



# **NOTICE OF MEETING**

## **2024**

**COMBINED ORDINARY AND  
EXTRAORDINARY GENERAL MEETING**

**THURSDAY, JUNE 6, 2024  
AT 3:00 P.M. (PARIS TIME)**

**AT SALLE PLEYEL - 75008 PARIS**

# SUMMARY

	<b>Message from the Chairman of the Board of Directors</b>	<b>3</b>		
	<b>Message from the Chief Executive Officer</b>	<b>3</b>		
<b>1</b>	<b>FINANCIAL RESULTS, OUTLOOK AND STRATEGY</b>	<b>4</b>	<b>3</b>	<b>AGENDA FOR THE GENERAL MEETING</b>
	1.1 Financial results	4	3.1	Agenda
	1.2 Extra-financial results	15	3.2	Board of Directors' report and text of the proposed resolutions
				69
				69
				70
<b>2</b>	<b>GOVERNANCE</b>	<b>23</b>	<b>4</b>	<b>HOW TO PARTICIPATE IN THE GENERAL MEETING</b>
	2.1 Presentation of the Board of Directors	23		Who can participate in the General Meeting?
	2.2 Proposed appointment and renewal of the terms of office of Directors	31		Participate in our sustainable development efforts
	2.3 Presentation of the Group's senior management	36		Participate in the General Meeting
	2.4 Management and Directors compensation (Say-on-Pay)	38		How to fill out the form
				84
				84
				85
				88
			<b>5</b>	<b>REQUEST FOR DOCUMENTS AND TO BE E-CONVENED</b>
				89

## PLEASE CONTACT THE INVESTOR RELATIONS DEPARTMENT:

### BY PHONE

**+33 800 32 33 33**

TOLL-FREE CALL FROM FRANCE ONLY

Or **+33 1 88 54 05 05** (from outside France)

### BY MAIL

**Compagnie de Saint-Gobain**  
**Investor Relations Department**  
**Tour Saint-Gobain**  
 12, Place de l'Iris  
 92400 Courbevoie - France

### BY E-MAIL

**actionnaires@saint-gobain.com**



### WEBSITE

**www.saint-gobain.com**

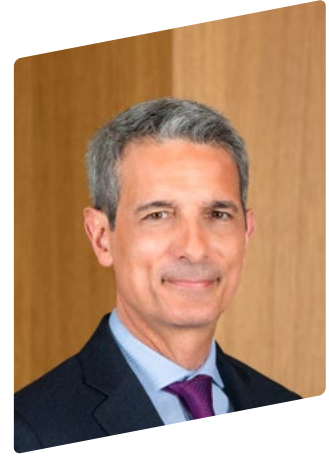
General Meeting web page:  
**https://www.saint-gobain.com/en/finance/general-meeting**



MESSAGE FROM

**Pierre-André  
DE CHALENDAR**

Chairman of the Board  
of Directors



MESSAGE FROM

**Benoit  
BAZIN**

Chief Executive Officer

▮▮ *The Group's pragmatic choice of governance reflects its specific operational and strategic characteristics and the environment in which it operates.* ▮▮

▮▮ *Our market positioning is clear, robust and conducive to long-term growth.* ▮▮

**Dear Shareholder,**

In 2023, Saint-Gobain once again demonstrated its strength and resilience against a backdrop of intense global economic, environmental and political tensions. Saint-Gobain's sound financial situation is also a source of satisfaction for its shareholders. Among other things, it is the result of an efficient corporate governance, which also successfully completed the transition that I have led with the Board, culminating in Benoit Bazin's appointment as Chairman and Chief Executive Officer.

Combining these functions will ensure clear, embodied responsibility for the Group's management, as well as optimum alignment between the strategic orientations validated by the Board of Directors and their effective execution in a decentralized, multi-local international organization. This is accompanied by a reinforcement of checks and balances within the Board of Directors, with a Lead Independent Director endowed with enhanced powers, and a strengthening of the Board's independence.

After having devoted almost 35 years of my life to Saint-Gobain, I am stepping down with the greatest sense of confidence. I am convinced of the strength of its strategy, the relevance of its positioning, and its ability to meet the major environmental and social challenges of our contemporary world.

The extraordinary diversity and expertise of our teams, our presence on every continent and our potential for innovation also constitute unique attributes that will make Saint-Gobain the undisputed leader in light and sustainable construction worldwide.

**Dear Shareholder,**

Three years ago, our Group set itself the ambition of being the worldwide leader in light and sustainable construction, a vision perfectly aligned with our corporate purpose. Today, our market positioning is clear, robust and conducive to long-term growth for the Group and its stakeholders. Our solutions for energy renovation, new lightweight construction and the decarbonization of construction and industry are, and will be for a long time to come, key growth drivers. In a difficult market environment, the Group successfully stayed on course, deploying our "Grow & Impact" plan for the third year running. Our excellent results in 2023 are proof of the relevance of our approach. They are also the result of the bold strategic decisions made, through a rapid change in business portfolio and geographical footprint. To continue the deployment of this winning strategy, and in the context of changes in the Group's governance this year, I am grateful to the Board of Directors for the confidence it has placed in me by appointing me Chairman and Chief Executive Officer with effect from the close of the Annual General Meeting.

Transforming the building and construction sector is an absolute must if we are to meet the considerable challenges facing humanity. More than ever, we are determined that Saint-Gobain play its leading role, continuing to aim ever higher to make the world a more beautiful and sustainable shared home.

*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 2023 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 6, 2024 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.

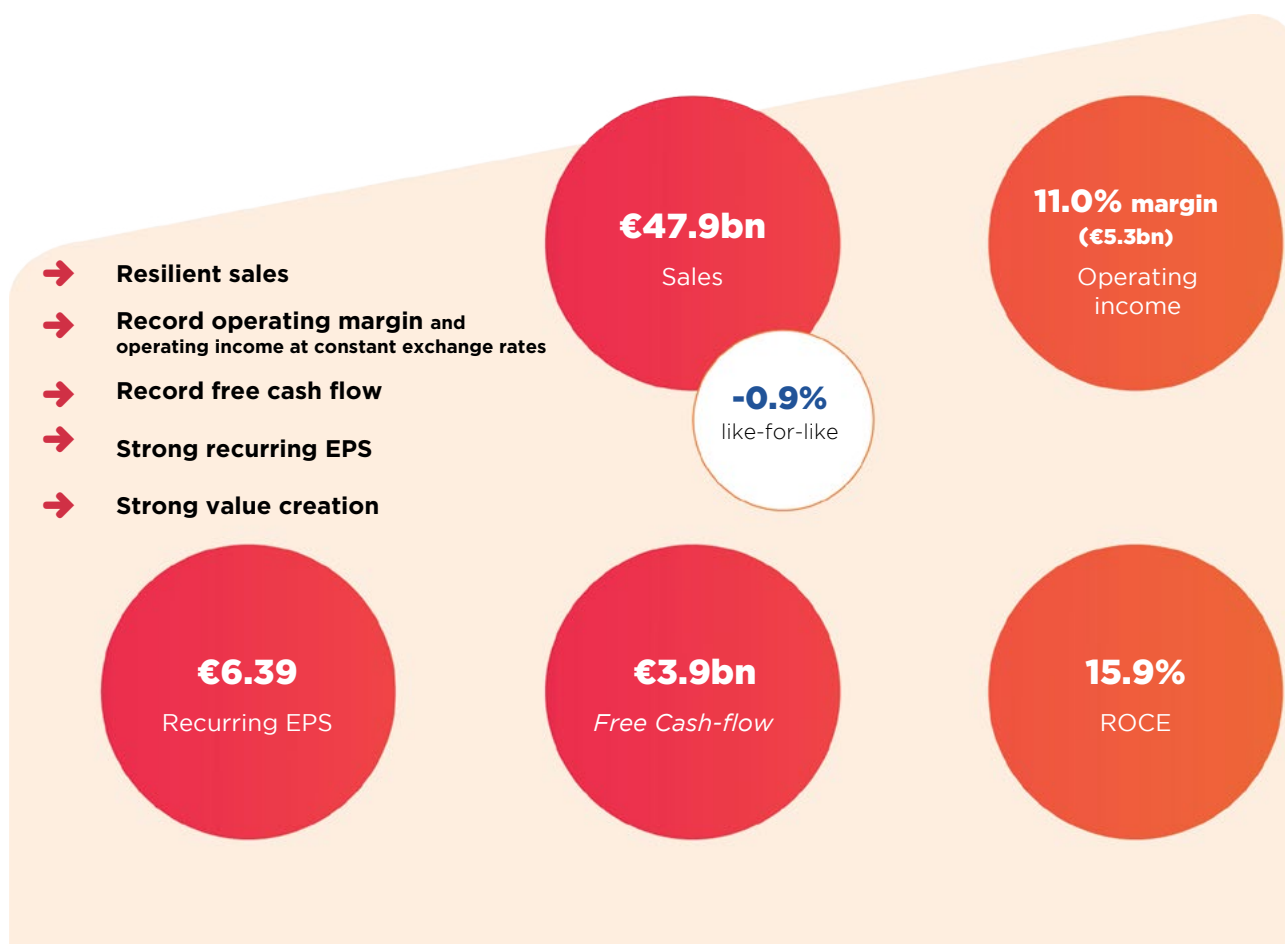
# FINANCIAL RESULTS, OUTLOOK AND STRATEGY

The 2023 consolidated financial statements were approved by Saint-Gobain's Board of Directors at its meeting of February 29, 2024. The consolidated financial statements were audited and certified by the Statutory Auditors.

## 1.1 FINANCIAL RESULTS

### 1.1.1 STRONG RESULTS DESPITE A CHALLENGING ENVIRONMENT

#### Key figures



- **Good resilience in sales, down 0.9% like-for-like** despite a difficult environment in new construction in Europe;
- **Record operating margin of 11.0%** (up in all Regions) and record operating income at constant exchange rates;
- **Record free cash flow of €3.9bn**, with a cash conversion ratio of 62%;
- **34% reduction in CO<sub>2</sub> emissions vs 2017** (scope 1 and 2);
- **Total shareholder return (TSR) of 51% in 2023**, with €1.6bn of share buybacks and dividends. Dividend of €2.10 (+5%) recommended for 2023;
- **2024 outlook:** despite a context which remains difficult in certain markets, the Group expects a double-digit operating margin for the fourth consecutive year.

### 1.1.1.1 Success of the “Grow & Impact” strategic plan

#### A – An attractive profitable and sustainable growth profile

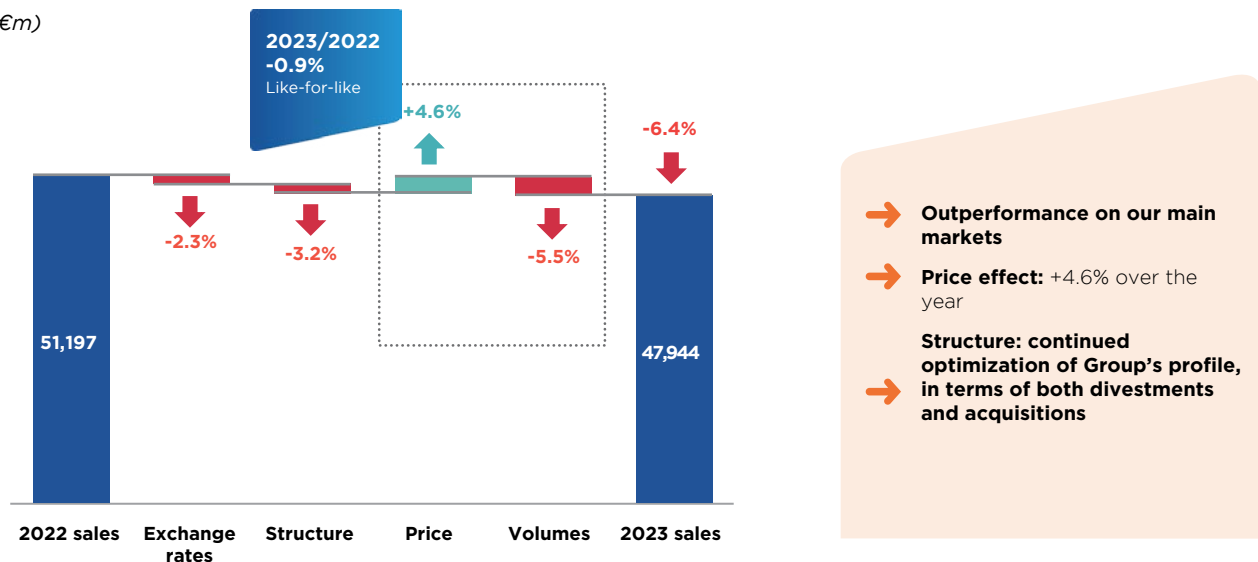
The “Grow & Impact” plan rolled out as from 2021 has placed the Group on a financial trajectory that has seen an acceleration in growth of its results, cash flow and value creation, delivering on all the objectives set three years ago:

- **Strong organic growth of 6.4% per annum on average** <sup>(1)</sup>, supported by an unrivalled range of sustainable solutions accounting for almost three-quarters of Group sales;
- **Creation of a world leader in construction chemicals, with annual sales of €5.7 billion** (pro forma for recent acquisitions and divestments), thanks to strong organic growth and the 30 acquisitions carried out in the last three years;
- **Pro forma operating income well-balanced between the three geographic zones:** 32% in North America, 31% in Asia and emerging countries and 37% in Western Europe;
- **Record profitability and value creation, with on average over three years:** an operating margin of 10.5%, a free cash flow conversion ratio of 58% and a ROCE of 15.8%;
- **Significant efficiency gains** thanks to the organization by country with 90% of CEOs native to their country, resulting in close proximity to customers, stronger pricing power and enhanced results-driven accountability for local teams;
- **Record-high shareholder return:** €4.1 billion returned to shareholders over a three-year period through share buybacks and dividends. With almost €1.6 billion in shares bought back over three years, the Group is ahead of the €2 billion target it had set for the five-year period 2021-2025.

### 1.1.1.2 Group operating performance

#### A – Good resilience in like-for-like sales

(€m)



Like-for-like sales showed **good resilience, down 0.9%**, supported by advances in Asia-Pacific, the Americas and High Performance Solutions, in contrast to the difficult macroeconomic environment in Europe. The Group continued to **outperform its main markets** thanks to the pertinence of its strategic positioning at the heart of **energy and decarbonization challenges**, and the strength of its local organization by country, offering **comprehensive solutions to its customers**.

In a less inflationary environment, **Group prices were up 4.6% over the year** (up 0.8% in the fourth quarter), generating a positive price-cost spread once again.

In line with the Group's expectations for the year announced at the start of 2023, **volumes were down by 5.5% over the year** (down 4.5% in the fourth quarter), reflecting a contrasting situation: a marked decline in new construction but good resilience overall in renovation. In each local market, the Group is taking the **proactive commercial and industrial measures necessary to maintain its strong operating performance**.

<sup>(1)</sup> Average organic growth over 2021-2023: +6.9% in 2021 (+13.8% for 2021/2019 divided by two), +13.3% in 2022 and -0.9% in 2023.

## Financial results

On a reported basis, sales were down by 6.4% to **€47.9 billion**, with a negative currency effect of 2.3% and a negative Group structure impact of 3.2%. The Group structure impact results from the ongoing **optimization of the Group's profile**, both in terms of disposals – mainly in distribution (UK, Poland and Denmark), glass processing activities, Crystals & Detectors and ceramics for the steel industry – and in terms of acquisitions, mainly in construction chemicals (**GCP Applied Technologies**, Impac in Mexico, Matchem in Brazil and Best Crete in Malaysia), exterior products in Canada (**Kaycan** and **Building Products of Canada**) and insulation (U.P. Twiga in India).

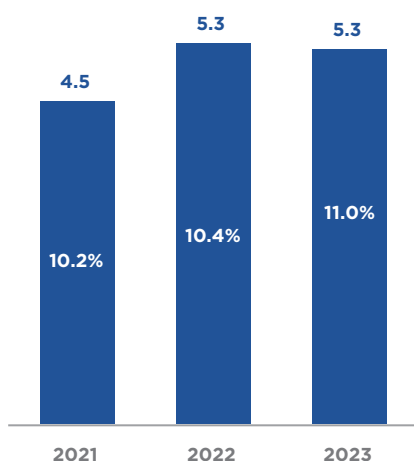
Thanks to its recent acquisitions and investments, the Group has **successfully strengthened its position in North America, Asia and emerging countries, as well as in construction chemicals**. Construction chemicals overall delivered **solid 3.4% organic growth in 2023**.

**The integration of recent acquisitions is proceeding well, and synergies have been confirmed and successfully put in place:**

- Taken together, **Chryso and GCP** improved their EBITDA margin by more than 400 basis points compared to 2022 and generated €50 million in synergies, ahead of targets. **Chryso created value from year two – one year earlier than expected** – thanks to its excellent operating performance and a seamless integration: the business reported EBITDA of €121 million and continues to deliver an industry-leading margin. **GCP** met its target of US\$170 million in EBITDA for 2023, as expected for the first full year since its acquisition;
- **Kaycan** reported C\$101 million in EBITDA in 2023 and also unlocked synergies, particularly in procurement, ahead of targets;
- The integration process is proceeding in line with expectations for **Building Products of Canada**, acquired in September 2023.

### B - Double-digit margin for the third consecutive year

(€bn and %)

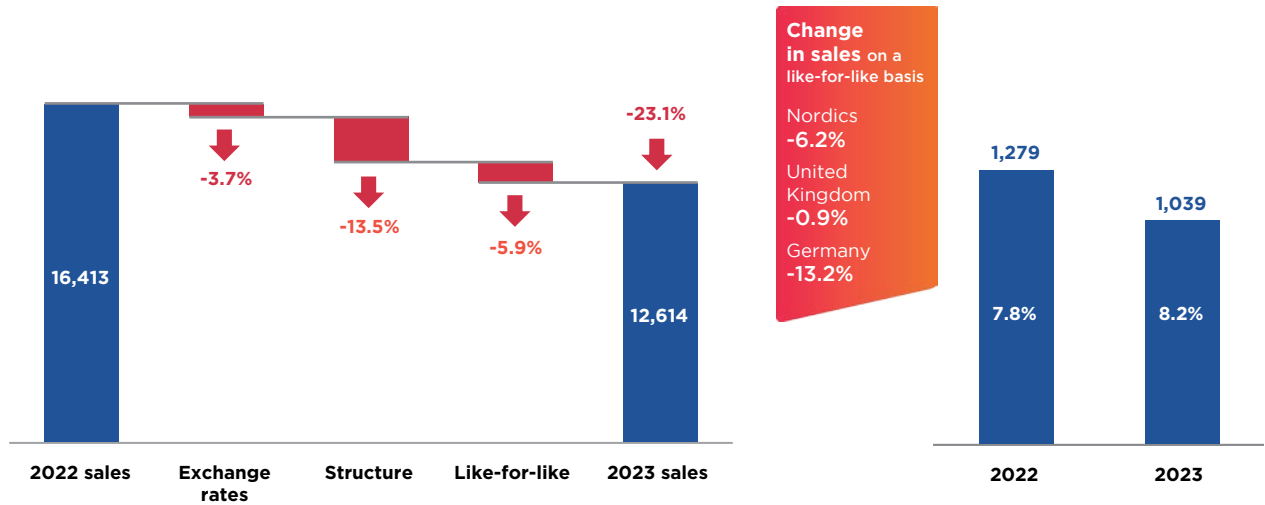


- **Record operating margin at 11.0% and record operating income at constant exchange rates**
- **Positive price-cost spread**
- Operating income up 64% and +330bps in the margin since the launch of the transformation in 2018

Operating income was **€5,251 million**, a **record-high at constant exchange rates** (2022 rates). The **operating margin** reached a **new record-high** of 11.0% in 2023 (versus 10.4% in 2022), representing an increase of 330 basis points since the launch of the Group's transformation at the end of 2018. Despite a difficult macroeconomic environment, **all Regions** reported operating margin growth, once again testifying to the Group's resilience.

