NOTICE OF MEETING 2023

Combined ordinary and extraordinary general meeting

THURSDAY, JUNE 8, 2023 AT 3:00 P.M. (Paris time)

AT SALLE PLEYEL – 75008 PARIS

SAINT-GOBAIN

SAINT-GOBAIN

SUMMARY

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General Meeting web page:
https://www.saint-gobain.com/en/finance/general-meeting

MESSAGE FROM

Pierre-André DE CHALENDAR

Chairman of the Board of Directors of Saint-Gobain

“SAINT-GOBAIN HAS CLEARLY SHOWN THAT IT CAN DELIVER PROFITABLE AND SUSTAINABLE GROWTH.”

Dear Shareholder,

Saint-Gobain’s record performance in 2022 – after its unprecedented achievements in 2021 – clearly validates the strategic choices we have made in recent years.

It is a source of great satisfaction for me and all the members of our Board of Directors, and will reflect on all our stakeholders.

Our performance in 2022 was all the more remarkable that it was achieved in an unsettled market environment, with rising geopolitical risks, and disorganized logistics chains.

All our financial indicators hit record levels. The Group has clearly shown that it can deliver profitable and sustainable growth. I am delighted that the sharp increase in the dividend will allow our shareholders to share in this success.

In terms of sustainability, Saint-Gobain is present in ESG stock market indices and has obtained certification, reflecting its progress in this area. Our response to social, societal, and environmental challenges and the recognition of the interests of our stakeholders are essential to enable Saint-Gobain to contribute to a low carbon economy, generate performance while using fewer resources, and foster a fairer world.

On behalf of the Board, I would like to thank all our teams around the world. The Board of Directors is very confident in the Group’s ability to successfully implement its strategic plan.

MESSAGE FROM

Benoit BAZIN

Chief Executive Officer of Saint-Gobain

“SAINT-GOBAIN IS NOW A PROFOUNDLY TRANSFORMED GROUP.”

Dear Shareholder,

Saint-Gobain achieved a remarkable financial and non-financial performance in 2022. This performance was driven by the strength of our position as a leader in sustainable construction, the flawless execution and success of our “Grow & Impact” strategic plan, our innovation capabilities, our robust country-based operating model and, of course, the talent and commitment of our teams.

The figures speak for themselves: sales up 16% from 2021 to €51.2 billion, a sharp increase in operating income to €5.3 billion, and a record margin of 10.4%.

This ability to create value is the result of the Group’s profound transformation. We now have an agile, responsive organizational structure, led by local managers in their own countries. In addition, we have made far-reaching changes to our scope of activity to strengthen our growth and profitability. Nearly one third of the Group’s scope has changed since 2018.

In 2023, Saint-Gobain is structured to face a volatile business environment where uncertainty has virtually become the norm. Saint-Gobain’s priority is to continue to demonstrate its resilience by consolidating its high operating performance level.

For Saint-Gobain, 2023 will mark another successful year with the implementation of its “Grow & Impact” priorities.

“YOUR INVOLVEMENT IN THE MEETING IS IMPORTANT TO US AT SAINT-GOBAIN AND WE SINCERELY HOPE THAT YOU WILL BE ABLE TO TAKE PART. YOU WILL FIND ALL THE INFORMATION YOU NEED TO THAT EFFECT IN THIS DOCUMENT.”

All the developments of 2022 and the Group’s outlook will be outlined in detail at the General Shareholders’ Meeting, to which we have the pleasure to invite you on behalf of Compagnie de Saint-Gobain.

The General Shareholders’ Meeting will be held at 3:00 pm on Thursday, June 8, 2023 at Salle Pleyel (Paris 8th arrondissement).

You will find all the information you need, including the presentation of all resolutions that are submitted to your approval, in this document.

Thank you in advance for your active involvement in the Group, for your trust and loyalty and for the consideration you will give to the resolutions on which you will be voting.

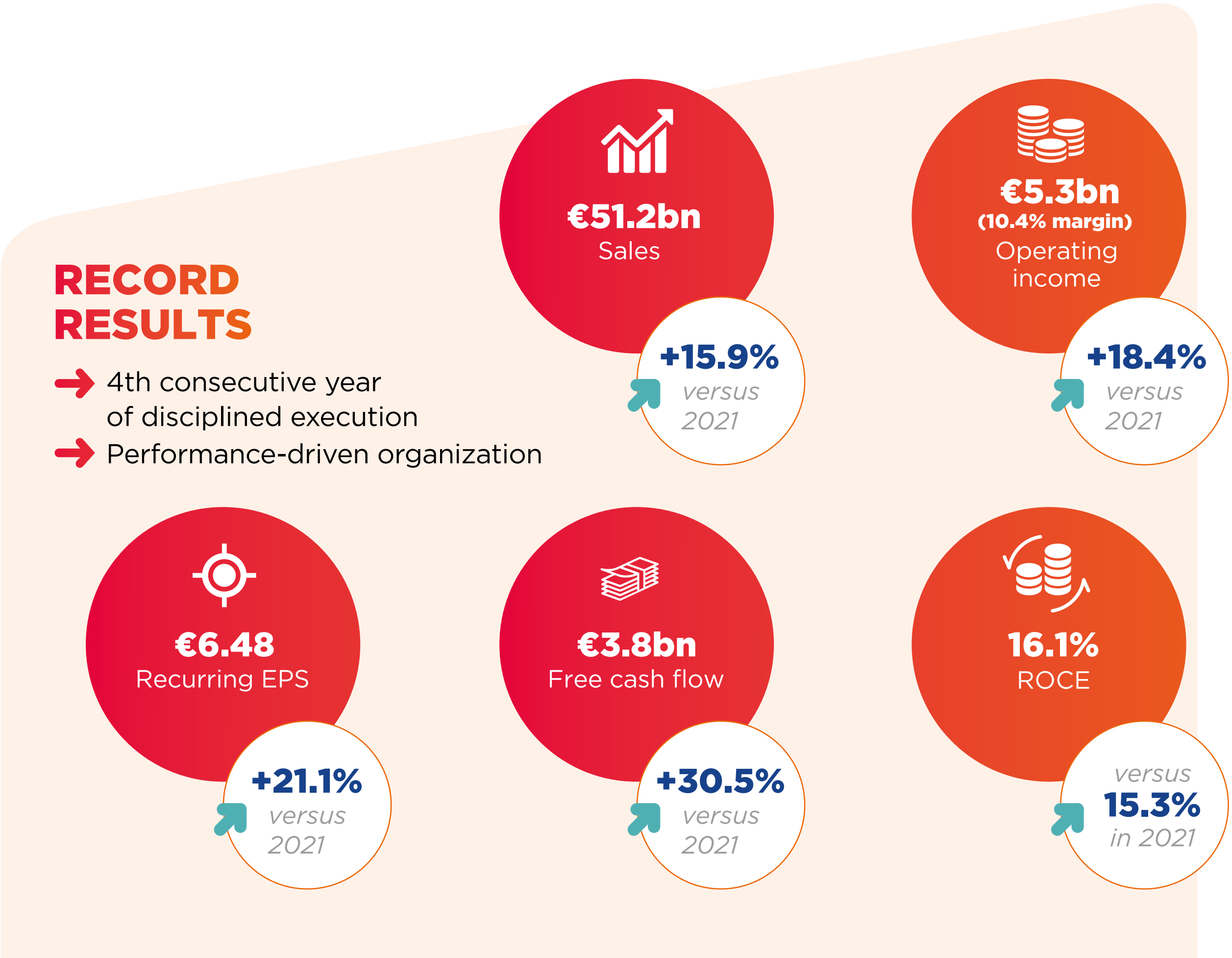
Please accept our sincerest regards.

1 FINANCIAL RESULTS, OUTLOOK AND STRATEGY

The 2022 consolidated financial statements were approved by Saint-Gobain's Board of Directors at its meeting of February 23, 2023. The consolidated financial statements were audited and certified by the statutory auditors.

1.1 RECORD 2022 RESULTS

2022 Highlights: record results



- **All financial performance indicators at a record high in 2022 (growth, operating income, margin, recurring net income, free cash flow, ROCE);**
- **Profound transformation of the Group's profile towards fast-growing markets:** one-third of sales rotated in the past four years, **increasing its exposure to North America and emerging countries** and taking **construction chemicals sales to €5.3bn;**
- **27% reduction in CO_2 emissions versus 2017** (scope 1 and 2), -5% in 2022 versus 2021;
- **Shareholder return: €1.35bn in 2022** (share buybacks and 2021 dividend). **Dividend of €2.00 (+23%)** recommended for 2022;
- **2023 outlook: further execution of the "Grow & Impact" strategy, with the operating margin to remain in the 9%-11% range.**

(in EUR million)	2021	2022	Change
Sales	44,160	51,197	+15.9%
Operating income	4,507	5,337	+18.4%
Operating margin *(in %)*	10.2%	10.4%	+20 BPS
Recurring EPS *(in EUR)*	5,35	6,48	+21.1%
Free cash flow	2,904	3,791	+30.5%
ROCE *(in %)*	15.3%	16.1%	+80 BPS

1.2 A NEW, RESILIENT GROWTH PROFILE

A – 2018-2022: years of profound transformation for the Group

- **23% increase in sales in a context of a profound change in Group structure,** with **one-third of sales** rotated since 2018: €9 billion in divestments and almost €4 billion in acquisitions;
- **Sharp improvement in the operating margin in 2022 versus 2018** (270 basis points), including a structural gain of 200 basis points in the period – **240 basis points** on a full-year basis **after the disposal of the UK distribution business** – thanks to cost savings related to the new organization and the optimization of the Group's profile;
- **Significant efficiency improvements** thanks to our new organization, reflected especially in close proximity to customers, stronger pricing power and an enhanced culture of results-driven accountability for local teams.

(in EUR million)	2018	2022	Change
Sales	41,774	51,197	+23%
Operating income	3,207	5,337	+66%
Operating margin *(in %)*	7.7%	10.4%	+270 BPS
Recurring EPS *(in EUR)*	3.18	6.48	x2
Free cash flow	1,236	3,791	x3
ROCE *(in %)*	10.7%	16.1%	+540 BPS

B – 2021-2022: successful deployment of the "Grow & Impact" strategic plan

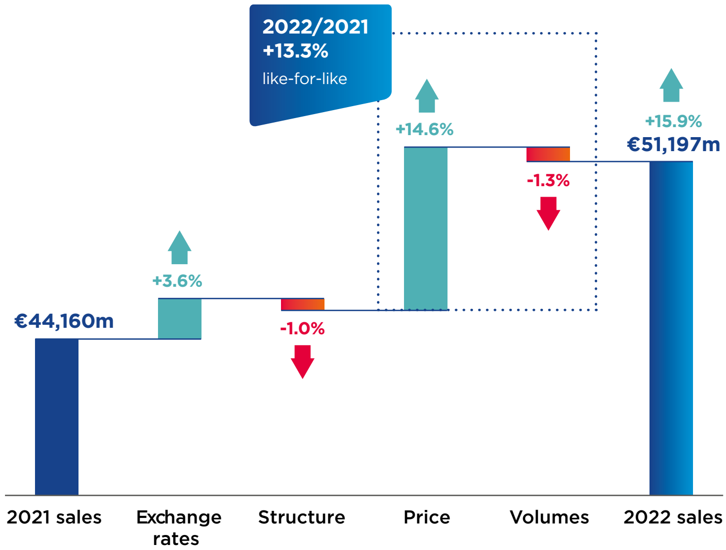
The first two years of the plan successfully met the **new financial trajectory set out in "Grow & Impact"**, with an acceleration in results, cash flow and value creation, exceeding objectives across the board:

- **Strong organic growth of 10% per annum on average** [(1)], benefiting from an unrivalled offer of sustainable solutions accounting for almost **three-quarters** of Group sales;
- **A world leader in construction chemicals, with annual sales of €5.3 billion** (pro forma basis for changes in Group structure in 2022), thanks to strong organic growth and recent acquisitions (Chryso, GCP, Impac in Mexico, Brasprefer and Matchem in Brazil, IDP Chemicals in Egypt, Best Crete in Malaysia, Choksey Chemicals in India, and Urumix in Uruguay);
- **Operating income now well-balanced between the three geographic zones** (pro forma basis for changes in Group structure in 2022): 30% in North America, 32% in Asia and emerging countries and 38% in Western Europe;
- **Record financial results**, with on average over two years: an operating margin of 10.3%, a free cash flow conversion ratio of 56% and strong value creation with a ROCE of 15.7%;
- **Record-high shareholder return**: €2.6 billion over two years through share buybacks and dividend payouts. With over €1 billion in shares bought back over two years, the Group is ahead of its €2 billion buyback target over five years (2021-2025).

(1) *Average organic growth in 2021 and 2022: +6.9% in 2021 (+13.8% for 2021/2019 divided by two) and +13.3% in 2022.*

1.3 GROUP OPERATING PERFORMANCE

A – Dynamic organic growth



Outperformance on our main markets

Structure: continued **optimization of Group profile** (divestments and acquisitions)

Exchange rates: appreciation of the US dollar, Brazilian real and other emerging country currencies

Like-for-like sales rose 13.3%. This performance – supported by **strong momentum in all our segments with double-digit organic growth in each** – was driven by the Group's worldwide leadership in light and sustainable construction.

Leveraging the added value offered by its solutions and its dynamic local organization as close to its customers as possible, Saint-Gobain was able to protect its operating margin, generating a **positive price-cost spread** over 2022 as a whole and in each half of the year, thanks to a **14.6%** price increase overall (13.8% increase in the second half against a higher comparison basis). This agility enabled the Group to effectively manage energy and raw material cost inflation, which represented about €3 billion in 2022 versus 2021.

The Group reported a slight decline in volumes, down 1.3% over the year as a whole and down 2.3% in the second half (with a negative working day effect of around 0.5% for this latter period).

On a reported basis, sales jumped **15.9%** to **€51.2 billion**, with a positive currency effect of 3.6% over the year as a whole (2.4% in the fourth quarter). The Group structure impact reduced sales by 1.0% over the year as a whole but was positive in the second half, adding 1.3% to sales.

The Group resolutely continued to optimize its profile in 2022, in terms of both divestments, with €3.8 billion in sales divested or in the process of being divested – namely distribution in the UK and Poland, glass processing and Crystals & Detectors businesses – and in terms of acquisitions, with €1.9 billion in sales acquired, mainly **GCP** Applied Technologies (GCP) in October 2022 and Impac in Mexico in April 2022 in construction chemicals, **Kaycan** in North America in August 2022 in exterior products, and Rockwool India Pvt Ltd. in February 2022 in insulation.

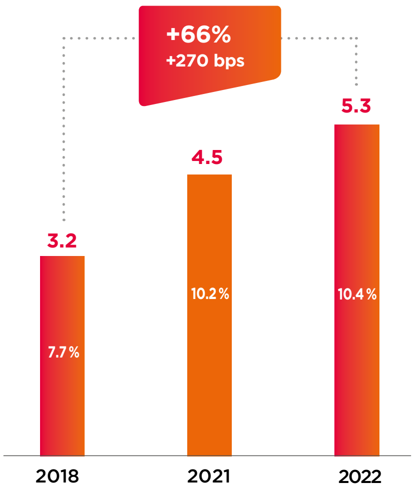
The **disposal of all remaining UK distribution brands** (around €2.7 billion in sales in 2022) **will be finalized by the end of March 2023**.

The integration of recent acquisitions is proceeding seamlessly, and all synergies have been confirmed and are being put in place:

- **Chryso**: 20% growth in sales and €100 million in EBITDA for 2022, maintaining an industry-leading EBITDA margin;
- **Kaycan**: USD 84 million in EBITDA for 2022 as a whole;
- **GCP**: EBITDA forecast at USD 170 million in 2023 for the first full year.

B – Record operating income and record margin for the second consecutive year

(€Bn and %)



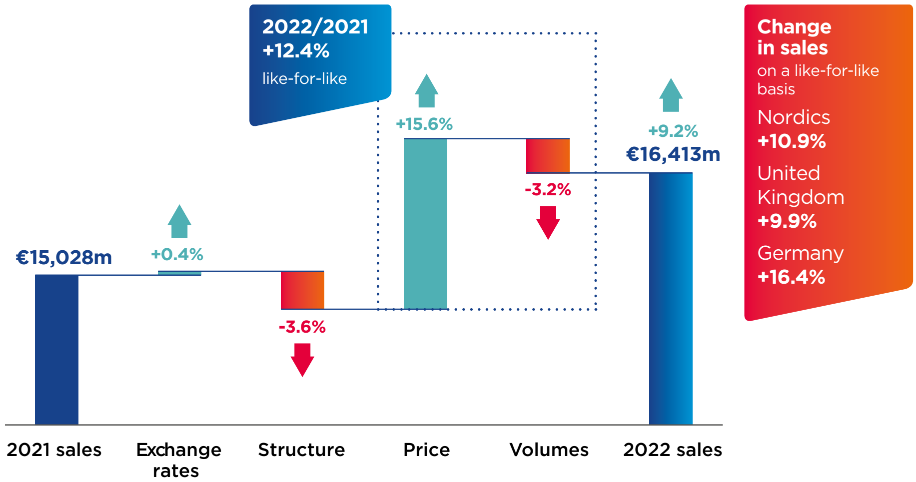
- Sharp rise in operating income since 2018: up 14% per year on average
- Record double-digit margin for the second consecutive year
- Improvement in the operating margin: +270 bps versus 2018
- Sound management of the price/cost spread

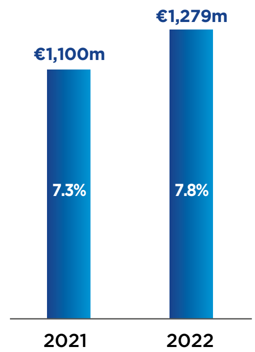
Operating income rose sharply to **a new record high of €5,337 million, up 18.4%** as reported versus 2021 and up 13.3% at constant exchange rates (up 11.7% like-for-like). Operating income is 66% higher than in 2018.

The Group's **operating margin** hit a new record high, at **10.4% in 2022** (versus 10.2% in 2021), representing an increase of 270 basis points since the launch of the Group's transformation at the end of 2018.

1.4 SEGMENT PERFORMANCE (LIKE-FOR-LIKE SALES)

A – Northern Europe: good growth in sales driven by renovation; record operating margin





SALES *(€M)*

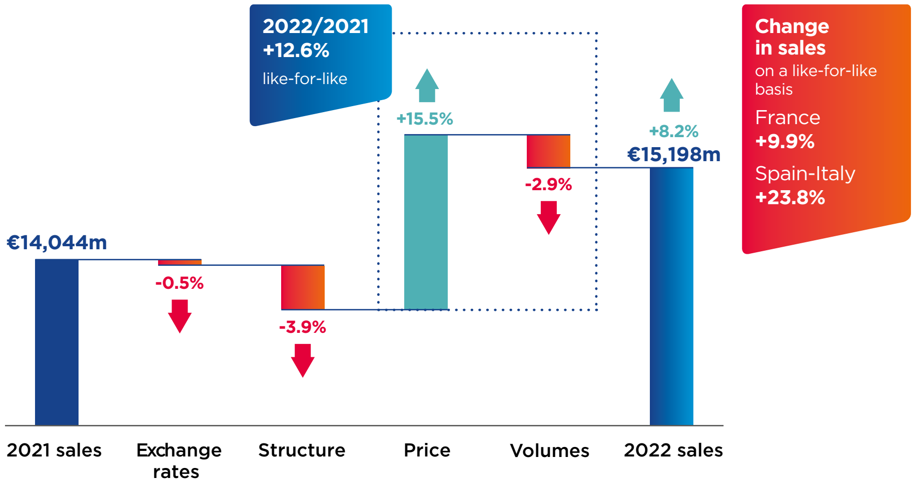
OPERATING INCOME *(€M)* AND MARGIN *(%)*

Northern Europe was up 12.4% in the year against a strong inflationary backdrop, with a slight decrease in volumes amid a slowdown in new construction. Renovation remained at a good level, supported by stimulus measures and stricter energy performance regulations. The Region's operating margin came in at a new record high of 7.8% (versus 5.6% in 2018), thanks to an optimized business profile and sound management of the price-cost spread.

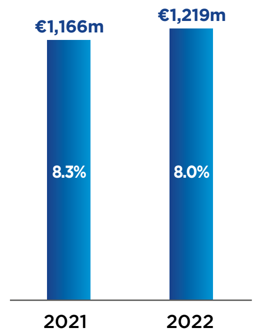
Nordic countries outperformed their market thanks to their successful presence across the entire construction value chain. Trade professionals continued to see full order books. Our Fredrikstad factory in Norway, the world's first carbon-neutral plasterboard plant, will start production by the end of first-half 2023. **The UK** put in a satisfactory performance amid a more pronounced slowdown in the market in both new construction and renovation. The country has been very active in optimizing its portfolio, with about €3.4 billion in sales divested or in the process of being divested (all distribution brands and glass processing) over the past two years.

In Germany, where the market slowed in the second half owing to fears regarding inflation and the energy supply, the Group benefited from its solid positions in energy efficiency renovation. Despite a slowdown in the second half, **Eastern Europe** posted an excellent performance in 2022 – led by Poland and Romania – benefiting from its leadership positions. A renewable electricity supply agreement has been signed in Poland which will cover around 45% of Saint-Gobain Poland's electricity needs from 2025.

B – Southern Europe – Middle East & Africa: good sales growth driven by renovation; very good margin level



SALES *(€M)*



OPERATING INCOME *(€M)*
AND MARGIN *(%)*

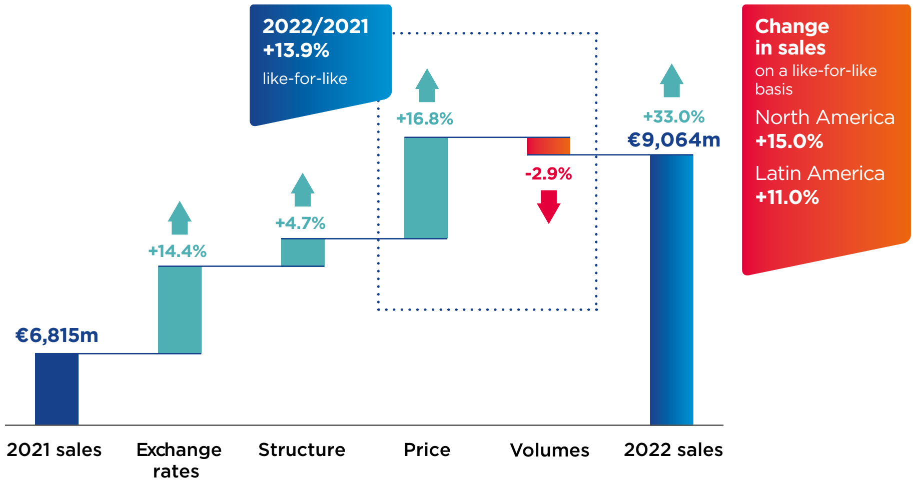
Sales in Southern Europe – Middle East & Africa were up by 12.6% in a strongly inflationary environment, with volumes down slightly over the year on the back of a slowdown in new construction. Note that the Region delivered a good fourth-quarter performance with stable volumes, thanks to its continued outperformance on the more resilient renovation market, where demand was driven by stricter regulations, government stimulus measures and faster payback for energy efficiency renovation projects. Operating income hit a new record high with an operating margin of 8.0% (versus 4.6% in 2018), thanks to a highly optimized post-transformation profile, good management of the price-cost spread, productivity gains and a tight rein on costs.

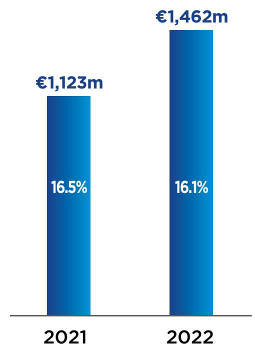
In **France**, the Group strengthened its presence on the renovation market, where trade professionals continue to see healthy order books – thanks mainly to a favorable regulatory environment, public building programs and household stimulus packages (MaPrimeRenov').

Saint-Gobain's presence across the entire value chain – the market's first low-carbon glass solutions, digital apps for customers, a focus on collection and recycling, training centers for trade professionals – confirms the Group's position as undisputed leader in energy efficiency renovation.

Spain and **Italy** delivered robust growth with a further increase in volumes, thanks to their commercial organization by sales channel and range of light and sustainable construction solutions. **Benelux** held firm in a more difficult market and benefited from the development of innovative solutions improving our clients' productivity. **Middle East and Africa** continued to see robust growth, benefiting from the opening of three new construction chemicals plants (Kenya, South Africa, Oman) and by upbeat markets, particularly in the Gulf States and Egypt.

C – Americas: good sales growth driven by comprehensive light construction solutions; robust margin





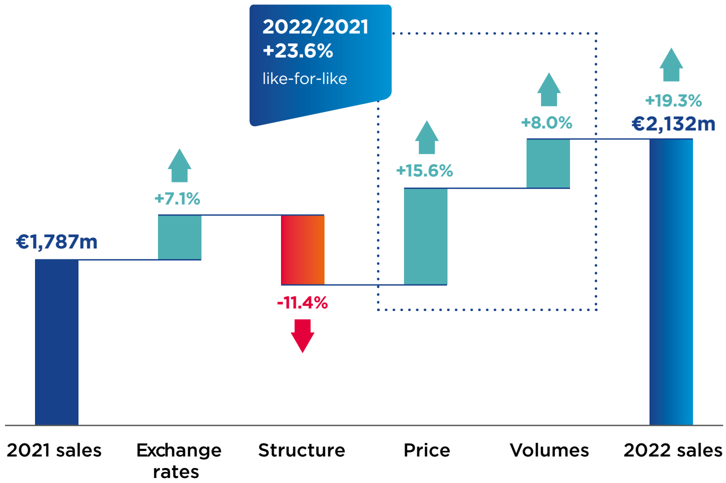
SALES *(€M)*

OPERATING INCOME *(€M)* **AND MARGIN** *(%)*

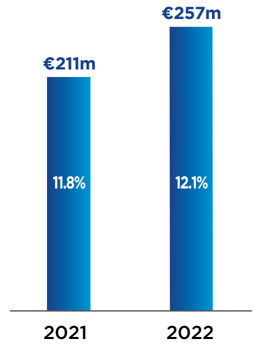
The Americas Region delivered 13.9% organic growth, despite a slowdown in new construction in the second half of the year. Operating income for the Region hit a new record high of €1.5 billion with a 30% increase in absolute terms; the US now represents the Group's biggest market in terms of operating income. The Region achieved an operating margin of 16.1% (versus 11.2% in 2018), supported by good momentum from recent acquisitions, cost and sales synergies and a clear positive raw material and energy price-cost spread.

- **North America** progressed by 15.0%, driven by the development of a comprehensive range of solutions, by good momentum in light construction solutions, and by a strong presence in renovation. 2022 saw the launch of MaxPro, a new blowing wool to insulate attics. Although new construction slowed, the structural need for more housing, as well as the number of construction projects currently in progress, should help limit the slowdown. Our teams made good progress on the integration of Kaycan and of GCP's specialty construction materials business (waterproofing membranes), helping to speed up implementation of the expected synergies, confirm the sales development opportunities and reinforce Saint-Gobain's leading position in construction materials in North America. After a renewable wind farm energy supply agreement executed in 2021, in 2022 the Group signed a new contract based on solar energy: together these agreements will cover over 60% of Saint-Gobain's electricity needs in North America by the end of 2024.
- **Latin America** reported 11.0% growth in a macroeconomic environment that remains challenging in Brazil. Growth in all countries of the Region was supported by higher sales prices, an enriched offer and mix, and a geographic footprint and product range enhanced by bolt-on acquisitions country-by-country in construction chemicals (Impac in Mexico, Brasprefer in Brazil in waterproofing, and Urumix in Uruguay – Saint-Gobain's first facility in the country) and in insulation (Termica San Luis in Argentina).

