in paragraph 3/a) of the nineteenth resolution of this Meeting and the global limit set in paragraph 3/a) of the eighteenth resolution of this Meeting or, as applicable, the limits set out in the resolutions of the same kind that might succeed such resolutions, for the validity period of this delegation;

b) the maximum nominal amount of the securities in the form of debt securities giving access to the Company's share capital or that of its Subsidiaries at one and half billion euros or the equivalent in any other currency or monetary unit established in reference to several currencies on the issue decision date, that this amount is independent of the amount of debt securities the issuance of which falls within the competence of the Board of Directors pursuant to the provisions of the French Commercial Code, it being specified that the nominal amount of the securities in the form of debt securities giving access to the Company's share capital or of its Subsidiaries that may be issued pursuant to this delegation will be set off against the limit set in paragraph 3/b) of the nineteenth resolution of this Meeting and the global limit set in paragraph 3/b) of the eighteenth resolution of this Meeting or, as applicable, the limits set out in the resolutions of the same kind that might succeed such resolutions, for the validity period of this delegation;

4/ Decide to cancel the preferential subscription rights of existing shareholders for shares and securities that may be issued pursuant to this resolution, whether issued by the Company itself or by a Subsidiary.

5/ Acknowledge that this delegation automatically entails automatically the waiver by the shareholders, in favor of the holders of the securities giving access to share capital issued pursuant to this resolution, of their preferential subscription right to the equity securities to which the issued securities give entitlement immediately or over time.

6/ Resolve (i) that the issue price of the equity securities will be at least equal to the minimum price provided for by the provisions of laws and regulations applicable on the date of issue and that (ii) the issue price of the securities giving access to the Company's share capital will be such that the amount immediately perceived by the Company increased, as the case may be, by the amount to be perceived later, be for every share issued as a result of the issue of such securities, at least equal to the amount listed in (i) above.

7/ Resolve that if the subscriptions, including, as applicable, those of shareholders, have not absorbed the total value of the issue, the Board of Directors may limit the issue to the amount of the subscriptions received, provided that, in the event of issue of shares or securities with shares as primary securities, it amounts to at least three quarters of the issue decided.

8/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this delegation of authority and in particular to:

- decide to issue shares or securities giving access, immediately or over time, to the share capital of the Company or its Subsidiaries,
- determine the securities to be issued, the amount of the share capital increase to be carried out immediately or over time within the limit set in paragraph 3/ a) above and, as the case may be, that of the issue of securities in the form of debt securities giving access to the share capital of the Company or of its Subsidiaries within the limit set in paragraph 3/ b)

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- above, the issue price in accordance with paragraph 6/ above, the amount of the issue premium, the procedure for paying up the shares and the terms and conditions of the share capital increase that may be carried out immediately or over time,
- determine the characteristics of the securities to be created, and modify such characteristics, as applicable, for the lifetime of such securities,
 - set, if necessary, any conditions for the exercise of the rights attaching to the shares and securities giving access to the share capital and in particular set the date as from which the new shares will vest in all their rights,
 - provide for the possibility to suspend exercise of the rights attaching to the securities giving access to the share capital in accordance with the regulations in force,
 - provide, as the case may be, for the reimbursement, buyback or exchange terms of the securities giving access to the share capital,
 - set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company's share capital or shareholders' equity in accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,
 - at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each capital increase,
 - generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation of authority, as well as in relation to exercise of the rights attaching to such securities, record the completion of each capital increase and amend the by-laws accordingly.

9/ Acknowledge that this authorization supersedes, for the unexpired period, and cancels any unused portion of, the authorization granted in the seventeenth resolution of the Combined General Meeting of June 6, 2019.