### 1.1.1.3 Segment performance (like-for-like sales)

#### A - Northern Europe: record margin despite lower sales



SALES (€m)

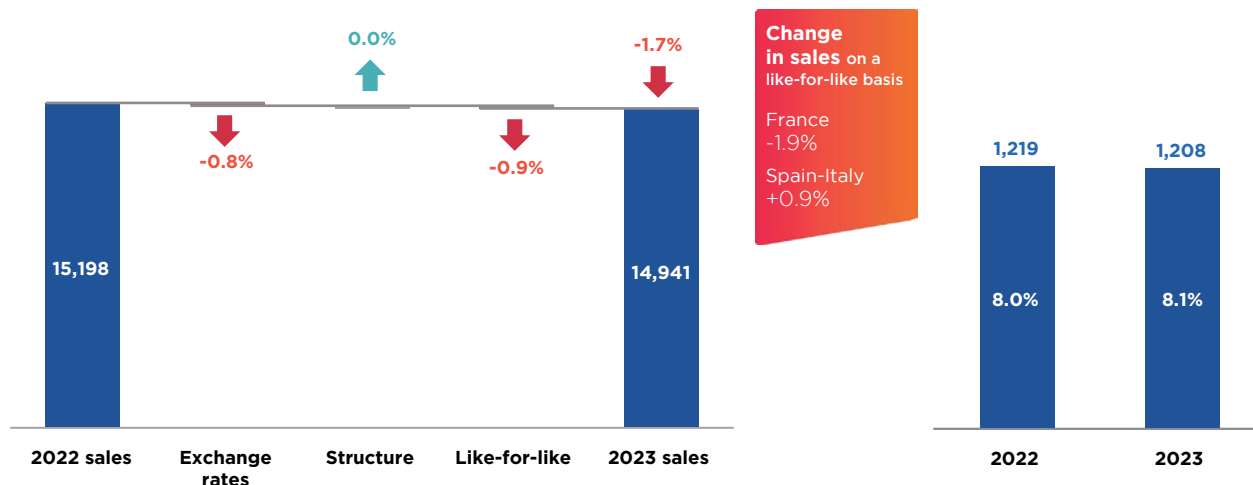
OPERATING INCOME (€m) and MARGIN (%)

The Region was **down 5.9%** in 2023 amid a sharp slowdown in new construction, while renovation (around 55% of sales) proved more resilient. The Region’s operating margin hit a new annual record-high of 8.2% (versus 7.8% in 2022), thanks to an optimized business profile and very well managed costs and industrial efficiency.

In **Nordic countries**, the sharp fall in new construction, particularly in Sweden and Norway, was partly offset by our exposure to renovation. Saint-Gobain further differentiated its offer in 2023, with the commercial launch of Klima plasterboard manufactured at its Fredrikstad

plant in Norway using 100% hydroelectric power. The **UK** outperformed a downbeat market, benefiting from strong sales momentum thanks to the success of its local organization and comprehensive range of solutions along with a newly optimized portfolio. **Germany** continued to suffer in a difficult macroeconomic environment which weighed on new construction; Saint-Gobain launched a closed-loop recycling service for Isover insulation and Rigips plasterboard in the country in 2023. In **Eastern Europe**, volumes progressed in the fourth quarter, driven by our comprehensive range of interior and exterior solutions.

## B – Southern Europe – Middle East & Africa: resilient sales and margin growth



SALES (€m)

OPERATING INCOME (€m) and MARGIN (%)

The Region's **sales held up well (down 0.9%)** owing to renovation (nearly 70% of sales), while new construction continued its decline. The operating margin for the Region performed well, at 8.1% (versus 8.0% in 2022), thanks to very well managed costs and industrial efficiency.

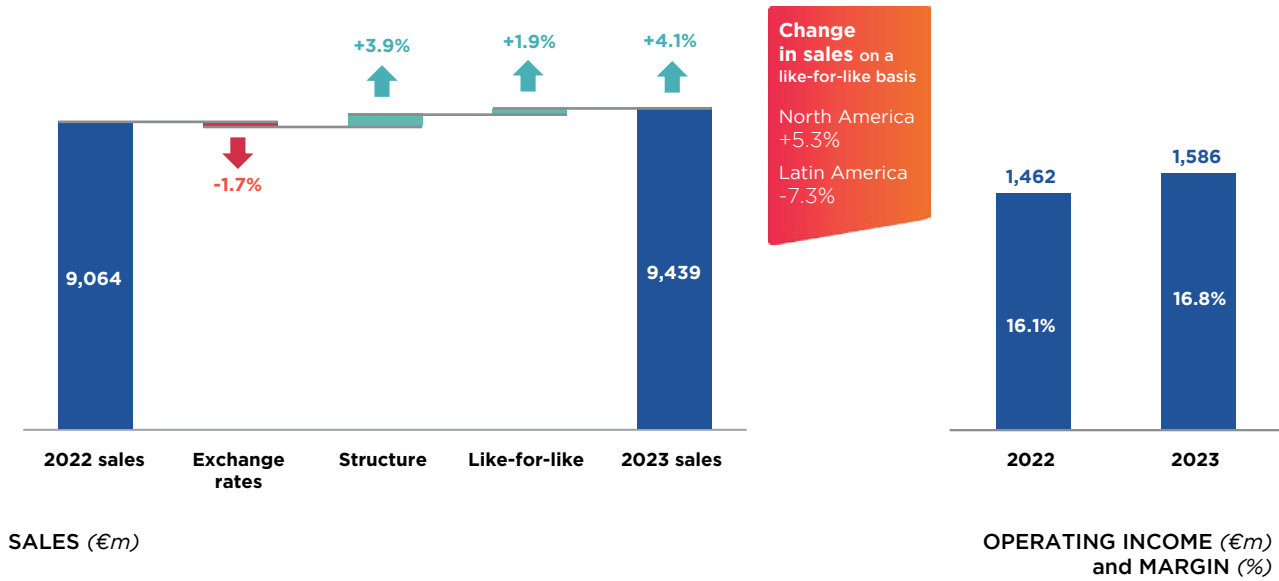
Amid a sharp decline in new construction, Saint-Gobain continued to outperform in **France** thanks to its exposure and extensive expertise in renovation, supported by regulatory tailwinds and the increase in stimulus measures, both for private housing (the MaPrimeRénov' household renovation package, which was raised from €2.7 billion for 2023 to €4 billion for 2024) and for programs related to public and commercial buildings. The Group continues to enhance its offering, with dedicated initiatives for major eco-certified projects, high value-added low-carbon solutions, and white papers on its complete offering for healthcare and educational facilities and the renovation of multi-family housing.

In line with the introduction of the Extended Producer Responsibility (EPR) regulation in 2023 on end-of-life management of construction waste, the Group has ramped up its recycling services with Saint-Gobain Glass® Recycling, Placo® Recycling and Isover® Recycling, thanks to the start-up of a new-generation furnace for recycling glass wool from construction waste at Chemillé.

In **Spain** and **Italy**, sales were up in broadly resilient construction markets, and the Group launched Placotherm® Integra, a comprehensive light façade solution offering thermal insulation and acoustic protection using Glasroc® X technology.

**Middle East and Africa** enjoyed strong growth, especially in Turkey – where the acquisition of Dalsan created a new leader in light and sustainable construction solutions – and in Egypt, where the Group's growth accelerated thanks to the acquisition of Drymix in construction chemicals. Saint-Gobain also enhanced its building envelope offering in Saudi Arabia through its acquisition of Izomaks in construction chemicals (waterproofing products).

C - Americas: sales growth in North America and record margin



The Region delivered **1.9% organic growth** in 2023, driven by the outperformance in North America. Operating income hit a new record-high (€1.6 billion), along with its operating margin at 16.8% (versus 16.1% in 2022), supported by well-managed costs and productivity, and the upturn in volumes in North America.

- **North America** reported **5.3%** organic growth over the year (8.7% as reported, including the integration of Kaycan, Building Products of Canada and GCP's waterproofing membranes) in a new construction market that has stabilized. Good momentum in the second half of the year drove a significant rise in volumes and Saint-Gobain saw further market share gains thanks to its comprehensive, differentiated range of interior and exterior light construction solutions. The integrations of **GCP and Kaycan** are making particularly good progress, enabling us to achieve the expected synergies. The **Building Products of Canada** acquisition was completed more quickly than expected, as of September 2023, allowing Saint-Gobain to reinforce its leadership in Canada in construction materials with a

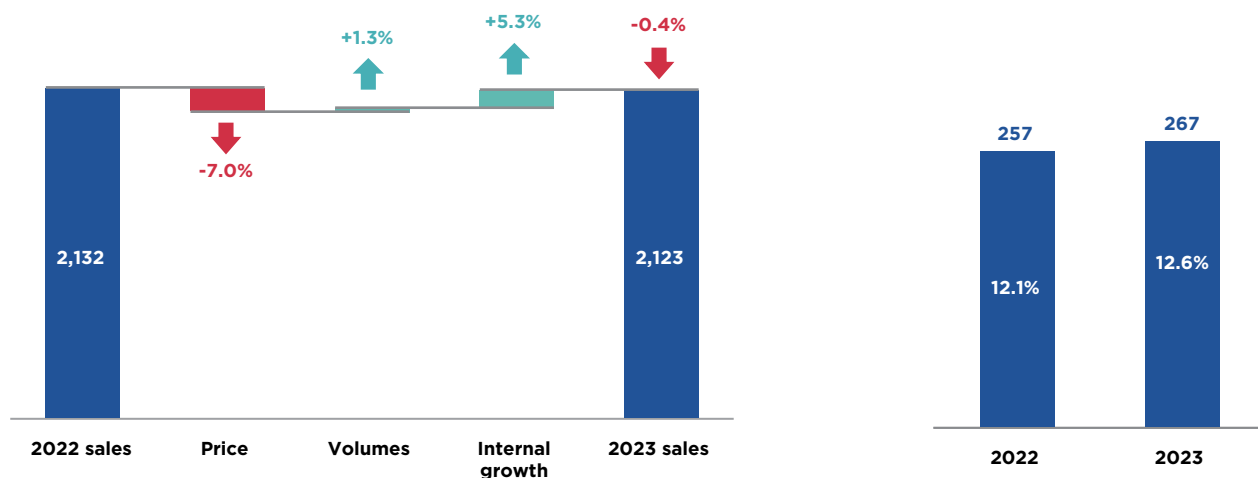
comprehensive range of interior and exterior solutions. In light of the favorable growth outlook, capital expenditure increased in North America, totaling over €350 million in 2023.

- **Latin America** was down by 7.3% in 2023. Despite a difficult macroeconomic climate throughout the year in **Brazil**, the volume decline eased towards the end of the period - thanks to the outperformance of light construction solutions - and some macroeconomic indicators are improving (falling interest rates, inflation under control, stimulus plan). Saint-Gobain saw market share gains in Mexico and benefited from the highly successful integration of Impac (construction chemicals: waterproofing). Other countries benefited from an increase in sales prices, an enriched mix, and a geographic footprint and product range extended by bolt-on acquisitions. The Group has successfully replaced 25% of its natural gas with biogas at its glass plant in Jacarei near São Paulo, and 100% at its mortars plant in Rio de Janeiro.



## Financial results

### D - Asia-Pacific: good sales momentum and record margin



SALES (€m)

OPERATING INCOME (€m) and MARGIN (%)

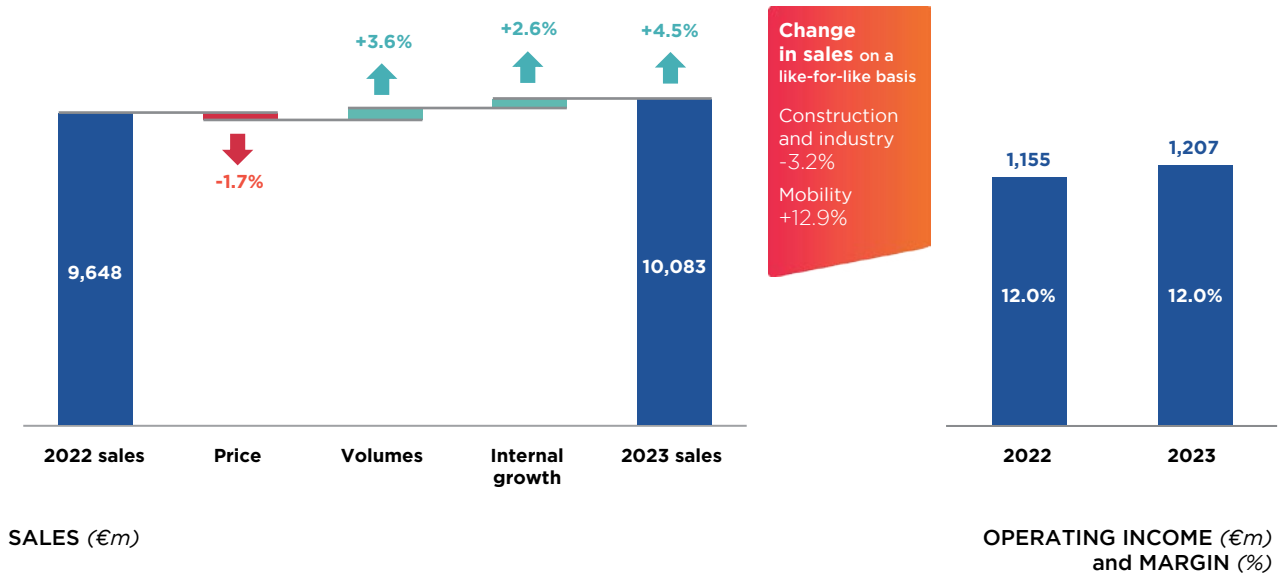
The Region reported **5.3% organic growth** over the year, with good momentum in volumes and a record operating margin at 12.6% (versus 12.1% in 2022).

**India** posted another year of outperformance thanks to its comprehensive and innovative range of solutions, the successful integration of recent acquisitions in insulation and the start-up of new capacity (plasterboard, glass and construction chemicals). Saint-Gobain plays a pioneering role in promoting low-carbon buildings in India: the Group has launched the first low-carbon production of plaster and the first low-carbon glass in the country, with a 40% reduction in CO<sub>2</sub> emissions (scope 1 and 2).

In a difficult construction market in **China**, the Group continued to capture market share and increase volumes, thanks to its light construction solutions and its differentiated range of products and services (moisture resistance, fire resistance, improved air quality, digital marketing). The Group inaugurated its fourth plasterboard factory and its fifth gypsum factory, in Yuzhou (Henan province), thereby expanding its footprint towards inner China.

In **South-East Asia**, Malaysia, Singapore, Indonesia and the Philippines reported strong growth, driven by an enriched range of solutions and recent acquisitions (Best Crete in construction chemicals and Hume Cemboard Industries in light construction in Malaysia). Vietnam outperformed a difficult market in 2023 thanks to the rollout of personalized logistics and digital services.

E – High Performance Solutions (HPS): sales and margin held firm



HPS delivered **2.6% organic growth**, benefiting from innovation efforts, a recovery in automotive and an increase in sales prices. The operating margin remained stable at 12.0%, with good cost management offsetting the negative mix effect in Mobility.

- Businesses serving **global construction customers** saw sales grow 23% as reported, due mainly to the GCP integration. **Chryso** continued to post a strong performance, with **9.1% organic growth** driven by infrastructure projects and innovation for decarbonizing construction. Business picked up pace for GCP, thanks to the successful implementation of integration synergies, in particular vertical integration in polymerization. In 2023, three new acquisitions were carried out to complete the portfolio of technological solutions and accelerate geographic expansion; four new plants or production lines were opened (Romania, India, Turkey and France) – notably leveraging Saint-Gobain’s global presence to start up new production facilities in record time at existing Group sites – and the construction of 10 new facilities began (notably in the US, Mexico, Brazil, the Philippines and Australia).

However, Adfors’ reinforcement solutions contracted due to their greater exposure to new construction in Europe.

- The **Mobility** business outperformed, buoyed by the increase in sales prices, its technological expertise and its position in electric vehicles – accounting for 38% of sales at the end of the year. Momentum remained upbeat in the Americas and Asia and volumes rebounded in Europe against a weak comparison basis.
- Businesses serving **Industry** were driven by sales prices and by demand for cutting-edge materials and decarbonization technologies, despite a slowdown in industrial markets. In France in the fourth quarter, the Group inaugurated a new automated production line reducing energy requirements by 65% to manufacture Cruciforms® refractories – which are essential for our glass customers’ decarbonization processes. The recent acquisition of Glass Service, a leading provider of digital solutions for glass furnaces, particularly in the field of control and optimization systems, completes our offer for these customers.

- 1
- 2
- 3
- 4
- 5

## Financial results

## 1.1.1.4 Financial indicators

## A – New record EBITDA Margin

<i>(in EUR million)</i>	2022	2023
<b>Operating income</b>	<b>5,337</b>	<b>5,251</b>
Non-operating costs	(262)	(236)
Capital gains (losses) and impacts resulting from changes in Group structure	(85)	(365)
Asset write-downs and other	(408)	(419)
Business Income	4,582	4,231
<b>Operating income</b>	<b>5,337</b>	<b>5,251</b>
Operating depreciation and amortization	2,048	1,986
Non-operating costs	(262)	(236)
<b>EBITDA</b>	<b>7,123</b>	<b>7,001</b>
<b>EBITDA MARGIN</b>	<b>13.9%</b>	<b>14.6%</b>

**EBITDA** came in at **€7,001 million**, close to its all-time high of 2022. EBITDA includes lower non-operating costs of €236 million.

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 €784 million. It reflects €238 million in asset write-downs essentially

relating to site closures and disposals (€292 million in 2022), €181 million in Purchase Price Allocation (PPA) intangible amortization (€116 million in 2022), and €365 million in disposal losses and impacts relating to changes in Group structure, mainly translation adjustments on UK distribution assets sold in March 2023.