D – Asia-Pacific: strong sales growth and record margin



SALES *(€M)*

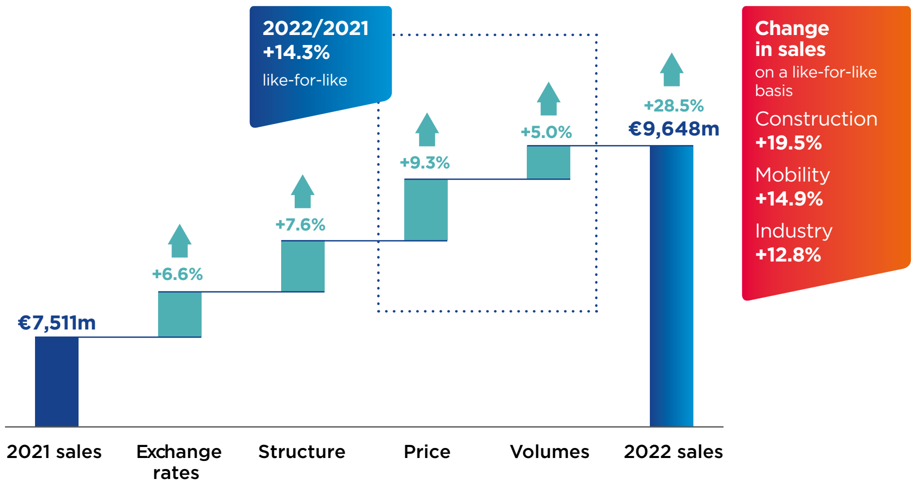


OPERATING INCOME *(€M)* AND MARGIN *(%)*

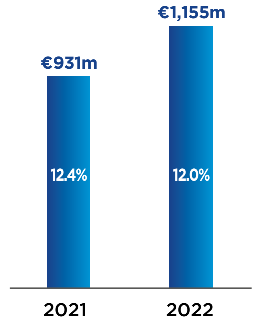
The Asia-Pacific Region reported 23.6% organic growth, led by India and South-East Asia. The operating margin came in at an annual record high of 12.1% (compared to 10.4% in 2018), supported by good momentum in volumes and by a positive raw material and energy price-cost spread.

India delivered an excellent performance in 2022, thanks to further market share gains and an innovative, integrated range of solutions rolled out to new customers. Around 85 "MyHome by Saint-Gobain" showrooms presenting our range of solutions to a new consumer market will soon be operational in the country. To remain in step with market growth, Saint-Gobain has inaugurated a new plasterboard plant which will be powered by biomass in 2024, continued to expand in construction chemicals and made preparations for the opening of its sixth float glass plant in 2023. The successful integration of Rockwool India Pvt. Ltd. (stone wool insulation) and the definitive agreement to acquire U.P. Twiga Fiberglass Ltd. (glass wool insulation) complete the Group's leading positions in façade and interior solutions. Despite disruptions owing to the health situation, **China** posted moderate growth mainly driven by prices, benefiting from its distinctive positioning on the growing light construction and renovation markets. In **South-East Asia**, the Group continues to enjoy a strong growth dynamic and to outperform the market – particularly in Vietnam and Malaysia – supported by a diversified offering in construction chemicals with two new production lines opened in 2022 (Vietnam and Philippines). In addition, the acquisition of Best Crete in Malaysia at the end of the year enhances our resin-based flooring solutions.

E – High Performance Solutions (HPS): acceleration in sales growth



SALES *(€M)*



OPERATING INCOME *(€M)*
AND MARGIN *(%)*

HPS sales were up by 14.3%, benefiting from an acceleration in prices in the second half and from good volume growth (up 5.0% in 2022), thanks mainly to the recovery in automotive in Europe in the second half. The operating margin came in at 12.0%, down slightly year-on-year owing to a negative mix effect and to the gradual catch-up in prices in Mobility in a strongly inflationary environment.

- Businesses serving **global construction customers** achieved record sales and outperformed the market with 19.5% growth. They continued to benefit from upbeat trends in textile solutions for external thermal insulation systems (ETICS). The very strong trends in Chryso sales and results continued, driven by decarbonization in the construction sector, growth capex (fifth additives plant in India) and targeted acquisitions (Matchem in Brazil, IDP Chemicals in Egypt). The new Construction Chemicals organization integrating GCP has been in place since October 1, 2022 and will help to accelerate implementation of the expected synergies.
- The **Mobility** business saw sales progress 14.9% over the year, with an acceleration in the second half at 24.4%, supported by both a gradual catch-up in sales prices and by a rebound in volumes. The business continued to enjoy upbeat momentum in the Americas, India and China. Thanks to its technological lead in solutions for electric vehicles – which accounted for 30% of our sales at the end of the year – and to its high value-added solutions, the Mobility business continues to outperform the automotive market.
- Businesses serving **Industry** grew 12.8%, supported by activities relating to investment cycles such as ceramics, which benefited from strong demand for innovation in specialty materials and new decarbonization technologies. Against this backdrop, Valoref, a pioneer in ceramic recycling in Europe, increased its sales by almost 50% in 2022 by expanding its operations internationally into India and China, and is now targeting North America.

1.5 FINANCIAL RESULTS

A – Record EBITDA for the second consecutive year

(in EUR million)	2021	2022	2022/2021
Operating income	**4,507**	**5,337**	**+18.4%**
Non-operating costs	(239)	(262)	
Capital gains (losses) and impact resulting from changes in Group structure	(67)	(85)	
Asset write-downs and other	(265)	(408)	
Business income	3,936	4,582	
Operating income	**4,507**	**5,337**	
Operating depreciation and amortization	1,934	2,048	
Non-operating costs	(239)	(262)	
EBITDA	**6,202**	**7,123**	**+14.9%**

EBITDA climbed 15% to a **new record high of €7,123 million** (up 53% compared to 2018). EBITDA includes €262 million in non-operating costs.

The net balance of capital gains and losses on disposals, asset write-downs and the impact of changes in Group structure represented an expense of €493 million (versus an expense of €332 million in 2021). It reflects €292 million in asset write-downs mainly relating to disposals (UK distribution in particular), €116 million in Purchase Price Allocation (PPA) intangible amortization, and €85 million in disposal losses and impacts relating to changes in Group structure.

B – Record recurring net income for the second consecutive year

(in EUR million)	2021	2022	2022/2021
BUSINESS INCOME	**3,936**	**4,582**	
Net financial expense	(408)	(405)	
Income tax	(919)	(1,082)	
NET ATTRIBUTABLE INCOME	**2,521**	**3,003**	
RECURRING NET INCOME	**2,815**	**3,335**	**+18.5%**
Recurring EPS *(in EUR)*	**5.35**	**6.48**	**+21.1%**

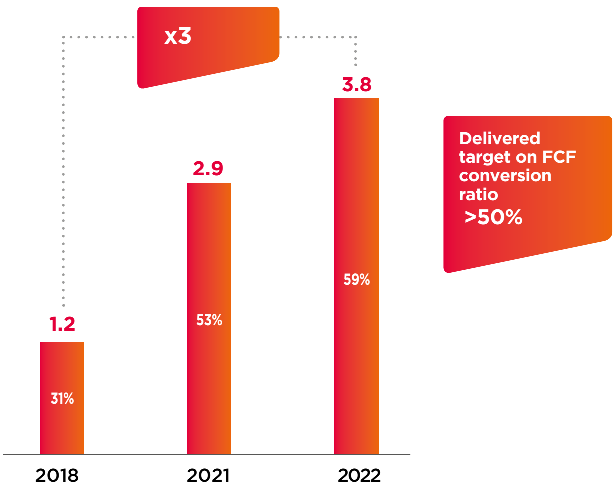
Recurring net income hit a new record high of €3,335 million (up 18%). The tax rate on recurring net income was 25%.

Capital expenditure totaled €1,940 million (up 22%), driven by a 61% increase in growth capex, of which almost 70% was in North America and emerging countries. Capital expenditure represented 3.8% of sales in 2022.

The Group opened **17 new plants and production lines to bolster its leading positions on the fast-growing markets of construction chemicals and light construction**, particularly in Asia (India, Philippines, Vietnam, China), Africa and the Middle East (Kenya, Zimbabwe, Oman), Latin America (Mexico, Brazil) and Europe (Czech Republic with a 3D printing site, Poland).

C – Record free cash flow generation

FREE CASH FLOW IN €BN AND CONVERSION RATIO IN %



- Deep-rooted **cash culture:** three-fold increase in free cash flow vs. 2018 (+31% vs. 2021)
- **Reduction in OWCR*** of **14 days'** sales vs. 2018 (-2 days vs. 2021)
- **Optimization of maintenance CAPEX,** total CAPEX in line with the objective of between 3.5% and 4.5% of sales (3.8% in 2022)

** OWCR: Operating Working Capital Requirement.*

Free cash flow came in at a record €3,791 million – a rise of 31% and a three-fold increase compared to 2018 – with a **free cash flow conversion ratio of 59%** (versus 53% in 2021 and 31% in 2018). This reflects strong growth in EBITDA and very good management of operating working capital requirement (WCR), which represented 15 days' sales at end-December 2022 compared to 17 days' sales at end-December 2021.

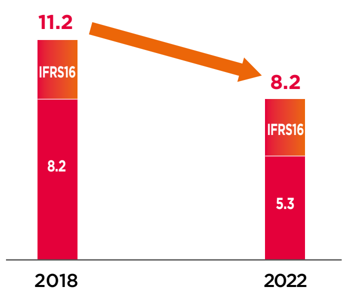
ROCE hit a new all-time high of 16.1% (versus 15.3% in 2021 and 10.7% in 2018), resulting in strong value creation for our shareholders, exceeding or meeting the 12%-15% objective in all our segments.

Investments in securities of controlled companies net of debt acquired totaled **€3,684 million** (versus €1,319 million in 2021), primarily reflecting the acquisition of GCP in construction chemicals – but also Impac in Mexico, Matchem and Brasprefer in Brazil, Urumix in Uruguay, and IDP Chemicals in Egypt – as well as Kaycan in exterior products in North America and Rockwool India Pvt Ltd. in insulation in India. In total, acquisitions made by the Group in 2022 represent approximately €1.9 billion in full-year sales and approximately €300 million in EBITDA.

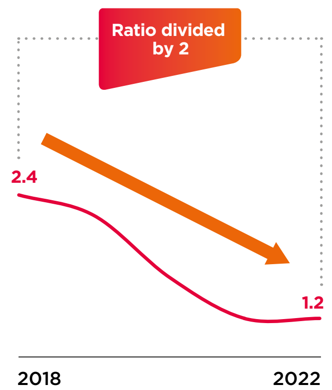
Divestments totaled €501 million, corresponding essentially to the sale of specialized distribution activities in the UK, Crystals & Detectors and ceramics for the steel market.

D – Balance sheet further strengthened, and ratings and outlook upgraded by rating agencies

NET DEBT *(€bn)*



NET DEBT/EBITDA



Net debt/EBITDA at 1.2x for the second consecutive year, exceeding objectives (1.5x to 2.0x)

Net debt was €8.2 billion. Net debt as a percentage of consolidated equity was stable at 35% at December 31, 2022. The net debt to EBITDA ratio also remained stable year-on-year at 1.2, half its end-2018 level.

1.6 ATTRACTIVE SHAREHOLDER RETURN POLICY

In 2022, Saint-Gobain returned a record €1.35 billion to its shareholders, representing a total yield of 5.8% based on its closing share price at December 31, 2022 (€45.65):

- Around **€835 million was paid by the Group to its shareholders in respect of the dividend** for 2021;
- **€520 million was allocated for share buybacks** in 2022 (net of offsetting employee share creation) in order to reduce the number of shares outstanding to 511 million at December 31, 2022 from 521 million at December 31, 2021.

In 2023, the Group **plans to return over €1.4 billion in total to shareholders**:

- At its meeting on February 23, 2023, Saint-Gobain's Board of Directors decided to recommend to the Shareholders' Meeting on June 8, 2023 a cash **dividend up 23% to €2.00 per share** for 2022 (versus €1.63 in 2021). This dividend represents **31% of recurring net income**. The ex-dividend date has been set at June 12 and the dividend will be paid on June 14, 2023;
- **The Group will allocate at least €400 million for share buybacks in 2023** (net of offsetting employee share creation) – in order to further reduce the number of its outstanding shares – in line with the objectives set out in its "Grow & Impact" plan.

1.7 ENVIRONMENT, SOCIAL, GOVERNANCE (ESG) PERFORMANCE

For Saint-Gobain, **sustainable growth** is conceived within its ecosystem, in other words, taking into account the interests of all its stakeholders. The Group's ambition is to pursue a **long-term** development trajectory that integrates both the **financial performance** and shareholder value objective as well as the Group's **Corporate Social Responsibility** (CSR).

CSR is a **cross-functional priority** and is therefore an **integral part of Saint-Gobain's business model**, permeating all of its activities.

By making its model evolving, improving its organization and industrial processes, and bringing to market innovative solutions mixing performance and sustainability, the Group is contributing to **three long-term ambitions**:

- **a decarbonated home**;
- **more performance with less**;
- **a better living for all**.

1.7.1 A DECARBONATED HOME

Climate strategy

Faced with the **challenge of climate change** and the risks associated with it, the global goal is to promote the emergence of a just and sustainable economy that will make it possible to limit global warming to below 1.5°C, in order to achieve the ambition of the Paris Agreement.

Saint-Gobain's strategy is aligned with this objective. It is part of a **deliberately collective approach**; indeed, the fight against climate change requires the **cooperation of all stakeholders** – in particular states, businesses and civil society – around a demanding international framework. In September 2019, the Group responded to a call for action issued by a broad coalition of business leaders, civil society representatives and United Nations leaders to make its contribution to the fight against climate change.

For Saint-Gobain, the Group's climate strategy involves a dual commitment:

- **maximizing its positive contribution across its value chain** by helping its customers reduce their greenhouse gas emissions through the use of its solutions;
- **minimizing its own footprint** on human beings and the environment by reducing the carbon impact of its operations.

The Group has therefore implemented its **CO_2 roadmap** to help achieve carbon neutrality **by 2050**. This approach incorporates its **targets for 2030**.

Construction alone accounts for nearly 40% of annual CO_2 emissions worldwide, two-thirds of which comes from the operation of buildings, while the remaining one-third comes from new construction and the emissions contained in the products and materials used. The **transition of the construction sector towards carbon neutrality** is therefore essential in the fight against climate change. With its unique position in the value chain, Saint-Gobain, which aspires to be the **world leader in sustainable construction**, is ideally placed to have a significant impact and contribute to the objective of decarbonization.

The **new Group's organizational structure**, which is based on a unique combination of local and global, plays a major role in its ability to contribute to the decarbonization of the economy. At the **local level**, taking action as close as possible to the regions (countries, districts, urban communities) makes it possible to rely on resilient local ecosystems that are more favorable to the development of a "low-carbon" economy. Saint-Gobain is also involved in **regional or global dynamics**, especially in terms of energy-efficient building renovation and the development of light construction.

Vision for 2050

Reduce the carbon footprint throughout the life cycle

Solutions are already available to decarbonize two-thirds of the construction sector's greenhouse gas emissions. In general, Saint-Gobain is innovating to **develop solutions that reduce the carbon footprint of buildings** throughout their life cycle:

- the Group **designs, produces and distributes solutions** that provide benefits during the operation of buildings, **by promoting energy efficiency and CO_2 emissions avoidance**. These solutions, which are the result of Saint-Gobain's innovation, are subject to performance evaluations;
- the Group offers **solutions with low-carbon content**, through the **reduction of emissions in its operations** (scope 1 and 2) and **emissions linked to its value chain** (scope 3), enabling its clients to reduce the carbon embedded in the construction of buildings.

The two criteria of energy efficiency and reduction of the carbon footprint of products are incorporated into the **methodology for evaluating the Group's sustainable solutions**. A standard method has been deployed in the organization, which is adapted to local markets and circumstances to identify the most relevant solutions and measure the provided benefits. The impacts of the solutions are assessed across the entire value chain and for the main stakeholders involved, right through to the end user. In 2020, Saint-Gobain estimated that nearly 1,300 million metric tons of emissions were avoided over the lifespan of the solutions produced and sold in one year. The updated methodology is available to all stakeholders on Saint-Gobain's website. This calculation has been reviewed by an independent third party.

Saint-Gobain is also committed to **promoting life cycle assessments** (LCA) to better understand and control the environmental impacts of its products. These analyses are useful for guiding innovation, better informing customers and responding to growing market demand for greater transparency. Saint-Gobain is committed to ensuring that, by 2030, 100% of the Group's industrial sales will be generated by products covered by verified LCAs or EPDs (environmental product declarations). By the end of 2022, 47.9% of industrial sales is generated by products covered by verified LCAs or EPDs, a significant increase compared to 2021 (29.1%).

Allocating the Group's financial resources to innovate and support the decarbonization objective

In order to achieve carbon neutrality (scopes 1, 2 and 3) for its activities by 2050, Saint-Gobain wants to develop zero-emission productions for scope 1 and 2 as quickly as possible.

For example, in May 2021, the Group announced an investment of €25 million in its plasterboard plant at Fredrikstad, Norway, to increase its production capacity by around 40% and make its plant the first zero-carbon emissions production site in scope 1 and 2 in the world. Saint-Gobain receives a grant from the Norwegian government agency Enova; the new facilities will be operational by the end of the first half of 2023. In June 2022, Saint-Gobain announced that it is investing in a second zero emission scope 1 and 2 plasterboard production plant near Montreal, Canada. After an investment of approximately CAD 90 million, this site will be operational in 2024.

In addition, Saint-Gobain has become the first manufacturer to produce flat glass in a low-carbon way in Aniche (France). This technical feat was achieved by using 100% recycled glass, biogas and carbon-free electricity.

In 2022, Saint-Gobain Glass launched the marketing of the world's first low-carbon glass, Oraé. The carbon footprint of Oraé is 40% lower than the European average for Saint-Gobain clear glass. Oraé is combined with the most efficient thin-film glazing in order to reduce both the carbon footprint of the product and carbon emissions during use.

Investments are also being made in the rapid development of solutions for **light construction**, which is also one of the major levers for decarbonizing construction. Unlike traditional construction with solid, load-bearing walls (bricks, cement, etc.), light construction consists of producing a frame made of wood, metal, concrete, or a combination of these materials to which light façade systems and non-load-bearing interior partitions are attached. This type of construction, partially or fully carried out on site or prefabricated, reduces the environmental impact of construction and optimizes resource consumption while ensuring superior performance.

The carbon roadmap is supported by a **CAPEX and R&D investment plan of at least €100 million per year until 2030**. In 2022, nearly twice as much – €191 million in CAPEX and R&D – was effectively invested in connection with the carbon roadmap.

Saint-Gobain has also set an **internal carbon price** to speed up the transition to low-carbon technologies. This approach enables the current or potential impact of a regulatory carbon price on the Group's activities to be assessed, opportunities for growth in low-carbon sectors to be identified, investments in manufacturing and R&D to be refocused, and actions to reduce CO_2 emissions to be ranked. This applies to industrial investments, energy-related investments, R&D investments in breakthrough technology, but also to significant acquisitions.

Adopt an ecosystem approach

Finally, **Saint-Gobain is working with all its stakeholders to accelerate the fair transition to a low-carbon economy**. The Group supports the implementation of **ambitious political frameworks** to remove technical and financial obstacles and accelerate the transition to a low-carbon economy. The recovery plans initiated by governments are an opportunity to combine the fight against climate change with economic development actions - for example, through initiatives that promote building renovation and energy efficiency.

2030 roadmap

The "carbon 2030" roadmap represents **the Group's action plan to achieve the CO_2 emissions reduction targets** validated by the Science Based Targets initiative (SBTi), which considers them to be aligned with Saint-Gobain's net zero carbon commitment.

The Group's CO_2 emissions are evaluated at 9.8 million tonnes for scope 1 and 2 in 2022 and at 21.3 million tonnes for scope 3 at the end of 2021.

In 2020, SBTi validated **Saint-Gobain's 2030 targets**: 8.4 million tonnes of CO_2 for scope 1 and 2 in 2030, i.e., a 33% reduction in absolute terms between 2017 and 2030 and a 16% reduction in scope 3 over the same period. By the end of 2022, the Group had reduced its emissions by 27% on scope 1 and 2. To achieve these objectives, a 2030 roadmap has been deployed.

The scope 1 and 2 of Saint-Gobain's activities is concentrated on three main sources:

- fossil fuels;
- emissions from raw materials during industrial processes;
- electricity.

To reach its 2030 objectives and contribute in the long run to carbon neutrality by 2050, Saint-Gobain acts on three main levers:

- transition towards productions contributing to carbon neutrality;
- consumption of decarbonized energy;
- evolution of raw material compositions, notably to include more recycled materials.

The success of this roadmap requires the involvement of everyone and a change of mentality. Carbon reduction objectives are included in all operational processes. This is reflected in particular in the "World Class Manufacturing" program for **ongoing productivity efforts**, in purchasing energy that include securing **supplies of decarbonized energy** (renewable electricity or biogas, for example), and increased **use of recycled materials**, involving the development channels in all countries.

To ensure the transition towards productions contributing to carbon neutrality, Saint-Gobain relies on its R&D teams to develop its industrial processes. Since 2021, programs and demonstrators have been set up for most of the Group's businesses, including gypsum, glass, and insulation.

Each country defines its own roadmap, with targets at its level and for which it is responsible. Each year's financial budget includes an assessment of carbon emission reductions based on planned investments.

Scope 3 emissions are indirect emissions that are generated in a company's value chain. Given the complexity of the value chains, the assessment of emissions is a challenge and the improvement of data quality is essential in the context of the commitment towards contributing to carbon neutrality in the sector. For this reason, Saint-Gobain's updated scope 3 emissions assessment in 2021 has been accompanied by a more specific assessment of emissions factors and a more granular analysis of impacts on the three most significant categories:

- purchases of raw materials (category 1);
- transport and logistics (categories 4 and 9);
- purchases related to trade activities (category 1).

Thus, in 2021, the Group's scope 3 is estimated at 21.3 Mteq CO_2 compared with the 2017 base used to validate the 2030 targets by SBTi (17.3 Mteq CO_2). Saint-Gobain publishes its emissions by scope 3 emissions category in the "CDP Climate" questionnaire (Climate Disclosure Project).

In line with its commitment to contribute to the carbon neutrality by 2050 and the objective of reducing its scope 3 emissions by 16% by 2030 – validated by SBTi – compared with 2017, the Group will continue its efforts to increase transparency and improve the assessment of impacts on its value chain through the mobilization of its teams and in collaboration with its suppliers.

Saint-Gobain has implemented digital tools to make assessment of scope 3 more reliable. The methods used to assess carbon emissions and integrate emission factors have been the subject of global coordination. The scope 3 program involves suppliers in negotiations conducted by the trade and non-trade purchasing teams.

In 2022, the top 200 carbon emitters among the Group's suppliers of raw materials were identified. A dialogue is being conducted to assess their short-, medium- and long-term emission reduction plans and targets, which the Group is compelling them to have validated by SBTi.

1.7.2 MORE PERFORMANCE WITH LESS

The construction sector alone accounts for nearly 40% of global resource consumption. Saint-Gobain wishes to contribute to the performance of its ecosystem by reducing its footprint in order to **reduce the pressure on non-renewable resources and allow the regeneration of natural capital**.

The circular economy is a model that contributes to this objective. Combined with an efficient and reasoned use of resources, circular economy makes it possible to face the evolutions of society such as urbanization or demographic changes. A successful transition towards the circular economy will make it possible to offer solutions and services over the long term which take into account environmental, social and societal expectations and which balance well-being, sustainability and performance for stakeholders. **Moving towards greater circularity in the economy generates positive effects on other environmental issues**, such as reducing pollution, protecting biodiversity and accelerating the decarbonization of the economy.

Saint-Gobain is actively and collaboratively involved in discussions on the evolution of construction methods towards light construction solutions that use **fewer raw materials for at least the same performance**. In this way, the Group is participating in the transformation of the sector towards more sustainable construction in all the countries where it operates.

Saint-Gobain's strategy for a transition towards a circular economy is based on **four main areas**:

- optimizing processes and solutions: **generate a minimum of non-recovered waste in production and in the value chain**, with particular attention to the impact of use;
- the circular management of the supply chain and operations: elaborate more efficient production processes in terms of resources by ensuring that **the use of non-renewable natural resources is replaced or limited**, **sourcing responsibly managed renewable resources** and **limiting the final waste** from production;
- the recovery of resources after the use of products: **create recycling channels** by initiating or participating in initiatives with all stakeholders to promote the recovery and recycling of construction materials or materials from the industrial markets in which the Group operates;
- a range of solutions that optimize the use of natural and renewable resources: by **ensuring the recyclability of products and encouraging the integration of recycled materials throughout the product life cycle** (including end-of-life management), but also by integrating the extension of the product's useful life or the increase of the utilization rate of products in the offers, for example by encouraging the modularity of buildings, anticipating dismantling for optimum recycling or reuse of materials, but also by involving the stakeholders (through information and training of customers).

While responsible resources management is the subject of a Group-wide policy, action plans for the transition to a circular economy are highly dependent on countries, the maturity of stakeholders and local logistics. Approaches are therefore deployed by country and by activity in order to involve the various sectors in an optimal way.

1.7.3 A BETTER LIVING FOR ALL

Values shared with stakeholders

Saint-Gobain bases its development on its corporate purpose (*Making the world a better home*) and on strong values embodied in **nine Principles of Conduct and Action**, which constitute a true code of ethics. Formalized in 2003, translated into 31 languages, and distributed to all employees, these principles constitute an ethical reference applicable in action. They are a condition of belonging to Saint-Gobain. The Principles of Conduct and Action define the values and rules applicable to all Group entities and employees, across all employment contract types (permanent contracts, fixed-term contracts and temporary workers), and also to their subcontractors and suppliers. This applies in particular to compliance policies, the human rights policy, the environmental, health, and safety charter, the purchasing and suppliers' charters of the responsible purchasing program, and the diversity policy.

In an environment where supply chains are becoming more complex, and where the collective awareness of the impacts of purchasing on stakeholders is growing, the responsible purchasing program aims to integrate ethical requirements into the purchasing process, both for suppliers, based on the supplier charter, and for buyers, by applying the buyer charter. It helps manage and reduce the environmental, social and societal risks associated with Saint-Gobain's supply chains.

A healthy and engaging work environment

These values form the basis of Saint-Gobain's **human resources policy**, which ensures **the provision of an environment that is conducive to the employee's professional and personal growth**, balancing job-related performance with their well-being. The Group's objective is to allow for rapid adaptation of the organization and, in particular, careful management of changes in skills requirements, support for employees in the face of major transformations, as well as attraction and retention of talent.

The **employee satisfaction** survey carried out each year has enabled us to measure continued progress in the already very positive employees' perception of this new leadership style (recommendation rate increased from 85% to 86% between 2021 and 2022). 80% of Group employees feel involved in setting their objectives, 81% have confidence in management and 87% recognize that their manager promotes teamwork and collaboration.

Saint-Gobain also submits its human resources practices each year to the Top Employers Institute, an independent organization that evaluates the HR and ethical performance of organizations on the basis of an evaluation questionnaire followed by audits. This is the eighth year in a row that the Group has been ranked among the 15 companies recognized worldwide. Saint-Gobain is also recognized as a Top Employer locally in 40 countries, which corresponds to more than 89% of the Group's employees.

Diversifying its teams ensures that Saint-Gobain is in tune with the world around it and understand its challenges, to be enriched by different skills and experience, while developing its capacity to innovate. To **meet its diversity and inclusion targets**, the Group is working to **create an environment conducive to fairness and equality**, crucial to employees' professional growth, while fostering training and the cohesion of high-performance operational teams. The main drivers of this strategy are managers leading by example and the policy of equal treatment in the fields of recruitment, vocational training and compensation. Everywhere it operates, Saint-Gobain undertakes to promote inclusion and diversity in all its forms: gender, nationalities, training, career paths, generational diversity, disabilities and ethnic and social origins.

Health and safety across the entire value chain

The health and safety of employees are absolute priorities that Saint-Gobain makes central to its corporate culture. It is important for everyone to participate in their own health and safety, and those of all of their colleagues. In 2013, Saint-Gobain adopted a policy in this area, and updated it in early 2022. It sets out the guidelines for action to **protect the health and promote the well-being of its employees, customers and suppliers, users of its products, as well as residents living near its sites**.

Saint-Gobain ensures that all employees on its sites, including temporary workers and subcontractors, have safe working conditions and environments by identifying, reducing and controlling risks.

At the highest level, the management has demonstrated its involvement in the development of a culture of safety within the Group. All meetings of the Board of Directors and the Executive Committee include safety performance reviews. Operational management is responsible everywhere and guarantees all aspects of safety: objectives, action plans and performance measurement. To underline this commitment, part of managers' annual variable compensation is based on actions and results in the area of safety. The performance of safety inspections and the application of safety standards are also taken into account.

At the end of 2022, the TRAR (frequency rate of accidents with and without lost time) for Saint-Gobain employees, temporary workers and permanent subcontractors was 1.5. It was 1.9 at the end of December 2021.