Twenty-first resolution (*Delegation of authority granted to the Board of Directors to increase the number of securities to be issued in the event that the issue of shares, with or without preferential subscription rights, or securities giving access to the share capital, is oversubscribed, within the legal and regulatory limits (15% of the original issue at the date of this Meeting) and subject to the limits specified in the resolutions which decided the initial issue*). — The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the statutory auditors, and in accordance with French company law, in particular Article L.225-135-1 of the French Commercial Code:

1/ Delegate to the Board of Directors the authority, with powers to sub-delegate under the conditions set out by law, if it confirms oversubscription during the issue of shares or of securities giving access to share capital with or without preferential subscription rights pursuant to the eighteenth, nineteenth, twentieth or twenty-fifth resolutions, for purposes of resolving to increase the number of shares to be issued at the same price as that applied to the initial issue, within the timeframe and limits stipulated by applicable regulations on the issue date (at the date of this General Meeting, within thirty days after the close of subscriptions and within the limit of 15% of the initial issue), to grant an over-allocation option consistent with market practices.

2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of 26 months from the date of this General Meeting.

3/ Decide that the nominal amount of the capital increases that may be carried out immediately or over time and, as the case may be, of the issues of securities in the form of debt securities giving access to the Company's share capital or other companies, carried out pursuant to this resolution, will be set off against the specific and, as the case may be, global limit(s), specified in the resolution by virtue of which the initial issue was decided, and against the amount of the limits provided by any resolution of the same kind that might succeed, during the validity period of this delegation, the resolution pursuant to which the initial issue was decided.

4/ Accordingly, grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this authorization.

5/ Acknowledge that this delegation of authority supersedes, for the unexpired period, and cancels any unused portion of, the delegation granted in the eighteenth resolution of the Combined General Meeting of June 6, 2019.

Twenty-second resolution (*Authorization to increase the share capital by up to a maximum of 10%, excluding any applicable adjustment, and without preferential subscription rights, in consideration of contributions in kind consisting of equity securities or securities giving access to share capital, the amounts of the share capital increase and of the issuance of securities being set off against the limit specified in the nineteenth resolution*). — The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the statutory auditors, and in accordance with French company law, in particular Articles L.225-147 and L.22-10-53 of the French Commercial Code:

1/ Authorize the Board of Directors, with powers to sub-delegate under the conditions set out by law, to increase the share capital, at its sole initiative, in such proportion and at such times as it deems appropriate, except during a public tender offer

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period, within the limit of 10% of the Company's share capital as of the date of this General Meeting, with a view to providing consideration for contributions in kind made to the Company and consisting of equity securities or securities giving access to share capital, provided that the provisions of Article L.22-10-54 of the French Commercial Code relating to contributions of securities as part of a public exchange offer do not apply, through the issue of shares of the Company, and/or any securities giving access to the Company's share capital with shares as primary securities.

2/ Resolve that this authorization to the Board of Directors is valid for a period of 26 months from the date of this General Meeting.

3/ Resolve that the maximum nominal amount of the capital increases that may be carried out immediately or over time pursuant to this resolution will be set off against the limit mentioned in paragraph 3/a) of the nineteenth resolution of this Meeting and on the amount of the global limit provided in paragraph 3/ a) of the eighteenth resolution of this Meeting or, as applicable, the limits set out in resolutions of the same kind that might succeed said resolutions for the validity period of this authorization, noting that this limit will be supplemented by the nominal amount of shares that may be issued to preserve the rights of holders of securities giving access to the Company's share capital or of the beneficiaries of stock subscription or purchase options, or allocations of free shares, in accordance with the French legal and regulatory provisions or contractual stipulations providing for other types of adjustments.

4/ Acknowledge that this authorization automatically entails the waiver by the shareholders, in favor of the holders of the issued securities giving access to the share capital, of their preferential subscription right to the equity securities to which the issued securities give entitlement.