## B – Recurring net income and EPS at a very good level

<i>(in EUR million)</i>	2022	2023
<b>BUSINESS INCOME</b>	<b>4,582</b>	<b>4,231</b>
Net financial expense	(405)	(425)
Income tax	(1,082)	(1,060)
<b>NET ATTRIBUTABLE INCOME</b>	<b>3,003</b>	<b>2,669</b>
<b>RECURRING NET INCOME</b>	<b>3,335</b>	<b>3,242</b>
<b>Recurring EPS <i>(in EUR)</i> <sup>(a)</sup></b>	<b>6.48</b>	<b>6.39</b>

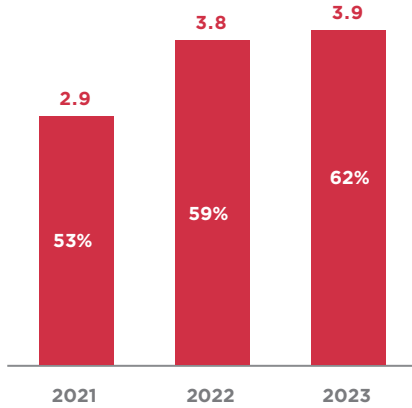
(a) *Recurring EPS: calculated based on the weighted average number of shares outstanding (507,282,902 shares in 2023, versus 514,372,413 shares in 2022, thanks to the share buyback program).*

**Recurring net income** was **€3,242 million**. The tax rate on recurring net income was 25%.

**Capital expenditure** totaled **€2,029 million**, with around **70% of growth capex invested in North America, Asia and emerging countries**. The Group opened 23 new plants and production lines focused on the fast-growing markets of construction chemicals and light construction

C - Conversion ratio consistently above 50% new record free cash flow generation

FREE CASH-FLOW IN €bn AND CONVERSION RATIO IN %



- Reduction of 2 days in OWCR\*
- Strict allocation of capex to high-growth markets, by optimizing maintenance CAPEX
- Three-fold increase in cash since the transformation thanks to a deep-rooted cash culture

\*Operating Working Capital Requirement

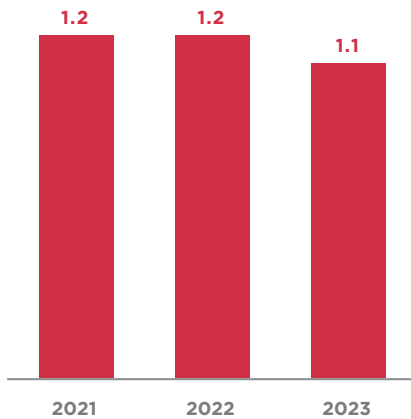
Free cash flow came in at a new record-high of €3,910 million – a three-fold increase compared to 2018. The conversion ratio was 62% (59% in 2022), reflecting very good management of operating working capital requirement (WCR), which represented 13 days’ sales at end-2023 compared to 15 days’ sales at end-2022.

Investments in securities totaled €1,306 million, with Building Products of Canada (roofing) the largest acquisition for around €900 million. Divestments totaled €947 million, mainly reflecting the sale of distribution activities in the UK for €803 million.

ROCE was 15.9% in 2023, resulting in strong value creation for our shareholders.

D - Strong financial structure

NET DEBT / EBITDA RATIO



- Net debt / EBITDA exceeding objective of 1.5x to 2.0x
- Strong financial discipline recognized by rating agencies

Net debt fell 10.2% to €7.4 billion. The net debt to EBITDA ratio was 1.1 versus 1.2 at end-2022.



### 1.1.1.5 Attractive shareholder return policy

In 2023, the **dividend** paid and **share buybacks** carried out represented **€1.6 billion**:

- A dividend of €1,013 million was paid in respect of 2022;
- An amount of €542 million was allocated for share buybacks in 2023 (net of employee share creation), reducing the number of shares outstanding to 502 million at end-2023 (511 million at end-2022).

**Saint-Gobain's Board of Directors decided to recommend to the Shareholders' Meeting on June 6, 2024** the payment of a cash **dividend up 5% to €2.10 per share** for 2023 (€2.00 in 2022). The ex-dividend date has been set at June 10 and the dividend will be paid on June 12, 2024.

**In 2024 the Group expects to complete – one year earlier than expected – its five-year €2 billion share buyback program** announced in 2021, i.e. €420 million of share buybacks in 2024.

### 1.1.1.6 2024 outlook and strategic priorities

**In a geopolitical and macroeconomic environment that remains challenging, Saint-Gobain will continue to demonstrate its resilience and its excellent operating performance**, thanks to its focused strategy and its proactive commercial and industrial initiatives.

**Saint-Gobain expects some of its markets to remain difficult in 2024**, especially in the first half of the year owing to a high comparison basis, with a contrasting situation between Europe and the rest of the world:

- Europe: resilience in renovation; new construction remaining difficult before gradually reaching its low point country by country;
- Americas: construction to hold firm in North America (new build and renovation); recovery expected during the year in Latin America;
- Asia-Pacific: good growth in most countries;
- High Performance Solutions: Construction Chemicals to see dynamic growth; Mobility to hold firm and a contrasting situation on industrial markets in terms of demand

Against this backdrop, in 2024 the Group will continue to implement the **strategic priorities set out in its “Grow & Impact” plan for 2021-2025**:

#### 1. Continue our initiatives focused on profitability and free cash flow generation

- Constant focus on the price-cost spread;
- Productivity initiatives and swift adjustments from country to country where necessary;
- Capital expenditure slightly above 4% of sales, with strict allocation to high-growth markets.

#### 2. Outperform our markets by strengthening our profitable growth profile

- Enrich our comprehensive range of integrated, differentiated and innovative solutions offering sustainability and performance for our customers;
- Continue our value-creating targeted acquisitions and divestments dynamic, and benefit from the successful integration of recent acquisitions.

#### 3. Continued focus on our ESG roadmap as leader in sustainable construction

- Promote our positive-impact and low-carbon solutions among our customers;
- Extend the decarbonization of construction to the entire value chain, playing our full role as leader in light and sustainable construction.

**Despite a context which remains difficult in certain markets, in 2024 Saint-Gobain expects a double-digit operating margin for the fourth consecutive year**

*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 this document. 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.*

## 1.2 EXTRA-FINANCIAL RESULTS

### 1.2.1 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**.

For each of these three ambitions, Saint-Gobain is deploying action plans which aim to :

- maximize impact through high-performance, sustainable solutions that deliver benefits to stakeholders in terms of environmental impact, health and well-being;
- minimize the environmental and social footprint of its activities across its value chain and with local communities potentially affected.

#### 1.2.1.1 A decarbonated home

##### Climate strategy

Saint-Gobain's objective is to contribute to a fair and **sustainable transition towards a low-carbon economy**. The implementation and results of this strategy are integrated into scenarios that **limit global warming** to less than a 1.5°C rise compared to the pre-industrial era, so that they are aligned with the Paris Agreement.

In the face of climate risks, taking action as closely as possible to the regions (countries, regions, etc.) makes it possible to rely on resilient local ecosystems that are more favorable to the development of a **"low-carbon" economy**. The ability to initiate local partnerships is an asset in risk management.

In addition, Saint-Gobain's organizational structure is based on a unique combination of local and global, which makes it possible to benefit from new opportunities that meet local needs while being part of global dynamics, especially in terms of energy-efficient building **renovation and the development of lightweight construction**.

Buildings and construction account for around 37% of annual CO<sub>2</sub> emissions worldwide <sup>(1)</sup>. Two thirds of the sector's carbon impact comes from the operation of buildings, while the remaining one third comes from the emissions contained in building products in particular. The transition of the buildings and construction sector towards **carbon neutrality** is therefore essential in **the fight against climate change**.

##### Maximizing contribution through innovative solutions

Saint-Gobain's solutions help reduce the negative impact of the construction sector. The Group is focusing its action plans around the following areas:

- Offering solutions that provide benefits during the building operation phase (use phase) thanks to the design, production and distribution of high-performance solutions with a **positive contribution to the environment**, i.e., solutions that promote **energy efficiency and reduce CO<sub>2</sub> emissions** during the use phase of buildings;

- solutions for **decarbonizing industrial processes or manufactured products**, such as the additives developed by the Construction Chemicals Business Unit to reduce the carbon impact of cement and concrete;
- Offering **low-carbon solutions** by reducing emissions in its operations (scope 1 and 2) and emissions related to its value chain (scope 3) to reduce the carbon content of buildings.

##### Minimizing the Group's carbon footprint towards zero net emissions (scopes 1, 2 and 3)

**The goal is to achieve a 100% reduction in the Group's net direct and indirect carbon emissions by 2050.** At least 90% of this objective will be achieved through the efforts of the **sustainable transformation** of its industrial processes and its value chain and less than 10% through carbon sequestration offsetting measures.

The action plan for reducing carbon emissions (scopes 1, 2 and 3) is divided into two periods:

- **2020 to 2030:** Saint-Gobain is rolling out its "2030 carbon" roadmap, which has two ambitions:
  - achieving, between 2017 and 2030, the reduction targets (in absolute terms) of 33% of CO<sub>2</sub> emissions under scopes 1 and 2 and of 16% reduction in CO<sub>2</sub> emissions under scope 3. These objectives are validated by the Science-Based Targets initiative (SBTi), which considers them to be aligned with the Paris agreement and a 1.5°C trajectory.
  - innovating and testing industrial processes to achieve net zero emissions for the three scopes.
- **2030 to 2050:** the roadmap will be adapted according to the results obtained during the previous period. The innovations identified during the implementation of the "2030 carbon" roadmap will be rolled out. Carbon capture projects may be activated at the end of the period to supplement the transformation measures up to 10% of emissions (scopes 1, 2 and 3).

<sup>(1)</sup> Global Status Report for Buildings and Construction, 2022, p. 42.

## Extra-financial results

**Involving stakeholders**

**The fight against climate change** requires the cooperation of all stakeholders – in particular states, businesses and civil society – around a demanding international framework.

Saint-Gobain is committed to working with its stakeholders to implement rapid action plans based on the shared objective of **limiting the rise in temperatures to 1.5°C**. To this end, action is being taken:

- **with its employees:** through training to help them understand the issues, by making resources available to them to enable them to take action, such as carbon funds, or by participating together in sponsorship projects to accelerate the renovation of housing for excluded populations or to help populations exposed to the effects of climate change;
- **with our partners:** suppliers, customers, lobbying partners, international institutions and governments, to accelerate the transition to more sustainable construction and a low-carbon industry;
- **in the countries and local communities where we are present,** to get involved in public debate on local climate issues, provide training in sustainable construction skills, and support associations to help vulnerable populations.

**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<sub>2</sub> 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 tonnes of emissions were avoided over the lifespan of its 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 2023, 53.5% of industrial sales is generated by products covered by verified LCAs or EPDs, an increase compared to 2022 (47.9%).

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

In order to achieve zero net emissions (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 it the first zero-carbon emissions production of plasterboard site in scope 1 and 2 in the world thanks to a hydraulic power supply. Saint-Gobain receives a grant from the Norwegian government agency Enova; the new facilities have been operational since April 2023.

In June 2022, Saint-Gobain announced that it was investing in a second zero emission scope 1 and 2 production plant in Canada, applying the same technical solutions. The investment will be approximately 90 million Canadian dollars.

At the same time, the Group has continued its efforts to develop "zero-carbon emissions" (scope 1 and 2) or very low-emission industrial process pilots. Thus, 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.

Following this successful trial, a "low-carbon" glass offer has been proposed to the market in Europe. This new range, called Oraé®, has a low-carbon footprint with a reduction of around 40% compared with the European average. 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.

In 2023, Saint-Gobain carried out its first test production of flat glass using over 30% hydrogen during research and development (R&D) trials at the Herzogenrath site in Germany. This world first has demonstrated the technical feasibility of producing flat glass with 30% hydrogen, which will complement other sources of decarbonated energy and reduce the site's direct CO<sub>2</sub> emissions (scope 1) by 70% when decarbonated hydrogen becomes available.

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 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 2023, Saint-Gobain has invested over €223 million to support its 2030 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<sub>2</sub> emissions to be ranked. The first level of internal carbon price applies to industrial investments, energy-related investments, the second level of internal carbon price is used for R&D investments in breakthrough technology. The internal carbon price levels are regularly updated in line with market trends and are applicable to all countries in which the Group operates.

In addition, a specific approach applicable to significant acquisitions has been defined. It includes any effort required to ensure that their carbon impact is compatible with Saint-Gobain's direct and indirect emissions target trajectory.

#### 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<sub>2</sub> 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 by 2050.

The Group's CO<sub>2</sub> emissions are evaluated at 8.8 million tonnes for scope 1 and 2 at the end of 2023 and at 20 million tonnes for scope 3 at the end of 2022.

In 2020, SBTi validated **Saint-Gobain's 2030 targets**: 9 million tonnes of CO<sub>2</sub> 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 2023, the Group has reduced its emissions by 34% on scope 1 and 2 since 2017. To achieve these objectives, a 2030 roadmap has been deployed.

To achieve the goal of zero net emissions by 2050, Saint-Gobain is acting on three main levels:

- transition to carbon-neutral production, which implies the consumption of low-carbon energies;
- evolution of products and their composition, in particular to include more recycled materials;
- logistical resources combining route optimization and low-impact transport methods.

The scope 3 impact of Saint-Gobain's activities is concentrated on three categories:

- Purchases of raw materials (category 1) and energy (category 3);
- Transport and logistics (categories 4 and 9);
- Purchases related to trade activities (category 1).

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 **ongoing productivity efforts** (notably the "World Class Manufacturing" program), 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 1 and scope 2 emissions are measured on a monthly basis for nearly 90% of the Group's impact. This reporting is based on the production management.

The deployment of the 2030 carbon roadmap includes a scope 3 reduction target. The first step is to improve the identification and measurement of impacts, while raising awareness among internal players, in particular buyers and logistics experts, and external partners, primarily suppliers.

Actions are taken in each of the 15 categories of scope 3 according to the materiality of their impact.

In line with its commitment to carbon neutrality by 2050 and with 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 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

2

3

4

5

## Extra-financial results

## 1.2.1.2 More performance with less

The construction sector alone accounts for nearly 37% of global resource consumption and generates around 100 billion tonnes of waste (construction, renovation and demolition), of which around 35% is landfilled.

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 **three objectives**:

- Reduce pressure on natural raw materials, especially exhaustible resources, across the value chain;
- Optimize the use of resources from their extraction to their end of life: minimize the generation of non-recovered waste at each stage of the life cycle of the solutions;

## 1.2.1.3 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 its 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.

- Accelerate the transition to a circular model: implement local materials collection channels, initiate or participate in partnerships with all players in the value chain (suppliers, customers, specifiers, end-users, public authorities, etc.) in order to increase the efficiency of the resources employed and thus reduce the need to extract virgin raw materials.

To help achieve these objectives, Saint-Gobain's businesses and organizations in the countries where it operates rely on three levers:

- promote circular flows;
- strengthen circularity through operational performance and innovation, in terms of manufacturing processes, materials, products and solutions;
- manage waste throughout the value chain, minimizing its generation and increasing its recovery.

Responsible resource management and the preservation of water resources are the subject of Group-wide policies, and each Saint-Gobain site, whatever its business or country of operation, implements the principles of these policies.

Technical synergies and business expertise are fundamental to facilitating the reformulation of product compositions and accelerating the substitution of natural raw materials for renewable or recycled ones. These changes potentially imply changes in industrial processes, so the industrial and R&D departments of the business lines are at the heart of this approach.

Lastly, action plans are implemented on a country-by-country basis according to the portfolio of products and solutions on offer, the technical modalities of the construction market, the maturity of stakeholders on the subject of the circular economy, public policies and local capacities to create partnerships.

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. The employee satisfaction survey conducted in 2023 shows that 85% of respondents consider their working conditions to be good and 83% that the balance between personal and professional life was satisfactory.

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 2023, the TRAR (total recordable accident rate with and without lost time for Saint-Gobain employees, temporary workers and permanent subcontractors) was 1.3. It was 1.5 at the end of December 2022. The TRAR indicator has decreased by 18% between 2022 and 2023 and by 52% between 2017 and 2023.

### 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 €16.4 million in 2023 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

2

3

4

5

Extra-financial results

### 1.2.1.4 Improvement in terms of environmental, social and governance (ESG) performance in 2023

#### Alignment of the CSR dashboard with the Group's challenges

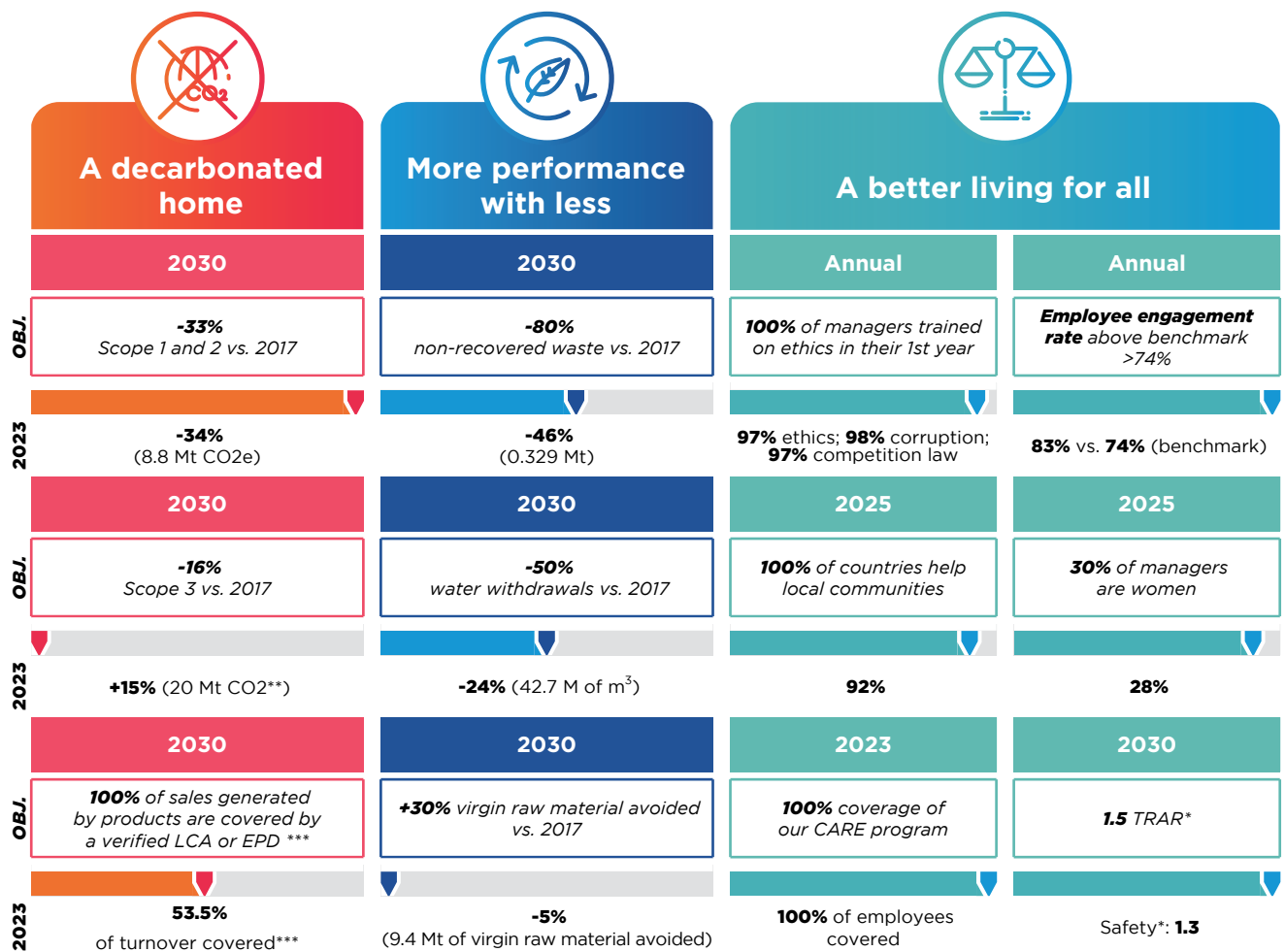
Saint-Gobain has prioritized its CSR challenges and actions. They have been associated with risks and opportunities, identified in application of legal provisions. This prioritization also takes into account the expectations of stakeholders identified in the materiality analysis and the environmental, social and societal challenges facing the Group.