Community engagement

The various Saint-Gobain entities, in their respective scopes and in line with their key local issues, are active in sponsorship and philanthropy in the Group's reference markets, and also in areas such as education, research, culture and health. To develop these actions, **Saint-Gobain relies on local partnerships, in particular with non-profit organizations and charities**.

Saint-Gobain invested €13.4 million in 2022 for philanthropy and sponsorship actions in the form of financial or materials donations. Each entity and each country makes its own choices to support projects according to local issues. This takes the form of financial or materials donations, but also skill-based sponsorship, or volunteer work. All of these actions with a strong local social impact are not systematically reported by the Group at the global level. Only a portion of financial and materials donations is reported. The number of beneficiaries is also only partially assessed. The financial impact does not include skill-based sponsorship or employees' participation in voluntary work during their working hours.

In 2022, Saint-Gobain launched a program called "Build Change" to **federate commitment around two priorities**:

- **supporting the youth training** in the construction sector;
- **promoting access to decent and sustainable housing**.

This program encourages young people, especially the most disadvantaged, to join the construction industry, which in many countries is facing labor shortages. In most of the countries where Saint-Gobain operates, training programs for the construction sector are being deployed to accelerate the transition to sustainable construction. The Group is committed to training its clients' employees, but also to attracting young people to the construction sector.

Similarly, there is a chronic lack of decent housing for the most disadvantaged populations. Improving access to well-insulated housing also allows these vulnerable populations to reduce their energy bills and improve comfort.

While the Build Change program guides part of the actions, each country can undertake supplementary programs to support vulnerable populations in local communities.

1.7.4 IMPROVEMENT IN TERMS OF ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) PERFORMANCE IN 2022

Alignment of the CSR dashboard with the Group's challenges

Saint-Gobain has prioritized its CSR challenges and actions. These key challenges relate to risks and opportunities identified in accordance with legal requirements (see section 2.1.3, p. 55 of the 2022 Universal Registration Document). They also consider the stakeholder expectations identified in the materiality analysis and the Group's environmental, social and societal challenges.

A CSR roadmap was published in 2019. It is a tool for managing Saint-Gobain's CSR strategy. This roadmap is based on six key challenges for the Group: business ethics, climate change, inclusion and diversity, the circular economy, health and safety across the entire value chain and inclusive local value creation.

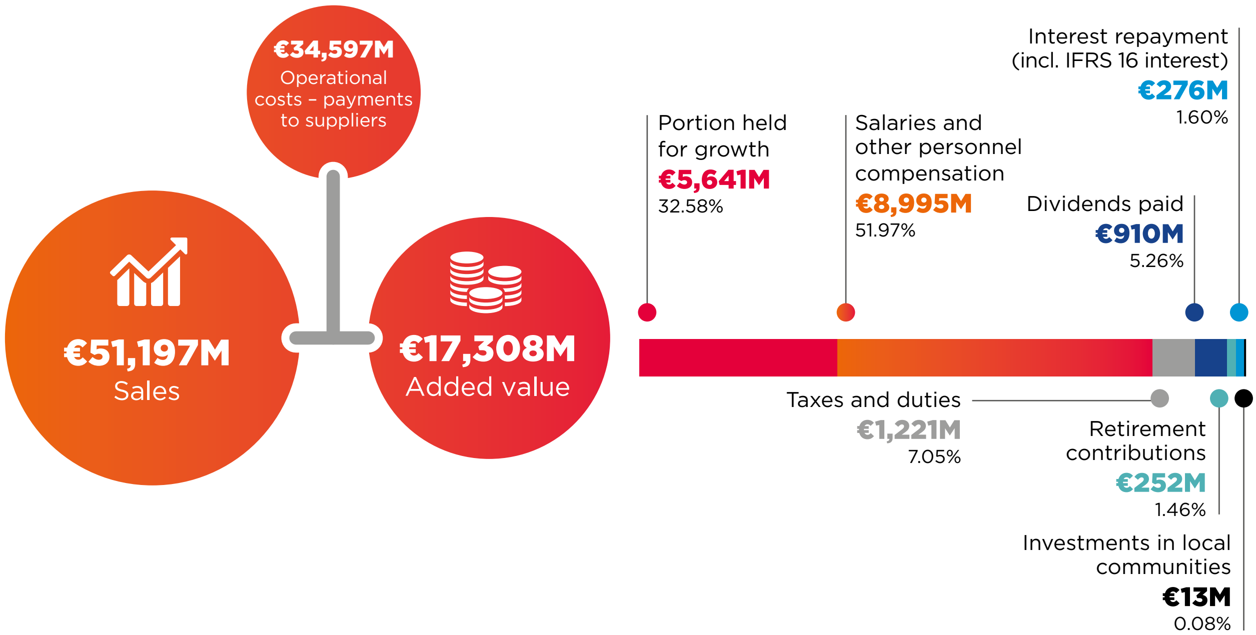
This roadmap reflects Saint-Gobain's willingness to assess its performance in terms of impacts on the environment, human beings and society generated by its activities and the expectations of stakeholders.

In November 2020, the Group implemented its CO_2 roadmap to achieve carbon neutrality by 2050. New targets for reducing carbon emissions in scope 1 and 2 and in scope 3 between 2017 and 2030 were validated by the Science-Based Targets initiative (SBTi). These targets were therefore included in 2021 to replace the targets for 2025 (based on equivalent production levels).

Short- and long-term compensation plans include CSR performance criteria based on the achievement of targets set out in the dashboard, in particular the achievement of targets for the reduction of scope 1 and 2 CO_2 emissions or the accident frequency rate (TRAR) safety indicator.

OBJECTIVES	2022 RESULTS	PROGRESS IN 2022
Climate change		
Contribute to a just and sustainable transition, aligned with the Paris Agreement		
-33% on scope 1 and 2 between 2017 and 2030 (in absolute value)	-27% ($9.8\ MtCO_2$)	82%
-50% on industrial water withdrawals between 2017 and 2030 (in absolute value)	-20% (45 million m^3)	40%
Circular economy		
Create value through a circular business model that conserves resources		
-80% non-recovered waste between 2017 and 2030 (in absolute value)	-37% (0.383 Mt)	46%
+30% of natural raw materials avoided between 2017 and 2030	-5% (9.407 Mt avoided)	0%
Health and safety across the entire value chain		
Our primary responsibility is to guarantee the health and safety of our employees and stakeholders		
Value of TRAR: 1.5 at end-2030 (performance compared with 2017)	1.5	100%
100% of sites covered by a chemical inventory by 2025	81%	81%
Employee engagement and diversity		
Create a work environment conducive to professional and personal growth and promoting the inclusion of all diversity and equity		
Employee engagement rate above benchmark every year	84% vs. 74%	100%
30% female managers by 2025	27.4%	91%
Inclusive growth		
Create shared economic growth with stakeholders in a spirit of mutual trust and transparency		
100% of countries have a community assistance program by 2025	84%	84%
100% coverage of the CARE program by 2023	100% employees covered	100%
Business ethics		
Create shared economic growth with stakeholders in a spirit of mutual trust and transparency		
100% of new managers are trained in the Code of Ethics in their first year with the Group every year	96% Code of Ethics 98% corruption 98% competition	97%
100% responsible timber purchases by 2025	95.7%	96%

In addition to this dashboard, Saint-Gobain assesses value creation for each stakeholder every year.



Significant ESG progress in 2022

CSR is at the heart of Saint-Gobain's strategy and the Group wishes to transparently communicate on its non-financial performance and its progress with regard to its short-, medium- and long-term objectives.

This communication is part of its dual commitment: to maximize its positive contribution on climate, social and societal issues and to reduce its footprint on humanity and the environment.

In 2022, the Group made further significant progress on environmental and social matters, which was recognized by the following major independent organizations:

- SBTi validated Saint-Gobain's 2050 target and confirmed that the Group's net-zero carbon trajectory is in line with the Paris Agreement;
- CDP "A List": second consecutive year;
- Bloomberg Gender-Equality Index 2023: fifth consecutive year;
- Top Employer Global 2023: eighth consecutive year, with only 15 companies worldwide globally recognized.

Environment

The solutions sold by Saint-Gobain across the globe in one year result in around 1,300 million tons of avoided CO_2 emissions over their lifespan, i.e., more than 100 times its scope 1 and 2 footprint.

Saint-Gobain achieved three world-firsts during 2022:

- zero-carbon production (scope 1 and 2) of glass in France at the Aniche plant;
- zero-carbon production (scope 1 and 2) of plasterboard in Sweden at the Balsta plan;
- very low carbon production (scope 1 and 2 down 93% versus average) of insulation (glass wool) in Finland.

Saint-Gobain acts to reduce its environmental footprint and is committed to contributing to carbon neutrality by 2050 thanks to its 2030 CO_2 roadmap:

- **reduction in scope 1 and 2 CO_2 emissions**, down to 9.8 million tonnes in 2022, representing a 27% reduction since 2017, in line with the 2030 target of a 33% reduction, validated by the Science-Based Targets initiative (SBTi);
- **growth decoupled from CO_2 emissions**: carbon intensity per euro of sales and EBITDA fell by 42% and 57%, respectively, in 2022 compared to 2017, reflecting the Group's objective of maximizing its positive impact for the environment while minimizing its footprint;
- more than half of electricity consumption is generated from **decarbonized electricity**;
- **energy consumption** reduced by 3.7% between 2021 and 2022. Considering the impact of energy on carbon emissions, Saint-Gobain favors the transition to decarbonized energies by changing its energy mix;
- commitment to the **circular economy**, reducing our **non-recovered waste** by 37% versus 2017. Saint-Gobain rolled out ORAÉ®, the world's first low-carbon glass, made up of 70% cullet (recycled glass), as well as Placo® Infini 13, the first plasterboard made with over 50% recycled gypsum.

Social

Thanks to the strong commitment of the teams, as demonstrated in the annual surveys conducted since 2019, with an impressive 84% industry-leading engagement rate, up five points from 2019, the Group made further strong social progress in 2022, confirming the pride, loyalty and satisfaction of its employees.

Take care of employees

- **Continuous commitment to safety** shown by an accident frequency rate (TRAR), including subcontractors and temporary workers, of 1.5, thus achieving the 2030 target in 2022;
- Completion of the roll-out of the **"CARE by Saint-Gobain" social protection and prevention program** for all Group employees.

Diversity

- **Increase in gender diversity in management bodies**, locally and at Group level;
- **Continued increase in the proportion of female senior managers**: 24% in 2022, in line with the target of 25% women managers set for 2025;
- **Continued increase in the proportion of female managers**: 27.4% in 2022, in line with the target of 30% women managers set for 2025.

Ethics and communities

In terms of inclusive growth and business ethics, significant progress has been made in areas such as:

- 98% of managers trained in the Saint-Gobain **Code of Ethics**; nearly 99% of managers trained in **anti-corruption and competition rules**;
- **ESG weight** reaches 10% in short-term compensation (CO_2 emissions reduction criterion added to the safety criterion in 2021) and 20% in long-term compensation (increase of the share of the CO_2 emissions reduction criterion from 5% to 10% in 2021, along with criteria based on safety and diversity, each accounting for 5%);
- Continued support for **education, vocational training and training in the construction sector** (see section 3.2.4 of the 2022 Universal Registration Document for more details).

1.8 2023 OUTLOOK AND STRATEGIC PRIORITIES

In an uncertain geopolitical and macroeconomic environment, the Group will continue to **outperform its markets** thanks to the **pertinence of its strategic positioning** at the heart of **energy and decarbonization challenges**.

In 2023 the Group's focus will be on **consolidating its high operating performance level, supported by its resilience and ability to swiftly adapt to local market developments**. **Action plans** are overseen by country CEOs in order to **optimize in real time** their P&Ls in terms of sales prices, fixed and variable costs, or production capacities.

Saint-Gobain expects a moderate slowdown in its markets in 2023, with contrasting trends: a decline in new construction in certain regions but good resilience overall in renovation:

- **Europe:** resilience in renovation while new construction slows;
- **Americas:** slowdown in new construction, partly mitigated by demand on the renovation market;
- **Asia-Pacific:** good growth in most countries;
- **High Performance Solutions:** good momentum supported by ongoing improvement in automotive.

Against this backdrop, in 2023 the Group will continue to implement the **strategic priorities set out in its "Grow & Impact" plan for 2021-2025:**

1) **Consolidate our initiatives focused on profitability and performance: maintain a very good operating margin level and strong free cash flow generation:**
   - **Constant focus on the price-cost spread;**
   - **Productivity initiatives** and swift adjustments of fixed and variable costs where necessary;
   - Maintaining **an optimized operating working capital requirement** while ensuring a good level of inventories to best serve customers;
   - **Capital expenditure** of just over 4% of sales, consistent with the Group's objective of between 3.5% and 4.5% of sales, with strict allocation to high-growth markets.
2) **Outperform our markets and continue to strengthen our profitable growth profile:**
   - **Enrich our comprehensive** range of integrated, differentiated and innovative solutions offering sustainability and performance;
   - **Continue our targeted acquisition and divestment dynamic**, and benefit from the integration of recent acquisitions.
3) **Accelerate our engagement in building a carbon-neutral economy:**
   - **Enrich our positive-impact and low-carbon solutions;**
   - **Accelerate decarbonization across the value chain:** optimization of manufacturing processes, development of the circular economy, partnerships in renewable energies and ESG emissions reduction roadmaps at our suppliers and partners.

Amid a moderate market slowdown, in 2023, Saint-Gobain is targeting an operating margin of between 9% and 11%, in line with the "Grow & Impact" strategic plan target.

This document contains forward-looking statements with respect to Saint-Gobain's financial condition, results, business, strategy, plans and outlook. Forward-looking statements are generally identified by the use of the words "expect", "anticipate", "believe", "intend", "estimate", "plan" and similar expressions. Although Saint-Gobain believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions as at the time of publishing this document, investors are cautioned that these statements are not guarantees of its future performance. Actual results may differ materially from the forward-looking statements as a result of a number of known and unknown risks, uncertainties and other factors, many of which are difficult to predict and are generally beyond the control of Saint-Gobain, including but not limited to the risks described in the "Risk Factors" section of Saint-Gobain's 2022 Universal Registration Document available on its website (www.saint-gobain.com). Accordingly, readers of this document are cautioned against relying on these forward-looking statements. These forward-looking statements are made as of the date of this document. Saint-Gobain disclaims any intention or obligation to complete, update or revise these forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable laws and regulations.

2 GOVERNANCE

2.1 PRESENTATION OF THE BOARD OF DIRECTORS

As of April 1, 2023, the Board of Directors of Compagnie de Saint-Gobain consists of **14 members** appointed for a four-year term. It includes one Director representing employee shareholders and two employee Directors, appointed in accordance with the law, and one Lead independent Director in charge of overseeing the efficient running of the Company's governance bodies.

The Board of Directors comprises a proportion of **73% independent Directors** satisfying the criteria set by the AFEP-MEDEF corporate governance code for French listed companies, to which Compagnie de Saint-Gobain refers, and a proportion of **45% women**. The Board of Directors held nine meetings in 2022. The global attendance rate of the Directors in office as of February 1, 2023 at these meetings was **99%**.

For further information about the composition and the functioning of the Board of Directors, refer to section 5.1 of the Compagnie de Saint-Gobain 2022 Universal Registration Document available on the website www.saint-gobain.com (the "**2022 Universal Registration Document**").

73%
independent directors

99%
attendance rate

1
lead independent director

45%
women

2
employee directors

1
director representing employee shareholders

2.1.1 COMPOSITION OF THE BOARD OF DIRECTORS OF COMPAGNIE DE SAINT-GOBAIN

Information as of April 1, 2023 [(1)].

PIERRE-ANDRÉ DE CHALENDAR

Chairman of the Board of Directors

Chairman of the Board of Directors of Compagnie de Saint-Gobain

64 years old

Nationality: **French**

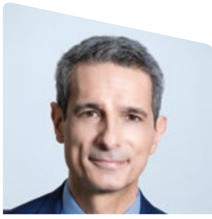
Date of first election: June 2006

Number of shares held: 370,945

Other offices and duties held outside the Group:

- Director, Chairman of the Compensation Committee and member of the Governance, Ethics, Nomination and CSR Committee of BNP Paribas*
- Director and member of the Nomination Committee of Veolia Environnement*
- Director and Chairman of the Compensation Committee of Bpifrance

Compagnie de Saint-Gobain
"Tour Saint-Gobain"
12, place de l'Iris – 92400 Courbevoie



BENOIT BAZIN

Director

Chief Executive Officer of Compagnie de Saint-Gobain

54 years old

Nationality: **French**

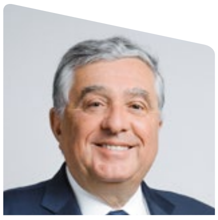
Date of first election: June 2021

Number of shares held: 96,963

Other offices and duties held outside the Group:

- Director and Chairman of the Strategy and CSR Committee and member of the Nomination and Governance Committee of Vinci*

Compagnie de Saint-Gobain
"Tour Saint-Gobain"
12, place de l'Iris – 92400 Courbevoie



JEAN-FRANÇOIS CIRELLI

Independent Director
Chairman of the Nomination and Remuneration Committee

Chairman of BlackRock France, Belgium and Luxembourg [(a)]

64 years old

Nationality: **French**

Date of first election: June 2020

Number of shares held: 800

Other offices and duties held outside the Group:

- Chairman of Blackrock France, Belgium, and Luxembourg
- Senior Advisor of Advent International
- Director of Idemia
- Director of Saur
- Director of MET Holding AG** (Switzerland)

Compagnie de Saint-Gobain
"Tour Saint-Gobain"
12, place de l'Iris – 92400 Courbevoie

(a) *Board member as an individual, and not as a BlackRock representative, Mr. Jean-François Cirelli does not represent BlackRock at the Board of Directors.*

LYDIE CORTES

Employee Director
Member of the Nomination and Remuneration Committee

Product Safety Coordinator

52 years old

Nationality: **French**

Date of first election: May 2018

Number of shares held: 7

Other offices and duties held outside the Group:

None.

Saint-Gobain Weber France – D 1083
Le Grand Étang – 01960 Servas

(1) *The full biography of each Director, the list of their offices and duties outside the Group they have or had served over the five past years, and the staggering of the Directors' terms of office are provided in section 5.1.1 of the 2022 Universal Registration Document.*
* *Listed company.*
** *Foreign company.*

Chief Executive Officer of PUM
48 years old
Nationality: French

SIBYLLE DAUNIS-OPFERMANN

Director representing employee shareholders

Date of first election: March 2020

Number of shares held: 2,158

Other offices and duties held outside the Group:

None.

PUM
4, rue René Francart – 51100 Reims

Chief Executive Officer of Wipro Limited
55 years old
Nationality: French

THIERRY DELAPORTE

Independent Director

Date of first election: June 2022

Number of shares held: 1,795

Other offices and duties held outside the Group:

- Chief Executive Officer of Wipro Limited* (India)

Compagnie de Saint-Gobain
"Tour Saint-Gobain"
12, place de l'Iris – 92400 Courbevoie

Architect
42 years old
Nationalities: French, Lebanese

LINA GHOTMEH

Independent Director
Member of the Corporate Social Responsibility Committee

Date of first election: November 2021

Number of shares held: 800

Other offices and duties held outside the Group:

- President of Lina Ghotmeh Architecture

Compagnie de Saint-Gobain
"Tour Saint-Gobain"
12, place de l'Iris – 92400 Courbevoie

Research fellow and Director of companies
66 years old
Nationalities: Brazilian, British

IÊDA GOMES YELL

Independent Director
Member of the Audit and Risk Committee

Date of first election: June 2016

Number of shares held: 800

Other offices and duties held outside the Group:

- Director and Chairwoman of the Strategy Committee and member of the Human Resources, Compliance and Sustainable development Committee of Prumo Logistica SA** (Brazil)
- Director and member of the Nomination Committee of The Institute of Directors** (United Kingdom)
- Director of The Business Agency Isle

Compagnie de Saint-Gobain
"Tour Saint-Gobain"
12, place de l'Iris – 92400 Courbevoie

Director of companies
65 years old
Nationality: German

PAMELA KNAPP

Independent Director
Chairwoman of the Audit and Risk Committee

Date of first election: June 2013

Number of shares held: 1,818

Other offices and duties held outside the Group:

- Member of the Supervisory Board and Chairwoman of the Audit Committee of Lanxess AG* (Germany)
- Member of the Supervisory Board and Chairwoman of the Audit Committee of Signify N.V.* (Netherlands)

Compagnie de Saint-Gobain
"Tour Saint-Gobain"
12, place de l'Iris – 92400 Courbevoie

Director of companies
68 years old
Nationality: French

AGNÈS LEMARCHAND

Independent Director
Chairwoman of the Corporate Social Responsibility Committee and member of the Audit and Risk Committee

Date of first election: June 2013

Number of shares held: 2,252

Other offices and duties held outside the Group:

- Director and member of the Nomination and Remuneration Committee of Solvay SA* (Belgium)
- Director and member of the Audit Committee of BioMérieux*

Compagnie de Saint-Gobain
"Tour Saint-Gobain"
12, place de l'Iris – 92400 Courbevoie

* *Listed company.*
** *Foreign company.*

Member of the Management Board of Deutsche Telekom AG and Chief Executive Officer for Europe

58 years old

Nationality: Belgian

DOMINIQUE LEROY

Independent Director
Member of the Nomination and Remuneration Committee

Date of first election: November 2017

Number of shares held: 1,000

Other offices and duties held outside the Group:

- Member of the Management Board of Deutsche Telekom AG* and Chief Executive Officer for Europe (Germany)
- Member of the Board of Director of T-Mobile USA* (United States), company controlled by Deutsche Telekom AG*
- Member of the Board of Directors of OTE* (Greece), a subsidiary more than 50% owned by Deutsche Telekom AG*

Compagnie de Saint-Gobain
"Tour Saint-Gobain"
12, place de l'Iris – 92400 Courbevoie

Chairman of the Board of Directors of Danone

64 years old

Nationality: French

GILLES SCHNEPP

Director
Member of the Audit and Risk Committee

Date of first election: June 2009

Number of shares held: 800

Other offices and duties outside the Group:

- Chairman of the Board of Directors of Danone* and member of its Audit Committee
- Director, Chairman of the Nomination, Governance and CSR Committee and member of the Strategic Thinking Committee of Sanofi*
- Director of Socotec

Compagnie de Saint-Gobain
"Tour Saint-Gobain"
12, place de l'Iris – 92400 Courbevoie

Chairman of the Board of Directors of Renault

70 years old

Nationality: French

JEAN-DOMINIQUE SENARD

Lead independent Director
Independent Director
Member of the Corporate Social Responsibility Committee

Date of first election: June 2009

number of shares held: 7,685

Other offices and duties outside the Group:

- Chairman of the Board of Directors of Renault*
- Director of Nissan Motor Co., Ltd (Japan)**
- Member of the Supervisory Board of Groupe Fives
- Director of Groupe Centre France - La Montagne S.A.

Renault
13, quai Alphonse le Gallo
92100 Boulogne-Billancourt

EHS operations Manager

42 years old

Nationality: French

PHILIPPE THIBAUDET

Employee Director
Member of the Corporate Social Responsibility Committee

Date of first election: May 2018

Number of shares held: 7

Other offices and duties held outside the Group:

None.

Saint-Gobain Isover
19, rue Paul Sabatier
71102 Chalon-sur-Saône

2.1.2 THE BOARD OF DIRECTORS' COMMITTEES

The Board has three Committees designed to facilitate its functioning and contribute effectively to the preparation of its deliberations: the Audit and Risk Committee, the Nomination and Remuneration Committee, and the Corporate Social Responsibility Committee.

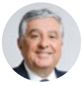
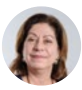
These Committees do not have their own decision-making authority (barring specific provision otherwise provided for by the internal rules of the Board of Directors as regards the Audit and Risk Committee's approval of services other than the certification of accounts assigned to the Statutory Auditors), and report to the Board regarding their activities, conclusions, and proposals.

The activities of these three committees during the 2022 fiscal year are described in section 5.1.2 of the 2022 Universal Registration Document, pp. 176 to 180.

The Nomination and Remuneration Committee and the Audit and Risk Committee are composed, respectively, of 100% and 75% independent Directors, including their respective Chairman, in compliance with the recommendations of the AFEP-MEDEF Code.

* *Listed company.*
** *Foreign company.*

The table below gives a general overview of the members of the Board of Directors and its Committees as at April 1, 2023:

	Name	Age	Independent [(a)]	Other terms [(e)]	ARC [(f)]	NRC [(g)]	CSRC [(h)]	Years of seniority
	Pierre-André de Chalendar	64	No	2				16.5
	Benoit Bazin	54	No	1				1.5
	Jean-François Cirelli	64	Yes	0		(P) [(j)]		2.5
	Lydie Cortes	52	No [(b)]	0		(M)		4.5
	Sibylle Daunis-Opfermann	48	No [(c)]	0				2.5
	Thierry Delaporte	55	Yes	1				0.5
	Lina Ghotmeh	42	Yes	0			(M)	1.0
	Iêda Gomes Yell	66	Yes	0	(M) [(i)]			6.5
	Pamela Knapp	65	Yes	2	(P)			9.5
	Agnès Lemarchand	68	Yes	2	(M)		(P)	9.5
	Dominique Leroy	58	Yes	3 [(l)]		(M)		5.5
	Gilles Schnepp	64	No	2	(M)			13.5
	Jean-Dominique Senard [(d)]	70	Yes	1			(M)	10.5
	Philippe Thibaudet	42	No [(b)]	0			(M)	4.5
	NUMBER OF MEETINGS [(k)]			**Board: 9**	**ARC: 4**	**NRC: 4**	**CSRC: 4**	
	ATTENDANCE RATE			**99%**	**93%**	**93%**	**100%**	

(a) *According to the criteria set forth in Recommendation 10.5 of the AFEP-MEDEF Code, see section 5.1.1 p. 166 of the 2022 Universal Registration Document for more details.*

(b) *Employee Director, appointed pursuant to the law, not included in the calculation of the Director independence ratio on the Board of Directors, in compliance with the recommendations of the AFEP-MEDEF Code, nor in the gender parity ratio on the Board of Directors, in accordance with the law.*

(c) *Director representing employee shareholders, not included in the calculation of the ratio of independent Directors on the Board of Directors, in accordance with the recommendations of the AFEP-MEDEF Code, and gender parity on the Board of Directors, in accordance with the law.*

(d) *Lead independent Director.*

(e) *Held within listed companies (excluding Compagnie de Saint-Gobain).*

(f) *Audit and Risk Committee.*

(g) *Nomination and Remuneration Committee.*

(h) *Corporate Social Responsibility Committee.*

(i) *Member of a Committee.*

(j) *Chairperson of a Committee.*

(k) *For the period from January 1, 2022 to December 31, 2022.*

(l) *Dominique Leroy holds all her offices within Deutsche Telekom AG Group, T-Mobile USA (USA) and OTE (Greece) being companies controlled by Deutsche Telekom AG.*

2.1.3 LEAD INDEPENDENT DIRECTOR

The Board of Directors, taking into account the development of the practice within companies in France chaired by a combined Chairman of the Board/CEO and the expectations of certain investors expressed during the Company's dialog with them, created the role of Lead independent Director, a position held by Mr. Jean-Dominique Senard, independent Director, since June 8, 2017. The Lead independent Director oversees in particular the efficient running of the Company's governance bodies.

At the time of the separation of functions on July 1, 2021, in order to ensure a smooth transition between Mr. Pierre-André de Chalendar and Mr. Benoit Bazin, the Board of Directors decided to maintain the function of Lead independent Director. At its meeting of March 24, 2022, the Board of Directors confirmed that it would maintain this position of Lead independent Director in the context of the renewal of Mr. Pierre-André de Chalendar's term of office as Director and its intention to appoint him Chairman of the Board of Directors.

Duties

His responsibilities, which are described in the internal rules of the Board of Directors, are the following:

- preventing and managing conflicts of interest: the Lead independent Director is responsible for preventing the occurrence of situations of conflicts of interest. He brings to the attention of the Board of Directors possible conflicts of interest that he is aware of concerning the Directors;
- leading the assessment of the organization and the operations of the Board of Directors which is periodically carried out;
- at the Chairman's request, serving as a point of contact for Compagnie de Saint-Gobain's shareholders on governance issues and, where appropriate, meet them;
- in conjunction with the Chairman of the Board of Directors, ensuring that the Directors receive the information they need to perform their duties under the best possible conditions, in accordance with the internal rules;
- more generally, ensuring compliance with the internal rules of the Board of Directors.