5/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this authorization and in particular to:

- decide to issue shares and/or securities giving access to the Company's share capital, as consideration for the contributions,
- rule on the report of the contribution auditor(s), and on the evaluation of the contributions and the granting of specific benefits, decide on the value of the contributions and the consideration for such contributions, as well as on any balance that may need to be paid in cash,
- decide on the characteristics of the securities issued as consideration for contributions in kind, and modify such characteristics, as applicable, for the lifetime of such securities,
- set, as applicable, the conditions for the exercise of the rights attaching to shares and securities, and in particular set the date as from which the new shares will vest in all their rights,
- provide for the possibility to suspend the exercise of the rights attaching to the securities in accordance with the regulations in force,
- provide, as the case may be, for the reimbursement, buyback or exchange terms of the securities giving access to the share capital,
- set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company's share capital or shareholders' equity in accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,
- at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each capital increase,
- and generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation as well as in relation to the exercise of the rights attaching to such securities, record the completion of each capital increase and amend the by-laws accordingly.

6/ Acknowledge that this authorization supersedes, for the unexpired period, and cancels any unused portion of, the authorization granted in the nineteenth resolution of the Combined General Meeting of June 6, 2019.

Twenty-third resolution (*Delegation of authority granted to the Board of Directors to increase the share capital through the capitalization of share premiums, reserves, profits or other amounts, up to a maximum nominal amount of one hundred six million euros excluding any applicable adjustment, representing approximately 5% of the share capital, such amount being set off against the limit specified in the eighteenth resolution*). — The shareholders in Extraordinary Meeting, fulfilling conditions of quorum and majority of Ordinary Meetings, having considered the report of the Board of Directors and in accordance with French company law, in particular Articles L.225-130 and L.22-10-50 of the French Commercial Code:

1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to increase share capital on one or more occasions, at its sole initiative, in such proportion and at such times as it deems appropriate, except during a public tender offer period involving Company's shares, through the capitalization of share premiums, reserves, profits or other amounts, as possible in accordance with the law and the by-laws, by the issue or allocation of free shares or by increasing the nominal value of existing shares, or by a combination of the two.

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2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of 26 months from the date of this General Meeting.

3/ Resolve, in the event of the issue and allocation of free shares, that the rights forming fractional shares will not be negotiable nor assignable, and that the corresponding shares will be sold in accordance with the terms set by the Board of Directors, with the amounts resulting from the sale being allocated to the holders of the rights under the conditions set by applicable legal and regulatory provisions.

4/ If the Board of Directors uses this delegation of authority, resolve that the total amount of the capital increases carried out as a result of the capitalization of share premiums, reserves, profits or other amounts may not exceed the amount of the share premiums, reserves, profits or other amounts existing at the time of the capital increase, within the limit of a maximum amount of one hundred six million euros, it being specified that this maximum nominal amount will be supplemented by the nominal amount of shares to be issued to preserve the rights of holders of securities giving access to the Company's share capital or of the beneficiaries of stock subscription or purchase options or allocations of free shares, in accordance with legal and regulatory provisions or contractual stipulations, providing for other types of adjustments, and that the nominal amount of capital increases carried out pursuant to this delegation will be set off against the global limit referred to in paragraph 3/a) of the eighteenth resolution of this General Meeting or, as applicable, to the global limit set by a resolution of the same kind that might succeed such resolution for the term of validity of this delegation;

5/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this delegation and in particular to:

- set the amount and kind of the sums to be capitalized, set the number of new shares to be issued and/or the amount by which the nominal amount of existing shares will be increased, set the date after which the shares will fully vest, or when the increase in the nominal value of the existing shares will take effect,
- set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company's share capital or shareholders' equity in accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,
- decide in the event of allocation of free shares whether the shares that are allocated pursuant to this delegation as a result of old shares entitling to a double voting right will benefit or not from this right at the time they are issued,
- at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each share capital increase,
- generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation of authority, as well as in relation to exercise of the rights attaching to such securities, record the completion of each capital increase and amend the by-laws accordingly.

6/ Acknowledge that this delegation of authority supersedes, for the unexpired period, and cancels any unused portion of, the delegation granted in the twentieth resolution of the Combined General Meeting of June 6, 2019.