The Group's CSR strategy reflects its determination to contribute to three long-term ambitions:

- Contribute to a decarbonated world: combat climate change;

- Improving the performance of our ecosystem by reducing its footprint: preserving our resources and promoting a circular economy;
- Contribute to a healthier, fairer and more inclusive world: ethics, health & safety, inclusion & diversity, local value creation throughout the value chain.

For each of these ambitions, action plans and objectives have been set for the short, medium and long term. In order to monitor Saint-Gobain's performance on its sustainability challenges, a scorecard of the main objectives is published. The full set of Environmental, Social and Governance indicators (ESG information pack) is available on the Group's website.



**Close to 75% of the Group's sales are made through our sustainable solutions: 1,300 Mt of CO<sub>2</sub> avoided during their lifespan (based on 2020 sales)**

\* TRAR: frequency rate of accidents with and without lost time per million hours worked for our employees, temporary workers and permanent subcontractors. / \*\* 2022 data calculated on a wider scope vs. 2017 and using the SBTi scope and methodology. / \*\*\* Excluding distribution.

**Significant ESG progress in 2023**

Saint-Gobain has placed CSR at the heart of its strategy and wishes to transparently communicate its non-financial performance and its progress towards its short-, medium- and long-term objectives.

This communication is part of its dual commitment: minimizing its footprint on human beings and the environment and maximizing its positive contribution to environmental issues, particularly climate change, as well as social and societal challenges.

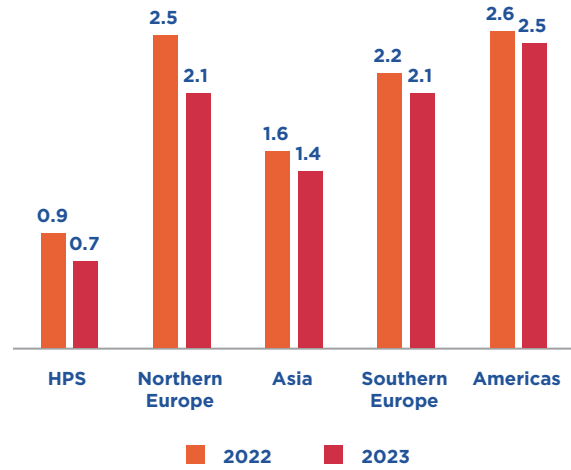
**Environment**

Saint-Gobain acts to reduce its environmental footprint and is committed to achieving carbon neutrality by 2050 thanks to its 2030 CO<sub>2</sub> roadmap.

2023 results show the following trends:

- Reduction in scope 1 and 2 CO<sub>2</sub> emissions by around 1 million tonnes between 2022 and 2023 thanks to efforts to decarbonize energy consumption, to operational improvements, and partly to a lower level of production;
- Reduction in scope 1 and 2 emissions by 34% versus 2017 (in absolute value) in line with the 1.5°C trajectory of the Paris agreement and with the 2030 target validated by the Science Based Targets initiative (SBTi);
- Growth decoupled from CO<sub>2</sub> emissions: carbon intensity per euro of sales and EBITDA fell by 44% and 56% respectively in 2023 compared to 2017, reflecting the Group’s objective of maximizing its positive impact for the environment while minimizing its footprint;
- Increase in the share of decarbonated electricity in total electricity consumption to 57%, an increase of 5 points between 2022 and 2023, thanks to the signing of new PPAs & green electricity contracts in all regions of the world. In total, the Group has benefited from more than 120 decarbonized electricity contracts in 2023;
- Reduction in energy consumption by 4% between 2022 and 2023. Today, the energy consumed is still largely derived from fossil fuels, and considering the impact of energy on carbon emissions, Saint-Gobain favors the transition to decarbonized energies by changing its energy mix.

**EVOLUTION OF SCOPE 1 AND 2 EMISSIONS BY REGION (Mt CO<sub>2</sub>e)**



- A 13% reduction in the quantity of water abstracted and a 28% reduction in discharges, in line with targets set for 2030, and an increase in the proportion of water reused in production processes to 88% (84% in 2022). These efforts are essential to anticipate the already significant increase in 2023 in the number of sites in zones of extreme risk of water stress (from 79 in 2022 to 108 sites in 2023). In 2023, 42 of these 108 sites will have achieved the 0 discharge target (vs. 34 in 2022);
- A 9% reduction in waste generation compared with 2022, and a 14% reduction in the quantity of non-recovered waste. This is thanks to the ongoing efforts of our teams, investments in systems for recycling residues of production, and active research into external waste recovery networks to avoid incineration and landfill.

## Extra-financial results

**Social**

The strong commitment of our teams was further demonstrated by the satisfaction survey carried out in 2023: a record participation rate of 87% in 2023, with a remarkably stable level of employee commitment at 83%, which is the highest in the sector.

- While safety results are steadily improving, with a TF2, including subcontractors and temporary workers, of 1.3 in 2023, the Group has unfortunately suffered two fatal accidents on its sites;
- 100% of employees and their families benefit from the CARE by Saint-Gobain social protection program, which offers defined benefits to meet essential, day-to-day health needs and to support important moments in a family's life;
- More than 92% of employees had access to training in 2023, either face-to-face or in a digital format;
- The proportions of female managers and senior managers are increasing, in line with our 2025 targets: 28% of female managers in 2023, closing in on a target of 30% by 2025, and 24.8% of female senior managers, even closer to the target of 25% by 2025.

**Ethics and compliance**

In 2023, the Group celebrated 20 years of the Principles of Conduct and Action that make up its code of ethics, with local events and testimonial videos from employees and

managers. General Management promotes and disseminates a culture of ethics and compliance, demonstrating its commitment to ethical and responsible business practices.

- As every new manager receives training in ethical issues upon joining the Group, by 2023 almost 99% of all managers will have received training in the Code of Ethics and competition rules, and over 99% will have received training in anti-corruption;
- ESG criteria are integrated into compensation packages: the weight of ESG in compensation packages is 10% in the short-term portion (addition of the CO<sub>2</sub> emissions reduction criterion to safety in 2021) and 20% in the long-term portion (increase in the CO<sub>2</sub> emissions reduction criterion from 5% to 10%, in 2021, with the other criteria of safety and diversity accounting for 5% each);
- The risk maps related to responsible purchases and related to human rights have been updated and are founded on recognized external sources, providing a more precise identification of issues and locations to prioritize in our actions;
- The new professional alert system makes easier reporting and analysis of alerts. The number of alerts has doubled since its implementation in 2019 (from 537 to 1101). If half of the alerts were found to be inadmissible or unconfirmed, all are subject to review.



# GOVERNANCE

- 1
- 2**
- 3
- 4
- 5

## 2.1 PRESENTATION OF THE BOARD OF DIRECTORS

As of April 1, 2024, the Board of Directors of Compagnie de Saint-Gobain ("Saint-Gobain" or "the Company") 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 Code for French listed companies, to which

Compagnie de Saint-Gobain refers, and a proportion of **45% women**. The Board of Directors held ten meetings in 2023. The global attendance rate of the Directors in office as of February 1, 2024 at these meetings was **96%**.

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 2023 Universal Registration Document available on the website [www.saint-gobain.com/fr](http://www.saint-gobain.com/fr) (the "**2023 Universal Registration Document**").



**73%**  
independent  
directors



**96%**  
attendance  
rate



**1**  
lead independent  
director



**45%**  
women <sup>(a)</sup>



**2**  
employee  
directors







**1**  
director representing  
employee shareholders

(a) Excluding directors representing employees and directors representing employee shareholders.

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


Information as of April 1, 2024 <sup>(1)</sup>.

	<p><b>PIERRE-ANDRÉ DE CHALENDAR</b> Chairman of the Board of Directors</p>		<p><b>BENOIT BAZIN</b> Chief Executive Officer</p>
<p><b>Chairman of the Board of Directors of Compagnie de Saint-Gobain</b> 65 years old <b>Nationality:</b> French</p>	<p><b>Date of first election:</b> June 2006 <b>Number of shares held:</b> 440,945 <b>Other offices and duties held outside the Group:</b></p> <ul style="list-style-type: none"> <li>- Director, Chairman of the Compensation Committee and member of the Governance, Ethics, Nomination and CSR Committee of BNP Paribas*</li> <li>- Director, Chairman and member of the Nomination Committee and member of the Purpose (<i>raison d'être</i>) Committee of Veolia Environnement*</li> <li>- Director and Chairman of the Remuneration Committee and the Climate Committee of Bpifrance</li> </ul>	<p><b>Chief Executive Officer of Compagnie de Saint-Gobain</b> 55 years old <b>Nationality:</b> French</p>	<p><b>Date of first election:</b> June 2021 <b>Number of shares held:</b> 150,802 <b>Other offices and duties held outside the Group:</b></p> <ul style="list-style-type: none"> <li>- Director and Chairman of the Strategy and CSR Committee and member of the Nomination and Governance Committee of Vinci*</li> </ul>
<p>Compagnie de Saint-Gobain "Tour Saint-Gobain" 12, place de l'Iris - 92400 Courbevoie</p>	<p>Compagnie de Saint-Gobain "Tour Saint-Gobain" 12, place de l'Iris - 92400 Courbevoie</p>	<p>Compagnie de Saint-Gobain "Tour Saint-Gobain" 12, place de l'Iris - 92400 Courbevoie</p>	<p>Compagnie de Saint-Gobain "Tour Saint-Gobain" 12, place de l'Iris - 92400 Courbevoie</p>
	<p><b>JEAN-FRANÇOIS CIRELLI</b> Independent Director Chairman of the Nomination and Remuneration Committee</p>		<p><b>LYDIE CORTES</b> Employee Director Member of the Nomination and Remuneration Committee</p>
<p><b>Chairman of BlackRock France, Belgium and Luxembourg</b> <sup>(a)</sup> 65 years old <b>Nationality:</b> French</p>	<p><b>Date of first election:</b> June 2020 <b>Number of shares held:</b> 1,300 <b>Other offices and duties held outside the Group:</b></p> <ul style="list-style-type: none"> <li>- Chairman of BlackRock France, Belgium and Luxembourg</li> <li>- Senior Advisor of Advent International</li> <li>- Director of Idemia</li> <li>- Member of the Saur Supervisory Committee, Advisory Committee and Nomination and Remuneration Committee</li> <li>- Director of MET Holding AG** (Switzerland)</li> </ul>	<p><b>Product Safety Coordinator</b> 53 years old <b>Nationality:</b> French</p>	<p><b>Date of first election:</b> May 2018 <b>Number of shares held:</b> 7 <b>Other offices and duties held outside the Group:</b> None.</p>
<p>Compagnie de Saint-Gobain "Tour Saint-Gobain" 12, place de l'Iris - 92400 Courbevoie</p>	<p>Compagnie de Saint-Gobain "Tour Saint-Gobain" 12, place de l'Iris - 92400 Courbevoie</p>	<p>Saint-Gobain Weber France - D 1083 Le Grand Étang - 01960 Servas</p>	<p>Saint-Gobain Weber France - D 1083 Le Grand Étang - 01960 Servas</p>

<sup>(a)</sup> Director as an individual, and not as a BlackRock representative, Mr. Jean-François Cirelli does not represent BlackRock on the Board of Directors. Moreover, BlackRock has appointed a third party to exercise the voting rights attached to the Saint-Gobain shares held by BlackRock.

<sup>(1)</sup> 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 2023 Universal Registration Document.

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



**SIBYLLE DAUNIS OPFERMANN**  
Director representing employee shareholders

**Date of first election:** March 2020  
**Number of shares held:** 2,800  
**Other offices and duties held outside the Group:**  
None.


*La Plateforme du Bâtiment*  
7, rue Benjamin Constant  
75019 Paris

**Chief Executive Officer of La Plateforme du Bâtiment**  
49 years old  
**Nationality:** French

**SIBYLLE DAUNIS OPFERMANN**  
Director representing employee shareholders

**Date of first election:** March 2020  
**Number of shares held:** 2,800  
**Other offices and duties held outside the Group:**  
None.

*La Plateforme du Bâtiment*  
7, rue Benjamin Constant  
75019 Paris



**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)


**Chief Executive Officer of Wipro Limited<sup>(a)</sup>**  
56 years old  
**Nationality:** French

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

**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



**IÊDA GOMES YELL**  
Independent Director  
Member of the Audit and Risk Committee

**Date of first election:** June 2016  
**Number of shares held:** 1,200  
**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 Logística SA\*\* (Brazil)  
- Director and member of the Nomination Committee of The Institute of Directors\*\* (United Kingdom)  
- Director of The Business Agency Isle of Man\*\*  
- Director and member of the Transformation Committee and the Corporate Social Responsibility Committee of Seatrium Ltd\* (Singapore)


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

**Research fellow and Director of Companies**  
67 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:** 1,200  
**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 Logística SA\*\* (Brazil)  
- Director and member of the Nomination Committee of The Institute of Directors\*\* (United Kingdom)  
- Director of The Business Agency Isle of Man\*\*  
- Director and member of the Transformation Committee and the Corporate Social Responsibility Committee of Seatrium Ltd\* (Singapore)

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



**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 and member of the Nomination Committee of Signify NV\* (Netherlands)  
- Member of the Supervisory Board, Chairwoman of the Audit Committee and member of the Executive Committee of Douglas AG\* (Germany)


**Director of companies**  
66 years old  
**Nationality:** German

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

**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 and member of the Nomination Committee of Signify NV\* (Netherlands)  
- Member of the Supervisory Board, Chairwoman of the Audit Committee and member of the Executive Committee of Douglas AG\* (Germany)

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



**AGNÈS LEMARCHAND**  
Independent Director  
Chairwoman of the Corporate Social Responsibility Committee  
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 Strategic Committee of Golocal  
- Senior Advisor of France Startups Océans


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

**Director of companies**  
69 years old  
**Nationality:** French

**AGNÈS LEMARCHAND**  
Independent Director  
Chairwoman of the Corporate Social Responsibility Committee  
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 Strategic Committee of Golocal  
- Senior Advisor of France Startups Océans

*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

**Date of first election:** November 2017  
**Number of shares held:** 1,200  
**Other offices and duties held outside the Group:**  
- Member of the Management Board of Deutsche Telekom AG\* and Chief Executive Officer for Europe (outside Germany)  
- Member of the Board of Directors and the Nomination and Governance Committee of T-Mobile USA\* (United States), a 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\*  
- Senior Advisor of Apheon Capital

**Member of the Management Board of Deutsche Telekom AG and Chief Executive Officer for Europe**  
59 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

**Date of first election:** November 2017  
**Number of shares held:** 1,200  
**Other offices and duties held outside the Group:**  
- Member of the Management Board of Deutsche Telekom AG\* and Chief Executive Officer for Europe (outside Germany)  
- Member of the Board of Directors and the Nomination and Governance Committee of T-Mobile USA\* (United States), a 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\*  
- Senior Advisor of Apheon Capital

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

\* Listed company. / \*\* Foreign company.



## Presentation of the Board of Directors

**JANA REVEDIN**

Independent Director

**Date of first election:** June 2023**Number of shares held:** 1,200**Other offices and duties outside the Group:**

None.

Architect and full professor of architecture and urban planning at the École Spéciale d'Architecture in Paris

**58 years old****Nationality:**  
German

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

**GILLES SCHNEPP**

Director

Member of the Audit and Risk Committee

**Date of first election:** June 2009**Number of shares held:** 1,200**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

Chairman of the Board of Directors of Danone  
**65 years old**

**Nationality:**  
French

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

**JEAN-DOMINIQUE SENARD**

Independent Director

Lead Independent Director

Member of the Corporate Social Responsibility Committee

**Date of first election:** June 2012**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 Center France - La Montagne S.A.

Chairman of the Board of Directors of Renault  
**71 years old**

**Nationality:**  
French

*Renault  
13, quai Alphonse le Gallo  
92100 Boulogne-Billancourt*

**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.

EHS Operations Manager  
**43 years old**

**Nationality:**  
French

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

\* Listed company.

\*\* Foreign company.

## 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 (unless otherwise expressly provided for in 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 2023 fiscal year are described in section 5.1.2 of the 2023 Universal Registration Document, p. 198 to 202.

**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.**

1

2













3

4

5

## Presentation of the Board of Directors

The table below gives a general overview of the members of the Board of Directors and its Committees as at April 1, 2024:

	Name	Age	Independent <sup>(a)</sup>	Other terms <sup>(e)</sup>	ARC <sup>(f)</sup>	NRC <sup>(g)</sup>	CSRC <sup>(h)</sup>	Years of seniority
	Pierre-André de Chalendar	65	No	2				17.5
	Benoit Bazin	55	No	1				2.5
	Jean-François Cirelli	65	Yes	0		(P) <sup>(i)</sup>		3.5
	Lydie Cortes	53	No <sup>(b)</sup>	0		(M)		5.5
	Sibylle Daunis-Opfermann	49	No <sup>(c)</sup>	0				3.5
	Thierry Delaporte	56	Yes	1				1.5
	Iêda Gomes Yell	67	Yes	1	(M) <sup>(i)</sup>			7.5
	Pamela Knapp	66	Yes	3	(P)			10.5
	Agnès Lemarchand	69	Yes	0	(M)		(P)	10.5
	Dominique Leroy	59	Yes	3 <sup>(l)</sup>		(M)		6.5
	Jana Revedin	58	Yes	0				1.5
	Gilles Schnepf	65	No	2	(M)			14.5
	Jean-Dominique Senard <sup>(d)</sup>	71	Yes	2			(M)	11.5
	Philippe Thibaudet	43	No <sup>(b)</sup>	0			(M)	5.5
<b>NUMBER OF MEETINGS <sup>(k)</sup></b>				<b>Board: 10</b>	<b>ARC: 4</b>	<b>NRC: 6</b>	<b>CSRC: 4</b>	
<b>ATTENDANCE RATE</b>				<b>96%</b>	<b>88%</b>	<b>100%</b>	<b>83%</b>	

<sup>(a)</sup> According to the criteria set forth in Recommendation 10.5 of the Afep-Medef Code, see section 5.1.1, page of the 2023 Universal Registration Document, for more details.

<sup>(b)</sup> 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.

<sup>(c)</sup> 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.

<sup>(d)</sup> Lead Independent Director.

<sup>(e)</sup> Held within listed companies (excluding Compagnie de Saint-Gobain).

<sup>(f)</sup> Audit and Risk Committee.

<sup>(g)</sup> Nomination and Remuneration Committee.

<sup>(h)</sup> Corporate Social Responsibility Committee.

<sup>(i)</sup> Member of a Committee.

<sup>(l)</sup> Chairperson of a Committee.

<sup>(k)</sup> For the period from January 1, 2023, to December 31, 2023.