In the course of his duties, the Lead independent Director has the right to:

- suggest to the Chairman the addition of points to the agenda of any meeting of the Board of Directors;
- ask the Chairman to convene the Board of Directors on a specific agenda, including for a meeting without the presence of executive corporate officers;
- convene and chair the meetings of the Board of Directors in the event of the temporary inability or death of the Chairman; and
- attend, as the case may be, the meetings of the Committees of which he is not a member to the extent strictly necessary to accomplish his duties and upon the approval of the Chairman of the Board of Directors.

Once a year, the Lead independent Director reports on his actions to the Board of Directors. He may be invited by the Chairman of the Board of Directors to report on his actions during the General Shareholders' Meetings.

Activities during the 2022 fiscal year

In 2022, the Lead independent Director attended all meetings of the Board of Directors and of the Corporate Social Responsibility Committee of which he is a member.

At the meeting of the Board of Directors on February 23, 2023, Mr. Jean-Dominique Senard presented a review of his activity as Lead independent Director for fiscal year 2022. His work especially consisted of:

- working with the Nomination and Remuneration Committee to examine the independent status of the Directors in light of the criteria set out in the AFEP-MEDEF Code (including through the review of conflict of interests questionnaires and the analysis of business relationships);
- discussing with the Chairwoman [1] of the Nomination and Remuneration Committee and the Chairman of the Board of Directors the Chief Executive Officer's succession plan in the event of an unforeseeable vacancy;
- conducting the assessment of the organization and operation of the Board and its Committees, which took place as follows in November 2022:
  - the Lead independent Director reviewed the draft questionnaire to be submitted to the Directors prepared by the specialist consulting firm appointed to carry out the Board's assessment;
  - the Lead independent Director spoke with the Chairman of the Board and the Chairman of the Nomination and Remuneration Committee, and was available to the Directors who wanted to discuss the individual contributions of the Directors to the work of the Board in terms of their skills and their respective participation in deliberations;
  - the specialist consulting firm presented the results of the Board's assessment to the Directors, who discussed on this occasion the functioning of the Board.
- meeting, in view of the General Shareholders' Meeting of June 2, 2022, at the request and with the participation of the Chairman of the Board of Directors, and, at the end of 2022, in view of the General Shareholders' Meeting on June 8, 2023, at the request and with the participation of the Chairman of the Board Directors, several shareholder groups to discuss Saint-Gobain's governance;
- chairing the discussions at a meeting of the Board held out of the presence of the Chief Executive Officer (executive session) in November 2022 about the Group's governance;
- reviewing the draft agendas for the meetings of the Board of Directors and the Committees in fiscal year 2023;
- reviewing sections 5.1.1 and 5.1.2 of the 2022 Universal Registration Document on the composition and the operation of the Board of Directors.

The Lead independent Director presented a summary of his fourth year in that office to shareholders at the General Shareholders' Meeting held on June 2, 2022.

(1) *Ms. Anne-Marie Idrac was Chairwoman of the Nomination and Remuneration Committee until June 2, 2022.*

2.2 PROPOSED APPOINTMENT AND RENEWAL OF THE TERMS OF OFFICE OF DIRECTORS

2.2.1 CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS IN 2022 AND APPOINTMENT AND RENEWAL PROPOSED TO THE GENERAL MEETING

The following table shows the changes in the composition of the Board of Directors in fiscal year 2022 and the changes proposed to the General Meeting of June 8, 2023:

	General Meeting of June 2, 2022	General Meeting of June 8, 2023
Cessation of duties	Anne-Marie Idrac [(a)] (June 2011)	Lina Ghotmeh [(a)] (November 2021)
Renewal	Pierre-André de Chalendar (June 2006) Lydie Cortes [(b)] (June 2018) Philippe Thibaudet [(b)] (June 2018)	Dominique Leroy [(a)] (November 2017)
Proposed nomination/ratification	Thierry Delaporte [(a)] Lina Ghotmeh [(a)]	Jana Revedin [(a)]

(a) *Independent Director.*
(b) *Employee Director, not included in the ratio of independent Directors, in accordance with the recommendations of the AFEP-MEDEF Code.*

The following table shows the changes in the composition of the Board with regard to independence, representation of women, and representation of foreign members during fiscal year 2022, and as foreseen by the end of the General Shareholders' Meeting of June 8, 2023, subject to the renewal and appointment of the Directors listed above:

	As from the General Shareholders' Meeting of June 3, 2021	As from the General Shareholders' Meeting of June 2, 2022	As from the General Shareholders' Meeting of June 8, 2023 (subject to approval)
Percentage of independent Directors [(a)]	64%	73%	73%
Percentage of women [(b)]	45%	45%	45%
Percentage of foreign Directors [(c)]	27%	36%	36%

(a) *In accordance with the rules set by the AFEP-MEDEF Code.*
(b) *Excluding Employee Directors and Directors representing employee shareholders. As from the General Shareholders' Meeting of June 8, 2023 (subject to approval), the Board of Directors would consist of 50% women including those Directors.*
(c) *Excluding Employee Directors appointed under specific mandatory legal provisions.*

2.2.2 APPOINTMENT OF A NEW DIRECTOR PROPOSED TO THE GENERAL SHAREHOLDERS' MEETING

Information as of April 1, 2023.

57 years old

Nationality: German

Compagnie de Saint-Gobain
"Tour Saint-Gobain"
12, place de l'Iris
92400 Courbevoie

JANA REVEDIN

Principal office held: architect and full professor of architecture and urbanism at the *École Spéciale d'Architecture in Paris*.

Expertise and experience:

A German national, Ms. Jana Revedin studied architecture and urbanism in Buenos Aires, Princeton, and Milan Polytechnic University. She taught at IUAV University in Venice where she presented her doctorate in architectural and urban sciences, then at the Beuth University in Berlin and at the University of Umeå in Sweden, as an associate professor of architecture and urbanism, and at Blekinge Institute of Technology in Karlskrona, Sweden, as a full professor. Since 2016, she has been a full professor of architecture and urbanism at the École Spéciale d'Architecture in Paris. Jana Revedin is also a member of the ENSAL-LAURE research laboratory "Environment, city, society" of the Centre National de la Recherche Scientifique (CNRS). Author of reference works on sustainable architecture and cities, she has published or presented more than 25 monographic works and 120 scientific articles at national and international conferences since 2010. In 2006, she created the Global Award for Sustainable Architecture, which, under the patronage of UNESCO, is awarded every year to five architects engaged in research into a new architectural and urban ethics. She is also the UNESCO delegate to the Education and Research Commission of the International Union of Architects UIA since 2010, a member of the Scientific Committee of the Société du Grand Paris and of the European Commission's Scientific Committee for Innovation in Construction Materials, and an associate member of the French Academy of Architecture.

Offices and duties held outside the Saint-Gobain Group:

- None

Other offices held outside the Group and expired over the past five years:

- None

Ms. Jana Revedin would bring to the Board of Directors her knowledge, as an architect, of the construction value chain, and her commitment and expertise in sustainable architecture and urbanism, which attest to her competence on climate change issues. Her teaching and research work on innovative building materials would also be a valuable contribution to the Board of Directors and the implementation of the Group's strategy as a world leader in sustainable construction.

The appointment of Ms. Jana Revedin as independent Director is subject to the approval of the 5th resolution.

2.2.3 PROPOSED RENEWAL OF DIRECTOR

Information as of April 1, 2023.

Member of the Management Board of Deutsche Telekom AG and Chief Executive Officer for Europe

58 years old

Nationality: Belgian

Compagnie de Saint-Gobain
"Tour Saint-Gobain"
12, place de l'Iris
92400 Courbevoie

DOMINIQUE LEROY

Independent Director - Member of the Nomination and Remuneration Committee

First election: November 2017

Number of shares held: 1,000

Attendance rate in 2022:

- Board of Directors: 100%
- Nomination and Remuneration Committee: 75%

Expertise and experience:

Ms. Dominique Leroy held various positions at Unilever Belgium and Benelux for 24 years. Having started out in marketing, finance and client development, she was appointed, between 1999 and 2006, first Director of Operations Division, then Director of Logistics, and finally Director of Client Development at Unilever Foods Belgium. Up to 2011, she was then Director of Client Development and member of the Management Committee, then Managing Director of Unilever Benelux, where she also sat on the Management Committee from 2008 to 2011.

In 2011, she joined Proximus Group (formerly Belgacom) and became its Executive Vice Chairwoman in June 2012. Between January 2014 and September 2019, Ms. Dominique Leroy was Chief Executive Officer of Proximus Group, listed on the first market of Euronext Brussels. At Proximus Group, she chaired the Boards of Directors of BICS and Be-Mobile and was a Director of Proximus Art.

Since November 2020, she has been a member of the Management Board of Deutsche Telekom AG* for Europe.

Ms. Dominique Leroy has been Senior Advisor of Ergon Capital Partners since May 2020. She chaired the International Advisory Board of the Solvay Brussels School of Economics and Management until October 2019.

Ms. Dominique Leroy has been a Director of Compagnie de Saint-Gobain since November 2017.

Offices and duties held outside the Group:

- Member of the Management Board of Deutsche Telekom AG* and Chief Executive Officer for Europe (Germany)
- Member of the Board of Directors of T-Mobile USA* (United States), company controlled by Deutsche Telekom AG*
- Member of the Board of Directors of OTE* (Greece), a subsidiary more than 50% owned by Deutsche Telekom AG*

Other offices held outside the Group and expired over the past five years:

- Member of the Supervisory Board, the Governance and Nomination Committee, the Risk Management Committee and the Sustainable Development and Innovation Committee of Ahold Delhaize* (Netherlands) (2016-2021)
- Senior Advisor of Bain & Company (Belgium) (2019-2020)
- Chief Executive Officer of Proximus* (Belgium) (2014-2019)
- Director and Chairwoman of the Audit Committee of Lotus Bakeries* (2009-2018)

** Listed company.*

Ms. Dominique Leroy would bring 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 innovation/digital as well as her skills in governance, finance, human resources and social environment, and strategy.

The renewal of Ms. Dominique Leroy as independent Director is subject to the approval of the 4th resolution.

2.3 PRESENTATION OF THE GROUP'S SENIOR MANAGEMENT

2.3.1 SEPARATION OF FUNCTIONS SINCE JULY 1, 2021: CHAIRMAN OF THE BOARD OF DIRECTORS AND CHIEF EXECUTIVE OFFICER

Since July 1, 2021, the Chief Executive Officer has been responsible for the General Management of Companie de Saint-Gobain. The operational organization of the Saint-Gobain Group's Management is provided by an Executive Committee chaired by the Chief Executive Officer (see section 1.5.2 of the 2022 Universal Registration Document).

Chief Executive Officer

Since the separation of the functions of Chief Executive Officer of Compagnie de Saint-Gobain from the Chairman of the Board of Directors on July 1, 2021, as part of the transition between Mr. Pierre-André de Chalendar and Mr. Benoit Bazin, the position of Chief Executive Officer has been assumed by Mr. Benoit Bazin (see section 5.1.2 of the 2022 Universal Registration Document). Mr. Benoit Bazin has also been a Director of the Company since June 3, 2021.

The Chief Executive Officer is vested with the broadest authority to act under all circumstances on behalf of Compagnie de Saint-Gobain within the scope of its corporate purpose and subject to the limits set by law, the bylaws and/or internal rules of the Board of Directors (see sections 5.1.2 and 9.1.1 of the 2022 Universal Registration Document). On the balance of powers within the Board of Directors to ensure proper compliance with the rules of governance, see section 5.1.2 of the 2022 Universal Registration Document.

After studying in France and in the United States, and spending four years at the Interministerial Committee on Industrial Restructuring (ICIR) and the Treasury Department within the French Ministry of Finance, Mr. Benoit Bazin joined Saint-Gobain in 1999. He held various positions in France, including Corporate Planning Director from 2000 to 2002, and, starting in 2002, in the United States, in a general management role within High-Performance Materials, before taking the Chief Financial Officer role of Compagnie de Saint-Gobain in 2005. From 2009 to the end of 2015, Mr. Benoit Bazin headed the Building Distribution Sector. In 2010, he was appointed Senior Vice President of Compagnie de Saint-Gobain. From 2016 to the end of 2018, Mr. Benoit Bazin headed the Construction Products Sector. During 2017, he was President and CEO of CertainTeed Corporation in the United States. Appointed Chief Operating Officer of Compagnie de Saint-Gobain on January 1, 2019, then Director on June 3, 2021, he was appointed Chief Executive Officer of Compagnie de Saint-Gobain as from July 1, 2021.

In addition, Mr. Benoit Bazin was appointed Director of Vinci in 2020; as such, he is Chairman of the Strategy and CSR Committee and member of the Nomination and Governance Committee. He was also a Director and member of the Audit and Risk Committee of Essilor between 2009 and 2017, and Chairman of the Audit and Risk Committee from May 2016 to March 2017. He is also Director of the *Cité de l'Architecture et du Patrimoine*.

2.3.2 EXECUTIVE COMMITTEE

As part of the transformation of the Saint-Gobain Group announced on November 26, 2018, the General Management Committee was replaced as of January 1, 2019 by an Executive Committee. This Committee, whose composition reflects the organizational structure of the Saint-Gobain Group, comprises 16 members as of January 1, 2023 of whom 37.5% are women and 56% have international profiles (see section 1.5.2 of the 2022 Universal Registration Document). In addition to the Chief Executive Officer, the senior operational and functional managers of the Saint-Gobain Group are members (see section 1.5.2 of the 2022 Universal Registration Document).

The mission of the Executive Committee is to review operational management, coordinate project management and implement Saint-Gobain Group's strategy. It meets every month.

2.4 MANAGEMENT AND DIRECTORS COMPENSATION (SAY-ON-PAY)

2.4.1 APPROVAL OF THE COMPENSATION COMPONENTS PAID TO THE EXECUTIVE CORPORATE OFFICERS DURING THE 2022 FISCAL YEAR OR GRANTED IN RESPECT OF THAT FISCAL YEAR (*EX POST* SAY-ON-PAY)

In accordance with Articles L. 22-10-34, I and L. 22-10-9, I of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the last fiscal year or granted for the same fiscal year to executive corporate officers are submitted every year for the approval of the Ordinary Shareholders' Meeting. This vote is binding (as opposed to an advisory vote).

In accordance with the law, the components of the compensation paid during the 2022 fiscal year or granted in respect of that fiscal year to Mr. Pierre-André de Chalendar, Chairman of the Board of Directors, and to Mr. Benoit Bazin, Chief Executive Officer, are subject to the approval of the General Meeting.

These compensation components, described below, were decided by the Board of Directors at its meetings of November 24, 2022 and February 23, 2023, on the proposal of the Nomination and Remuneration Committee, pursuant to the compensation policies for the Chairman of the Board of Directors and Chief Executive Officer, as approved by the General Shareholders' Meeting of June 2, 2022 (12th and 13th resolutions).

A – Compensation components paid during the 2022 fiscal year or granted in respect of that fiscal year to Mr. Pierre-André de Chalendar, Chairman of the Board of Directors (*ex post* Say-on-Pay)

Summary of the compensation components paid or granted for the 2022 fiscal year

Pursuant to the compensation policy approved by the General Shareholders' Meeting of June 2, 2022, the compensation of Mr. Pierre-André de Chalendar was set at €450,000 gross per annum for the entire duration of his term of office as Chairman of the Board of Directors.

For further information about the various compensation components paid or granted for the 2022 fiscal year to Mr. Pierre-André de Chalendar, Chairman of the Board of Directors, refer to section 5.2.2 of Saint-Gobain's 2022 Universal Registration Document, available on Saint-Gobain website (www.saint-gobain.com/en/finance/general-meeting).

> TABLE PREPARED IN ACCORDANCE WITH ARTICLE L. 22-10-34 OF THE FRENCH COMMERCIAL CODE (*EX POST* SAY-ON-PAY)

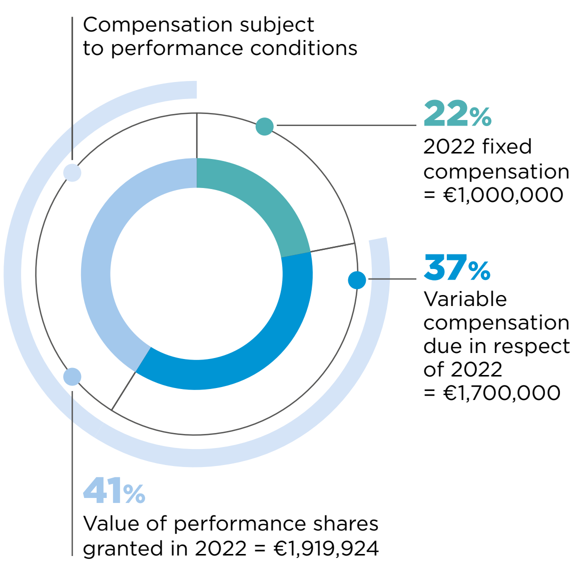
Compensation components paid to Mr. Pierre-André de Chalendar, Chairman of the Board of Directors, during the 2022 fiscal year or granted in respect of the same fiscal year (Article L. 22-10-34 II of the French Commercial Code) (*ex post* Say-on-Pay)

Compensation components submitted to vote	Amounts paid or granted or book value subject to vote *(in EUR)*	Description
Fixed compensation	**Amount paid: €450,000** (Board of Directors meeting of February 24, 2022)	In accordance with the compensation policy approved by the General Shareholders' Meeting of June 2, 2022 (12th resolution).
Annual variable compensation	**None**	Mr. Pierre-André de Chalendar has not been granted any annual variable compensation.
Deferred variable compensation	**None**	Mr. Pierre-André de Chalendar has not been granted any deferred variable compensation.
Multi-year variable compensation	**None**	Mr. Pierre-André de Chalendar has not been granted any multi-year variable compensation.
Exceptional compensation	**None**	Mr. Pierre-André de Chalendar has not been granted any exceptional compensation.
Long-term compensation	**None**	No long-term compensation was awarded to Mr. Pierre-André de Chalendar in 2022.
Compensation in respect of the Director's term of office	**None**	Mr. Pierre-André de Chalendar does not receive any compensation for his term of office as Director of Compagnie de Saint-Gobain.
In-kind benefits	**€3,300 (book value)**	Mr. Pierre-André de Chalendar has use of a company car.
Severance indemnity	**None**	The Board of Directors has not granted any severance indemnity to Mr. Pierre-André de Chalendar.
Non-compete indemnity	**None**	The Board of Directors has not granted any non-compete indemnity to Mr. Pierre-André de Chalendar.

B – Compensation components paid during the 2022 fiscal year or granted in respect of that fiscal year to Mr. Benoit Bazin, Chief Executive Officer (*ex post* Say-on-Pay)

Summary of the compensation components paid or granted for the 2022 fiscal year

The following chart shows the distribution of the various compensation components paid during the 2022 fiscal year or granted in respect of that fiscal year to Mr. Benoit Bazin, Chief Executive Officer.



In total, for the fiscal year 2022, Mr. Benoit Bazin's total compensation (fixed and variable) as Chief Executive Officer amounted to €2,700,000.

For further information about the various compensation components paid or granted for the fiscal year 2022 to Mr. Benoit Bazin, Chief Executive Officer, and the characteristics of the performance shares plan of which Mr. Benoit Bazin is one of the beneficiaries, refer to sections 5.2.2 and 5.2.4, respectively, of Compagnie de Saint-Gobain's 2022 Universal Registration Document, available on Saint-Gobain website (www.saint-gobain.com/en/finance/general-meeting).

> TABLE PREPARED IN ACCORDANCE WITH ARTICLE L. 22-10-34 OF THE FRENCH COMMERCIAL CODE (*EX POST* SAY-ON-PAY)

Compensation components paid to Mr. Benoit Bazin, Chief Executive Officer, during the 2022 fiscal year or granted in respect of the same fiscal year (Article L. 22-10-34 II of the French Commercial Code) (*ex post* Say-on-Pay)

Compensation components submitted to vote	Amounts paid or granted or book value subject to vote *(in EUR)*	Description
Fixed compensation	**Amount paid: €1,000,000** (Board of Directors meeting of February 24, 2022)	In accordance with the compensation policy approved by the General Shareholders' Meeting of June 2, 2022 (13th resolution).
Annual variable compensation	**Amount due: €1,700,000** (Board of Directors meeting of February 23, 2023)	On February 24, 2022, on the proposal of the Nomination and Remuneration Committee, the Board decided to set the cap for the annual variable portion of the compensation of the Chief Executive Officer at 170% of the fixed portion of his compensation. Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at its February 23, 2023 meeting, determined Mr. Benoit Bazin's variable compensation as Chief Executive Officer as follows, taking into account the extent to which the objectives outlined below have been attained: • the portion of the variable compensation based on the fulfillment of the four quantifiable objectives (return on capital employed (ROCE), Group operating income, Group recurring earnings per share, Free Cash Flow) amounted to € 1,133,333, which corresponds to a compensation achievement rate against the Target of 143% (see section 5.2.2 of the 2022 Universal Registration Document); • the amount of the variable portion in respect of the three qualitative objectives (deployment of the Grow & Impact strategic plan in its 6 action priorities, successful integration of Chryso and GCP and continued optimization of the Group's scope (acquisitions and disposals), and implementation of the Corporate Social Responsibility policy (including safety, social, environment and compliance)) amounted to €566,667 corresponding to a percentage of achievement of 100% (see section 5.2.2 of the 2022 Universal Registration Document). The variable portion of the compensation of Mr. Benoit Bazin as Chief Executive Officer totaled €1,700,000 for 2022, which corresponds to an achievement rate of 100%. In all, Mr. Benoit Bazin's total compensation for fiscal year 2022 (fixed and variable) as Chief Executive Officer amounted to €2,700,000. *Pursuant to the law, payment of the annual variable compensation is subject to the approval of the Ordinary Shareholders' Meeting of June 8, 2023.*
Deferred variable compensation	**None**	Mr. Benoit Bazin has not been granted any deferred variable compensation.
Multi-year variable compensation	**None**	Mr. Benoit Bazin has not been granted any multi-year variable compensation.
Exceptional compensation	**None**	Mr. Benoit Bazin has not been granted any exceptional compensation.

Compensation components paid to Mr. Benoit Bazin, Chief Executive Officer, during the 2022 fiscal year or granted in respect of the same fiscal year (Article L. 22-10-34 II of the French Commercial Code) (*ex post* Say-on-Pay)

Compensation components submitted to vote	Amounts paid or granted or book value subject to vote *(in EUR)*	Description
Performance shares	**Amount due: €1,919,924 (value based on the method used to prepare the consolidated financial statements)**	On the recommendation of the Nomination and Remuneration Committee, the Board of Directors' meeting of November 24, 2022 decided to grant Mr. Benoit Bazin 75,000 performance shares (as a reminder, 64,000 performance shares had been awarded in 2021 to Mr. Benoit Bazin as Chief Executive Officer). In 2021, the level of the share price and the application to the grant of the cap of 85% of the Chief Executive Officer's maximum gross total compensation for 2021 led to a grant which was limited to 64,000 performance shares (as a reminder, 57,500 performance shares had been granted in 2020 to Mr. Benoit Bazin as Chief Operating Officer so that, at the time of his change of role, the grant of Mr. Benoit Bazin had increased by 11.1% in terms of the number of shares, although the Nomination and Remuneration Committee would have liked to be able to recommend a higher increase to reflect this change of role and the quality of Mr. Benoit Bazin's assumption of office). In addition, in 2022, the Nomination and Remuneration Committee found, based on a benchmark made by an external firm, that Mr. Benoit Bazin's total compensation was lower than the median compensation of CEOs of CAC 40 industrial companies comparable to Saint-Gobain in terms of revenue, workforce and market capitalization. He also noted the continuation of Mr. Benoit Bazin's excellent performance since taking up his position as Chief Executive Officer. These factors led to an increase in the number of performance shares awarded to Benoit Bazin in 2022 to 75,000, i.e. an increase of 17.2% in terms of number of shares and a decrease of 16.2% in terms of value compared to 2021). This allocation represents a total value (in accordance with IFRS) at the time it was granted of €1,919,924, which is below the 100% [(a)] cap of his overall maximum gross compensation as Chief Executive Officer for the year 2022 (fixed plus maximum variable compensation for the 2022 financial year), a cap set by the Board of Directors' decision of the Board of Directors on 24 February 2022. It corresponds to 71.1% of the compensation of the Chief Executive Officer for 2022, so that it does not represent a disproportionate share of it. This allocation represents less than the sub-cap set by the General Shareholders' Meeting of June 2, 2022 and is less than the cap of 10% of the overall allocation envelope of performance shares decided by the Board. Refer to section 5.2.4, p. 209 of the 2022 Universal Registration Document for a description of the service and performance conditions applying to the vesting of performance shares. The performance targets set for each criterion are final. However, in accordance with the allocation plan rules, the Board of Directors will have the possibility, after consulting the Nomination and Remuneration Committee, to adjust them in the event of exceptional circumstances justifying this, in particular in the event of a change in the scope of consolidation or a change in accounting method, in order to neutralize, as far as possible, the consequences of these circumstances on the objectives set at the grant date. The performance conditions for performance shares allocated by the Group are demanding, as evidenced by the achievement rates for the latest three performance share plans for which the performance condition has been determined (94.4% for the 2018 plan, 75% for the 2017 plan, 57.1% for the 2016 plan). Percentage of share capital represented by the allocation of performance shares to the executive corporate officer: approximately 0,014%. Date of authorization by the General Shareholders' Meeting: June 2, 2022 (18th resolution). Date of the Board's grant decision: November 24, 2022.
Stock options	**None**	No stock options were granted to Mr. Benoit Bazin in 2022.
Performance units	**None**	No performance units were granted to Mr. Benoit Bazin in 2022.
Compensation in respect of the Director's term of office	**None**	Mr. Benoit Bazin does not receive any compensation in respect of the fiscal year for serving as a Director of Compagnie de Saint-Gobain.
In-kind benefits	**€2,158 (book value)**	Mr. Benoit Bazin has use of a company car.
Severance indemnity	**None**	See the heading "Severance indemnity" in paragraph compensation policies for executive corporate officers subject to the approval of the General Shareholders' Meeting of June 8, 2023 (*ex ante* Say-on-Pay), section 5.2.2, p. 185 of the 2022 Universal Registration Document.

(a) *As a reminder, in 2022, the cap applicable to the Chief Executive Officer's allocation of performance shares was increased from 85% to 100% of his maximum gross total compensation as Chief Executive Officer in a context of rising share prices (see chapter 5, section 2.2.4.2 of the 2021 Universal Registration Document).*

Compensation components paid to Mr. Benoit Bazin, Chief Executive Officer, during the 2022 fiscal year or granted in respect of the same fiscal year (Article L. 22-10-34 II of the French Commercial Code) (*ex post* Say-on-Pay)

Compensation components submitted to vote	Amounts paid or granted or book value subject to vote *(in EUR)*	Description
Non-compete indemnity	**None**	See the heading "Non-compete indemnity" in paragraph compensation policies for executive corporate officers subject to the approval of the General Shareholders' Meeting of June 8, 2023 (*ex ante* Say-on-Pay), section 5.2.2, p. 185 of the 2022 Universal Registration Document.
Supplementary pension arrangements	**None**	Following the freezing of the defined-benefit supplementary pension plan with conditional rights, set up in 2012, pursuant to Article L. 137-11 of the French Social Security Code (the "**2012 Plan**"), a defined-benefit supplementary pension plan with certain rights, meeting the conditions set out in Article L. 137-11-2 of the French Social Security Code (the "**2012/2 Plan**"), could be set up following the publication of the instruction of the Social Security Department on December 23, 2020. This 2012/2 Plan provides continuity to the 2012 Plan due to consistency in terms of population and benefits. Therefore, the 2012/2 Plan is not an addition to the 2012 Plan but a gradual replacement of it. Indeed, the pension rights vested annually in the 2012/2 Plan reduce the frozen rights in the 2012 Plan by the same proportion and are capped so that, when combined as the case may be with the frozen rights of the 2012 Plan, they do not allow the receipt of a benefit greater than that which could have resulted from the 2012 Plan if its closure had not been imposed by the Order of July 3, 2019. The characteristics of the 2012 and 2012/2 Plans are specified in the Chief Executive Officer's compensation policy for 2023 submitted for approval to the Ordinary Shareholders' Meeting (see section 5.2.2, p. 185 of the 2022 Universal Registration Document). The extension of the 2012/2 Plan to Mr. Benoit Bazin as from 2021 results from the Chief Executive Officer's compensation policy for 2021, approved by the Ordinary Shareholders' Meeting held on June 3, 2021 (fourteenth resolution). The vesting of annual rights under the 2012/2 Plan is subject to the fulfillment of conditions related to the professional performance of Mr. Benoit Bazin assessed annually by the Board of Directors. The performance condition is defined as follows: the achievement, for the year in question, of at least 50% of the individual part of the quantifiable and qualitative objectives relating to the variable portion of the compensation. In February 2023, the Board of Directors noted that the performance condition determining the vesting of Mr. Benoit Bazin's rights in respect of 2022 had been met. As a result, under the 2012/2 plan, the rights vested in 2022 amount to a gross amount of approximately €35,000 per year. In addition, as of December 31, 2022, the total estimated amount of the rights that will be received by Mr. Benoit Bazin under the 2012/2 Plan amounts to a gross amount of approximately €67,000 per year. This indicative amount is calculated in accordance with the procedures set forth in Article D. 22-10-16 of the French Commercial Code. As indicated, this amount reduces the amount that could be paid under the 2012 Plan. In fact, the estimated amount of the rights paid under the 2012/2 Plan, together with that of the rights which could be paid under the 2012 Plan, remains in any event lower than the cap provided for in the "2012" pension plan (eight times the annual social security cap, i.e., 329,088 euros in 2022) and the cap of 45% of fixed and variable compensation provided for in the AFEP-MEDEF Code.