Twenty-fourth resolution (Authority granted to the Board of Directors to set, in accordance with the terms determined by the Shareholders Meeting, the issue price by the Company of shares or securities giving access to the share capital, by public offering without preferential subscription rights for existing shareholders, up to 10% of the share capital per twelve-month period). — The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the statutory auditors, and in accordance with French company law, in particular Article L.22-10-52, paragraph 2, of the French Commercial Code:

1/ Authorize the Board of Directors, with the power of sub-delegation to the extent authorized by law, in the case of an issuance without preferential subscription rights carried out pursuant to the nineteenth or twentieth resolutions of this Shareholders' Meeting, to derogate from the pricing conditions provided for in said resolutions and to set the issue price as follows:

- the issue price may not be lower, at the discretion of the Board of Directors, (a) than the average price of the Saint-Gobain share on the Euronext Paris regulated market, weighted for trading volumes, on the last trading day preceding the setting of the issue price or (b) than the average price of the Saint-Gobain share on the Euronext Paris regulated market, weighted for trading volumes, on the trading day at the time of the setting of the issue price, in both cases, potentially reduced by a maximum discount of 10%;
- the issue price of securities other than shares will be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will, for each share issued as a consequence of the issue of such securities, be at least equal to the amount referred to in the above paragraph;

2/ Resolve that the nominal amount of the share capital increases that may be carried out immediately or over time, the price of which may be set in accordance with this authorization, may not exceed 10% of the share capital on the day of the issue per

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twelve-month period, it being specified that this amount will reduce the corresponding limits of the nineteenth or twentieth resolution, as the case may be;

3/ Acknowledge that, in the event the Board of Directors uses this authorization, it will prepare an additional report, certified by the Statutory Auditors, describing the definitive terms of the transaction and providing information enabling an assessment of the effective impact on shareholder positions.

Twenty-fifth resolution (*Delegation of authority granted to the Board of Directors to carry out equity or equity-linked securities issues, without preferential subscription rights, reserved for the members of the employee savings plans, up to a maximum nominal amount of fifty-two million euros excluding any applicable adjustment, representing approximately 2.4% of the share capital*). — The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the statutory auditors, and in accordance on the one hand with the legal provisions of French company law, in particular Articles L.225-129-2, L.225-129-6, L.225-138-1 of the French Commercial Code and on the other hand, those of Articles 3332-18 *et seq.* of the French Labor Code:

1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to decide to increase the share capital on one or more occasions, at its sole initiative, in such proportion and at such times as it deems appropriate through the issuance of equity securities reserved for the members of one or more employee savings plans set up within the Company or a company or group of companies, French or foreign, that are related to it within the meaning of Article L. 225-180 of the French Commercial Code and that are included in the scope of consolidation or combination of the Company's accounts pursuant to Article L. 3344-1 of the French Labour Code.

2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of 26 months from the date of this General Meeting.

3/ Resolve to cancel the preferential subscription rights of shareholders for equity securities that may be issued pursuant to this resolution, in favor of the beneficiaries referred to in paragraph 1/ above.

4/ Set, if the Board of Directors uses this delegation, the maximum nominal amount of the equity securities that may thus be issued at fifty-two million euros, it being specified that this maximum nominal amount will be supplemented by the nominal amount of any shares that may be issued in order to preserve, in accordance with laws and regulations or any contractual stipulations providing for other types of adjustments, the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares.

5/ Resolve that the subscription price of the equity shares issued pursuant to this delegation will be set in accordance with the conditions specified in Article L.3332-19 of the French Labor Code and may not be greater than the average of the opening trading prices the Saint-Gobain share on the Euronext Paris regulated market during the twenty stock market trading sessions preceding the date of the decision by the Board of Directors or its delegate setting the date for the opening of the subscription period, nor less than 20% of this average, and that the Board of Directors or its delegate will have the possibility to set the subscription price or prices within the aforementioned limit, to reduce the discount or decide not to grant any discount, in particular to take into account the applicable regulations in the countries where the offer will be made.

6/ Resolve, in accordance with Article L.3332-21 of the Labor Code, that the Board of Directors may allocate, to the beneficiaries listed above, free shares or securities giving access to the share capital to be issued or already issued, as part of the contribution which may be paid in application of the regulation(s) of the savings plan(s), and/or as part of the discount, provided their equivalent financial value is taken into account, evaluated at the subscription price, does not cause the limits provided in Articles L.3332-11 and L.3332-19 of the French Labor Code to be exceeded.