<sup>(l)</sup> 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, had created in June 2017, the role of Lead Independent Director, a position held by

Mr. Jean-Dominique Senard, Independent Director. This function was maintained during the period of dissociation of functions that allowed for the transition between Mr Pierre-André de Chalendar and Mr Benoit Bazin, given that the Chairman of the Board of Directors, Mr Pierre-André de Chalendar, was not independent.

### 2.1.3.1 Activities of the lead Independent Director during fiscal year 2023

The Lead Independent Director carried out his activities during fiscal year 2023 in accordance with the duties and means described in the internal rules of the Board of Directors applicable during that fiscal year (see section 9.1.1. B of the 2023 Universal Registration Document).

In 2023, the Lead Independent Director attended nine of the 10 meetings of the Board of Directors and three of the four meetings of the Corporate Social Responsibility Committee, of which he is a member.

At the meeting of the Board of Directors on February 29, 2024, Mr. Jean-Dominique Senard presented a review of his activity as Lead Independent Director for fiscal year 2023. His work especially consisted of:

- working with the Chairman of the Board of Directors and in conjunction with the Nomination and Remuneration Committee to perform the in-depth work of the Board of Directors on changes in the Company's governance ;
- 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-interest questionnaires and the analysis of business relationships);
- discussing the succession plan for the Chief Executive Officer in the event of a vacancy with the Chairman of the Board of Directors;
- conducting the assessment of the organization and operation of the Board and its Committees, as follows:
  - the Lead Independent Director reviewed the draft questionnaire to be submitted to the Directors prepared by the General Secretary as well as the answers provided, all Directors having had the opportunity to discuss them with the Lead Independent Director;

- 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 Lead Independent Director presented the results of this self-assessment to the Directors,
- meeting, in view of the General Shareholders' Meeting on June 8, 2023, at the request and with the participation of the Chairman of the Board of Directors, with several shareholder groups to discuss the governance of Saint-Gobain;
- meeting, in late 2023, after the announcement of the change in governance decided on November 23, 2023, at the request and with the participation of the Chairman of the Board of Directors, with all the major shareholders who so wished to discuss the announced governance;
- reviewing the draft agendas for the meetings of the Board of Directors and the Committees in fiscal year 2023;
- reviewing chapter 5, section 5.1.1. of the 2023 Universal Registration Document related to the "Composition of the Board of Directors" and section 5.1.2. of the 2023 Universal Registration Document related to the "Operation of the Board of Directors".

The Lead Independent Director presented a summary of his fifth year in that office to the shareholders at the General Meeting held on June 8, 2023.

### 2.1.3.2 Appointment of a new Lead Independent Director as part of the new 2024 governance structure

#### Appointment of a new Lead Independent Director

In view of the expiry of Mr Jean-Dominique Senard's term of office at the close of the Annual General Meeting of June 6, 2024, and the decision to combine the functions of Chief Executive Officer and Chairman of the Board, the Board, at its meeting of November 23, 2023, decided to entrust the function of Lead Independent Director and Vice-Chairman of the Board to Mr Jean-François Cirelli, an Independent Director, at the close of the said Meeting and subject to the renewal of his term of office at the Annual General Meeting of June 6, 2024.

Mr Jean-François Cirelli was chosen gradually during the governance process described below.

Mr Jean-François Cirelli has both a knowledge of the industry and of governance issues, given his previous executive positions, and a knowledge of Saint-Gobain, given that he has been a member of the Board of Directors for almost 4 years. He also has strategic skills, underlined by his role in one of the leading strategy firms, governance skills given his experience as a company Director, and a strong sensitivity to shareholder issues due to his responsibilities within one of the largest asset managers in the world (see section 2.2.3 of this document). It should be noted that, for the purposes of exercising the voting rights attached to the Company shares held by BlackRock, BlackRock has appointed a third party to exercise said voting rights on its behalf.

In addition, the Board of Directors considered that the exclusively non-executive positions held by Jean-François Cirelli outside Saint-Gobain did not represent a position that could conflict with his future role as Lead Independent Director.

#### Reinforcement of the powers of the Lead Independent Director as from the General Meeting of 6 June 2024

The General Meeting of June 6, 2024, will be asked to vote on an amendment to the Company's bylaws to make the appointment of a Lead Independent Director mandatory when the roles of Chief Executive Officer and Chairman of the Board of Directors are combined or if the Chairman of the Board of Directors is not independent.

The main role of the Lead Independent Director is to ensure that the Company's corporate governance bodies function properly. With effect from June 6, 2024, he will act as Vice-Chairman of the Board of Directors, which underlines the importance of his role.

The Board's internal rules, which will apply after the General Meeting of June 6, 2024, stipulate that he will be responsible for the tasks and will have the resources listed below. The items in italics and underlined below reflect the very substantial strengthening of the Lead Independent Director's duties and resources in the Board's internal rules that will be applicable at the close of the General Meeting of June 6, 2024, compared with the internal rules applicable before that date:

#### Duties:

- prevent and manage conflicts of interest: the Lead Director is responsible for preventing situations of conflict of interest from arising. He brings to the attention of the Board any conflicts of interest concerning Directors of which he is aware;
- assess the organization and operation of the Board of Directors, distinguishing between the assessment of the Chairman and the assessment of the Chief Executive Officer, which is carried out periodically;
- serve as a point of contact for shareholders of Compagnie de Saint-Gobain (*Note: previously only "at the Chairman's request"*) and contribute to shareholder engagement on governance issues; lead governance Road Shows; and
- in conjunction with the Chairman of the Board of Directors, ensure that the Directors receive the information they need to perform their duties in the best possible conditions, in accordance with the provisions of these internal regulations, and act as their spokesperson with the Chairman of the Board when necessary;
- more generally, ensuring compliance with the internal rules of the Board of Directors.

#### Resources:

- ask (*Note: could only "propose" previously*) the Chairman to add items to the agenda of any Board meeting, and be consulted on the agenda and schedule of Board meetings;
- convene and chair (*Note: had to ask the Chairman beforehand*) "executive sessions" in connection with his or her duties (including at the end of a Board meeting), the purpose of which is to discuss and assess the Board's performance once a year; report the findings to the Chief Executive Officer;
- preside over the Directors's discussions at the end of Board meetings on the governance of the meeting, in the presence of the Chief Executive Officer;
- convene and chair the Board meetings in the event of the temporary inability or death of the Chairman;
- ask the Chairman to convene the Board of Directors on any specific agenda; the Chairman is bound by the Lead Independent Director's request;
- lead discussions at Board meetings relating about its assessment;
- attend meetings of Committees of which he is not a member (*Note: as was the case before, without having to obtain the Chairman's approval*) with the agreement of the Chairman of the Committee concerned, who informs the Chairman;
- request, in the performance of his or her duties, external studies at the Company's expense or request the assistance of the Group's corporate secretary in the performance of its duties;
- meet with the members of the Executive Committee, after informing the Chairman.

Once a year, the Lead Independent Director reports on his actions to the Board of Directors.

## 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 2023 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 2023 and the changes proposed to the General Meeting of June 6, 2024:

	General Meeting of June 8, 2023	General Meeting of June 6, 2024
<b>Cessation of duties</b>	Lina Ghotmeh <sup>(a)</sup> (November 2021)	Pierre-André de Chalendar (June 2006) Iêda Gomes Yell <sup>(a)</sup> (June 2016) Jean-Dominique Senard <sup>(a)</sup> (June 2012)
<b>Renewal</b>	Dominique Leroy <sup>(a)</sup> (November 2017)	Jean-François Cirelli <sup>(a)</sup> (June 2020)
<b>Proposed nomination/ratification</b>	Jana Revedin <sup>(a)</sup>	Sophie Brochu <sup>(a)</sup> Hélène de Tissot <sup>(a)</sup> Geoffroy Roux de Bézioux <sup>(a)</sup>

<sup>(a)</sup> Independent Director.

The following table shows the changes in the composition of the Board with regard to independence, representation of women, and representation of foreign members as of the close of the General Shareholders' Meeting of June 8, 2023, and as foreseen by the end of the General Shareholders' Meeting of June 6, 2024, subject to the renewal and appointment of the Directors listed above:

	As from the General Shareholders' Meeting of June 8, 2023	As from the General Shareholders' Meeting of June 6, 2024 (subject to approval)
Percentage of Independent Directors <sup>(a)</sup>	73%	82%
Percentage of women <sup>(b)</sup>	45%	55%
Percentage of foreign Directors <sup>(c)</sup>	36%	36%

<sup>(a)</sup> In accordance with the rules set by the Afep-Medef Code.

<sup>(b)</sup> Excluding Employee Directors and Directors representing employee shareholders. [As from the General Shareholders' Meeting of June 6, 2024 (subject to approval), the Board of Directors would consist of 57% women including those Directors].

<sup>(c)</sup> Excluding Employee Directors appointed under specific mandatory legal provisions.

## 2.2.2 APPOINTMENT OF NEW DIRECTORS PROPOSED TO THE GENERAL SHAREHOLDERS' MEETING

Information as of April 1, 2024.



### SOPHIE BROCHU

**Principal office held:** Director of companies

**Expertise and experience:**

Sophie Brochu began her professional career in 1987 as a financial analyst with SOQUIP (Société Québécoise d'Initiatives Pétrolières), the Quebec government corporation responsible for developing Quebec's natural gas network at the time.

She joined Energir in 1997 and was appointed President and Chief Executive Officer in 2007, a position she held until 2019. Under her leadership, the gas distributor added renewable natural gas (biomethane) to its supply portfolio and became a leading player in the wind and solar sectors, both in Canada and the United States.

From April 2020 to April 2023, she assumed the role of Chairwoman and Chief Executive Officer of Hydro-Québec, Canada's largest electricity producer and one of the world's largest hydroelectric producers, with assets of C\$90 billion and 4.5 million customers across Quebec.

She was a member of the Board of Directors of Bell Canada (BCE Inc.) between 2010 and 2020 and of Bank of Montreal from 2011 to April 2024.

She is a Director of CGI and CAE since 2023.

**Offices and duties held outside the Saint-Gobain Group:**

- Director, member of the Governance and Nominating Committee and of the Human Resources Committee of Bank of Montreal
- Director, member of the Corporate Governance Committee and Chair of the Human Resources Committee of CGI
- Director, member of the Human Resources Committee and of the Audit Committee of CAE

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

- President and Chief Executive Officer of Energir (2007-2019)
- Director of Bell Canada (BCE Inc.) (2010-2020)
- Chairwoman and Chief Executive Officer of Hydro-Québec (2020-2023)
- Director, member of the Governance and Nominating Committee and of the Human Resources Committee of Bank of Montreal (2011-2024)

**60 years old**

**Nationality:** Canadian

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

**Mrs. Sophie Brochu, who is Canadian, would bring to the Board her experience as an executive corporate officer and her skills in Governance, Finance and Strategy, as well as her skills in industry, CSR and Climate. Sophie Brochu has international experience.**

**The appointment of Mrs. Sophie Brochu as Independent Director is subject to the approval of the 6th resolution.**



## H  L  NE DE TISSOT

**Principal office held:** EVP Finance & IT of the Pernod Ricard Group

**Expertise and experience:**

H  l  ne de Tissot began her professional career in 1994 as a tax lawyer specializing in international taxation with Arthur Andersen.

She joined the Pernod Ricard Group in 2002 as Group Tax Director, contributing to transformational transactions such as the acquisitions of Allied Domecq and Vin & Spirit.

She was appointed Chief Financial Officer of Pernod Ricard Asia, based in Hong Kong, in 2010, Chief of the Mergers & Acquisitions and Strategy Department in 2016 and Chief Financial Officer, IT and Operations Director of the Pernod Ricard Group in 2018. She is also a member of the Pernod Ricard Group Executive Committee.

**Offices and duties held outside the Saint-Gobain Group:**

- EVP Finance & IT and member of the Executive Committee of the Pernod Ricard Group

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

- None

**54 years old**

**Nationality:** French

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

**Mrs. H  l  ne de Tissot would bring to the Board her experience as a practising CFO and expertise in Finance and Strategy, as well as her skills in Digital/Innovation. H  l  ne de Tissot also has international experience.**

**The appointment of Mrs. H  l  ne de Tissot as Independent Director is subject to the approval of the 7th resolution.**

1

2

3

4

5

Proposed appointment and renewal of the terms of office of Directors



**61 years old**

**Nationality:** French

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

## GEOFFROY ROUX DE BÉZIEUX

**Principal office held:** Director of companies

### Expertise and experience:

Geoffroy Roux de Bézieux began his professional career in 1986 with L'Oréal in France, then in the UK in a marketing function, before moving to Poland, where he set up a Polish subsidiary of the L'Oréal group.

In 1996, he founded The Phone House, the first chain of stores dedicated to mobile telephony, which he sold to the listed group Carphone Warehouse, where he became Chief Operating Officer and a board member until 2004. In 2004, he founded a mobile network operator that became Virgin Mobile in 2006, a company he sold to Numericable in 2014. In 2014, he and his partners set up the Isaïe venture capital fund, aimed at technology start-ups, and in which he remains a shareholder.

In 2016, he founded the Notus Technologies group, an asset-based group active in the agri-food industry, leisure and new technologies.

Geoffroy Roux de Bézieux was Chairman of the CroissancePlus association from 2005 to 2008, Chairman of Unédic from 2008 to 2010 and Vice-Chairman of MEDEF (Mouvement des Entreprises de France) from 2013 to 2018 before becoming its Chairman from July 2018 to July 2023.

He was a member of the Supervisory Board of Groupe PSA (now Stellantis) between 2007 and 2019, and Lead Independent Director and Vice-President from 2015 to 2019. He is a member of the Board of Directors of Parrot and Bureau Veritas.

### Offices and duties held outside the Saint-Gobain Group:

- Director and head of the Appointments & Compensation Committee of Parrot
- Director of Bureau Veritas

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

- Member of the Supervisory Board (2007-2019), Lead Independent Director and Vice Chairman of the PSA Group (now Stellantis) (2015-2019)
- Chairman of MEDEF (Mouvement des Entreprises de France) (July 2018-July 2023)

**Mr. Geoffroy Roux de Bézieux would bring to the Board of Directors his experience as an entrepreneur and executive corporate officer, with skills in Governance, Strategy and Finance, and skills in Industrial Affairs, CSR, Climate and Digital/Innovation. Geoffroy Roux de Bézieux also has international experience.**

**The appointment of Mr. Geoffroy Roux de Bézieux as Independent Director is subject to the approval of the 8th resolution.**

## 2.2.3 PROPOSED RENEWAL OF DIRECTOR

Information as of April 1, 2024.



### JEAN-FRANÇOIS CIRELLI

**Independent Director – Chairman of the Nomination and Remuneration Committee**

**First election:** June 2020

**Number of shares held:** 1,300

**Attendance rate in 2023:**

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

**Expertise and experience:**

Mr. Jean-François Cirelli began his professional career at the Treasury Department of the French Ministry of Economy and Finance, holding several positions, from 1985 to 1995 where he was in particular in charge of housing policy. In 1995, he was appointed Economic Advisor to the President of the Republic. In 2002, he was appointed Deputy Director of the Prime Minister's Office, more specifically in charge of economic, industrial and social issues. Mr. Jean-François Cirelli was appointed Chairman and Chief Executive Officer of Gaz de France in 2004, an office he held until 2008. From 2008 to 2014, he was Vice Chairman and Chief Operating Officer of GDF SUEZ (now ENGIE). From 2012 to 2014, he also managed all of GDF SUEZ's Energy activities in Europe. In 2016, he was appointed Senior Advisor to McKinsey.

Mr. Jean-François Cirelli has been a Director of Saint-Gobain since June 2020 and Chairman of the Nomination and Remuneration Committee since June 2022.

**Offices and duties held outside the Group:**

- Chairman of BlackRock France, Belgium and Luxembourg
- Senior Advisor of Advent International
- Director of Idemia
- Member of the Saur Supervisory Committee, Advisory Committee and Nomination and Remuneration Committee
- Director of MET Holding AG\*\* (Switzerland)

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

- Member of the Supervisory Board of Uniper SE\* (Germany) (2017-2020)

\* Listed company.

\*\* Non-listed foreign company.

**Chairman of BlackRock France, Belgium and Luxembourg** <sup>(a)</sup>

**65 years old**

**Nationality:** French

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

**Mr. Jean-François Cirelli notably brings to the Board of Directors his experience as an executive of international groups and his operational knowledge of the industry, as well as his skills in governance, finance, strategy, CSR (including social) and climate.**

**He is an individual Director of Saint-Gobain, he does not represent BlackRock on the Board of Directors and was not appointed on BlackRock's proposal.**

**In addition, for the purposes of exercising the voting rights attached to the Company's shares held by BlackRock, BlackRock has appointed a third party to exercise said voting rights on BlackRock's behalf so that (i) Mr. Jean-François Cirelli cannot influence the exercise by BlackRock of his voting rights and (ii) BlackRock cannot, by relying on his status as a shareholder and the voting rights attached to those shares, exercise said voting rights on BlackRock's behalf.**

**The Board of Directors considered that Jean-François Cirelli's duties outside Saint-Gobain were exclusively non-executive and that, consequently, they did not represent a position that could conflict with his future role as Lead Independent Director.**

**As indicated in section 2.1.3 of this document, subject to the renewal of his term of office, Mr Jean-François Cirelli will become Lead Independent Director and Vice-Chairman of the Board of Directors.**

**The renewal of Mr. Jean-François Cirelli as Independent Director is subject to the approval of the 5th resolution.**

<sup>(a)</sup> Director as an individual, and not as a BlackRock representative, Mr. Jean-François Cirelli does not represent BlackRock on the Board of Directors.

## 2.3 PRESENTATION OF THE GROUP'S SENIOR MANAGEMENT

### 2.3.1 COMBINATION OF THE CHAIRMAN OF THE BOARD AND CEO ROLES UNTIL JUNE 30, 2021

After the end of a transitional period related to the succession of Jean-Louis Beffa, the Board of Directors decided at its meeting of June 3, 2010, that the roles of Chairman of the Board of Directors and Chief Executive Officer would be combined and to appoint Pierre-André de Chalendar as Chairman and Chief Executive Officer.

During Pierre-André de Chalendar's term of office, in particular when he was reappointed as a Director in 2014 and 2018, the Board of Directors considered that the combination of the roles was in the company's best interest, as it enabled greater responsiveness and efficiency and was suited to its operation.

### 2.3.2 SEPARATION OF THE ROLES OF CHAIRMAN OF THE BOARD OF DIRECTORS AND CHIEF EXECUTIVE OFFICER FOR A TRANSITIONAL PERIOD UNTIL JUNE 6, 2024

In line with best corporate governance practices, starting in 2019, the Board of Directors of Compagnie de Saint-Gobain has been working in depth, under the responsibility of the Lead Independent Director and the Nomination and Remuneration Committee and with the assistance of an independent recruitment firm, on preparations for the succession of Mr. Pierre-André de Chalendar, Chairman and Chief Executive Officer.