C - Approval of the information relating to the corporate officers' 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

Article L. 22-10-34, I of the French Commercial Code requires that the information referred to in I of Article L. 22-10-9 of the French Commercial Code, as described in the report of the Board of Directors on corporate governance, including in particular the total compensation and benefits of any kind paid or granted to corporate officers in respect of the past fiscal year are submitted each year for approval to the Ordinary Shareholders' Meeting. This vote is binding (as opposed to an advisory vote).

In accordance with the law, the purpose of the 8th resolution is to submit to the approval of the General Shareholders' Meeting the information included in the report of the Board of Directors on corporate governance relating in particular to:

- the individual compensation received by the members of the Board of Directors of Compagnie de Saint-Gobain (fixed and variable components combined) for their mandate as Directors in respect of fiscal year 2022 (see page 184 of the 2022 Universal Registration Document);
- the total compensation and benefits of any kind paid during the 2022 fiscal year or granted with respect to the same fiscal year to Mr. Pierre-André de Chalendar and Mr. Benoit Bazin, respectively Chairman of the Board of Directors and Chief Executive Officer, specifically subject to the 6th and 7th resolutions in accordance with the law (see above and pages 192 to 195 of the 2022 Universal Registration Document); and
- the ratios between the compensation of the executive corporate officers and the average and median compensation of Compagnie de Saint-Gobain's employees, and the evolution over the last five fiscal years of these ratios, and the evolution of the compensation of the executive corporate officers, the performance of the Company and the average compensation of Compagnie de Saint-Gobain's employees (see below and pages 205 to 208 of the 2022 Universal Registration Document).

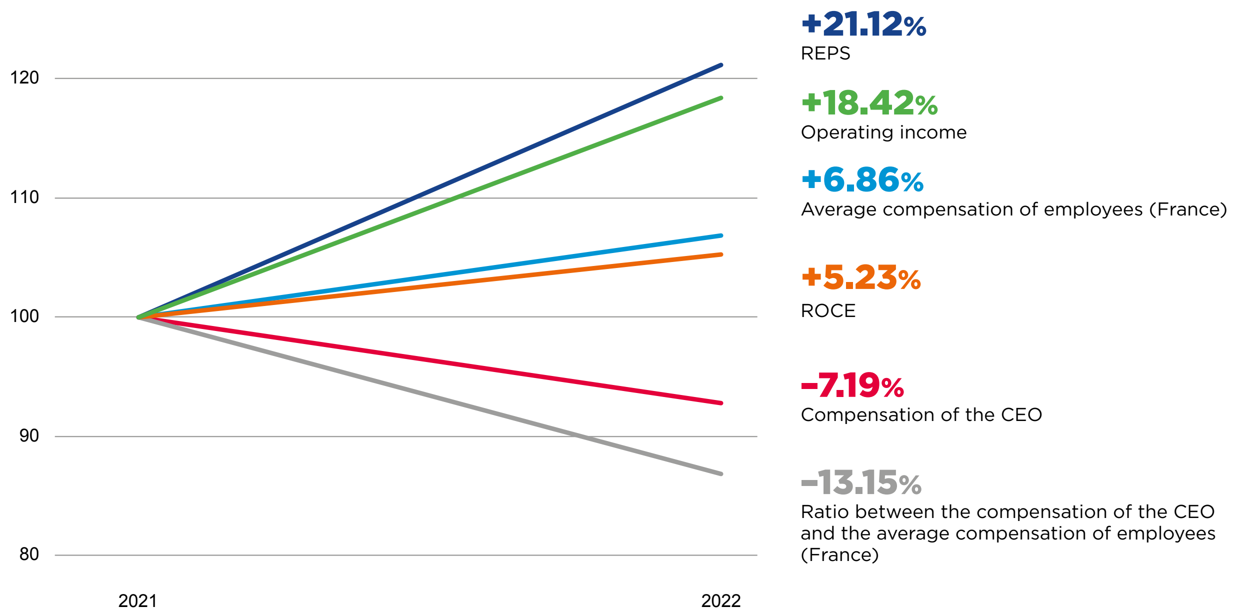
Compensation ratios

The chart below shows the change of:

- the compensation of the Chief Executive Officer;
- the average compensation of the employees of the consolidated subsidiaries of the Saint-Gobain Group in France [2];
- the ratio between the compensation of the Chief Executive Officer and the average compensation of the employees of the consolidated subsidiaries of the Saint-Gobain Group in France; and
- the performance of the Saint-Gobain Group: operating income, return on capital employed (ROCE) and recurring earnings per share (REPS).

The employees of Saint-Gobain Group's consolidated subsidiaries incorporated in France represent 38,461 employees, i.e., almost 22.9% of the Group's workforce at December 31, 2022.

Given the appointment of Mr. Benoit Bazin as Chief Executive Officer since July 1, 2021 and in accordance with the guidelines on compensation multiples published by the AFEP on January 28, 2020, updated in February 2021, data relating to the Chief Executive Officer's compensation are presented only for the fiscal years 2021 (on an annualized basis in accordance with the methodology for calculating the compensation ratios described below) and 2022.



[2] *Information provided on a voluntary basis.*

Change in compensation

Pursuant to Articles L. 22-10-9, 6° and 7° of the French Commercial Code, the table below shows, over the last five fiscal years on a full-time equivalent basis:

- the change in the compensation of the executive corporate officers of Compagnie de Saint-Gobain, the mean and median compensation of employees of Compagnie de Saint-Gobain, and the performance of the Group;
- the ratios between the compensation of the executive corporate officers of Compagnie de Saint-Gobain and the mean and median compensation on a full-time equivalent basis of its employees, and any changes thereto, over the last five fiscal years.

On a voluntary basis, in the interest of relevance and transparency vis-à-vis Saint-Gobain Group stakeholders, the table below also presents these data on the basis of the "France scope" [3].

> TABLE OF EQUITY RATIOS AND COMPARISON OF THE ANNUAL CHANGE IN COMPENSATION AND PERFORMANCE OF THE COMPANY UNDER ARTICLE L. 22-10-9, 6° AND 7° OF THE FRENCH COMMERCIAL CODE

	2022	2021 [a]	2020	2019	2018
Evolution of the Group performance					
Evolution of operating income	18.4%	57.9%	(15.8)%	5.7%	3.1%
Evolution of recurring earnings per share	21.1%	28.8%	(22.4)%	10.3%	7.4%
Evolution of return on capital employed	5.2%	47.1%	(6.3)%	3.7%	2.7%
Employees compensation					
Evolution of the average compensation (Compagnie de Saint-Gobain)	1.2%	8.6%	6.1%	5.1%	(6.3)%
Evolution of the median compensation (Compagnie de Saint-Gobain)	13.5%	13.4%	2.1%	5.4%	3.4%
Evolution of the average compensation (France)	6.9%	8.1%	0.0%	2.3%	3.3%
Evolution of the median compensation (France)	7.6%	8.6%	*	*	*
Chairman and Chief Executive Officer (until July 1, 2021)					
Evolution of compensation	—	(29.5)% [b]	3.3%	26.1%	(23.5)%
Ratio on average compensation (Compagnie de Saint-Gobain)	—	15	22	23 [d]	19
(change in ratio)	—	(35.1)%	(2.6)%	20.0% [d]	(18.4)%
Ratio on median compensation (Compagnie de Saint-Gobain)	—	26	42	42	35
(change in ratio)	—	(37.8)%	1.2%	19.6%	(26.1)%
Ratio on average compensation (France)	—	69	106	103	84
(change in ratio)	—	(34.8)%	3.3%	23.3%	(26.0)%
Ratio on median compensation (France)	—	84	130	*	*
(change in ratio)	—	(35.1)%	*	*	*
Chairman of the Board of Directors (since July 1, 2021)					
Evolution of compensation	0	N/A	N/A	N/A	N/A
Ratio on average compensation (Compagnie de Saint-Gobain)	2	2	—	—	—
(change in ratio)	0	—	—	—	—
Ratio on median compensation (Compagnie de Saint-Gobain)	3	4	—	—	—
(change in ratio)	(25)%	—	—	—	—
Ratio on average compensation (France)	9	10	—	—	—
(change in ratio)	(10.0)%	—	—	—	—
Ratio on median compensation (France)	11	12	—	—	—
(change in ratio)	(8.3)%	—	—	—	—

(3) *Data on the median compensation of employees in France are only available for 2020 and 2021 (see the "France scope" below).*

	2022	2021 [a]	2020	2019	2018
Chief Operating Officer (until July 1, 2021)					
Evolution of compensation	—	(29.9)% [c]	16.9%	N/A	N/A
Ratio on average compensation (Compagnie de Saint-Gobain)	—	8	13	12	N/A
(change in ratio)	—	(35.5)%	10.2%	N/A	N/A
Ratio on median compensation (Compagnie de Saint-Gobain)	—	15	25	21	N/A
(change in ratio)	—	(38.2)%	14.5%	N/A	N/A
Ratio on average compensation (France)	—	40	62	53	N/A
(change in ratio)	—	(35.2)%	16.9%	N/A	N/A
Ratio on median compensation (France)	—	49	76	*	*
(change in ratio)	—	(35.5)%	*	*	*
Chief Executive Officer (since July 1, 2021)					
Evolution of compensation	(7.2)% [d]	N/A	N/A	N/A	N/A
Ratio on average compensation (Compagnie de Saint-Gobain)	21	23	—	—	—
(change in ratio)	(8.7)%	—	—	—	—
Ratio on median compensation (Compagnie de Saint-Gobain)	33	40	—	—	—
(change in ratio)	(17.5)%	—	—	—	—
Ratio on average compensation (France)	93	107	—	—	—
(change in ratio)	(13.1)%	—	—	—	—
Ratio on median compensation (France)	112	130	—	—	—
(change in ratio)	(13.8)%	—	—	—	—

* *Information not available.*
(a) *Given the changes in corporate governance during the 2021 fiscal year, the compensation of executive corporate officers for the 2021 fiscal year has been annualized.*
(b) *Mr. Pierre-André de Chalendar did not receive any performance shares for 2021.*
(c) *Mr. Benoit Bazin did not receive any performance shares in his capacity as Chief Operating Officer for the period from January 1 to June 30, 2021.*
(d) *The decrease in Mr. Benoit Bazin's remuneration is explained by the decrease in the valuation (according to IFRS) of the performance shares granted on November 24, 2022.*

Method used to calculate compensation ratios

To calculate the compensation ratios presented above, Compagnie de Saint-Gobain referred to the guidelines on compensation multiples published by the AFEP on January 28, 2020, updated in February 2021. The compensation components and the methodology selected are shown below.

France scope

The France scope includes all employees of the consolidated subsidiaries of Saint-Gobain Group incorporated in France, on a full-time equivalent basis, and any changes thereto (excluding executive corporate officers). Data on the median compensation of employees in the France scope are available for 2020 and 2021. The median compensation ratio (France scope) is therefore presented from 2020 onwards.

The France scope is homogeneous in terms of salary structure and the type of contracts taken into account, and is not subject to exchange rate fluctuations, which allows a better comparability over time. The workforce in France represented nearly 22.9% of the Group's workforce at December 31, 2022.

The difference between the ratios on Compagnie de Saint-Gobain's average compensation and on average compensation in France is mainly due to the distribution structure of the employees in the scopes concerned: thus, while in 2022, Compagnie de Saint-Gobain comprised 83% of managers (including all members of the Executive Committee of the Saint-Gobain Group except those based in a foreign country) and 17% of administrative employees, the France scope comprised 24.7% of managers, 52.3% of administrative employees and 23% of blue-collar workers.

Compensation components used

For executive corporate officers: all compensation components paid or awarded during or for the fiscal year in question, submitted to the vote of the General Shareholders' Meeting (*ex post* Say-on-Pay) [4], namely:

- the fixed compensation paid during the given fiscal year;
- the annual variable compensation granted in respect of the same fiscal year;
- any exceptional compensation paid during the same fiscal year;
- long-term compensation instruments granted during the same fiscal year (stock options, performance shares and/or performance units) at IFRS value on the grant date;
- benefits in kind (company car) granted during the same fiscal year (book value);
- it being specified that executive corporate officers are not granted any compensation in respect of their Directors' term of office within the Saint-Gobain Group.

For employees:

- the fixed gross compensation paid during the given fiscal year;
- for reasons of information availability on the publication date of the Universal Registration Document, the annual gross variable (annual bonus, profit-sharing, incentive schemes, payments into the Group Savings Plan, as applicable) and exceptional (premiums) compensation paid during the same fiscal year;
- long-term compensation instruments granted during the same fiscal year (stock options, performance shares and/or performance units) at IFRS value on the grant date;
- benefits in kind granted during the same fiscal year (book value);
- to ensure consistency with the compensation components paid to the executive corporate officers, termination of office indemnities are not included.

Governance changes

In view of the changes in governance in 2021:

- the executive corporate officers compensation for the 2021 fiscal year has been annualized;
- the compensation ratios of all executive corporate officers over the last five years are presented.

Employees taken into account

Only the employees who have entered into an indefinite or fixed-term employment contract with Compagnie de Saint-Gobain or a consolidated subsidiary of the Saint-Gobain Group registered in France and who have been continuously employed in these companies from January 1 to December 31 of the fiscal year in question were taken into account when calculating the ratios. The employees who have entered into a part-time employment contract with Compagnie de Saint-Gobain or a consolidated subsidiary of the Saint-Gobain Group registered in France were not taken into account when calculating the ratios but represent less than 3% of the workforce for the considered scope.

Concept of full-time equivalent

To determine the average and median compensation paid to employees of Compagnie de Saint-Gobain and the consolidated subsidiaries of the Saint-Gobain Group registered in France on a full-time equivalent basis, the methodologies already in use within the Group for social reporting reviewed by the independent third party in charge of reviewing non-financial information were used (see section 9.2.1, p. 375 of the 2022 Universal Registration Document).

Changes in scope

Within the French scope, the consolidated subsidiaries sold during a given fiscal year are excluded from the ratios calculations of that fiscal year. The acquired companies which were in the process of being consolidated on December 31, 2022 are excluded from the ratios calculations, but represent less than 3% of the total number of employees of the consolidated subsidiaries of the Saint-Gobain Group registered in France.

Effect of Covid-19 on the calculation of compensation ratios in 2019 and 2020

On the proposition of the corporate executives officers concerned, the compensation of executive corporate officers for fiscal years 2019 and 2020 taken into account for the calculation of the compensation ratios for 2019 and 2020 were impacted by the reductions of 25% of their fixed compensation for 2020 and 25% of their variable compensation for 2019 (see chapter 5, section 2.2.2 of the Company's 2020 Universal Registration Document) decided by the Board of Directors for as long as the Saint-Gobain Group's employees were subject to partial employment in the context of the emergency measures taken by the French Government to halt the spread of the Covid-19 pandemic.

Compensation paid by the French State in 2020 to employees of Saint-Gobain Group entities subject to partial employment in the context of the emergency measures taken by the French Government to halt the spread of the Covid-19 pandemic are taken into account for the purposes of calculating compensation ratios for 2020 as if that compensation had been paid by the Saint-Gobain Group.

[4] *Refer to section 5.2.2 of the 2022 Universal Registration Document for details of the gross amounts paid or allocated in respect of the 2022 fiscal year to the Chairman of the Board of Directors and the Chief Executive Officer.*

2.4.2 APPROVAL OF THE COMPENSATION POLICY FOR THE EXECUTIVE CORPORATE OFFICERS FOR 2023 (*EX ANTE* SAY-ON-PAY)

A - Compensation policy for the executive corporate officers (*ex ante* Say-on-Pay)

General principles of the compensation policy for the executive corporate officers

Article L. 22-10-8, II of the French Commercial Code requires that the compensation policy for executive corporate officers be submitted to the Ordinary Shareholders' Meeting for approval each year. This vote is binding (as opposed to an advisory vote).

The compensation policy for the executive corporate officers is decided by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee.

The Board of Directors and the Nomination and Remuneration Committee are committed to ensuring that the compensation of the executive corporate officers complies at all times with the recommendations of the AFEP-MEDEF corporate governance code for French listed companies and in particular meets transparency and performance measurement requirements. They also ensure that it evolves taking into account the Group's performance and market practices.

The compensation of the executive corporate officers is determined by taking into account all compensation components (fixed compensation, annual variable compensation, long term compensation, compensation for loss of office and pension benefits), with a view to achieving a balanced mix of these components.

When setting the various components of the compensation of the executive corporate officers' compensation, the Board of Directors also takes into consideration benchmarks of CAC 40 companies comparable to Saint-Gobain in terms of sales, workforce and international scope of operations.

The Board also seeks to ensure that the allocation of long-term compensation instruments (performance shares, stock options and performance units, as the case may be) to the executive corporate officers in a given year does not represent a disproportionate portion of their total maximum compensation for that year and conditions these allocations to demanding caps and holding rules (see above for the application of this policy in 2022).

At its meeting of February 23, 2023, the Board of Directors, on the proposal of the Nomination and Remuneration Committee, determined the compensation policies for the Chairman of the Board of Directors and the Chief Executive Officer presented below.

Compensation policy for the Chairman of the Board of Directors subject to the approval of the General Shareholders' Meeting of June 8, 2023 (*ex ante* Say-on-Pay)

The table below shows the compensation policy for the Chairman of the Board of Directors for the 2023 fiscal year, submitted for approval to the General Shareholders' Meeting of June 8, 2023 pursuant to Article L. 22-10-8, II of the French Commercial Code.

> TABLE PREPARED IN ACCORDANCE WITH ARTICLE L. 22-10-8 OF THE FRENCH COMMERCIAL CODE (*EX ANTE* SAY-ON-PAY)

Compensation policy for the Chairman of the Board of Directors, subject to the approval of the Ordinary Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)

Compensation components attributable to the Chairman of the Board of Directors	Cap	Description
Fixed compensation	-	The compensation of the Chairman was set by the Board of Directors, at its meeting of February 25, 2021, on the proposal of the Nomination and Remuneration Committee, at €450,000 gross per year for the entire duration of his term of office with no other compensation in respect of his office [(a)]. This compensation is maintained for 2023. The Committee had noted in February 2021, with the assistance of an external firm, that this level was below the median of compensation paid to non-executive Chairmen of CAC 40 companies who previously held the position of Chairman and Chief Executive Officer (excluding financial companies).
Annual variable compensation	None	The Board of Directors does not intend to grant any annual variable compensation to the Chairman in 2023.
Deferred variable compensation	None	The Board of Directors does not intend to grant any deferred variable compensation to the Chairman in 2023.
Multi-year variable compensation	None	The Board of Directors does not intend to grant any multi-year variable compensation to the Chairman in 2023.
Exceptional compensation	None	The Board of Directors does not intend to grant any exceptional compensation to the Chairman in 2023.
Indemnity for taking up office	None	The Board of Directors has not granted the current Chairman any severance package and does not plan to do so if a new Chairman would be recruited externally.
Long-term compensation	None	The Board of Directors does not intend to grant any long-term compensation to the Chairman during his term of office.
Compensation in respect of the Director's term of office	None	The Chairman does not receive any compensation for serving as a Director of Compagnie de Saint-Gobain.
In-kind benefits	-	The Chairman has use of a company car.
Severance indemnity	None	The Board of Directors does not intend to grant any severance indemnity to the Chairman.
Non-compete indemnity	None	The Board of Directors does not intend to grant any non-compete indemnity to the Chairman.
Health and personal risk insurance	-	Mr. Pierre-André de Chalendar continues to fully benefit from the Group's health and personal risk insurance policies entered into with GAN and Mutuelle Malakoff Médéric respectively during his term of office.

(a) *It is specified that Mr. Pierre-André de Chalendar decided to retire and benefit from his pension rights under the supplementary defined-benefit supplementary pension plan "SGPM" of which he was a beneficiary as Chairman and Chief Executive Officer, as of July 1, 2021. Since that date he has received a supplementary retirement pension, the gross annual amount of which was approximately €394,300 for the 2022 fiscal year.*

Compensation policy for the Chief Executive Officer subject to the approval of the General Shareholders' Meeting of June 8, 2023 (*ex ante* Say-on-Pay)

The table below details the compensation policy for the Chief Executive Officer, subject to the approval of the General Shareholders' Meeting of June 8, 2023 pursuant to Article L. 22-10-8, II of the French Commercial Code, including the commitments made in his favor on matters such as compensation components and indemnities or benefits due or likely to be due in the event of termination of his duties.

> TABLE PREPARED IN ACCORDANCE WITH ARTICLE L. 22-10-8 OF THE FRENCH COMMERCIAL CODE (*EX ANTE* SAY-ON-PAY)

Compensation policy for the Chief Executive Officer subject to the approval of the Ordinary Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)

Compensation components attributable to the office of Chief Executive Officer	Cap	Description
Fixed compensation		The fixed compensation of the Chief Executive Officer is commensurate with his experience and responsibilities as Chief Executive Officer and shall be compared with fixed compensation offered by similar large companies in terms of revenues, workforce and market capitalization. In applying these principles, the Board of Directors decided, at its meeting of February 23, 2023, on the proposal of the Nomination and Remuneration Committee, to set this fixed compensation at €1,000,000 for 2023 (unchanged compared to 2022). The Nomination and Remuneration Committee noted again in November 2022, with the assistance of an external firm that this level is lower than the median of CAC 40 industrial companies which are similar to Saint-Gobain in terms of size: revenues, workforce and market capitalization.
Annual variable compensation	**170% of the fixed compensation at maximum**	The Board of Directors decided to leave the cap on the annual variable portion of the Chief Executive Officer's compensation unchanged at 170% of the fixed portion of his compensation (as in 2021 and 2022). The amount of the variable compensation for the 2023 fiscal year will be decided by the Board of Directors in 2024 based on the achievement of quantifiable and qualitative objectives that it established, respectively at 75% and 25% of the variable portion of his compensation (in 2022 the variable portion included a quantifiable portion with financial criteria amounting to 2/3 and qualitative portion amounting to 1/3). Quantifiable objectives include financial objectives and CSR objectives, which account respectively for 60% and 15% of variable compensation. As regards the quantifiable financials objectives, the Board decided to adopt, for the 2023 fiscal year, four quantifiable objectives, considered relevant for assessing the Saint Gobain Group's operating and financial performance and its strategy (as in 2022), each accounting for 25%: the rate of return on capital employed ("ROCE"), the Group's operating income, the Group's net income from recurring operations per share and the free cash flow. Given the volatility of the environment in which the Group operates, which makes it difficult to forecast each indicator, the Board of Directors, after consulting the Nomination and Remuneration Committee, reserves the right to apply an "outperformance" mechanism unchanged from 2022, which would allow partial compensation for the non-achievement of objectives on certain criteria by exceptional outperformance on others. In the event of outperformance on one or more of the four criteria beyond the maximum, it is possible to reach up to 20% of the bonus share relating to the outperforming criterion/criteria, in the event of achievement above the maximum and up to 120% of the maximum, with linearity between 0 and 120% (which leads, for example, to 10% of the bonus share relating to a criterion in the event of achievement of up to 110% of the maximum), it being specified that the sum of the four components may not exceed 102% [(a)] of the fixed portion. Thus, in the extreme case of outperformance of more than 20% of the maximum on three criteria and performance equal to zero on the fourth, the quantifiable portion of the annual variable will be equal to 91.8% of the fixed portion (which responds to the concern that it is not possible to reach the maximum set at 102% of the fixed portion, when one criterion is at zero). If this mechanism were implemented, this would be presented in the compensation components of the *ex post* Say-on-Pay. With regard to quantifiable CSR objectives, the Board decided to retain three objectives, each accounting for 5%: • Carbon objective: reduction of CO_2 emissions (in scope 1 and 2) versus 2022 at current scope (i.e., at actual production) [(b)]; • Safety objective: TRAR between 1.5 (maximum) and 1.8 (minimum); and • Diversity and teams objective: diversity index between 90% (maximum) and 85% (minimum) [(c)].

(a) The quantifiable financial portion of the variable represents 60% of the variable portion, which may reach a maximum of 170% of the fixed portion, so that its maximum amount is 102% of the fixed portion.

(b) The Board of Directors will have the possibility, after consultation with the Nomination and Remuneration Committee, to adjust this objective in the event of exceptional circumstances justifying it, particularly in the event of a change in the Group's scope of consolidation or a change in accounting method, in order to neutralize, as far as possible, the consequences of these circumstances on the carbon objective.

(c) Index corresponding to the proportion of the Group's senior managers who have at least one of the following three diversity characteristics: being of a non-French nationality, having diverse professional experience (having worked for Saint-Gobain in two countries other than their country of origin or in at least three different sectors, or having more than 12 years' experience outside the Saint-Gobain Group), and being a woman.

Compensation policy for the Chief Executive Officer subject to the approval of the Ordinary Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)

Compensation components attributable to the office of Chief Executive Officer	Cap	Description
		It is specified as necessary that the outperformance mechanism described above and applicable to the financial quantifiable part does not apply to the CSR quantifiable part. In addition, the Board of Directors selected the following qualitative objectives as relevant insofar as they reflect the implementation of strategic objectives for the fiscal year 2023: • Stakeholders management; • Group perimeter: continuing to optimize the Group's perimeter; • Deployment of the "Grow & Impact" strategic plan in its six action priorities: 1 – Position ourselves in high-growth markets, 2 – Be Solutions-oriented, combining performance and sustainability, 3 – Drive growth through customer innovation and the power of data, 4 – Embedding corporate social responsibility in our decisions and actions, 5 – Strengthen our TEC culture (including maintaining high scores in the 2023 "me@Saint-Gobain" survey), and 6 – Have the best teams in a diverse and inclusive work environment (including ongoing actions on diversity and inclusion within the Group). *In compliance with the law, the payment of variable compensation to the Chief Executive Officer in respect of fiscal year 2023 will be subject to approval by the Ordinary General Meeting to be held in 2024.*
Deferred variable compensation	**None**	The Board of Directors also selected the following qualitative objectives as relevant insofar as they insofar as they reflect the implementation of strategic orientations for the fiscal year 2023.
Multi-year variable compensation	**None**	The Board of Directors does not intend to grant any multi-year variable compensation to the Chief Executive Officer in 2023.
Exceptional compensation	**None**	The Board of Directors does not intend to grant any exceptional compensation to the Chief Executive Officer in 2023. *In accordance with the law, the payment of any exceptional compensation would be conditioned to the approval of the 2024 Ordinary Shareholders' Meeting.*
Indemnity for taking up office	-	The Board of Directors reserves the option, if a new Chief Executive Officer were to be recruited outside the Group, to grant him/her an indemnity for taking up office to compensate for the loss of benefits, in compliance with current practices, such as the annual variable compensation and/or long-term compensation components which he/she was entitled to as part of his/her previous duties. This indemnity for taking up office could take the form of payments in cash and/or allocation of securities subject to performance conditions.