7/ Authorize the Board of Directors, pursuant to this delegation, to sell shares to the members of the savings plans in accordance with Article L.3332-24 of the French Labor Code, it being specified that the price of the shares sold pursuant to this delegation may not be greater than the average of the opening trading prices for the Saint-Gobain share on the Euronext Paris regulated market during the twenty stock market trading sessions preceding the date of the decision of the Board of Directors or its delegate setting the date for the opening of the stock sales, nor less than over 20% of this average, and that the nominal amount of the shares sold with discount in favor of the members of the savings plans referred to in this resolution will be set off against the limit mentioned in paragraph 4/ above.

8/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this delegation and in particular to:

- resolve to issue Company shares,
- set the list of companies to which the aforementioned beneficiaries may subscribe the equity securities,
- resolve that the subscriptions may be carried out directly by the beneficiaries, members of a group or company savings plan, or through mutual funds or other structures or entities permitted by applicable law or regulations,
- set the conditions that the beneficiaries must satisfy,
- set the issue prices in application of this resolution,
- set the terms and conditions of subscription, in particular the subscriptions opening and closing dates,

This English-language version of the notice of meeting is a free translation of the original French-language text. In the event of a conflict of interpretation, reference should be made to the French version which is the authentic text.

- determine the characteristics of the securities to be created, and modify such characteristics, as applicable, for the lifetime of such securities,
- set, as applicable, the conditions for exercise of the rights attaching to shares and securities, and in particular set the date as from which the new shares will vest in all their rights,
- set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company's share capital or shareholders' equity, in accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,
- record or arrange for the recording of the completion of the share capital increase for the amount of equity securities that are actually subscribed and set or arrange the setting of the terms and conditions for the reduction of subscriptions in the event they exceed the amount of the issue,
- at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required to fund the legal reserve after each capital increase, and in the event of new shares are issued and granted for free as part of the contribution and/or the discount, charge, as the case may be, to the reserves, profits or issue premiums of its choice, the amount necessary to pay up said shares,
- generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued under this delegation of authority as well as in relation to the exercise of the rights attaching to such securities and amend the by-laws accordingly.

9/ Acknowledge that this delegation of authority supersedes, for the unexpired period, and cancels any unused portion of, the delegation granted in the twenty-second resolution of the Combined General Meeting of June 6, 2019.

Twenty-sixth resolution (Authorization given to the Board of Directors to reduce the share capital by canceling Company shares representing up to 10% of the capital of the Company per 24-month period). — The shareholders in Extraordinary Meeting, fulfilling the corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the statutory auditors, and in accordance with French company law, in particular Article L.22-10-62 of the French Commercial Code:

1/ Authorize the Board of Directors to reduce, on one or more occasions, the share capital by canceling Company shares purchased pursuant to the authorizations given by the General Meetings as part of share buybacks.

2/ Resolve that this authorization to the Board of Directors is valid for a period of 26 months from the date of this General Meeting.

3/ Resolve that the Board of Directors may, at its sole initiative, cancel, on one or more occasions, all or some of the Company shares purchased under Company share buyback authorizations up to a maximum of 10% of the share capital existing on the date of the transaction, during any twenty-four-month period, and to reduce the Company's share capital accordingly.

4/ Give full powers to the Board of Directors with powers to sub-delegate under the conditions set out by law to use this authorization, cancel the shares, complete the reductions in capital, deduct from the available premiums and reserves of its choice the difference between the repurchase value of the cancelled shares and the nominal value, allocate the portion of the legal reserve that has become available as a result of the capital reduction, and generally approve any agreement, take all measures, carry out all acts and formalities and amend the by-laws accordingly.

5/ Acknowledge that this delegation of authority supersedes, for the unexpired period, and cancels any unused portion of the delegation granted in the twenty-fifth resolution of the Combined General Meeting of June 6, 2019.

Twenty-seventh 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.