In 2021, as a result of this process, the Board of Directors deemed it essential for Saint-Gobain that there is a seamless transition, by separating the roles of Chairman and Chief Executive Officer. On the proposal of Pierre-André de Chalendar, the Board unanimously decided to appoint Benoit Bazin as Chief Executive Officer, with effect from July 1, 2021 <sup>(1)</sup>. Pierre-André de Chalendar would continue to serve as Chairman of the Board of Directors. At the time of his reappointment in 2022, he has indicated that he would serve as Chairman for a maximum of two years, i.e., no later than the General Meeting of June 6, 2024.

Benoit Bazin has also been appointed Director of Compagnie de Saint-Gobain by the General Meeting of June 3, 2021.

This corporate governance structure ensured a smooth and successful transition in the context of the process of succession of Pierre-André de Chalendar, which began in 2019, when Benoit Bazin was appointed Deputy Chief Executive Officer and continued with his appointment as Chief Executive Officer on July 1, 2021.

During the transition period, the Board of Directors conducted in-depth work, under the supervision of the Lead Independent Director and the Chairman of the Board, in conjunction with the Nomination and Remuneration Committee. The Nomination and Remuneration Committee focused its work on the recomposition of the Board following the conclusions of the 2022 assessment and, to this end, appointed a specialist consultant to select candidates for Director roles to be proposed to the General Meeting.

<sup>(1)</sup> Benoit Bazin has been Deputy Chief Executive Officer since January 1, 2019.

### 2.3.3 COMBINATION OF ROLES STARTING ON JUNE 6, 2024, AT THE END OF THE TRANSITION PERIOD

Following the in-depth work described above carried out by the Board of Directors under the supervision of the Lead Independent Director and the Chairman of the Board, and in order to have the governance structure best suited to its ambitions and challenges and opportunities that arise, without any bias in principle on the structure to be adopted, the Saint-Gobain Board of Directors unanimously decided on November 23, 2023, not to change the structure that existed prior to the transition period with the combined roles of Chairman of the Board of Directors <sup>(2)</sup> and Chief Executive Officer. It thus decided:

- appoint Benoit Bazin as Chairman and Chief Executive Officer with effect from the General Meeting of June 6, 2024;
- that Jean-François Cirelli, an Independent Director since 2020, would be appointed as Lead Independent Director and Vice Chairman of the Board at the end of that general meeting called to vote on Jean-François Cirelli's reappointment as a Director;
- that the authority of the Lead Independent Director would be increased (see section 2.1.3 of this document);
- that the General Meeting of June 6, 2024, would be called to vote on an amendment to the Company's bylaws to make the appointment of a Lead Independent Director and Vice Chairman of the Board mandatory if the roles of Chief Executive Officer and Chairman of the Board of Directors are combined or if the Chairman of the Board of Directors is not independent.

The Board of Directors pragmatically decided to combine the roles of Chairman and Chief Executive Officer, taking into account the Group's operational and strategic specificities and the environment in which it operates. This will ensure clear, embodied of the Group's management as well as optimal alignment between the strategic objectives validated by the Board of Directors and their effective implementation in a decentralized, multi-location international organization. Combining the roles means that we can make the most of the momentum we have built up thanks to the recent simplification of the Group's chain of command, with a presence in more than 75 countries and a single CEO responsible for each of them. It also provides proximity, responsiveness, simplicity and stability for the teams, Directors and shareholders.

The Board of Directors also took into account the skills and experience of Benoit Bazin, who, beyond his strategic vision and deep knowledge of the Group, demonstrated his ability to move the culture of Saint-Gobain forward and successfully transform the Group in terms of both its scope of activities and its operational, financial, social, and environmental performance, maintaining a regular, constructive dialog with the Directors.

He also took into account the views expressed by the various employee representatives within it.

As was the case during Pierre-André de Chalendar's term, the Board of Directors will continue to discuss the existing governance structure as part of the evaluation of its work.

### 2.3.4 EXECUTIVE COMMITTEE

The Committee, whose composition reflects the new organizational structure of the Saint-Gobain Group, comprises 16 members as of January 1, 2024 (see section 1.1.2 of the 2023 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 1.1.2 of the 2023 Universal Registration Document).

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

<sup>(2)</sup> Pierre-André de Chalendar will step down as Chairman of the Board of Directors at the close of the General Meeting of June 6, 2024. He also expressed his intention to resign as a Director at that time.

## 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 2023 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 2023 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 23, 2023 and February 29, 2024, 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 8, 2023 (9th and 10th resolutions).

#### A – Compensation components paid during the 2023 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 2023 fiscal year

Pursuant to the compensation policy approved by the General Shareholders' Meeting of June 8, 2023, 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.

> 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, for fiscal year 2023 or granted for 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
<b>Fixed compensation</b>	<b>Amount paid: €450,000</b> (Board of Directors meeting of February 23, 2023)	In accordance with the compensation policy approved by the General Shareholders' Meeting of June 8, 2023 (ninth resolution).
<b>Annual variable compensation</b>	<b>None</b>	Mr. Pierre-André de Chalendar has not been granted any annual variable compensation.
<b>Deferred variable compensation</b>	<b>None</b>	Mr. Pierre-André de Chalendar has not been granted any deferred variable compensation.
<b>Multi-annual variable compensation</b>	<b>None</b>	Mr. Pierre-André de Chalendar has not been granted any multi-year variable compensation.
<b>Exceptional compensation</b>	<b>None</b>	Mr. Pierre-André de Chalendar has not been granted any exceptional compensation.
<b>Long-term compensation</b>	<b>None</b>	No long-term compensation was awarded to Mr. Pierre-André de Chalendar in 2023.
<b>Compensation for serving as a Director</b>	<b>None</b>	Mr. Pierre-André de Chalendar does not receive any compensation for his term of office as Director of Compagnie de Saint-Gobain.
<b>In-kind benefits</b>	<b>€3,301 (book value)</b>	Mr. Pierre-André de Chalendar has use of a company car.
<b>Severance indemnity</b>	<b>None</b>	The Board of Directors has not granted any severance indemnity to Mr. Pierre-André de Chalendar.
<b>Non-compete indemnity</b>	<b>None</b>	The Board of Directors has not granted any non-compete indemnity to Mr. Pierre-André de Chalendar.

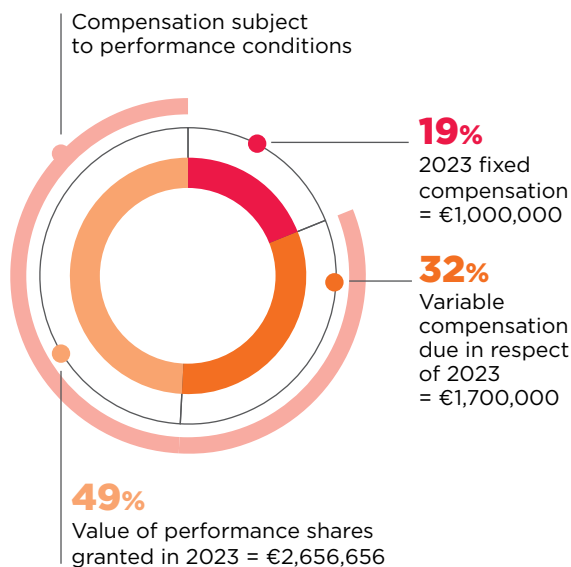
**B - Compensation components paid during the 2023 fiscal year or granted in respect of that fiscal year to Mr. Benoit Bazin, Chief Executive Officer (ex post Say-on-Pay)**

**Summary of the compensation components paid or granted for the 2023 fiscal year**

The graph below shows the breakdown of the various components of the compensation components of Mr. Benoit Bazin, paid during the 2023 fiscal year or awarded in respect of the same fiscal year, as Chief Executive Officer.

In total, for the fiscal year 2023, 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 2023 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 2023 Universal Registration Document, available on Saint-Gobain website ([www.saint-gobain.com/en/finance/general-meeting](http://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 during fiscal year 2023 or granted for the same fiscal year to Mr. Benoit Bazin, Chief Executive Officer (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
<b>Fixed compensation</b>	<b>Amount paid: €1,000,000</b> (Board of Directors meeting of February 23, 2023)	In accordance with the compensation policy approved by the General Shareholders' Meeting of June 8, 2023 (tenth resolution).
<b>Annual variable compensation</b>	<b>Amount due: €1,700,000</b> (Board of Directors meeting of February 29, 2024)	<p>On February 23, 2023, on the proposal of the Nomination and Remuneration Committee, the Board decided to maintain the cap for the annual variable portion of the compensation of the Chief Executive Officer at 170% of the fixed portion of his compensation.</p> <p>Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at its February 29, 2024, 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:</p> <ul style="list-style-type: none"> <li>the portion of the variable compensation based on the fulfillment of the four quantifiable financial objectives (return on capital employed (ROCE), Group operating income, Group recurring earnings per share, Free Cash Flow) amounted to €1,020,000, corresponding to a realization exceeding all the maximums of the said objectives and a compensation achievement rate against the target of 143% (see section 5.2.2, of the 2023 Universal Registration Document);</li> <li>the amount of the variable portion for the three quantifiable CSR objectives (Carbon objective, Safety objective and Diversity and teams objective) amounted to €255,000, corresponding to the achievement of all these objectives and a 100% completion rate;</li> <li>the amount of the variable portion in respect of the three qualitative objectives (management of stakeholders, continuing to optimize the Group's scope and deployment of the "Grow &amp; Impact" strategic plan in its six action priorities) amounted to €425,000, corresponding to the realization of all the said targets and a 100% achievement rate (see section 5.2.2 of the 2023 Universal Registration Document).</li> </ul> <p>The variable portion of the compensation of Mr. Benoit Bazin as Chief Executive Officer totaled €1,700,000 for 2023, which corresponds to an achievement rate of 100%.</p> <p>In all, Mr. Benoit Bazin's total compensation for fiscal year 2023 (fixed and variable) as Chief Executive Officer amounted to €2,700,000.</p> <p><i>Pursuant to the law, payment of the annual variable compensation is subject to the approval of the General Shareholders' Meeting of June 6, 2024.</i></p>
<b>Deferred variable compensation</b>	<b>None</b>	Mr. Benoit Bazin has not been granted any deferred variable compensation.
<b>Multi-annual variable compensation</b>	<b>None</b>	Mr. Benoit Bazin has not been granted any multi-year variable compensation.
<b>Exceptional compensation</b>	<b>None</b>	Mr. Benoit Bazin has not been granted any exceptional compensation.

Compensation components paid during fiscal year 2023 or granted for the same fiscal year to Mr. Benoit Bazin, Chief Executive Officer (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
<b>Performance shares</b>	<b>Amount due: €2,656,656 (value based on the method used to prepare the consolidated financial statements)</b>	<p>On the recommendation of the Nomination and Remuneration Committee, the Board of Directors' meeting of November 23, 2023, decided to grant Mr. Benoit Bazin 75,000 performance shares unchanged from 2022. This allocation represents a total value (in accordance with IFRS) at the time it was granted of €2,656,656, which is in line with the 75,000 share allocation ceiling set by the Board's decision of February 23, 2023. It corresponds to 98.4% of the total gross compensation of the Chief Executive Officer for 2023, so that it does not represent a disproportionate share of it.</p> <p>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.</p> <p>Refer to section 5.2.4, of the 2023 Universal Registration Document for a description of the presence and performance conditions applying to the vesting of performance shares granted on November 23, 2023.</p> <p>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.</p> <p>Given the Group's record performance over the last two years, the achievement rates for the latest two performance share plans for which the performance condition has been determined are high (100% for the 2019 plan, 94.37% for the 2018 plan <sup>(1)</sup>). For the 2017 plan, the rate was 75% <sup>(2)</sup>, which was lower than the median rate of the vesting in 2021 (the vesting year of the said plan) of the executive number 1s of the CAC 40 industrial <sup>(3)</sup> companies, which stood at 88%.</p> <p>Percentage of share capital represented by the allocation to the executive corporate officer: approximately 0.014%.</p> <p>Date of authorization by the General Shareholders' Meeting: June 2, 2022 (eighteenth resolution).</p> <p>Date of the Board's grant decision: November 23, 2023.</p>
<b>Stock options</b>	<b>None</b>	No stock options were granted to Mr. Benoit Bazin in 2023.
<b>Performance units</b>	<b>None</b>	No performance units were granted to Mr. Benoit Bazin in 2023.
<b>Compensation for serving as a director</b>	<b>None</b>	Mr. Benoit Bazin does not receive any compensation in respect of the fiscal year for serving as a Director of Compagnie de Saint-Gobain.
<b>In-kind benefits</b>	<b>€2,156 (book value)</b>	Mr. Benoit Bazin has use of a company car.
<b>Severance indemnity</b>	<b>None</b>	See the heading "Severance indemnity", in the part on the compensation policy for the Chief Executive Officer, subject to approval by the General Shareholders' Meeting of June 6, 2024 (ex-ante Say-on-Pay), section 5.2.2, of the 2023 Universal Registration Document.

<sup>(1)</sup> The achievement rate for the 2018 performance share plan would have been the same if the mechanism for taking into account the impact of the Covid-19 crisis had not been applied (see section 2.4.2 of chapter 5 of the Company's 2020 Universal Registration Document).

<sup>(2)</sup> The achievement rate for the 2017 performance share plan would have been 53.33% if the mechanism for taking into account the impact of the Covid-19 crisis had not been applied (see section 2.4.2 of chapter 5 of the Company's 2020 Universal Registration Document).

<sup>(3)</sup> Air Liquide, Airbus Group, Alstom, Bouygues, Carrefour, Danone, Engie, Essilor Luxottica, Kering, Legrand, L'Oréal, Michelin, Renault, Safran, Sanofi, Schneider Electric, Stellantis, Thales, TotalEnergies, Véolia Environnement and Vinci.

## Management and Directors compensation (Say-on-Pay)

## Compensation components paid to Mr. Benoit Bazin, Chief Executive Officer, during the 2023 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
<b>Non-compete indemnity</b>	<b>None</b>	See the heading "Non-compete indemnity" in the part on the compensation policy for the Chief Executive Officer for the period from January 1, 2024, to June 6, 2024, inclusive subject to approval by the General Shareholders' Meeting of June 6, 2024 (ex-ante Say-on-Pay), section 5.2.2, of the 2023 Universal Registration Document.
<b>Supplementary pension scheme</b>	<b>None</b>	<p>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.</p> <p>The characteristics of the 2012 and 2012/2 Plans are specified in the Chief Executive Officer's compensation policy for the period from January 1, 2024, to June 6, 2024, inclusive submitted for approval to the General Shareholders' Meeting (see section 5.2.2, of the 2023 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 General Shareholders' Meeting held on June 3, 2021 (fourteenth resolution).</p> <p>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 2024, the Board of Directors noted that the performance condition determining the vesting of Mr. Benoit Bazin's rights in respect of 2023 had been met. As a result, under the 2012/2 plan, the rights vested in 2023 amount to a gross amount of approximately €37,000 per year. In addition, as of December 31, 2023, 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 €109,000 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., €351,936 in 2023) and the cap of 45% of fixed and variable compensation provided for in the Afep-Medef Code.</p>

## 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 11th 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 2023 (see page 206 of the 2023 Universal Registration Document);
- the total compensation and benefits of any kind paid during the 2023 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 9th and 10th resolutions in accordance with the law (see pages 214 to 217 of the 2023 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 pages 236 to 239 of the 2023 Universal Registration Document).

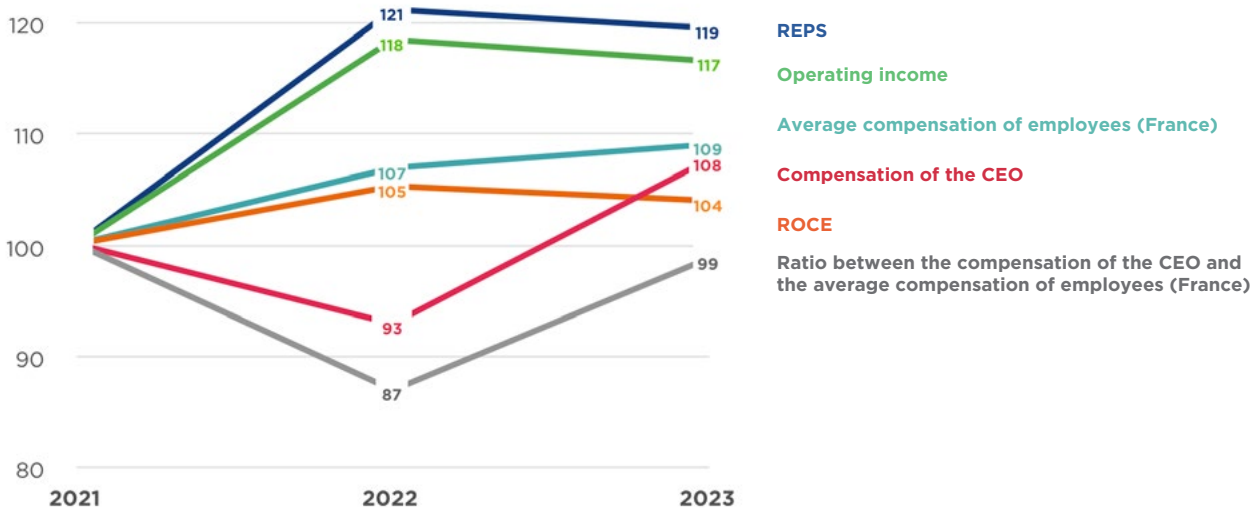
### Compensation ratios

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<sup>(3)</sup>;
- 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 37,557 employees, nearly 23,6% of the Group's workforce at December 31, 2023.

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 Mr. Benoit Bazin's compensation are presented only for fiscal years 2021 (annualized 2021 compensation, in accordance with the methodology for calculating the compensation ratios described below), 2022, and 2023.



<sup>(3)</sup> Information provided on a voluntary basis.

## Management and Directors compensation (Say-on-Pay)

**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" <sup>(4)</sup>.

**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**

	2023	2022	2021 <sup>(a)</sup>	2020	2019
<b>Evolution of the Group performance</b>					
Evolution of operating income	(1.6)%	18.4%	57.9%	(15.8%)	5.7%
Evolution of recurring earnings per share	(1.4)%	21.1%	28.8%	(22.4%)	10.3%
Evolution of return on capital employed	(1.2)%	5.2%	47.1%	(6.3%)	3.7%
<b>Employees compensation</b>					
Evolution of the average compensation (Compagnie de Saint-Gobain)	26.9% <sup>(b)</sup>	1.2%	8.6%	6.1%	5.1%
Evolution of the median compensation (Compagnie de Saint-Gobain)	9.7%	13.5%	13.4%	2.1%	5.4%
Evolution of the average compensation (France)	1.9%	6.9%	8.1%	—%	2.3%
Evolution of the median compensation (France)	1.1%	7.6%	8.6%	*	*
<b>Mr. Pierre-André de Chalendar, Chairman and Chief Executive Officer (until July 1, 2021)</b>					
Evolution of compensation	—	—	(29.5)% <sup>(c)</sup>	3.3%	26.1%
Ratio on average compensation (Compagnie de Saint-Gobain)	—	—	15	22	23 <sup>(e)</sup>
(change in ratio)	—	—	(35.1)%	(2.6)%	20.0% <sup>(e)</sup>
Ratio on median compensation (Compagnie de Saint-Gobain)	—	—	26	42	42
(change in ratio)	—	—	(37.8)%	1.2%	19.6%
Ratio on average compensation (France)	—	—	69	106	103
(change in ratio)	—	—	(34.8)%	3.3%	23.3%
Ratio on median compensation (France)	—	—	84	130	*
(change in ratio)	—	—	(35.1)%	*	*
<b>Mr. Pierre-André de Chalendar Chairman of the Board of Directors (since July 1, 2021)</b>					
Evolution of compensation	—	—	N/A	N/A	N/A
Ratio on average compensation (Compagnie de Saint-Gobain)	2 <sup>(e)</sup>	2	2	—	—
(change in ratio)	(21.2)% <sup>(f)</sup>	— %	—	—	—
Ratio on median compensation (Compagnie de Saint-Gobain)	3 <sup>(e)</sup>	3	4	—	—
(change in ratio)	(8.9)% <sup>(f)</sup>	(25)%	—	—	—
Ratio on average compensation (France)	9 <sup>(e)</sup>	9	10	—	—
(change in ratio)	(1.9)% <sup>(f)</sup>	(10.0)%	—	—	—

<sup>(4)</sup> Data on the median compensation of employees in France are only available from 2021 (see the "France scope" below).