Compensation policy for the Chief Executive Officer subject to the approval of the Ordinary Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)

Compensation components attributable to the office of Chief Executive Officer	Cap	Description
Long-term compensation	**Cap for the allocation of long-term compensation instruments to the CEO of 75,000 shares** **and** **Cap for the allocation to the CEO set at 10% of the overall grant of performance shares in 2022 (no performance unit)** **and** **Cap for the allocation to the CEO provided for by the 17th (options) and 18th (performance shares) resolutions of the General Shareholders' Meeting of June 2, 2022**	The Board of Directors has decided that the allocation of long-term compensation instruments from which the Chief Executive Officer may benefit may not exceed 75,000 shares. This cap, which defines the latitude available to the Board at the time of granting long-term compensation instruments, does not necessarily prejudge the decision that will be taken in November 2023. In addition, the Board of Directors decided that the Chief Executive Officer could not be allocated more than 10% of the overall grant of performance shares under the plan to be implemented in 2023 (no performance unit plan). As a reminder, the sub-cap for the allocation of stock options to executive corporate officers was set by the General Shareholders' Meeting of June 2, 2022 at 10% of the cap set by the 17th resolution (sub-cap common to the 18th resolution of the same Meeting relating to the allocation of performance shares which itself provides for a sub-cap for allocation to executive corporate officers of 10% of the cap in the resolution). The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, indicated to the General Shareholders' Meeting of June 2, 2022, its intention to submit the delivery of performance shares (the only long-term compensation instruments planned to be granted in 2023) subject to a presence condition and performance conditions that will be based at least on the following criteria historically applied to the Group's long-term compensation plans: 1. an internal performance criterion (the Group's ROCE); 2. a relative performance criterion (the stock market performance of the Saint-Gobain share compared to the CAC 40 stock market index); 3. a criterion relating to Corporate Social Responsibility. These criteria were deemed relevant by the Board of Directors as they reflect the operational, financial and non-financial performance of the Saint-Gobain Group and ensure that the beneficiaries are aligned with the interests of Saint-Gobain shareholders. If these criteria cease to be relevant, the Board would set criteria of a comparable requirement in order to continue to put in place consistent compensation instruments over the long term. The performance objectives relating to each of the above criteria will be set by the Board of Directors when the performance shares are allocated and will be final. However, the Board of Directors will have the possibility, after consulting the Nomination and Remuneration Committee, to adjust them in the event of exceptional circumstances justifying this, in particular in the event of a change in the Group's scope of consolidation or a change in accounting method, in order to neutralize, to the extent possible, the consequences of these circumstances on the objectives set on the grant date. The assessment period for the performance conditions of long-term compensation instruments may not be less than three years. As in the past, the Board will set for the Chief Executive Officer, for any allocation in 2023 as part of a long-term compensation plan in the form of performance shares, a strict obligation to retain shares or to reinvest in shares that the Chief Executive Officer must hold in registered form until the end of his term of office.

Compensation policy for the Chief Executive Officer subject to the approval of the Ordinary Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)

Compensation components attributable to the office of Chief Executive Officer	Cap	Description
Consequences of the termination of his duties as a corporate officer on his stock options, performance shares performance units and other long-term compensation instruments	-	a) In the event of **termination of his office as corporate officer,** the Chief Executive Officers (or his heirs in the event of death) **shall be deprived of his right to exercise stock options or receive performance shares, performance units and other long-term compensation** instruments granted to him during his term as Chief Operating Officer for which the minimum exercise period, or the acquisition period, will not have expired as of the date of termination of his office as corporate officer (with the exception of events of death, disability or retirement, in which case the long-term compensation instruments will be maintained as stated in the related rules for the long-term compensation plans). b) **The Board of Directors will nevertheless have the option**, at the proposal of the Nomination and Remuneration Committee, to decide to derogate from the service condition and **to maintain, exclusively on a *pro rata temporis* basis**, the benefit of stock options, performance shares, performance units and other long-term compensation instruments granted to him since his appointment as Chief Operating Officer for which the minimum exercise period, or the acquisition period, will not have expired as of the date of termination of his office as corporate officer. Such decision by the Board of Directors shall occur no later than the day of the termination of office. Any such decision by the Board of Directors must be justified in accordance with the AFEP-MEDEF Code. The exercise of stock options and performance units, and the vesting of performance shares and other long-term compensation instruments would nonetheless remain subject in this case to the fulfillment of the performance conditions stipulated in the rules of the relevant plans. c) By exception, the Board of Directors **shall not have the option to maintain** this benefit in the following cases: ● dismissal for gross or serious misconduct, or serious misconduct not related to his duties; and ● **resignation** from the duties of company Director which does not constitute a case of "Forced Resignation". "**Forced Resignation**" means a resignation from the duties of executive corporate officer that occurs within the 12 months following: – the date of approval by the General Shareholders' Meeting of a merger or a demerger affecting Compagnie de Saint-Gobain, or – the effective date on which a third party or group of investors acting in concert acquires control of Compagnie de Saint-Gobain (in accordance with Article L. 233-3 of the French Commercial Code), or – the announcement by the Compagnie de Saint-Gobain's management bodies of a significant shift in the Saint-Gobain Group's strategy leading to a major change in its business.
Compensation in respect of the Director's term of office	None	The Chief Executive Officer does not receive any compensation for serving as a Director of Compagnie de Saint-Gobain.
In-kind benefits	-	The Chief Executive Officer has use of a company car.

Compensation policy for the Chief Executive Officer subject to the approval of the Ordinary Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)		
Compensation components attributable to the office of Chief Executive Officer	**Cap**	**Description**
Compensation for loss of office	**Cap set at twice the total gross annual compensation, including the non-compete indemnity**	Mr. Benoit Bazin has renounced his employment contract, which he entered into with the Saint-Gobain Group more than 20 years ago, as from July 1, 2021. He has not been granted any indemnity payment on this occasion. In the event of Forced Departure, whatever form this departure takes, in the following circumstances: **a)** early dismissal or non-renewal of the term of office of the Chief Executive Officer at the end of the term, except at his initiative or in the event of serious or gross misconduct or misconduct not related to the duties of Chief Executive Officer, or **b)** Forced resignation, Mr. Benoit Bazin would receive an indemnity equal to a maximum of twice the total gross annual compensation defined as the sum of the fixed portion of his annual compensation as Chief Executive Officer received at the date of termination of office, and the average of the variable portion of his annual compensation received or to be received in respect of the last three full fiscal years available during which he held the position of Chief Executive Officer and ended prior to the date of termination of his office. In any event, no amount would be due in respect of the severance indemnity in the event that Mr. Benoit Bazin would leave Compagnie de Saint-Gobain at his own initiative, other than in the circumstances described above, or if, leaving the Company at his own initiative in one of the circumstances described above, he had the opportunity, within 12 months following the date of termination of his duties as Chief Executive Officer, to retire and be eligible to benefit from his retirement rights under the "2012" defined-benefit pension plan or any other supplementary pension plan then applicable (see "Supplementary pension arrangements" section below). In any event, the combination of this severance indemnity and the non-compete indemnity may not exceed twice the amount of the total gross annual compensation of Mr. Benoit Bazin. Eligibility for severance indemnity will be subject to the fulfillment of a performance condition defined as the granting by the Board of Directors, on average for the last three full fiscal years available during which he held the position of Chief Executive Officer and closed prior to the date of termination of his duties, of a variable portion of compensation at least equal to half of the maximum amount set for this variable portion. The payment of this severance indemnity shall be subject to the prior verification by the Board of Directors, under the conditions prescribed by the applicable law, of the fulfillment of said performance condition, assessed on the date of termination of his duties.
Non-compete indemnity	**Cap set at one year of total gross annual compensation** **and** **Combined non-compete indemnity and severance indemnity capped at two years of total annual gross compensation**	Mr. Benoit Bazin has signed a firm and binding non-compete undertaking in favor of Compagnie de Saint-Gobain [(a)] with a term of one year as from the date of his loss of office as Chief Executive Officer. In consideration of this undertaking, in the event of termination of office as Chief Executive Officer for any reason whatsoever, Mr. Benoit Bazin would receive an **indemnity equal to one year's total gross annual compensation.** The total gross annual compensation would consist of the same fixed and variable components as those used to determine the severance indemnity mentioned above. In any event, **the combination of this non-compete indemnity and the severance indemnity may not exceed twice the amount of the total gross annual compensation** of Mr. Benoit Bazin. It should be noted that this non-compete undertaking is a protection mechanism of the Saint-Gobain Group, the non-compete indemnity being the imperative financial consideration for the restrictions imposed. However, the Board of Directors has reserved the right to unilaterally waive the benefit of this non-compete undertaking no later than the date of termination of the office of the Chief Executive Officer, in which case the Chief Executive Officer would be released from any commitment and no sum would be due to him in this respect. In addition, the payment of the non-compete indemnity would be excluded as soon as Mr. Benoit Bazin benefited from his pension rights. In any event, no indemnity would be paid beyond the age of 65.

(a) *Activity concerned: any company whose main activity is the trading of construction materials or the production of construction materials similar to those produced by the Saint-Gobain Group. Territory: European Union, EFTA and Switzerland.*

Compensation policy for the Chief Executive Officer subject to the approval of the Ordinary Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)

Compensation components attributable to the office of Chief Executive Officer	Cap	Description
Supplementary pension arrangements	-	**2012 Plan:** Mr. Benoit Bazin benefits from the 2012 Plan, under the same conditions as those applicable to all beneficiaries of this pension plan. The 2012 Plan benefits all Compagnie de Saint-Gobain employees who meet the following five conditions: (i) have at least ten (10) years' seniority within the Saint-Gobain Group as of July 4, 2019, (ii) have received annual compensation exceeding eight annual social security caps for at least three of the last ten years of employment prior to July 4, 2019, (iii) have completed their career as an employee of Compagnie de Saint-Gobain, (iv) have liquidated all of their retirement pensions, (v) have not been dismissed for gross misconduct. The methods for determining the reference compensation set by the 2012 Plan and used to calculate the rights of beneficiaries are as follows: (i) base compensation consists exclusively of the following elements: fixed, variable and benefits in kind, and (ii) the base compensation taken into account for the calculation is an average of three consecutive years, including the highest over the last ten years of activity. The 2012 Plan's benefit entitlement is calculated as follows: 1.8% of the portion of base compensation between 8 and 20 times the annual social security cap, plus 0.4% of the portion of base compensation exceeding 20 times the annual social security cap. The amount of the supplemental pension provided by the 2012 Plan is capped twice: • by the number of years of seniority taken into account in the calculation, which cannot exceed 20. Only the years of presence of the potential beneficiary until December 31, 2019 are taken into account. Thus, to determine the annual pension amount, the above-mentioned benefit entitlements are multiplied by the number of years of service, and • by an absolute cap: the pension may never exceed eight times the annual social security cap (i.e. €329,088 in 2022). In addition, the annual amount of the supplementary pension provided for under the 2012 Plan is reduced by the amount of other defined-benefit supplementary pensions received. Thus, the annual pension vested by beneficiaries of the 2012 Plan under another defined-benefit plan, such as the 2012/2 Plan, reduces the annual rights that would be paid under the 2012 Plan by the same amount. Since Mr. Benoit Bazin joined the Saint-Gobain Group on September 1, 1999, he had reached the 20 years' service cap provided under the 2012 Plan in September 2019, and therefore, he would be unable to acquire any conditional rights under this plan as from that date. In the event of departure with the maximum years of service (acquired in September 2019) under the 2012 Plan, Mr. Benoit Bazin would be entitled to an annual pension supplement equivalent to 30% of his last fixed compensation. Mr. Benoit Bazin's maximum supplementary theoretical retirement payout is lower than the AFEP-MEDEF Code's recommended cap, which is set at 45% of the sum of the fixed and annual variable compensations. These rights are financed by premiums paid to an insurance company which are deductible from the corporate income tax base. With respect to the social security charges associated with the payment of the rights, the Company would be subject to the payment of a contribution based on the premiums paid to the insurer, the rate of which is set by the French Social Security Code at 24%. At December 31, 2022, Mr. Benoit Bazin's estimated rights under the 2012 Plan would amount to around €224,000 per year, below the cap for the 2012 Plan (eight times the annual social security cap, i.e. €329,088 in 2022). This indicative amount is calculated in accordance with Article D. 22-10-16 of the French Commercial Code, according to which the rights must be estimated on an annual basis, take into account the accumulated years of service of the corporate officer in his/her duties on the fiscal year-end date, be based on the compensation during the last fiscal year(s) and be calculated disregarding the effective satisfaction of the conditions to which the commitment is subject, as if the corporate officer could benefit from it starting the day after fiscal year-end. The commitments made by the company to Mr. Benoit Bazin under the 2012 Plan may be terminated by decision of the Board of Directors. The 2012 Plan has been frozen as of December 31, 2019 such that no conditional rights can be vested after that date in accordance with Order No. 2019-697 of July 3, 2019 relating to supplementary professional pension arrangements.

Compensation policy for the Chief Executive Officer subject to the approval of the Ordinary Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)

Compensation components attributable to the office of Chief Executive Officer	Cap	Description
		2012/2 Plan: Following this freeze, a defined-benefit supplementary pension plan with certain rights, meeting the conditions set out in Article L. 137-11-2 of the French Social Security Code, the "2012/2 Plan", could be set up following the publication of the instruction of the Social Security Department on December 23, 2020. This 2012/2 Plan provides continuity to the 2012 Plan due to consistency in terms of population and benefits. Therefore, the 2012/2 Plan concerns only those employees who are in the workforce on its effective date and who benefit from the 2012 Plan. Moreover, the 2012/2 Plan is not an addition to the 2012 Plan but a gradual replacement of it. Indeed, the pension rights vested annually in the 2012/2 Plan reduce the frozen rights in the 2012 Plan by the same proportion and are capped so that, when combined as the case may be with the frozen rights of the 2012 Plan, they do not allow the receipt of a benefit greater than that which could have resulted from the 2012 Plan if its closure had not been imposed by the Order of July 3, 2019. The 2012/2 Plan provides for the payment of a life annuity to the beneficiary, with the possibility of reversion, starting at the earliest from the date of liquidation of his pension in a compulsory old age insurance scheme to which he has contributed or from the legal retirement age mentioned in Article L. 161-17-2 of the French Social Security Code. After the life annuity has been settled, no new pension rights may be granted. In the event of death before the liquidation of the vested rights, the latter will be converted into capital and paid to the previously designated beneficiaries. The reference compensation used to calculate the rights consists of the fixed and variable portions of the compensation as well as benefits in kind, taken into account for the calculation of social security contributions (pursuant to Article L. 242-1 of the French Social Security Code). For the calculation of the reference compensation, the variable portion paid for the year in question is capped at 60% of the fixed portion of the previous year's compensation. The rights vested annually correspond to: 5.4% of the reference compensation between 8 and 20 times the annual social security cap in force for the year in question, plus 1.2% of the reference compensation exceeding 20 times the annual social security cap in force for the year in question. The acquisition of annual rights is subject to compliance with conditions related to the beneficiary's professional performance, assessed annually by the employer. The rights vested annually may not exceed 3% of the reference compensation. In addition, the cumulative number of percentage points applied to the same beneficiary under a scheme covered by Article L. 137-11-2 of the French Social Security Code is capped at 30 points over the beneficiary's entire career and for all employers combined. Finally, in addition to these legal limits, the 2012/2 Plan has its own limit to ensure that it does not allow the beneficiary to receive a higher benefit than that which would have resulted from the 2012 Plan had its closure not been imposed by the Order of July 3, 2019. Thus, it is verified each year that the estimated rights vested under the 2012/2 Plan do not exceed the estimated amount of the "maximum" annual rights corresponding to the rights that could have resulted from the 2012 Plan if its closure had not been imposed by the July 3, 2019 Order. If this cap is not observed, the grant of rights for the following year is null and void. In accordance with the Chief Executive Officer's compensation policy for 2022, approved by the Ordinary Shareholders' Meeting held on June 2, 2022 (thirteenth resolution), the application of the 2012/2 Plan has been extended to Mr. Benoit Bazin as of 2021. Mr. Benoit Bazin's vesting of annual rights is subject to compliance with conditions related to his professional performance, verified and validated annually by the Board of Directors at the beginning of the year following the year concerned. The performance condition is defined as follows: the achievement, for the year in question, of at least 50% of the individual part of the quantifiable and qualitative objectives relating to the variable portion of the compensation. Vesting may be zero (0%) in the year in which performance is below the threshold thus determined. The vested rights are revalued annually by a coefficient equal to the change in the social security cap. In the event of Mr. Benoit Bazin's departure from the Company, the rights will be revalued annually according to the technical and financial results of the insurer. These rights are financed exclusively by premiums paid by the Company to an insurer, which are deductible from the corporate tax base. As regards the social security charges associated with the payment of the annuity, the Company is subject to the payment of a contribution based on the premiums paid to the insurer, the rate of which is set by the French Social Security Code at 29.7%.

Compensation policy for the Chief Executive Officer subject to the approval of the Ordinary Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)

Compensation components attributable to the office of Chief Executive Officer	Cap	Description
		The commitments made by the Company to Mr. Benoit Bazin under the 2012/2 Plan may be terminated by decision of the Board of Directors. However, the rights prior to this termination would remain vested, in accordance with the applicable legal provisions. On February 23, 2023, the Board of Directors noted that the performance condition determining the vesting of Mr. Benoit Bazin's rights in respect of 2022 had been met. As a result, under the 2012/2 plan, the rights vested in 2022 amount to a gross amount of approximately €35,000 per year. In addition, as of December 31, 2022, the total estimated amount of the pension that will be received by Mr. Benoit Bazin under the 2012/2 Plan amounts to a gross amount of approximately €67,000 per year. This indicative amount is calculated in accordance with the procedures set forth in Article D. 22-10-16 of the French Commercial Code. As indicated, this amount reduces the amount that could be paid under the 2012 Plan. In fact, the estimated amount of the rights paid under the 2012/2 Plan, together with those which could be paid under the 2012 Plan, remains in any event lower than the cap provided for in the 2012 Plan (eight times the annual social security cap, i.e. €329,088 in 2022) and the cap of 45% of fixed and variable compensation provided for in the AFEP-MEDEF Code. Pursuant to Article 5, II of the above-mentioned Order of 3 July 2019, the Board of Directors reserves the right to transfer the commitments of the 2012 Plan to the 2012/2 Plan and to extend its application to Mr Benoit Bazin. In any event, no rights would be transferred beyond the 30-point ceiling provided for in Article L. 137-11-2 of the Social Security Code, it being specified that this ceiling would be assessed by comparing the amount of the conditional rights at the date of the transfer to the average remuneration of the persons concerned over the last three years in the 2012 Plan. In the event of a transfer, the Company would be liable for a contribution in full discharge of its liabilities at a rate of 29.7% under the conditions provided for in Article 5, II of the Order of 3 July 2019. This contribution would then replace, in respect of the rights transferred, the 24% contribution based on the premiums paid to the insurer.
Health and personal risk insurance	-	By decision of the Board of Directors, Mr. Benoit Bazin continues to fully benefit from the Group's health and personal risk insurance policies entered into with GAN and Mutuelle Malakoff Médéric respectively during his term of office.

B - Compensation policy for Directors (*ex ante* Say-on-Pay)

Article L. 22-10-8 of the French Commercial Code requires that the compensation policy for corporate officers be submitted to the Ordinary Shareholders' Meeting for approval each year. This vote is binding (as opposed to an advisory vote).

The General Shareholders' Meeting of June 5, 2014 set the total annual amount to be paid to the Board of Directors for the compensation of its members at €1.1 million.

In view of the anticipated recruitment to the Board, the Board reviewed the compensation policy for Directors, on the recommendation of the Nomination and Remuneration Committee.

The Board decided that it was desirable to modify the compensation policy for Directors in order to promote the international diversity of the Board and to continue to attract the best talent.

In this context, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, decided to:

(i) propose to the General Meeting of June 8, 2023 an increase in the overall annual compensation package for Directors (currently €1.1 million) to €1.3 million (12th resolution), in order to take into account the payment of travel allowances for Directors residing abroad, as mentioned in point (ii) below and, depending on the number of meetings of the Board of Directors and/or of its Committees and of the composition of its Committees, place the Directors' compensation to the level of the average of the CAC 40 companies (to date the Directors' compensation is slightly lower than such average);

(ii) subject to the approval by the General Meeting of June 8, 2023 of the increase in the overall annual remuneration package for Directors referred to in (i) above, revise the rules for the allocation of this package to provide for the payment of an additional lump sum per trip for Directors coming from abroad, in case of attendance in face-to-face.

Subject to the approval by the General Meeting of June 8, 2023 of the increase in the total annual compensation package for Directors (12th resolution), the new distribution rules, which would be applicable as from January 1, 2023, would be as follows:

- neither the Chairman of the Board of Directors nor the Chief Executive Officer receive any compensation for his office as Director (unchanged);
- the Lead Independent Director did not wish to receive any remuneration for this function (unchanged);
- the other members of the Board of Directors each receive a fixed amount of €24,750 per year plus €3,300 for each Board meeting attended during the year (unchanged);
- the Chairpersons and members of the Committees (currently: the Audit and Risk Committee, the Nomination and Remuneration Committee, and the Corporate Social Responsibility Committee) (excluding executive corporate officers) each receive a fixed amount of €5,500 and €2,750 per year, respectively, plus a variable portion of €2,200 for each Committee meeting attended (unchanged);
- an additional sum per Board meeting and per Committee meeting is paid to take into account the travel expenses of directors residing outside France (EUR 2,500 per actual trip to a Board or Committee meeting for a Director residing in Europe (outside France); EUR 5,500 for a Director residing outside Europe). In the event that several Board or Committee meetings are held on the same day, this sum is paid only once (new);
- the amounts granted in respect of the fixed base amount are pro-rated when terms of office begin or end during the course of a fiscal year (unchanged);
- the compensation is paid in two half-yearly installments in arrears, with any balance available from the annual amount distributed at the beginning of the next year based on the variable portions allocated to each Director (excluding additional amounts to take into account the business trip of Directors residing outside France) for each Director's or Committee member's attendance rate at the prior year's Board or Committee meetings (unchanged).

The variable portion represents the bulk of their compensation if Directors consistently attend both Board and Committee meetings.

2.4.3 STATUTORY AUDITORS' SPECIAL REPORT ON RELATED-PARTY AGREEMENTS

This is a free translation into English of the Statutory Auditors' Report on regulated agreements and commitments that is issued in French and is provided solely for the convenience of English speaking readers. This report on regulated agreements and commitments should be read in conjunction, and construed in accordance with, French law and professional auditing standards applicable in France. It should be understood that the agreements reported on are only those provided by the French Commercial Code and that the report does not apply to those related party transactions described in IAS 24 or other equivalent accounting standards.

Annual General Meeting for the approval of the financial statements for the year ended December 31, 2022

To the annual general meeting of Compagnie de Saint-Gobain Company,

In our capacity as Statutory Auditors of Compagnie de Saint-Gobain, we hereby report to you on related party agreements.

It is our responsibility to report to you, based on the information provided to us, on the main terms and conditions of agreements that have been disclosed to us or that we may have identified as part of our engagement, as well as the reasons given as to why they are beneficial for the company, without commenting on their relevance or substance or identifying any undisclosed agreements. Under the provisions of article R. 225-31 of the French commercial Code (Code de commerce), it is your responsibility to determine whether the agreements are appropriate and should be approved.

Where applicable, it is also our responsibility to provide you with the information required by article R 225-31 of the French Commercial Code (Code de commerce) in relation to the implementation during the year of agreements already approved by the Annual General Meeting.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements.

Agreements to be submitted for the approval of the Annual General Meeting

Agreements authorized and concluded during the year

We were not informed of any agreements authorized and concluded during the year to be submitted for the approval of the Annual General Meeting in accordance with article L. 225-38 of the French Commercial Code (Code de commerce).

Agreements previously approved by an Annual General Meeting

We inform you that we have not been advised of any agreements which were already approved by the Shareholders' meetings in previous years, and which were applicable during the year.

Paris-La Défense, March 10, 2023

The Statutory Auditors

KPMG S.A.		Deloitte & Associés	
Pierre-Antoine DUFFAUD	Laurent CHILLET	Frédéric GOURD	Bénédicte MARGERIN

3 AGENDA FOR THE GENERAL MEETING

3.1 AGENDA

ORDINARY GENERAL MEETING

- **Resolution 1**

  Approval of the Company's non-consolidated financial statements for 2022.

- **Resolution 2**

  Approval of the Company's consolidated financial statements for 2022.

- **Resolution 3**

  Appropriation of income and determination of the dividend.

- **Resolution 4**

  Renewal of Ms. Dominique Leroy's term of office as a Director.

- **Resolution 5**

  Appointment of Ms. Jana Revedin as a Director.

- **Resolution 6**

  Approval of the compensation components paid during the 2022 fiscal year, or granted in respect of the same fiscal year, to Mr. Pierre-André de Chalendar, Chairman of the Board of Directors.

- **Resolution 7**

  Approval of the compensation components paid during the 2022 fiscal year, or granted in respect of the same fiscal year, to Mr. Benoit Bazin, Chief Executive Officer.

- **Resolution 8**

  Approval of the information relating to the corporate officers' and Directors' compensation referred to in L. 22-10-9 I of the French Commercial Code and included in the report of the Board of Directors on corporate governance.

- **Resolution 9**

  Approval of the compensation policy of the Chairman of the Board of Directors for 2023.

- **Resolution 10**

  Approval of the compensation policy of the Chief Executive Officer for 2023.

- **Resolution 11**

  Approval of the compensation policy of the Directors for 2023.

- **Resolution 12**

  Determination of the total annual compensation of the Directors.

- **Resolution 13**

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

EXTRAORDINARY GENERAL MEETING

- **Resolution 14**

  Delegation of authority granted to the Board of Directors to increase the share capital through the issue, with preferential subscription rights, 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 and twelve million euros (shares) excluding any adjustment, representing approximately 20% of the share capital, the amounts specified in the fifteenth, sixteenth, seventeenth, eighteenth, and nineteenth 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 fifteenth, sixteenth, and seventeenth 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.

- **Resolution 15**

  Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights but with the possibility of granting a priority period for 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 and six million euros (shares) excluding any applicable adjustment, representing approximately 10% of the share capital, the amounts specified in the sixteenth, seventeenth, and eighteenth 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 sixteenth, and seventeenth 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 fourteenth resolution.

- **Resolution 16**

  Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights, 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 and six 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 fifteenth resolution.

- **Resolution 17**

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

- **Resolution 18**

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

- **Resolution 19**

  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 and three million euros excluding any applicable adjustment, representing approximately 5% of the share capital, such amount being set off against the limit specified in the fourteenth resolution.

- **Resolution 20**

  Authority granted to the Board of Directors to set, in accordance with the terms determined by the General Meeting, the issue price by the Company of shares or securities giving access to the share capital, by public offering without preferential subscription rights, up to 10% of the share capital per 12-month period.

- **Resolution 21**

  Delegation of authority granted to the Board of Directors to carry out, without preferential subscription rights, equity securities issues 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 2.5% of the share capital.

- **Resolution 22**

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

- **Resolution 23**

  Amendments to the bylaws relating to the increase of the minimum number of Company shares to be held by Directors.

- **Resolution 24**

  Powers to carry out formalities.

3.2 BOARD OF DIRECTORS' REPORT AND TEXT OF THE PROPOSED RESOLUTIONS

The 1st to 13th resolutions and the 24th resolution that you are invited to vote upon are governed by the rules applicable to Ordinary General Meetings, while the 14th to 23rd resolutions are governed by the rules applicable to Extraordinary General Meetings.

Each proposed resolution is preceded by the corresponding extract from the Board of Directors' report describing the purpose of such proposed resolution.

1st to 3rd resolutions

Approval of the Company's non-consolidated and consolidated financial statements – appropriation of income and determination of dividend (€2 per share)

Shareholders are requested to approve Compagnie de Saint-Gobain's non-consolidated financial statements which report net income of €1,496 million (**1st resolution**) and consolidated financial statements of the Saint-Gobain Group which report net income (Group share) of €3,003 million (**2nd resolution**) for the fiscal year ended December 31, 2022.

Based on the Company's net income for 2022 of €1,496 million and retained earnings of €7,169 million, creating distributable earnings of €8,665 million, the General Meeting is invited to set the dividend at €2 per share, compared to €1.63 for the 2021 fiscal year, yielding a total dividend to shareholders of €1,024 million [(1)] and to allocate approximately €7,641 million to retained earnings (**3rd resolution**).

The ex-dividend date will be June 12, 2023, and the dividend of €2 per share will be paid as from June 14, 2023.

For individual shareholders who are French tax residents, dividends received will be 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.

● First resolution

Approval of the Company's non-consolidated financial statements for 2022

The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the reports of the Board of Directors and the statutory auditors, approve the Company's non-consolidated financial statements for the fiscal year ended December 31, 2022 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 2022

The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the reports of the Board of Directors and the statutory auditors, approve the Company's consolidated financial statements for the fiscal year ended December 31, 2022 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, 2022 and approved by this General Meeting show net income for the 2022 fiscal year amounting to €1,496,282,291.51 and retained earnings at December 31, 2022 amounting to €7,169,179,972.56, yielding total distributable earnings of €8,665,462,264.07, approve the proposal 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 €102,412,664.00, in accordance with Article 20 paragraph 4, 2° of the Company's bylaws,
  - an additional dividend of €921,713,976.00, representing a total dividend payment of €1,024,126,640.00,
- the appropriation of €7,641,335,624.07 to retained earnings.