	2023	2022	2021 <sup>(a)</sup>	2020	2019
Ratio on median compensation (France)	11 <sup>(e)</sup>	11	12	—	—
(change in ratio)	(1.1)% <sup>(f)</sup>	(8.3)%	—	—	—
<b>Mr. Benoit Bazin, Chief Operating Officer (until July 1, 2021)</b>					
Evolution of compensation	—	—	(29.9)% <sup>(d)</sup>	16.9%	N/A
Ratio on average compensation (Compagnie de Saint-Gobain)	—	—	8	13	12
(change in ratio)	—	—	(35.5)%	10.2%	N/A
Ratio on median compensation (Compagnie de Saint-Gobain)	—	—	15	25	21
(change in ratio)	—	—	(38.2)%	14.5%	N/A
Ratio on average compensation (France)	—	—	40	62	53
(change in ratio)	—	—	(35.2)%	16.9%	N/A
Ratio on median compensation (France)	—	—	49	76	*
(change in ratio)	—	—	(35.5)%	*	*
<b>Mr. Benoit Bazin, Chief Executive Officer (since July 1, 2021)</b>					
Evolution of compensation	15.9%	(7.2)% <sup>(e)</sup>	N/A	N/A	N/A
Ratio on average compensation (Compagnie de Saint-Gobain)	19 <sup>(f)</sup>	21	23	—	—
(change in ratio)	(8.7)% <sup>(g)</sup>	(8.7)%	—	—	—
Ratio on median compensation (Compagnie de Saint-Gobain)	35 <sup>(f)</sup>	33	40	—	—
(change in ratio)	5.6% <sup>(g)</sup>	(17.5)%	—	—	—
Ratio on average compensation (France)	106 <sup>(f)</sup>	93	107	—	—
(change in ratio)	13.7% <sup>(g)</sup>	(13.1)%	—	—	—
Ratio on median compensation (France)	129 <sup>(f)</sup>	112	130	—	—
(change in ratio)	14.7% <sup>(g)</sup>	(13.8)%	—	—	—

\* Information not available.

<sup>(a)</sup> 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.

<sup>(b)</sup> The evolution of the average compensation of Compagnie de Saint-Gobain employees between 2022 and 2023 is explained in particular by the increase in variable remuneration linked to the year's performance, the increase in the value of performance shares, and the transfer of employees from the Group to Compagnie de Saint-Gobain, whose remuneration is higher than the average for Compagnie de Saint-Gobain employees.

<sup>(c)</sup> Mr. Pierre-André de Chalendar did not receive any performance shares for 2021.

<sup>(d)</sup> 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.

<sup>(e)</sup> The decrease in Mr. Benoit Bazin's compensation is explained by the decrease in the valuation (according to IFRS) of the performance shares granted on November 24, 2022.

<sup>(f)</sup> The ratio is rounded to the nearest whole number.

<sup>(g)</sup> The evolution of the ratio is calculated from the unrounded of the concerned ratio.

### 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 23,6% of the Group's workforce at December 31, 2023.

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 2023, Compagnie de Saint-Gobain comprised 82,7% managers (including all members of the Executive Committee of the Saint-Gobain Group except those based in a foreign country) and 17,3% administrative employees, the France scope comprised 25,9% managers, 51,7% administrative employees, and 22,4% blue-collar workers. In addition, the compensation structure of employees of Compagnie de Saint-Gobain generally includes variable compensation and performance shares.

## Management and Directors compensation (Say-on-Pay)

**Compensation components**

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)<sup>(5)</sup>, 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 2021**

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 2,2% 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, of the 2023 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, 2023, 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 executive 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.

<sup>(5)</sup> Refer to section 5.2.2 of the 2023 Universal Registration Document for details of the gross amounts paid or allocated in respect of the 2023 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 2024 (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 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 2023).

At its meeting of February 29, 2024, the Board of Directors, on the proposal of the Nomination and Remuneration Committee, determined the compensation policies for Executive Directors for 2024, i.e. for the Chairman of the Board of Directors and the Chief Executive Officer for the period from January 1, 2024, to June 6, 2024, inclusive, and for the Chairman and Chief Executive Officer for the period from June 7, 2024, to December 31, 2024.

1

2

3

4

5

### Compensation policy for the Chairman of the Board of Directors for the period from January 1, 2024, to June 6, 2024, inclusive, subject to approval by the General Shareholders' Meeting of June 6, 2024 (ex-ante Say-on-Pay)

The table below shows the compensation policy for the Chairman of the Board of Directors, submitted for approval to the General Shareholders' Meeting of June 6, 2024, pursuant to Article L. 22-10-8 II of the French Commercial Code.

As announced in 2022 at the time of his reappointment, Pierre-André de Chalendar will step down as Chairman of the Board of Directors following the General Shareholders' Meeting of June 6, 2024. Accordingly, the compensation policy for the Chairman of the Board of Directors submitted for approval by the General Shareholders' Meeting of June 6, 2024, is applicable only for the period from January 1, 2024, to June 6, 2024, inclusive.

#### > 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 approval by 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	Maximum	Description
<b>Fixed compensation</b>	-	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 <sup>(a)</sup> . This compensation is maintained for the period from January 1, 2024, to June 6, 2024, inclusive, i.e. €194,262 gross <i>pro rata temporis</i> .
<b>Annual variable compensation</b>	None	The Board of Directors does not intend to grant any annual variable compensation to the Chairman for the period from January 1, 2024, to June 6, 2024, inclusive.
<b>Deferred variable compensation</b>	None	The Board of Directors does not intend to grant any deferred variable compensation to the Chairman for the period from January 1, 2024, to June 6, 2024, inclusive.
<b>Multi-annual variable compensation</b>	None	The Board of Directors does not intend to grant any multi-year variable compensation to the Chairman for the period from January 1, 2024, to June 6, 2024, inclusive.
<b>Exceptional compensation</b>	None	The Board of Directors does not intend to grant any exceptional compensation to the Chairman for the period from January 1, 2024, to June 6, 2024, inclusive.
<b>Indemnity for taking up office</b>	None	The Board of Directors has not granted the current Chairman any indemnity for taking up office.
<b>Long-term compensation</b>	None	The Board of Directors does not intend to grant any long-term compensation to the Chairman during his term of office.
<b>Compensation for serving as a Director</b>	None	The Chairman does not receive any compensation for serving as a Director of Compagnie de Saint-Gobain.
<b>In-kind benefits</b>	-	The Chairman has use of a company car.
<b>Severance indemnity</b>	None	The Board of Directors does not intend to grant any severance indemnity to the Chairman.
<b>Non-compete indemnity</b>	None	The Board of Directors does not intend to grant any non-compete indemnity to the Chairman.
<b>Health and personal risk insurance</b>	-	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.

<sup>(a)</sup> Mr. Pierre-André de Chalendar decided to retire and benefit from his pension rights under the supplementary defined-benefit 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 €417,942 for fiscal year 2023.

## Compensation policy for the Chief Executive Officer for the period from January 1, 2024, to June 6, 2024, inclusive, subject to approval by the General Shareholders' Meeting of June 6, 2024 (ex-ante Say-on-Pay)

In view of the Board of Directors' decision on November 23, 2023, to combine the functions of Chairman of the Board of Directors and Chief Executive Officer at the end of the General Shareholders' Meeting on June 6, 2024, the compensation policy for the executive corporate officer for the 2024 financial year submitted to the General Shareholders' Meeting on June 6, 2024, comprises:

- a policy for the period from January 1, 2024, to June 6, 2024, inclusive, and
- a policy for the period from June 7, 2024, to December 31, 2024.

The table below details the compensation policy for the Chief Executive Officer, subject to the approval of the General Shareholders' Meeting of June 6, 2024, 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), for the period from January 1, 2024, to June 6, 2024, inclusive. In substance, the Board of Directors has decided not to modify the Chief Executive Officer's compensation in relation to his 2023 compensation, during this first period of 2024.

### > 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 for the period from January 1, 2024, to June 6, 2024, inclusive, subject to approval by the General Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)

Compensation components attributable to the office of Chief Executive Officer	Maximum	Description
<b>Fixed compensation</b>		<p>The fixed compensation of the Chief Executive Officer reflects his experience and responsibilities as Chief Executive Officer and is comparable to those of equivalent positions in CAC 40 and CAC 404 Industrial Companies.</p> <p>On February 29, 2024, the Board of Directors decided, on the proposal of the Nomination and Remuneration Committee, to maintain this fixed compensation at €1,000,000 per year, i.e. €431,694 for the period from January 1, 2024 to June 6, 2024, inclusive (unchanged from 2022).</p> <p>The Nomination and Remuneration Committee noted again in February 2024, with the assistance of an external firm that this level was still 20% and 25% below, respectively, the median fixed compensation of the Chief Executives of the CAC 40 and CAC 40 industrial companies.</p>

## Management and Directors compensation (Say-on-Pay)

Compensation policy for the Chief Executive Officer for the period from January 1, 2024, to June 6, 2024, inclusive, subject to approval by the General Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)

Compensation components attributable to the office of Chief Executive Officer

Executive Officer	Maximum	Description
<b>Annual variable compensation</b>	<b>170% of the fixed compensation at maximum</b>	<p>The Board of Directors decided to maintain 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, 2022 and 2023).</p> <p>In February 2024, the Nomination and Remuneration Committee noted that 170% of the maximum variable portion is slightly higher (10% and 13%, respectively, than the median variable compensation of the Chief executives of CAC 40 and CAC 40 industrial companies). However, insofar as the variable portion is calculated on the basis of fixed compensation, which is lower than the median fixed compensation of Chief executives of CAC 40 and industrial CAC 40 companies, the Committee notes that the amount in euros of the Chief Executive Officer's maximum monetary compensation, at €2,700,000, is well below the median for Chief executives of CAC 40 companies (median of €3,505,000) and industrial CAC 40 companies (median of €3,425,000).</p> <p>The Board of Directors also decided to maintain the structure of the Chief Executive Officer's variable compensation unchanged from 2023. The amount of this variable compensation in respect of the period from January 1, 2024, to June 6, 2024, inclusive will be determined by the Board of Directors in 2025 on the basis of the achievement of quantifiable and qualitative targets that he has set, amounting to 75% and 25% respectively of the variable part of his compensation. The quantifiable targets comprise financial targets and CSR targets, which account for 60% and 15% respectively of variable compensation.</p> <p>As regards the quantifiable financial objectives, the Board decided to adopt, for the period from January 1, 2024, to June 6, 2024, inclusive, four quantifiable objectives, considered relevant for assessing the Saint-Gobain Group's operating and financial performance and its strategy (as in 2023), each accounting for 25%: the 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. The Board of Directors will base its decision on various factors such as the economic environment.</p> <p>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% <sup>(a)</sup> 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).</p> <p>If this mechanism were implemented, this would be presented in the compensation components of the ex-post Say-on-Pay.</p> <p>With regard to quantifiable CSR objectives, the Board decided to retain three objectives, each accounting for 5%:</p> <ul style="list-style-type: none"> <li>• Carbon objective: CO<sub>2</sub> emissions (in scopes 1 and 2) at current scope (i.e., at actual production) <sup>(b)</sup>; between 8.7 Mt (maximum) and 9.1 Mt (minimum), linear between these two limits; and</li> <li>• Safety objective: TF2 between 1.3 (maximum) and 1.7 (minimum), linear between these two limits; and</li> <li>• Diversity and teams objective: diversity index <sup>(c)</sup> between 90% (maximum) and 85% (minimum), linear between these two limits.</li> </ul>

<sup>(a)</sup> 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.

<sup>(b)</sup> With regard to the carbon target, the Board of Directors will have the possibility, after consultation with the Nominating and Compensation 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.

<sup>(c)</sup> 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 for the period from January 1, 2024, to June 6, 2024, inclusive, subject to approval by the General Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)**

**Compensation components attributable to the office of Chief Executive Officer**

	Maximum	Description
		<p>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.</p> <p>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 2024:</p> <ul style="list-style-type: none"> <li>• Stakeholders management;</li> <li>• Group scope: continuing to optimize the Group's scope;</li> <li>• Deployment of the "Grow &amp; 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 client innovation and the power of data, 4 - Embedding Corporate Social Responsibility in our decisions and actions, 5 - Strengthen our TEC culture, and 6 - Have the best teams in a diverse and inclusive work environment.</li> </ul> <p>In compliance with the law, the payment of variable compensation to the Chief Executive Officer in respect of the period from January 1, 2024, to June 6, 2024, inclusive, will be subject to approval by the 2025 General Shareholders' Meeting.</p>
<b>Deferred variable compensation</b>	<b>None</b>	The Board of Directors does not intend to grant deferred variable compensation to the Chief Executive Officer for the period from January 1, 2024, to June 6, 2024, inclusive.
<b>Multi-annual variable compensation</b>	<b>None</b>	The Board of Directors does not intend to grant any multi-year variable compensation to the Chief Executive Officer for the period from January 1, 2024, to June 6, 2024, inclusive.
<b>Exceptional compensation</b>	<b>None</b>	<p>The Board of Directors does not intend to grant any exceptional compensation to the Chief Executive Officer for the period from January 1, 2024, to June 6, 2024, inclusive.</p> <p><i>In accordance with the law, the payment of any exceptional compensation would be conditioned to the approval of the 2025 General Shareholders' Meeting.</i></p>
<b>Indemnity for taking up office</b>	-	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.
<b>Long-term compensation</b>		The Board of Directors has no plans to grant long-term compensation term to the Chief Executive Officer for the period from January 1, 2024 to June 6, 2024, inclusive, as the allocation is usually made in November of each year.

1

2

3

4

5

## Management and Directors compensation (Say-on-Pay)

Compensation policy for the Chief Executive Officer for the period from January 1, 2024, to June 6, 2024, inclusive, subject to approval by the General Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)

## Compensation

## components attributable to the office of Chief Executive Officer

Executive Officer	Maximum	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	-	<p>a) In the event of <b>termination of his office as corporate officer</b>, the Chief Executive Officer (or his heirs in the event of death) <b>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</b> 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).</p> <p>b) <b>The Board of Directors will nevertheless have the option</b>, at the proposal of the Nomination and Remuneration Committee, to decide to derogate from the service condition and <b>to maintain, exclusively on a pro rata temporis basis</b>, 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.</p> <p>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.</p> <p>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.</p> <p>c) By exception, the Board of Directors <b>shall not have the option to maintain this benefit</b> in the following cases:</p> <ul style="list-style-type: none"> <li>● dismissal for gross or serious misconduct, or serious misconduct not related to his duties; and</li> <li>● <b>resignation</b> from the duties of company Director which does not constitute a case of "Forced Resignation". "<b>Forced Resignation</b>" means a resignation from the duties of executive corporate officer that occurs within the 12 months following: <ul style="list-style-type: none"> <li>- the date of approval by the General Shareholders' Meeting of a merger or a demerger affecting Compagnie de Saint-Gobain, or</li> <li>- 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</li> <li>- 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.</li> </ul> </li> </ul>
Compensation for serving as a Director	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 for the period from January 1, 2024, to June 6, 2024, inclusive, subject to approval by the General Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)

Compensation components attributable to the office of Chief Executive Officer

	Maximum	Description
<b>Severance indemnity</b>	<b>Cap set at twice the total gross annual compensation, including the non-compete indemnity</b>	<p>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.</p> <p>In the event of Forced Departure, whatever form this departure takes, in the following circumstances:</p> <p>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</p> <p>b) Forced resignation,</p> <p>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.</p> <p>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 the "Supplementary pension arrangements" section below).</p> <p>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.</p> <p>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.</p> <p>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.</p>
<b>Non-compete indemnity</b>	<b>Cap set at one year of total gross annual compensation and Combined non-compete indemnity and severance indemnity capped at two years of total gross annual compensation</b>	<p>Mr. Benoit Bazin has signed a firm and binding non-compete undertaking in favor of Compagnie de Saint-Gobain <sup>(a)</sup> with a term of one year as from the date of his loss of office as Chief Executive Officer.</p> <p>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 <b>indemnity equal to one year's total gross annual compensation.</b></p> <p>The total gross annual compensation would consist of the same fixed and variable components as those used to determine the severance indemnity mentioned above.</p> <p>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 <b>indemnity equal to one year's total gross annual compensation.</b></p> <p>In any event, <b>the combination of this non-compete indemnity and the severance indemnity may not exceed twice the amount of the total gross annual compensation</b> of Mr. Benoit Bazin.</p> <p>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.</p> <p>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.</p> <p>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.</p>

<sup>(a)</sup> 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 for the period from January 1, 2024, to June 6, 2024, inclusive, subject to approval by the General Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)**

**Compensation components attributable to the office of Chief Executive Officer**

Executive Officer	Maximum	Description
<b>Supplementary pension scheme</b>	-	<p><b>2012 Plan:</b></p> <p>Mr. Benoit Bazin benefits from the 2012 Plan, under the same conditions as those applicable to all beneficiaries of this pension plan.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>The amount of the supplemental pension provided by the 2012 Plan is capped twice:</p> <ul style="list-style-type: none"> <li>• 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</li> <li>• by an absolute cap: the pension may never exceed eight times the annual social security cap (i.e., €351,936 in 2023).</li> </ul> <p>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.</p> <p>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.</p> <p>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 compensation.</p> <p>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%.</p> <p>At December 31, 2022, Mr. Benoit Bazin's estimated rights under the 2012 Plan would amount to around €300,000 per year, below the cap for the 2012 Plan (eight times the annual social security cap, i.e., €351,936 in 2023). 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.</p> <p>The commitments made by the company to Mr. Benoit Bazin under the 2012 Plan may be terminated by decision of the Board of Directors.</p> <p>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.</p>

**Compensation policy for the Chief Executive Officer for the period from January 1, 2024, to June 6, 2024, inclusive, subject to approval by the General Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)**

**Compensation components attributable to the office of Chief Executive Officer**

Maximum	Description
	<p><b>2012/2 Plan:</b></p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>In accordance with the Chief Executive Officer's compensation policy for 2022, approved by the General 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.</p> <p>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.</p> <p>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%.</p>

1

2

3

4

5

## Management and Directors compensation (Say-on-Pay)

Compensation policy for the Chief Executive Officer for the period from January 1, 2024, to June 6, 2024, inclusive, subject to approval by the General Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)

Compensation components attributable to the office of Chief Executive Officer

Maximum	Description
	<p>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.</p> <p>On February 29, 2024, 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 2023 amount to a gross annual amount of approximately €37,000. 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 annual amount of approximately €109,000. 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., €351,936 in 2023) and the cap of 45% of fixed and variable compensation provided for in the Afep-Medef Code.</p> <p>Pursuant to Article 5, II of the above-mentioned Order of July 3, 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 July 3, 2019. This contribution would then replace, in respect of the rights transferred, the 24% contribution based on the premiums paid to the insurer.</p>
	<p>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.</p>

Health and personal risk insurance -

## Compensation policy of the Chairman and Chief Executive Officer for the period from June 7, 2024, to December 31, 2024, subject to approval by the General Shareholders' Meeting of June 6, 2024 (ex-ante Say-on-Pay)

In view of the Board of Directors' decision on November 23, 2023, to combine the functions of Chairman of the Board of Directors and Chief Executive Officer at the end of the General Shareholders' Meeting on June 6, 2024, the compensation policy for the executive corporate officer for the 2024 financial year submitted to the General Shareholders' Meeting on June 6, 2024, comprises:

- a policy for the period from January 1, 2024, to June 6, 2024, inclusive, and
- a policy for the period from June 7, 2024, to December 31, 2024.