The total amount of the distribution referred to above is calculated on the basis of the number of shares carrying dividend rights as of January 31, 2023, i.e., 512,063,320 shares, and may vary if the number of shares carrying dividend rights changes between January 31, 2023 and the ex-dividend date, depending in particular on the number of treasury shares held.

(1) *This amount is calculated on the basis of 515,781,821 outstanding shares at January 31, 2023, less 3,718,501 treasury shares held at this date, and may vary if the number of shares entitled to the dividend changes between January 31, 2023 and the ex-dividend date, depending on the number of treasury shares held.*

The dividend is set at €2.00 per share for each share carrying dividend rights. The ex-dividend date will be June 12, 2023, and the dividend will be paid as from June 14, 2023. 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 for the last three fiscal years preceding the 2022 fiscal year, the amounts of dividends paid were as follows:

Fiscal year	Number of shares on which a dividend was paid	Dividend per share *(in EUR)*	Total dividends distributed *(in EUR)*
2019	0	0	0
2020	525,057,461	1.33	698,326,423.13
2021	512,006,300	1.63	834,570,269.00

Dividends distributed in 2021 and 2022, for the years 2020 and 2021 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.

No dividend was distributed in 2020, in respect of the 2019 fiscal year.

4th resolution

Renewal of Ms. Dominique Leroy's term of office as a Director

On the proposal of the Nomination and Remuneration Committee, the Board of Directors, at its meeting of March 30, 2023, decided to propose to the General Shareholders' Meeting the renewal of the term of office of Ms. Dominique Leroy as Director, expiring at the end of the General Shareholders' Meeting of June 8, 2023 (**4th resolution**).

Ms. Dominique Leroy 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 innovation/digital matters as well as her skills in governance, finance, human resources and social environment, and strategy.

This term of office would be approved for a period of four years expiring at the close of the Ordinary General Meeting called to approve the financial statements for the year ending December 31, 2026.

- **Fourth resolution**

Renewal of Ms. Dominique Leroy's term of office as a Director

The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, and having noted that the term as Director of Ms. Dominique Leroy expires at the close of this General Meeting, resolve to renew the term of office of Ms. Dominique Leroy as a 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, 2026.

5th resolution

Nomination of Ms. Jana Revedin as a Director

On the proposal of the Nomination and Remuneration Committee, the Board of Directors, at its meeting of March 30, 2023, decided to propose to the General Shareholders' Meeting the nomination of Ms. Jana Revedin as a new independent Director. This term of office would be approved for a period of four years, expiring at the end of the Ordinary General Meeting called to approve the financial statements for the year ending December 31, 2026 (**5th resolution**).

During the annual self-assessment carried out with the assistance of a specialized consulting firm, the Directors were of the opinion that it would be desirable, for future recruitments, to reduce the age and broaden the international scope of the Board as part of future renewals, over a three-year period, based on the needs resulting from the analysis of the skills matrix by the Nomination and Remuneration Committee and the Board, particularly by promoting the following research areas: one or several serving executive corporate officers or with such experience within other major groups, a serving Chief Financial Officer, a Director from the construction value chain and/or a Director with climate change skills.

The nomination of Ms. Jana Revedin satisfies the latter two objectives.

After a search process conducted by an independent firm, a detailed review of the proposed candidates and an interview with Ms. Jana Revedin, the Nomination and Remuneration Committee submitted the candidacy of Ms. Jana Revedin, an architect, holder of a PhD in architectural and urban sciences and a full professor of architecture and urbanism, of German nationality, who created the Global Award for Sustainable Architecture, which comes under the patronage of UNESCO, and is a member of the European Commission's Scientific Committee for Innovation in Construction Materials.

The Board of Directors considered that Ms. Jana Revedin would bring to the Board of Directors her knowledge, as an architect, of the construction value chain, and her commitment and expertise in sustainable architecture and urbanism, which attest to her competence on climate change issues. Her teaching and research work on innovative building materials would also be a valuable contribution to the Board of Directors and the implementation of the Group's strategy as a world leader in sustainable construction.

The following table shows the changes in the composition of the Board with regard to independence, representation of women, and presence of foreign members during the 2022 fiscal year, and as foreseen by the end of the General Meeting of June 8, 2023, subject to the renewal and appointment of the Directors listed above:

	As from the General Shareholders' Meeting of June 3, 2021	As from the General Shareholders' Meeting of June 2, 2022	As from the General Shareholders' Meeting of June 8, 2023 (subject to approval)
Percentage of independent Directors [(a)]	64%	73%	73%
Percentage of women [(b)]	45%	45%	45%
Percentage of foreign Directors [(c)]	27%	36%	36%

(a) In accordance with the rules set by the AFEP-MEDEF Code.
(b) Excluding Employee Directors and Directors representing employee shareholders. As from the General Shareholders' Meeting of June 8, 2023, the Board of Directors would consist of 50% women including those Directors.
(c) Excluding Employee Directors appointed under specific mandatory legal provisions.

• Fifth resolution

Appointment of Ms. Jana Revedin as a 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 Ms. Jana Revedin as a 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, 2026.

6th resolution

Approval of the compensation components paid during the 2022 fiscal year, or granted in respect of the same fiscal year, to Mr. Pierre-André de Chalendar, Chairman of the Board of Directors (*ex post* Say-on-Pay)

In compliance with Article L. 22-10-34, II of the French Commercial Code, the Board of Directors submits to the approval of this General Meeting the compensation components paid during the 2022 fiscal year or granted in respect of the same fiscal year, to Mr. Pierre-André de Chalendar, Chairman of the Board of Directors (**6th resolution**).

These components, decided by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, are described in the report of the Board of Directors on corporate governance (see page 192 of the 2022 Universal Registration Document) and in section 2.4.1.A of this document.

- Sixth resolution

Approval of the compensation components paid during the 2022 fiscal year, or granted in respect of the same fiscal year, to Mr. Pierre-André de Chalendar, Chairman of the Board of Directors

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 2022 fiscal year, or granted in respect of the same fiscal year, to Mr. Pierre-André de Chalendar, Chairman of the Board of Directors, 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.

7th resolution

Approval of the compensation components paid during the 2022 fiscal year, or granted in respect of the same fiscal year, to Mr. Benoit Bazin, Chief Executive Officer (*ex post* Say-on-Pay)

In compliance with Article L. 22-10-34, II of the French Commercial Code, the Board of Directors submits to the approval of this General Meeting the compensation components paid during the 2022 fiscal year or granted in respect of the same fiscal year, to Mr. Benoit Bazin, Chief Executive Officer (**7th resolution**).

These components, decided by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, are described in the report of the Board of Directors on corporate governance (see pages 193 to 195 of the 2022 Universal Registration Document) and in section 2.4.1.B of this document.

- Seventh resolution

Approval of the compensation components paid during the 2022 fiscal year, or granted in respect of the same fiscal year, to Mr. Benoit Bazin, Chief Executive Officer

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 2022 fiscal year, or granted in respect of the same fiscal year, to Mr. Benoit Bazin, Chief Executive Officer, 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.

8th resolution

Approval of the information relating to the corporate officers' and Directors' compensation referred to in Article L. 22-10-9, I of the French Commercial Code and included in the report of the Board of Directors on corporate governance

In compliance with Article L. 22-10-34, I of the French Commercial Code, the Board of Directors submits to the approval of this General Meeting, the information referred in I of Article L. 22-10-9 of the French Commercial Code (**8th resolution**).

This information is described in the report of the Board of Directors on corporate governance (see pages 185 to 191 and pages 205 to 208 of the 2022 Universal Registration Document) and in section 2.4.1.C of this document.

- Eighth resolution

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

9th resolution

Approval of the compensation policy of the Chairman of the Board of Directors for 2023 (*ex ante* Say-on-Pay)

In compliance with Article L. 22-10-8, II of the French Commercial Code, the Board of Directors submits to the approval of this General Meeting the compensation policy for the Chairman of the Board of Directors for the 2023 fiscal year (**9th resolution**).

This policy, decided by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, is provided to you in the report of the Board of Directors on corporate governance (see page 196 of the 2022 Universal Registration Document) and in section 2.4.2.A of this document.

• Ninth resolution

Approval of the compensation policy of the Chairman of the Board of Directors for 2023

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 of the Board of Directors for 2023, 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.

10th resolution

Approval of the compensation policy of the Chief Executive Officer for 2023 *(ex ante* Say-on-Pay*)*

In compliance with Article L. 22-10-8, II of the French Commercial Code, the Board of Directors submits to the approval of this General Meeting the compensation policy for the Chief Executive Officer for the 2023 fiscal year (**10th resolution**).

This policy, decided by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, is provided to you in the report of the Board of Directors on corporate governance (see pages 197 to 204 of the 2022 Universal Registration Document) and in section 2.4.2.A of this document.

• Tenth resolution

Approval of the compensation policy of the Chief Executive Officer for 2023

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 2023, 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.

11th resolution

Approval of the compensation policy of the Directors for 2023 (*ex ante Say-on-Pay*)

In compliance with Article L. 22-10-8, II of the French Commercial Code, the Board of Directors submits to the approval of this General Meeting, the Directors' compensation policy for the 2023 fiscal year (**11th resolution**).

This policy, decided by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, is described in the report of the Board of Directors on corporate governance (see page 183 of the 2022 Universal Registration Document) and in section 2.4.2.B of this document.

• Eleventh resolution

Approval of the compensation policy of the Directors for 2023

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 2023, 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.

12th resolution

Determination of the total annual compensation of the Directors

Under the **12th resolution**, the General Meeting is requested to increase the maximum annual total compensation allocated to Directors, currently set at €1.1 million (unchanged since 2014), to €1.3 million, for the current fiscal year and each subsequent years until otherwise decided.

This increase is proposed by the Board of Directors, on the proposal of the Nomination and Remuneration Committee, in view of the anticipated recruitment to the Board, to promote the international diversity of the Board and to continue to attract the best talents.

The increase in in the overall annual compensation package would allow to take into account the payment of travel allowances for Directors residing abroad, in case of attendance in face to face meeting, and depending on the number of meetings of the Board of Directors and of its Committees and of the composition of its Committees, place the Directors' compensation to the level of the average of the CAC 40 companies (to date the Directors' compensation is slightly lower than such average).

- **Twelfth resolution**

Determination of the total annual compensation of the Directors

The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, decide to determine the total annual compensation of the Directors to a maximum of €1,300,000 for the current fiscal year and for each subsequent fiscal year until otherwise determined by the General Meeting.

13th resolution

Authorization given to the Board of Directors to trade in the company's shares

The purpose of the **13th resolution** is to renew the annual authorization given to the Board of Directors to trade in Saint-Gobain shares.

The main characteristics of the requested authorization are as follows:

- securities in question: ordinary shares;
- maximum number of shares that may be acquired: 10% of the total number of shares making up the share capital as of the date of the General Meeting;
- maximum purchase price per share: €100, subject to adjustment in the event of a transaction involving the Company's share capital or shareholders' equity.

The objectives of the share buyback program are detailed in the text of the resolution and in the program description, available on Saint-Gobain's website (https://www.saint-gobain.com/en/finance/general-meeting).

Implementation of the share buyback program for the 2022 fiscal year is described in section 7.1.3 of the 2022 Universal Registration Document.

This resolution rules out the option for the Company of pursuing execution of its share buyback program while a public tender offer for the Company's shares is in progress.

This share buyback program can be carried out within 18 months of the date of this General Meeting, that is until December 8, 2024. This authorization shall replace, as from its adoption, the one granted in the 16th resolution of the General Meeting of June 2, 2022, and shall cancel any unused portion of it.

Thirteenth 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 free allocation of shares, the grant of stock options, and the allocation 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 attached 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 allocation of Company shares,
- the management of the market of the Company share under liquidity agreements entered into with an independent investment services provider in compliance with the code of ethics recognized by the French Financial Markets Authority,
- the cancellation of shares subject to the adoption by this Meeting of the twenty-second resolution below,
- the implementation of any market practice that may become authorized by the French Financial Markets Authority and, more generally, with a view to carrying out any other transaction that complies with the regulations in force.

Shares may be purchased, sold, transferred or exchanged at any time, except during a public tender offer period involving Company's shares, and by any means, in accordance with regulations in force, on one or more occasions, 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 one hundred (100) euros per share and set the maximum number of shares that may be bought back since the beginning of the share buyback program at 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, 2023, the theoretical maximum amount of funds that the Company would be able to invest in these purchases would thus be €5,157,690,800, corresponding to 51,576,908 shares acquired at a price of one hundred (100) euros each.

The General Meeting 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, to adjust the maximum price above-mentioned to take into account the impact of these transactions on the stock value.

The General Meeting 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 (18) 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 sixteenth resolution of the Combined General Meeting of June 2, 2022.

14th to 22nd resolutions

Financial authorizations to be given to the Board of Directors with a view to increasing the share capital

As is the case every two years, you are requested to approve a set of resolutions, giving the Board of Directors authority to increase the Company's share capital, immediately or over time, for a limited period of 26 months, it being specified that these authorizations only apply to issuances of shares or securities giving access to the share capital, and excluding preference shares (**14th to 22nd resolutions**).

These resolutions are intended to provide the Board of Directors with flexibility in the choice of the possible issuances and to adapt, at the specific moment, the nature of the financial instruments to be issued depending on the Company's needs and the interest of its shareholders. They also make it possible to carry out these transactions quickly taking advantage of opportunities offered by the French or foreign financial markets.

Please note that these 14th to 22nd resolutions exclude the possibility for the Board of Directors to decide to increase the Company's share capital immediately or over time while a public tender offer for the Company's shares is in progress.

14th resolution

Issue of shares or securities giving access to the share capital of the Company or subsidiaries, with preferential subscription rights

Under the **14th resolution**, you are requested to delegate to the Board of Directors authority to potentially increase the Company's share capital, either immediately or over time, through the issuance, with preferential subscription rights, of the following securities:

- Company shares; or
- 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, to the share capital of the Company or subsidiaries.

The maximum nominal amount of the share capital increases that may be carried out immediately or over time under the 14th resolution will be set at four hundred and twelve million euros (representing approximately 20% of the share capital), subject to adjustment in the event of financial transactions involving the Company's share capital or shareholders' equity, pursuant to the legal and regulatory provisions, and any applicable contractual stipulations. The nominal amount of share capital increases to be carried out pursuant to the 15th, 16th, 17th, 18th, and 19th resolutions will be set off against the aforementioned limit or the one set out in a resolution of the same kind that might succeed the 14th resolution for the validity period of such resolutions.

The maximum nominal amount of the issuances of debt securities giving access to the share capital of the Company or its subsidiaries that may be carried out under the 14th resolution will be set at one and half billion euros, the nominal amount of such same type of securities that can be carried out under the 15th, 16th and 17th resolutions will be set off against the aforementioned limit or the one set out in a resolution of the same kind that might succeed the 14th resolution for the validity period of such resolutions.

• Fourteenth resolution

Delegation of authority granted to the Board of Directors to increase the share capital through the issue, with preferential subscription rights, 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 and twelve million euros (shares) excluding any adjustment, representing approximately 20% of the share capital, the amounts specified in the fifteenth, sixteenth, seventeenth, eighteenth, and nineteenth 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 fifteenth, sixteenth, and seventeenth 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, and L. 228-91 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 twenty-six months from the date of this General Meeting.

3/ Set, if 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 and twelve 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 fifteenth, sixteenth, seventeenth, eighteenth, and nineteenth 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 fifteenth, sixteenth, and seventeenth 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.

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 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 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 and/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 bylaws accordingly.

6/ 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 3, 2021.

15th resolution

Issue by public offering other than those referred to in article L. 411-2 of the French Monetary and Financial Code of shares or securities giving access to the share capital of the company or subsidiaries, without preferential subscription rights

Under the **15th resolution**, you are requested to delegate to the Board of Directors authority to potentially increase the Company's share capital, either immediately or over time, by public offering other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, through the issuance, without preferential subscription rights but with the possibility of granting a priority period for existing shareholders, of the following securities:

- Company shares; or
- 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, to the share capital of the Company or its subsidiaries.

The maximum nominal amount of the share capital increases that may be carried out immediately or over time under the 15th resolution will be set at two hundred and six million euros (representing approximately 10% of the share capital), subject to adjustment in the event of financial transactions involving the Company's share capital or shareholders' equity, pursuant to the legal and regulatory provisions, and any applicable contractual stipulations.

The maximum nominal amount of the issuances of debt securities giving access to the share capital of the Company or its subsidiaries that may be carried out under the 15th resolution will be set at one and half billion euros.

The nominal amount of the issuances carried out under the 16th, 17th and 18th resolutions will be set off against the aforementioned limit or the one set out in a resolution of the same kind that might succeed the 15th resolution for the validity period of such resolutions.

The nominal amount of the issuances carried out under the 15th resolution will be set off against the global corresponding maximum amounts specified in the 14th resolution or those to be specified by a resolution of the same kind that might succeed it during the validity period of the 15th resolution.

● Fifteenth resolution

Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights but with the possibility of granting a priority period for 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 and six million euros (shares) excluding any applicable adjustment, representing approximately 10% of the share capital, the amounts specified in the sixteenth, seventeenth, and eighteenth 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 sixteenth, and seventeenth 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 fourteenth 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. 225-136, L. 22-10-51, L. 22-10-52, L. 22-10-54, 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, 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, without 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,
- 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 twenty-six months from the date of this General Meeting.

3/ Set, if 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 and six 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 sixteenth, seventeenth, and eighteenth 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 fourteenth 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 sixteenth and seventeenth 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 fourteenth 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:

a) resolve 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,

b) resolve to 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 authority to the Board of Directors to set the period and terms and conditions thereof within the above limit,

c) acknowledge that this delegation automatically entails 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,

d) 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,

e) 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.

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 in accordance with paragraph 4/d) 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 bylaws accordingly.

6/ Acknowledge that this delegation of authority supersedes, for the unexpired period, and cancels any unused portion of, the delegation granted in the nineteenth resolution of the Combined General Meeting of June 3, 2021.

16th resolution

Issue by public offering referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code of shares or securities giving access to the share capital of the Company or subsidiaries, without preferential subscription rights

Under the **16th resolution**, you are requested to delegate to the Board of Directors the authority to potentially increase the Company's share capital, either immediately or over time, by public offering referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, through the issuance, without preferential subscription rights, of the same securities than those referred to in the 15th resolution.

The purpose of this resolution is to enable the Board of Directors to carry out a share capital increase under the best possible conditions in a context of high financial market volatility, particularly when pricing conditions and speed of execution – in order to take advantage of short market windows – are an essential condition for successful share capital increase.

The maximum nominal amount of the share capital increases that may be carried out immediately or over time under the 16th resolution will be set at two hundred and six million euros (representing approximately 10% of the share capital), subject to adjustment in the event of financial transactions involving the Company's share capital or shareholders' equity, pursuant to the legal and regulatory provisions, and any applicable contractual stipulations.

The maximum nominal amount of the issuances of debt securities giving access to the share capital of the Company or its subsidiaries that may be carried out under the 16th resolution will be set at one and half billion euros.

The nominal amount of the issuances carried out under the 16th resolution will be set off against the corresponding maximum amounts specified in the 15th resolution and the global corresponding maximum amounts specified in the 14th resolution or those to be specified by a resolution of the same kind that might succeed it during the validity period of the 16th resolution.

• Sixteenth resolution

Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights, 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 and six 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 fifteenth 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. 225-136, L. 22-10-51, 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, 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 a public offering as provided under L. 411-2, 1° of the French Monetary and Financial Code, by issuing without 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,
- 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 twenty-six months from the date of this General Meeting.

3/ Set, if 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 and six 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 fifteenth resolution of this Meeting and the global limit set in paragraph 3/a) of the fourteenth 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 fifteenth resolution of this Meeting and the global limit set in paragraph 3/b) of the fourteenth 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/ In the event that the Board of Directors uses this delegation of authority:

- **a)** resolve 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,
- **b)** acknowledge that this delegation automatically entails 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,
- **c)** 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,
- **d)** 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.

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 in accordance with paragraph 4/c) 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 bylaws accordingly.

6/ Acknowledge that this authorization supersedes, for the unexpired period, and cancels any unused portion of, the authorization granted in the twentieth resolution of the Combined General Meeting of June 3, 2021.

17th resolution

Over-allotment option

Under the **17th resolution**, you are requested to delegate to the Board of Directors authority to potentially increase the number of securities to be issued in the event of over-subscription of the issuance of shares, with or without preferential subscription rights, or securities giving access to the share capital under the 14th, 15th, 16th or 21st resolutions, within the legal and regulatory limits (15% of initial issuances on the date of the General Meeting) and the specific, and if need be, global limits specified in the resolutions determining the initial issuances or specified in the same kind of resolutions that might succeed them during the validity period of the 17th resolution.

• Seventeenth 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, with or without preferential subscription rights, of shares or securities giving access to the share capital, is oversubscribed, within the legal and regulatory limits (15% of the initial 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 authority to the Board of Directors, 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 fourteenth, fifteenth, sixteenth, or twenty-first 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 overallocation option consistent with market practices.

2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of twenty-six 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 twenty-first resolution of the Combined General Meeting of June 3, 2021.

18th resolution

Consideration for contributions in kind (capital stock or securities giving access to the share capital)

Under the **18th resolution**, you are requested to delegate the Board of Directors the authority to potentially increase the Company's share capital, without preferential subscription rights, in payment for contributions in kind consisting of equity securities or securities giving access to the share capital, outside the scope of a public exchange offer, 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 (it being specified that it is not envisaged, in the context of this 18th resolution, to issue securities whose secondary security would be a debt security), up to a maximum of 10% of the Company's share capital as of the date of this General Meeting, subject to adjustment in the event of financial transactions involving the Company's share capital or shareholders' equity, pursuant to the legal and regulatory provisions and any applicable contractual stipulations.

The nominal amount of the share capital increases that may be carried out immediately or over time under the 18th resolution will be set off against the limit specified in the 15th resolution and the global limit specified in the 14th resolution or those to be set by a resolution of the same kind that might succeed it during the validity period of the 18th resolution.

• Eighteenth resolution

Delegation of authority granted to the Board of Directors to increase, without preferential subscription rights, the share capital by up to a maximum of 10%, excluding any applicable adjustment, in consideration of contributions in kind consisting of equity securities or securities giving access to the share capital, the amounts of the share capital increase and of the issuance of securities being set off against the limit specified in the fifteenth 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/ 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, at its sole initiative, in such proportion and at such times as it deems appropriate, except during a public tender offer period, and 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 delegation of authority to the Board of Directors is valid for a period of twenty-six months from the date of this General Meeting.

3/ In the event that the Board of Directors uses this delegation of authority:

- **a)** resolve that the maximum nominal amount of the capital increases that may carried out immediately or over time pursuant to this resolution will be set off against the limit mentioned in paragraph 3/a) of the fifteenth resolution of this Meeting and on the amount of the global limit provided in paragraph 3/a) of the fourteenth 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 delegation, 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.
- **b)** acknowledge that this delegation 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.

4/ 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 bylaws accordingly.

5/ Acknowledge that this authorization supersedes, for the unexpired period, and cancels any unused portion of, the authorization granted in the twenty-second resolution of the Combined General Meeting of June 3, 2021.

19th resolution

Share capital increase through the capitalization of premiums, reserves, profits, and free allocation of shares to the existing shareholders

Under the **19th resolution**, you are requested to delegate to the Board of Directors authority to potentially increase the Company's share capital by the capitalization of premiums, reserves, profits or other, up to a maximum nominal amount of one hundred and three million euros (representing approximately 5% of the share capital), subject to adjustment in the event of financial transactions involving the Company's share capital or shareholders' equity, pursuant to the legal and regulatory provisions and any applicable contractual stipulations. The nominal amount of the share capital increases that may be carried out under the 19th resolution will be set off against the limit specified in the 14th resolution or the one to be specified by a resolution of the same kind that might succeed it during the validity period of the 19th resolution.

● Nineteenth 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 and three million euros excluding any applicable adjustment, representing approximately 5% of the share capital, such amount being set off against the limit specified in the fourteenth resolution

The shareholders in General 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 bylaws, by the issue or allocation of free shares or by increasing the nominal value of existing shares, or by a combination of the two.

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

3/ In the event that the Board of Directors uses this delegation of authority:

a) 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, and that the amounts resulting from the sale being allocated to the holders of the rights under the conditions set by applicable legal and regulatory provisions,

b) 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 and three 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 fourteenth 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.

4/ 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,

- 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 bylaws 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-third resolution of the Combined General Meeting of June 3, 2021.

20th resolution

Setting of the issue price up to 10% of the share capital

Under the **20th resolution**, you are requested to authorize the Board of Directors to set the issue price by the Company of shares or securities giving access to the share capital, up to 10% of the share capital on the day of the issue per twelve-month period, in the case of an issuance without preferential subscription rights by public offering carried out pursuant to the 15th and 16th resolutions. It is specified that the nominal amount of the share capital increases carried out under the 20th resolution will reduce the corresponding limits of the 15th or 16th resolution, as the case may be.

The issue price of the shares issued may then derogate from the pricing conditions provided for in said resolutions but 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% (maximum legal discount applicable to issuances without preferential subscription rights provided for in 15th and 16th resolutions).

The purpose of this resolution is to enable the Board of Directors to carry out a share capital increase under the best possible conditions in a context of high financial market volatility.

• Twentieth resolution

Authority granted to the Board of Directors to set, in accordance with the terms determined by the General Meeting, the issue price by the Company of shares or securities giving access to the share capital, by public offering without preferential subscription rights, up to 10% of the share capital per 12-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 under the conditions set out by law, in the case of issue without preferential subscription rights carried out pursuant to the fifteenth and sixteenth resolutions of this 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 twelve-month period, it being specified that this amount will reduce the corresponding limits of the fifteenth or sixteenth 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.

21st resolution

Continuing development of employee share ownership

The **21st resolution** falls within the context of the continuing development of Compagnie de Saint-Gobain's employee share ownership, which has been a constant aim of the Company for 36 consecutive years. The Group Savings Plan is a key feature of Saint-Gobain's social contract. It represents an excellent mean of giving employees a stake in the Group and sharing in its results. By allowing employees to become shareholders, the Group Savings Plan strengthens the motivation and sense of belonging of employees within the Group, as well as aligning their interests with those of shareholders.

Employee share ownership transactions have been very successful both in France and internationally. The ownership rate of the Group Savings Plan Funds has remained stable over the past 10 years, although the Company carried out capital increases reserved for employees each year (8.4% of the capital held by the Group Savings Plan Funds (fonds commun de placement d'entreprise, FCPE) as at December 31, 2012 compared with 8.75% at December 31, 2022). This stability can be explained in particular by employees' periodic disposals of available assets.

Under the 21st resolution, you are requested to delegate to the Board of Directors authority to potentially increase the Company's share capital, without preferential subscription rights, to be reserved for members of the Saint-Gobain Group employee savings plans. Under certain conditions, the Saint-Gobain Group Savings Plan offers the opportunity to members who are employees and former employees of French and foreign companies belonging to the Group, to acquire or subscribe, directly or indirectly, Company shares at a maximum discount of 20% off the average reference price preceding the date of the decision establishing the subscription period, made by the Board of Directors or by the individual delegated for this purpose. The delegation of authority would be granted for up to a maximum nominal amount of fifty-two million euros (representing approximately 2.5% of the share capital), subject to adjustment in the event of financial transactions involving the Company's share capital or shareholders' equity, pursuant to the legal and regulatory provisions and any applicable contractual stipulations, for a period of twenty-six months.

• Twenty-first resolution

Delegation of authority granted to the Board of Directors to carry out, without preferential subscription rights, equity securities issues 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 2.5% 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 and L. 225-138-1 of the French Commercial Code and, on the other hand, those of Articles L. 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 Labor Code.

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

3/ In the event that the Board of Directors uses this delegation of authority:

- **a)** 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,
- **b)** set 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,
- **c)** 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,
- **d)** 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 the previous paragraph.

4/ Authorize the Board of Directors, under the conditions set out in 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 3/b) above.

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:

- 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,
- 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 bylaws accordingly.

6/ 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 3, 2021.

22nd resolution

Potential cancellation of shares

Under the **22nd resolution**, you are requested to authorize the Board of Directors, for twenty-six months, to cancel, where appropriate, Company shares it has acquired under the share purchase authorizations granted by the General Shareholders' Meeting, up to a maximum of 10% of the Company's share capital per 24-month period.

• Twenty-second resolution

Authorization given to the Board of Directors to reduce the share capital by cancelling 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 cancelling Company shares purchased pursuant to the authorizations given by the General Meetings as part of shares buybacks.

2/ Resolve that this authorization to the Board of Directors is valid for a period of twenty-six 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 bylaws 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-sixth resolution of the Combined General Meeting of June 3, 2021.

23rd resolution

Amendments to the bylaws relating to the increase of the minimum number of Company shares to be held by Directors

Under the **23rd resolution**, you are requested to amend paragraph 3 of article 9 of the Company's bylaws relating to the minimum number of Company shares to be held by Directors, to increase such number from 800 shares to 1,200 shares, and thus increase the amount of the investment required for each Director.

• Twenty-third resolution

Amendments to the bylaws relating to the increase of the minimum number of Company shares to be held by Directors

The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, resolve to amend paragraph 3 of Article 9 of the Company's bylaws relating to the minimum number of Company shares to be held by Directors, as follows:

Article 9 – COMPOSITION OF THE BOARD OF DIRECTORS	Article 9 – COMPOSITION OF THE BOARD OF DIRECTORS
Paragraph 3 – current wording	*Paragraph 3 – new wording*
Each Director appointed by the General Shareholders' Meeting must own at least eight hundred Company shares, with the exception of the Employee Directors and the Director representing employee shareholders.	Each Director appointed by the General Shareholders' Meeting must own at least one thousand two hundred Company shares, with the exception of the Employee Directors and the Director representing employee shareholders.

24th resolution

Powers to carry out formalities

The **24th resolution** gives authority to carry out formalities in connection with decisions made by the General Meeting.

• Twenty-fourth resolution

Powers to carry out the decisions of the Combined General Meeting and for the 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 General Meeting, to carry out all filings and formalities as required.

FINANCIAL AUTHORIZATIONS SUBMITTED FOR APPROVAL TO THE GENERAL SHAREHOLDERS' MEETING

Summary

For a summary of the use made of the financial authorizations in effect on the date of the General Meeting, please refer to the document available at the following address: https://www.saint-gobain.com/en/finance/general-meeting or in section 7.1.2 of the 2022 Universal Registration Document.

The following table summarizes the scope, term and limits of use of the financial resolutions presented to you that are submitted to the approval of the General Meeting.

Purpose of the resolution and securities concerned	Source (resolution number)	Authorization duration and expiration	Maximum par value of the capital increase
ISSUANCES WITH PREFERENTIAL SUBSCRIPTION RIGHT			
Capital increase (common shares or securities giving access to shares in the Company or its subsidiaries) (A)	2023 AGM 14th resolution	26 months (August 2025)	€412 million, excluding adjustments, i.e., approximately 20% of the share capital [(a)] (A) + (B) + (C) + (D) + (E) + (G) being limited to €412 million (the "Global Cap")
Capital increase by incorporation of premiums, reserves, profits and free allocation of shares to shareholders (B)	2023 AGM 19th resolution	26 months (August 2025)	€103 million, excluding adjustments, i.e., approximately 5% of the share capital Included in the Global Cap
ISSUANCES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHT			
Capital increase, through a public offering, other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, with the option of granting a priority period for shareholders, by issuing common shares or securities giving access to the share capital of the Company or subsidiaries, or shares of the Company to which securities to be issued by subsidiaries would grant entitlement (C)	2023 AGM 15th resolution	26 months (August 2025)	€206 million (shares), excluding any possible adjustments, i.e., approximately 10% of the share capital [(a)] Included in the Global Cap (C) + (D) + (E) + (G) being limited to €206 million
Capital increase, through a public offering referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code, by issuing common shares or securities giving access to the share capital of the Company or subsidiaries, or shares of the Company to which securities to be issued by subsidiaries would grant entitlement (D)	2023 AGM 16th resolution	26 months (August 2025)	€206 million (shares), excluding any possible adjustments, i.e., approximately 10% of the share capital [(a)] Allocation to the cap of (C), included in the Global Cap
Capital increase (common shares or securities giving access to shares in the Company shares with shares as primary securities) in compensation for contributions in kind (E)	2023 AGM 18th resolution	26 months (August 2025)	10% of the share capital, i.e., approximately €206 million excluding any possible adjustments Allocation to the cap of (C), included in the Global Cap
ISSUANCES RESERVED TO GROUP EMPLOYEES AND CORPORATE OFFICERS			
Capital increase (equity securities) through the Group Savings Plan (F)	2023 AGM 21st resolution	26 months (August 2025)	€52 million, excluding any possible adjustments, i.e., approximately 2.5% of the share capital
OTHER			
Option for complementary issuance in case of oversubscription of an issuance of common shares or securities giving access to the share capital with or without preferential subscription right (G)	2023 AGM 17th resolution	26 months (August 2025)	For each issuance, legal limit of 15% of the initial issuance [(a)] Allocation to the cap of (C) and/or included in the Global Cap depending on the initial issuance
Determination of the issue price in the event of a capital increase without preferential subscription right through a public offer made pursuant to the 15th or 16th resolutions of the 2023 AGM (H)	2023 AGM 20th resolution	26 months (August 2025)	10% of the share capital per 12 month period [(a)] Issuances completed pursuant to (C) or (D) depending on the type of capital increase Allocation to the cap of (C), included in the Global Cap

Purpose of the resolution and securities concerned	Source (resolution number)	Authorization duration and expiration	Maximum par value of the capital increase
SHARE BUYBACK PROGRAM			
Share buyback [b]	2023 AGM 13th resolution	18 months (December 2024)	10% of the total number of shares composing the share capital at the AGM date Maximum purchase price per share: €100
Cancellation of shares	2023 AGM 22nd resolution	26 months (August 2025)	10% of the share capital per 24 month period

(a) *Maximum nominal amount of debt securities giving access to the share capital that may be issued capped at €1.5 billion. Global cap applicable to resolutions (A), (C), (D) and (G).*

(b) *The objectives of the program are as follows: the free allocation of shares, the grant of stock options, and the allocation 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 attached 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 allocation of Company shares; the management of the market of the Company share under liquidity agreements entered into with an independent investment services provider in compliance with the code of ethics recognized by the French Financial Markets Authority; the cancellation of shares subject to the adoption of the twenty-second resolution by the General Meeting of June 8, 2023; the implementation of any market practice that may become authorized by the French Financial Markets Authority and, more generally, with a view to carrying out any other transaction that complies with the regulations in force.*

4 HOW TO PARTICIPATE IN THE GENERAL MEETING

As a Saint-Gobain shareholder, you are entitled to participate in the General Meeting, irrespective of the number of shares you hold. You may do so by attending the Meeting in person, casting a vote in advance or appointing a proxy to represent you at the Meeting.

You may request **an admission card, cast your vote or give proxy via the internet** rather than by mail.

If you hold registered shares, either directly or through an intermediary, you will receive a notice of meeting directly.

Shareholders are invited to regularly visit the page dedicated to the General Meeting on Saint-Gobain's website to keep themselves up-to-date (www.saint-gobain.com/en/finance/general-meeting) .

WHO CAN PARTICIPATE IN THE GENERAL MEETING?

In order to participate in the General Meeting, shareholders must prove their capacity as such by **having their shares entered in the share register in their name** (or in the name of the financial intermediary acting on their behalf if they are not a resident of France) at least two business days prior to the General Meeting, i.e., on **Tuesday, June 6, 2023** (12:00 a.m., Paris time).

Transactions occurring after **Friday, June 2, 2023** (12:00 a.m., Paris time) will therefore not be counted in determining a shareholders' right to participate in the Meeting.

Please read the following instructions carefully.

Registered shares

For shareholders with registered shares, held either directly or through an intermediary, the shares must be entered in the accounts kept by Uptevia, CTO Assemblées Générales, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex (France).

Bearer shares

For shareholders with bearer shares, the entry must be made by the banking or financial intermediary that holds the securities on their behalf (financial intermediaries). Entry in such accounts is recorded by a certificate (*attestation de participation*).

Shareholders holding their Saint-Gobain shares in bearer form will deal exclusively with their financial intermediary.

PARTICIPATE IN OUR SUSTAINABLE DEVELOPMENT EFFORTS

Saint-Gobain's environmental vision is to ensure the sustainable development of its activities, while preserving the environment from the impacts of its processes and services over their entire life cycle. In this way, the Group seeks to ensure the conservation and availability of natural resources.

That is why, for its General Meeting, Saint-Gobain offers all its shareholders the tools to enable them to exercise their rights through the internet: availability of the documents relating to the General Meeting on the Company's website, e-convocation and online voting. Moreover, Saint-Gobain broadcasts the discussions of the General Meeting each year on its website.

Documents available on the Company's website

The documents relating to the General Meeting, which must be made available to shareholders in accordance with the provisions of the French Commercial Code, can be consulted or downloaded from Saint-Gobain's website: www.saint-gobain.com/en/finance/general-meeting.

Registered shareholders: choose e-convocation

By opting for e-convocation, i.e., receiving the notice of meeting by email, you are choosing a **simple, fast, secure and economical** form of notification. In this way, you contribute to preserving the environment by reducing Saint-Gobain's carbon footprint by avoiding the printing and mailing of paper notices by post.

It is now too late to opt for e-convocation for the General Meeting of June 8, 2023. **To receive e-convocations for subsequent general meetings**, simply do the following:

- either fill in the reply form provided on the last page under the category "Request for registration by internet" (downloadable also from the Saint-Gobain website (www.saint-gobain.com/en/finance/general-meeting)) and return it, signed and dated, to Uptevia (address on the form);
- or go directly to the "My personal information" then "My subscriptions" tabs on the website https://planetshares.uptevia.pro.fr.

If you opted for e-convocation and are still receiving "paper" documentation, it means that your request was either incomplete or illegible. You should renew your request by following the above instructions.

PARTICIPATE IN THE GENERAL MEETING

I. COMPLETE THE FORMALITIES ONLINE

Saint-Gobain has been offering all its shareholders the option of using the services of the VOTACCESS platform for several years. This secure website will allow you to:

- **request your admission card** if you wish to attend the Meeting in person;
- **vote online prior to the Meeting**;
- **give or revoke your proxy** to the Chairman of the Meeting or to another designated person. In this case, in accordance with Article R. 225-79 of the French Commercial Code, you may notify Uptevia of the person to whom you are giving proxy or, as the case may be, whose proxy you are revoking, by the same process.

The VOTACCESS platform is available for use by shareholders according to the terms and conditions provided below.

A/ If you hold registered shares (directly or through an intermediary)

If you hold **registered shares in the accounts kept by Uptevia**, you must log in to the PlanetShares website (https://planetshares.uptevia.pro.fr) using your usual identifier code to view your registered shares accounts.

If you hold **registered shares with a financial intermediary**, you must log in to the PlanetShares website by entering the identifier code shown in the top right-hand corner of your postal voting form.

Once you have logged in, you should follow the instructions on the screen to access the VOTACCESS platform, where you may **request an admission card** or **vote online** or **give proxy** to the Chairman of the Meeting or another designated person, or revoke your proxy, as applicable.

If you are no longer in possession of your identifier code and/or your password, please call:

- 0800 033 333 from a landline in France (toll-free number); or
- 00 33 1 40 14 80 12 from outside France (for the cost of a local call from a landline).

B/ If you hold bearer shares

It is your responsibility to find out whether your financial intermediary has subscribed to the VOTACCESS platform and, if so, whether this access is subject to specific terms and conditions of use.

In such cases, once you have logged in to **the online portal of your financial intermediary** with your usual identifier codes, follow the instructions given on the screen opposite the account entry for your Saint-Gobain shares to access the VOTACCESS platform. You will then be able to **request an admission card**, **vote online prior to the Meeting**, **give proxy** to the Chairman of the Meeting or another designated person, or revoke your proxy, as applicable.

C/ Special case: if you hold bearer shares and your financial intermediary has not subscribed to the VOTACCESS platform

To **request an admission card** to attend the Meeting in person, **vote by mail or give proxy**, you must request a single admission card/postal vote/proxy request form (*formulaire unique*) from your financial intermediary and **return the form by mail**, as explained below.

If you wish to vote by proxy, you may **give or revoke proxy** via the Internet, according to the instructions below:

- send an email to the following address: **Paris_France_CTS_mandats@uptevia.pro.fr**

  This email must contain the following information: Company name (Compagnie de Saint-Gobain), General Meeting date (June 8, 2023), full name, address and registered share account number for yourself (principal), as well as the full name and, if possible, address of the individual or legal entity you are designating to vote on your behalf (proxy); **and**
- ask your financial intermediary that manages the securities account containing your Saint-Gobain shares **to confirm your request by writing** to Uptevia, CTO Assemblées Générales, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex (France), or by email to the following address: **Paris_France_CTS_mandats@uptevia.pro.fr**

The above email addresses have been set up exclusively to receive requests to give or revoke proxy. Any and all other unrelated requests or information sent to this address will be disregarded.

The possibility of carrying out your formalities online will end the day preceding the date of the Meeting, i.e., up to 3:00 p.m. (Paris time) on Wednesday, June 7, 2023.

We recommend that shareholders do not wait until the end of the deadline to take action.

II. COMPLETE THE FORMALITIES BY MAIL

A/ To request an admission card

You can request an admission card by mail using the single admission card/postal vote/proxy request form (*formulaire unique*). If you do not directly receive a notice of meeting, such admission card is available upon request through your financial intermediary. Simply tick the **box "I wish to attend the Shareholders' meeting"** at the top of the form, and then date and sign the form and return it in the prepaid envelope if you mail it from France, either to Uptevia if you are a registered shareholder, or to your financial intermediary if you are a bearer shareholder.

Under no circumstances should the form be returned to Compagnie de Saint-Gobain.

If you have not received your admission card by at least the second business day prior to the General Meeting, i.e., Tuesday, June 6, 2023, you may obtain one from the admission desks at the General Meeting from 2:00 p.m. by presenting:

- if you hold **registered shares**, proof of identity; or
- if you hold **bearer shares**, the shareholding certificate (*attestation de participation*) indicating the number of shares held, issued by your financial intermediary at your request and dated Tuesday, June 6, 2023 12:00 a.m. (Paris time), and a proof of identity.

B/ To vote by mail or give or revoke proxy

If you will not be attending the Meeting in person and wish to vote by mail or give proxy to the Chairman or another designated person or revoke proxy, you can:

- **if you hold registered shares, either directly or through an intermediary**: sign and date the single admission card/postal vote/proxy request form (*formulaire unique*) provided, and return it duly completed by mail to Uptevia, CTO Assemblées Générales, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex (France);
- **if you hold bearer shares**: request a single admission card/postal vote/proxy request form (*formulaire unique*) from your financial intermediary. Once you have signed and dated the form provided, duly completed according to your choice of participation method, simply return it by mail to your financial intermediary, who will attach a certificate (*attestation de participation*) to the form and then forward it to Uptevia.

To be taken into account, these forms and shareholding certificates must be received by Uptevia no later than the day before the Meeting, i.e., at the latest by 3:00 p.m. (Paris time) on Wednesday, June 7, 2023.

We recommend that you do not wait until the end of the deadline to take action.

Under no circumstances should completed and signed forms be returned directly to Compagnie de Saint-Gobain.

Note:

Shareholders who have already requested an admission card, given proxy or cast a vote prior to the Meeting may not subsequently choose another means of participation or recall their vote.

Shareholders who have chosen their means of participation in the Meeting, whether or not their vote is already cast, may sell all or part of their shares.

However, if the sale takes place before 12:00 a.m. (Paris time) on Friday, June 2, 2023, involving a transfer of share ownership before 12:00 a.m. (Paris time) on Tuesday, June 6, 2023, Uptevia will, as appropriate, invalidate or modify the admission card, the vote cast prior to the Meeting, the proxy instructions or the certificate.

To this end, for holders of **registered shares held through an intermediary** or **bearer shares**, the financial intermediary shall notify Uptevia of the transfer of ownership of the shares and provide all necessary information.

If a sale occurs after 12:00 a.m. (Paris time) on Friday, June 2, 2023, resulting in a transfer of ownership of the shares after 12:00 a.m. (Paris time) on Tuesday, June 6, 2023, it will have no impact on the method of participation in the Meeting and will in no way modify the shareholders' decisions.

All shareholders have the **right to ask questions in writing** prior to the Meeting.

Written questions should be sent to the attention of the Chairman of the Board of Directors **either by registered mail with acknowledgment of receipt to the registered office of the Company** Tour Saint-Gobain – 12, place de l'Iris, 92400 Courbevoie – France, or by email to the following address: actionnaires@saint-gobain.com.

In order to be valid, written questions must be received no later than the 4th business day preceding the date of the General Meeting, i.e., **12:00 a.m. (Paris time) on Friday, June 2, 2023**. For questions to be taken into consideration, a **certificate of registration must be provided** either in the registered shares accounts held on behalf of the Company by its agent Uptevia or in the bearer shares accounts held by a financial intermediary.

A joint answer can be given to several questions if they have the same content. In accordance with current legislation, a written question is deemed to have been answered if it appears on the Company's website (www.saint-gobain.com/en/finance/general-meeting) in the section "Shareholders' General Meeting of June 8, 2023" devoted to questions and answers or if it is answered during the Meeting.

In the spirit of **fostering shareholder dialogue**, shareholders will also have the opportunity, in addition to the written question system regulated by law described above, to send written questions after the deadline set by the regulations **until Thursday, June 8, 2023, before 3 p.m.** (Paris time) by email to the following address: actionnaires@saint-gobain.com. For questions to be taken into consideration, a **certificate of registration must be provided**. Questions will be processed during the time allotted for questions and answers and may be selected, or questions may be answered on the Company's website. Questions may be grouped by topic to facilitate their processing.

WWW

WEBSITE DEDICATED TO SAINT-GOBAIN'S ANNUAL GENERAL MEETING:

www.saint-gobain.com/en/finance/general-meeting

4 HOW TO PARTICIPATE IN THE GENERAL MEETING

How to fill out the form

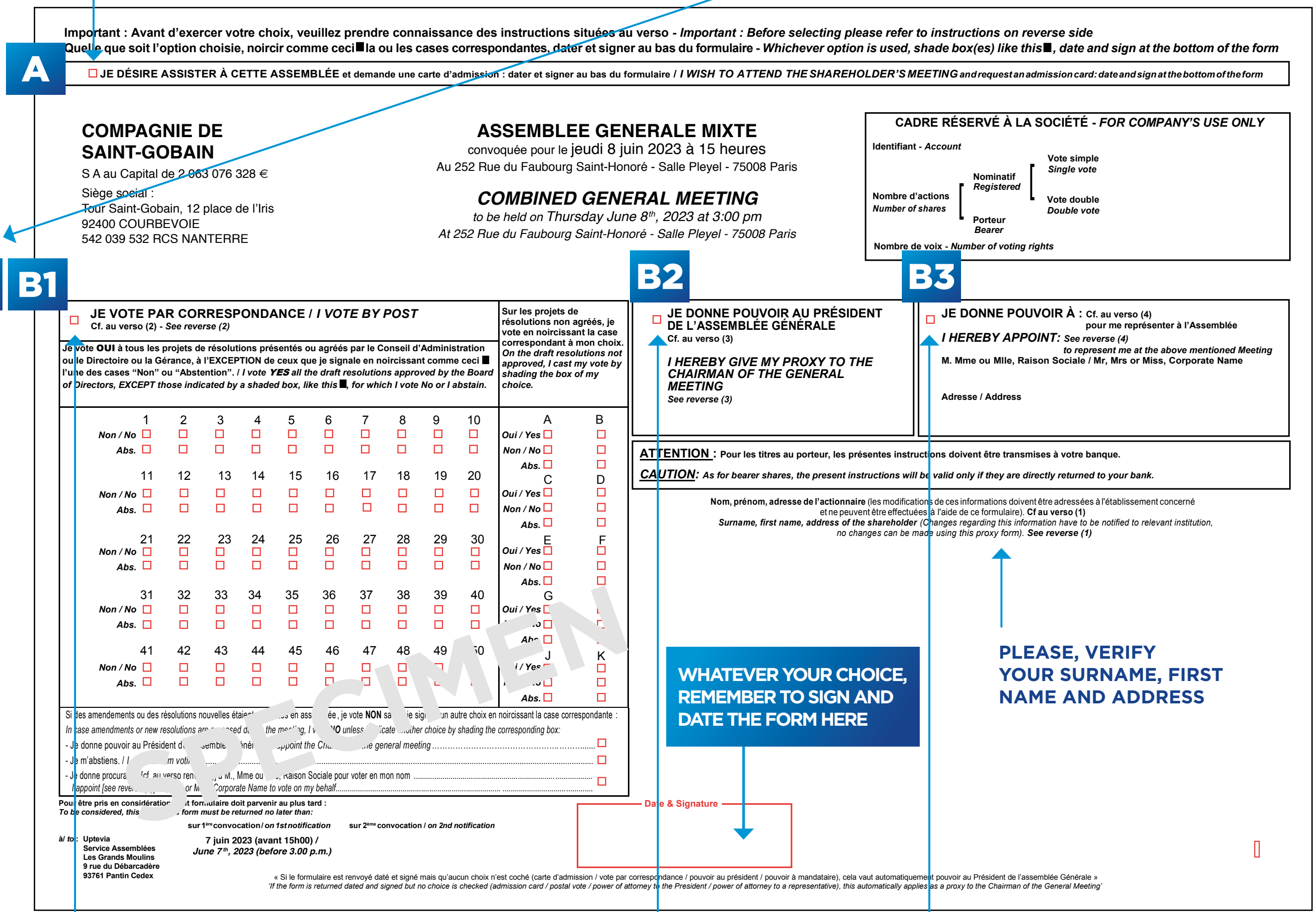
HOW TO FILL OUT THE FORM

IF YOU PLAN TO ATTEND THE MEETING IN PERSON:

tick box A to request your admission card and sign and date the form at the bottom.

IF YOU ARE UNABLE TO ATTEND THE MEETING AND WISH TO CAST VOTE BY MAIL OR APPOINT A PROXY:

follow the instructions on how to vote, then sign and date the form at the bottom.



Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - *Important : Before selecting please refer to instructions on reverse side*
Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - *Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form*

A ☐ JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / *I WISH TO ATTEND THE SHAREHOLDER'S MEETING and request an admission card: date and sign at the bottom of the form*

COMPAGNIE DE SAINT-GOBAIN
S A au Capital de 2 063 076 328 €
Siège social :
Tour Saint-Gobain, 12 place de l'Iris
92400 COURBEVOIE
542 039 532 RCS NANTERRE

ASSEMBLEE GENERALE MIXTE
convoquée pour le jeudi 8 juin 2023 à 15 heures
Au 252 Rue du Faubourg Saint-Honoré - Salle Pleyel - 75008 Paris

COMBINED GENERAL MEETING
to be held on Thursday June 8th, 2023 at 3:00 pm
At 252 Rue du Faubourg Saint-Honoré - Salle Pleyel - 75008 Paris

CADRE RÉSERVÉ À LA SOCIÉTÉ - *FOR COMPANY'S USE ONLY*
Identifiant - *Account*
Nombre d'actions - *Number of shares*: Nominatif - *Registered* / Porteur - *Bearer*
Vote simple - *Single vote* / Vote double - *Double vote*
Nombre de voix - *Number of voting rights*

B B1 ☐ JE VOTE PAR CORRESPONDANCE / *I VOTE BY POST*
Cf. au verso (2) - *See reverse (2)*

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". / *I vote YES all the draft resolutions approved by the Board of Directors, EXCEPT those indicated by a shaded box, like this ■, for which I vote No or I abstain.*

Sur les projets de résolutions non agréés, je vote en noircissant la case correspondant à mon choix. *On the draft resolutions not approved, I cast my vote by shading the box of my choice.*

Resolutions 1 to 50: Non / No ☐ Abs. ☐ — Resolutions A to K: Oui / Yes ☐ Non / No ☐ Abs. ☐

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix en noircissant la case correspondante :
In case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box:
- Je donne pouvoir au Président de l'assemblée générale. / *I appoint the Chairman of the general meeting* ☐
- Je m'abstiens. / *I abstain from voting* ☐
- Je donne procuration (cf. au verso renvoi (4)) à M., Mme ou Mlle, Raison Sociale pour voter en mon nom / *I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf* ☐

Pour être pris en considération, tout formulaire doit parvenir au plus tard : / *To be considered, this completed form must be returned no later than:*
sur 1ère convocation / *on 1st notification*: 7 juin 2023 (avant 15h00) / *June 7th, 2023 (before 3.00 p.m.)*
sur 2ème convocation / *on 2nd notification*

à / *to*: Uptevia, Service Assemblées, Les Grands Moulins, 9 rue du Débarcadère, 93761 Pantin Cedex

B2 ☐ JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
See reverse (3)

B3 ☐ JE DONNE POUVOIR À : Cf. au verso (4) pour me représenter à l'Assemblée
I HEREBY APPOINT: See reverse (4) to represent me at the above mentioned Meeting
M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
Adresse / Address

ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.
CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
Surname, first name, address of the shareholder (Changes regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

Date & Signature

« Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée Générale »
"If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting"

SPECIMEN

WHATEVER YOUR CHOICE, REMEMBER TO SIGN AND DATE THE FORM HERE

PLEASE, VERIFY YOUR SURNAME, FIRST NAME AND ADDRESS

TO CAST VOTE BY MAIL:

tick box B1

- To vote **YES** to a resolution, leave the box next to the resolution number concerned blank.
- To vote **NO** to a resolution or to **ABSTAIN** from voting on a resolution, fill in the box next to the resolution number concerned.

TO GIVE PROXY TO THE CHAIRMAN OF THE MEETING:

tick box B2

TO GIVE PROXY TO ANY INDIVIDUAL OR LEGAL ENTITY OF YOUR CHOICE WHO WILL REPRESENT YOU AT THE MEETING:

tick box B3 and indicate your representative's name and contact details.

! Whatever your choice,
remember to sign and date the form at the bottom of the page.

5 REQUEST FOR DOCUMENTS AND TO BE E-CONVENED

REQUEST FOR DOCUMENTS

To be sent exclusively to the financial intermediary responsible for managing your securities

SAINT-GOBAIN

I, the undersigned: ❑ Mr. ❑ Ms.

Name and Surname: ....

Address: ....

Postal Code: .... City: .... Country: ....

Email address: .... Owner of .... Saint-Gobain shares

❑ **pure registered (1)** ❑ **administered registered or bearer shares, held in account with (2)**: ....

request that you send me Compagnie de Saint-Gobain's Universal Registration Document for fiscal year 2022, containing the annual financial report, which is available on Saint-Gobain's website at: www.saint-gobain.com.

In: .... on: .... 2023 **Signature**

(1) *Registered in an account with Uptevia, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex - France.*
(2) *Identification of the bank or financial institution holding your securities.*

NOTA

A/ The notice of meeting containing the information required by Article R. 225-73 of the French Commercial Code was published in the BALO on April 5, 2023.
B/ The information and documents provided for in Article R. 22-10-23 of the French Commercial Code as well as the summary tables of the current delegations and of the proposed delegations to the General Meeting of Shareholders and the auditor's report will be published on the Company's website: **www.saint-gobain.com/en/finance/general-meeting**, no later than the 21st day before the meeting, i.e. May 17, 2023.

REQUEST TO BE E-CONVENED (FOR HOLDERS OF REGISTERED SHARES ONLY)

To be sent exclusively to:

Uptevia
CTO – Service aux Émetteurs – Assemblée Saint-Gobain
Grands Moulins de Pantin – 9 rue du Débarcadère
93761 Pantin Cedex - France

SAINT-GOBAIN

Warning: this document can only be used by holders of registered shares (whether pure or administered)

I, the undersigned*: ❑ Mr. ❑ Ms.

Name and Surname: ....

Address: ....

Postal Code: .... City: .... Country: ....

Email address: .... Date of birth: |J|J| |M|M| |A|A|A|A|

Owner of .... Saint-Gobain shares

❑ **pure registered (1)** ❑ **administered registered or bearer shares, held in account with (2)**: ....

request to be convened and receive electronically the next Notices of Meeting and documentation relating to Compagnie de Saint-Gobain's General Meetings for upcoming years.

In: .... on: .... 2023 **Signature**

* *All fields must be filled in.*
(1) *Registered in an account with Uptevia, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex - France.*
(2) *Identification of the bank or financial institution holding your securities.*

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IS AVAILABLE ONLINE AT

↘ **www.saint-gobain.com**

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