The table below details the compensation policy for the Chairman and Chief Executive Officer, subject to the approval of the General Shareholders' Meeting of June 6, 2024, 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), for the period from June 7, 2024, to December 31, 2024, inclusive.

### > 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 and Chief Executive Officer for the period from June 7, 2024, to December 31, 2024, subject to approval by the General Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)

##### Compensation

##### components attributable to the office of Chairman and Chief Executive Officer

##### Maximum

##### Description

##### Fixed compensation

The fixed compensation of the Chairman and Chief Executive Officer reflects his experience and responsibilities as Chairman and Chief Executive Officer and is comparable to those of equivalent positions in CAC 40 and CAC 40 industrial companies.

In applying these principles, on February 29, 2024, the Board of Directors decided, on the proposal of the Nomination and Remuneration Committee, to maintain this fixed compensation at €1,300,000 per year, i.e. €738,798 for the period from June 7, 2024 to December 31, 2024.

In view of the change in Mr. Benoit Bazin's duties from Chief Executive Officer to Chairman and Chief Executive Officer at the close of the General Shareholders' Meeting on June 6, 2024, the Nomination and Remuneration Committee considered it necessary to reconsider the level of the fixed part of his compensation and decided to propose to the Board that it be increased to €1,300,000. Except for unforeseen exceptional events or other major reasons, the Board decided that this amount should remain stable for the next 5 years. The Nomination and Remuneration Committee took the following factors into account:

- Mr. Benoit Bazin's current compensation as Chief Executive Officer has not increased since his appointment 3 years ago, even though it was systematically substantially lower than the benchmark for Chief Executive Officers of both CAC 40 and CAC 40 industrial companies <sup>(a)</sup>, and over the 3-year period 2021-2024, the estimated average annual increase in compensation within the Group is greater than 15%;
- The performance of Mr. Benoit Bazin as Chief Executive Officer, who has demonstrated his ability to transform Saint-Gobain's business portfolio as well as its operational, financial, social and environmental performance;
- The role of Chairman and Chief Executive Officer entails greater responsibilities than that of Chief Executive Officer;
- A fixed remuneration of €1,300,000 is at the median of the 2023 benchmark for CEO compensation, which is €1,275,000 for CAC 40 companies <sup>(b)</sup> and €1,300,000 for CAC 40 industrial companies <sup>(c)</sup>;
- The sum of the fixed compensation for 2023 of the Chairman of the Board of Directors (€450,000) and the Chief Executive Officer (€1,000,000) exceeds the compensation of the Chairman and Chief Executive Officer (€1,300,000).

<sup>(a)</sup> It was also substantially lower than the median of a benchmark of international peers.

<sup>(b)</sup> As a reminder: within the CAC 40 sample, the Company is positioned as follows: 22/40 in terms of market capitalization at December 31, 2023, 10/40 in terms of sales in 2022 and 10/40 in terms of headcount in 2022.

<sup>(c)</sup> As a reminder: within the CAC 40 industrial sample, the Company is positioned as follows: 14/22 in terms of market capitalization at December 31, 2022, 7/22 in terms of sales 2022 and 6/22 in terms of headcount 2022.

## Management and Directors compensation (Say-on-Pay)

**Compensation policy for the Chairman and Chief Executive Officer for the period from June 7, 2024, to December 31, 2024, subject to approval by the General Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)****Compensation****components attributable to the office of Chairman and Chief Executive Officer**

	<b>Maximum</b>	<b>Description</b>
<b>Annual variable compensation</b>	<b>170% of the fixed compensation at maximum</b>	<p>The Board of Directors decided that the cap on the annual variable portion of the Chairman and Chief Executive Officer's compensation will be 170% of the fixed part of his remuneration. 170% of the fixed portion is less than the median of the maximum bonuses paid to CEOs of CAC 40 and CAC 40 industrial companies, which in both cases is 180%.</p> <p>The Nomination and Remuneration Committee noted that the increase in the amount of the fixed portion of his compensation presented above would automatically have the effect of increasing the maximum amount of the variable portion of his compensation, so that the maximum amount of his fixed and variable compensation would be €3,510,000, slightly below the median of the maximum monetary compensation of the Chairman and Chief Executive Officers of CAC 40 companies and CAC 40 industrial companies, which in both cases is set at €3,635,000.</p> <p>The amount of this variable compensation for the period from June 7, 2024, to December 31, 2024, will be determined by the Board of Directors in 2025 on the basis of the achievement of quantifiable and qualitative targets set by the Board, respectively 75% and 25% of the variable portion of his compensation. The quantifiable targets comprise financial and CSR objectives, respectively accounting for 60% and 15% of variable compensation.</p> <p>As regards the quantifiable financial objectives, the Board decided to adopt, for the period from June 7, 2024, to December 31, 2024, 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 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 making its decision, the Board Board of Directors will take into account various factors such as the economic environment.</p> <p>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%<sup>(a)</sup> 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).</p> <p>If this mechanism were implemented, this would be presented in the compensation components of the ex-post Say-on-Pay.</p> <p>With regard to quantifiable CSR objectives, the Board decided to retain three objectives, each accounting for 5%:</p> <ul style="list-style-type: none"> <li>● Carbon objective: CO<sub>2</sub> emissions (in scopes 1 and 2) at current scope (i.e., at actual production)<sup>(b)</sup>; between 8.7 Mt (maximum) and 9.1 Mt (minimum), linear between these two limits; and</li> <li>● Safety objective: TF2 between 1.3 (maximum) and 1.7 (minimum), linear between these two limits; and</li> <li>● Diversity and teams objective: diversity index<sup>(c)</sup> between 90% (maximum) and 85% (minimum), linear between these two limits.</li> </ul>

<sup>(a)</sup> 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.

<sup>(b)</sup> With regard to the carbon target, the Board of Directors will have the possibility, after consultation with the Nominating and Compensation 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.

<sup>(c)</sup> 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 Chairman and Chief Executive Officer for the period from June 7, 2024, to December 31, 2024, subject to approval by the General Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)**

Compensation components attributable to the office of Chairman and Chief Executive Officer		Maximum	Description
			<p>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.</p> <p>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 2024:</p> <ul style="list-style-type: none"> <li>• Stakeholders management;</li> <li>• Group perimeter: continuing to optimize the Group's perimeter;</li> <li>• Deployment of the "Grow &amp; 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 client innovation and the power of data, 4 - Embedding Corporate Social Responsibility in our decisions and actions, 5 - Strengthen our TEC culture and 6 - Have the best teams in a diverse and inclusive work environment;</li> <li>• Changes in governance: managing the transition Chief Executive Officer/ Chairman and Chief Executive Officer.</li> </ul> <p>In compliance with the law, the payment of variable compensation to the Chief Executive Officer in respect of fiscal year 2024 will be subject to approval by the General Shareholders' Meeting to be held in 2025.</p>
<b>Deferred variable compensation</b>	<b>None</b>		The Board of Directors does not intend to grant deferred variable compensation to the Chairman and Chief Executive Officer for the period from June 7, 2024, to December 31, 2024.
<b>Multi-annual variable compensation</b>	<b>None</b>		The Board of Directors does not intend to grant any multi-year variable compensation to the Chairman and Chief Executive Officer for the period from June 7, 2024, to December 31, 2024.
<b>Exceptional compensation</b>	<b>None</b>		<p>The Board of Directors does not intend to grant any exceptional compensation to the Chairman and Chief Executive Officer for the period from June 7, 2024, to December 31, 2024.</p> <p><i>In accordance with the law, the payment of any exceptional compensation would be conditioned to the approval of the 2025 General Shareholders' Meeting.</i></p>
<b>Indemnity for taking up office</b>	-		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.

1

2

3

4

5

## Management and Directors compensation (Say-on-Pay)

**Compensation policy for the Chairman and Chief Executive Officer for the period from June 7, 2024, to December 31, 2024, subject to approval by the General Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)**

**Compensation**

**components attributable to the office of Chairman and Chief Executive Officer**

	Maximum	Description
<b>Long-term compensation</b>	<b>Cap for the allocation of long-term compensation instruments to the CEO of 75,000 shares</b>	<p>The Board of Directors has decided that the allocation of long-term compensation instruments from which the Chairman and 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 prejudice the decision that will be taken in November 2024. This ceiling is unchanged from that of 2023.</p> <p>In addition, the Board of Directors decided that the Chairman and Chief Executive Officer could not be allocated more than 10% of the overall grant of performance shares under the plan to be implemented in 2024 (no performance unit plan).</p> <p>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 seventeenth resolution (sub-cap common to the eighteenth 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).</p> <p>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 2024) 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:</p> <ol style="list-style-type: none"> <li>an internal performance criterion (the Group's ROCE);</li> <li>a relative performance criterion (the stock market performance of the Saint-Gobain share compared to the CAC 40 stock market index);</li> <li>a criterion relating to Corporate Social Responsibility.</li> </ol> <p>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.</p> <p>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.</p> <p>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.</p> <p>The assessment period for the performance conditions of long-term compensation instruments may not be less than three years.</p> <p>Given that performance shares are awarded each year in November, the criteria cannot be set as at the date of this document. As indicated above, the Board of Directors intends not only to retain the criteria historically used for the Group's long-term remuneration plans (unless they cease to be relevant), but also to apply the same rigour to the choice of limits as in the past. See section 5.2.4 of the 2023 Universal Registration Document for the criteria applicable to the plan set up in November 2023.</p> <p>As in the past, the Board will set for the Chairman and Chief Executive Officer, for any allocation in 2024 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 Chairman and Chief Executive Officer must hold in registered form until the end of his term of office.</p>
	<b>and</b>	
	<b>Cap for the allocation to the CEO set at 10% of the overall grant of performance shares in 2022 (no performance unit)</b>	
	<b>and</b>	
	<b>Cap for the allocation to the Chairman and CEO provided for by the seventeenth (options) and eighteenth (performance shares) resolutions of the General Shareholders' Meeting of June 2, 2022</b>	

Compensation policy for the Chairman and Chief Executive Officer for the period from June 7, 2024, to December 31, 2024, subject to approval by the General Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)

Compensation

components attributable to the office of Chairman and Chief Executive Officer

	Maximum	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	-	<p>a) In the event of <b>termination of his office as corporate officer</b>, the Chairman and Chief Executive Officer (or his heirs in the event of death) <b>shall be deprived of his right to exercise stock options or receive performance shares, performance units and other long-term compensation instruments</b> 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).</p> <p>b) <b>The Board of Directors will nevertheless have the option</b>, at the proposal of the Nomination and Remuneration Committee, to decide to derogate from the service condition and <b>to maintain, exclusively on a pro rata temporis basis</b>, 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.</p> <p>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.</p> <p>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.</p> <p>c) By exception, the Board of Directors <b>shall not have the option to maintain</b> this benefit in the following cases:</p> <ul style="list-style-type: none"> <li>● dismissal for gross or serious misconduct, or serious misconduct not related to his duties; and</li> <li>● <b>resignation</b> from the duties of company Director which does not constitute a case of "Forced Resignation". "<b>Forced Resignation</b>" means a resignation from the duties of executive corporate officer that occurs within the 12 months following: <ul style="list-style-type: none"> <li>- the date of approval by the General Shareholders' Meeting of a merger or a demerger affecting Compagnie de Saint-Gobain, or</li> <li>- 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</li> <li>- 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.</li> </ul> </li> </ul>
Compensation for serving as a Director	None	The Chairman and Chief Executive Officer does not receive any compensation for serving as a Director of Compagnie de Saint-Gobain.
In-kind benefits	-	The Chairman and Chief Executive Officer has use of a company car.

1

2

3

4

5

**Compensation policy for the Chairman and Chief Executive Officer for the period from June 7, 2024, to December 31, 2024, subject to approval by the General Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)**

**Compensation**

**components attributable to the office of Chairman and Chief Executive Officer**

	<b>Maximum</b>	<b>Description</b>
<b>Severance indemnity</b>	<b>Cap set at twice the total gross annual compensation, including the non-compete indemnity</b>	<p>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.</p> <p>In the event of Forced Departure, whatever form this departure takes, in the following circumstances:</p> <p>a) early dismissal or non-renewal of the term of office of the Chairman and 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 the Chairman and Chief Executive Officer, or</p> <p>b) Forced resignation,</p> <p>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 Chairman and 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 Chairman and Chief Executive Officer and ended prior to the date of termination of his office.</p> <p>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 Chairman and Chief Executive Officer, to retire and be eligible to benefit from his retirement rights under the "2012" defined-benefit pension plan or the 2012/2 benefit pension plan or any other supplementary pension plan then applicable (see "Supplementary pension arrangements" section below).</p> <p>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.</p> <p>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 Chairman and Chief Executive Officer or 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.</p> <p>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.</p>
<b>Non-compete indemnity</b>	<b>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</b>	<p>Mr. Benoit Bazin has signed a firm and binding non-compete undertaking in favor of Compagnie de Saint-Gobain <sup>(a)</sup> with a term of one year as from the date of his loss of office as Chairman and Chief Executive Officer.</p> <p>In consideration of this undertaking, in the event of termination of office as Chairman and Chief Executive Officer for any reason whatsoever, Mr. Benoit Bazin would receive an <b>indemnity equal to one year's total gross annual compensation.</b></p> <p>The total gross annual compensation would consist of the same fixed and variable components as those used to determine the severance indemnity mentioned above.</p> <p>In any event, <b>the combination of this non-compete indemnity and the severance indemnity may not exceed twice the amount of the total gross annual compensation</b> of Mr. Benoit Bazin.</p> <p>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.</p> <p>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 Chairman and Chief Executive Officer would be released from any commitment and no sum would be due to him in this respect.</p> <p>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.</p>

<sup>(a)</sup> 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 Chairman and Chief Executive Officer for the period from June 7, 2024, to December 31, 2024, subject to approval by the General Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)**

**Compensation**

**components attributable**

**to the office of Chairman**

**and Chief Executive Officer**

**Supplementary pension**

**scheme**

**Maximum**

**Description**

**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., €351,936 in 2023).

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, 2023, Mr. Benoit Bazin's estimated rights under the 2012 Plan would amount to around €300,000 per year, below the cap for the 2012 Plan (eight times the annual social security cap, i.e., €351,936 in 2023). 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.

1

2

3

4

5

**Compensation policy for the Chairman and Chief Executive Officer for the period from June 7, 2024, to December 31, 2024, subject to approval by the General Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)**

**Compensation**

**components attributable**

**to the office of Chairman**

**and Chief Executive Officer Maximum**

**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 Chairman and Chief Executive Officer for the period from June 7, 2024, to December 31, 2024, subject to approval by the General Shareholders' Meeting (Article L. 22-10-8 II of the French Commercial Code)**

**Compensation**

**components attributable  
to the office of Chairman  
and Chief Executive Officer**

Maximum	Description
	<p>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.</p> <p>On February 29, 2024, 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 €37,000 per year. In addition, as of December 31, 2023, 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 €109,000 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., €351,936 in 2023) and the cap of 45% of fixed and variable compensation provided for in the Afep-Medef Code.</p> <p>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.</p>
<b>Health and personal risk insurance</b>	<p>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.</p>

1

2

3

4

5

## 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).

Following the review of the compensation policy for directors, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors decided to propose to the General Shareholders' Meeting of June 8, 2023, to amend the compensation policy for directors to promote its international diversity and thus continue to attract the best talents.

To that end, it was decided that the Directors would receive compensation set at an annual total of €1.3 million by the General Shareholders' Meeting of June 8, 2023, with effect from January 1, 2023.

The compensation policy for Directors for fiscal year 2023 was approved by the General Shareholders' Meeting of June 8, 2023 (eleventh resolution).

Taking into account (i) the proposed appointment at the General Shareholders' Meeting of 6 June 2024 of a Lead Director and Vice Chairman of the Board, whose fixed compensation will be €80,000 per year (ii) the fact that Mr. Pierre-André de Chalendar, who is leaving the Board, did not receive any compensation in respect of his directorship and will be replaced by a director who, like his colleagues, will receive compensation in this respect, and (iii) the prospect of recruiting foreign directors and (iv) the fact that certain directors are not currently members of Board committees and will receive remuneration if they became members. The Board of Directors reviewed the compensation policy for directors. In this context, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has decided to promote the international diversity of the Board and to continue to attract the best talents:

- i. to propose to the Ordinary Shareholders' Meeting of June 6, 2024, to increase the annual compensation package for directors from €1.3 million to €1.6 million;
- ii. subject to the approval by the Ordinary Shareholders' Meeting of June 6, 2024, of the total annual compensation of Directors referred to in (i) above, to revise the allocation rules to be applied from June 7, 2024, as follows:
  - The Chairman and Chief Executive Officer does not receive any compensation for his duties as a director taking into account its extended responsibilities as well as group size;

- The Lead Director and Vice Chairman of the Board receives fixed compensation of €80,000 per year for these duties;
- Each of the other members of the Board of Directors receives an annual fixed compensation of €24,750 and a variable compensation of €3,300 for each meeting attended;
- The Chairmen and members of Committees (currently: Audit and Risk Committee, Nomination and Remuneration Committee, and Corporate Social Responsibility Committee) (excluding executive corporate officers) also receive fixed annual payments of €5,500 and €2,750 respectively, and variable annual payments of €2,200 for each meeting attended;
- An additional sum per Board meeting and per Committee meeting is paid to cover the travel expenses of directors residing outside France (€2,500 per actual trip to a Board meeting or Committee meeting for a director residing in Europe (outside France); 5,500 for a director residing outside Europe). If several Board or committee meetings are held on the same day, this sum is paid only once;
- The amounts allocated as a fixed portion are paid *prorata temporis* when the mandates begin or end during the financial year;
- Payments are made half-yearly in arrears and the distribution of all or part of any available balance of the annual amount allocated would be made at the beginning of the following financial year should the Board of Directors decide to do so, in proportion to the variable portions allocated to Board members (excluding additional sums to take account of travel by directors resident outside France), in respect of both Board meetings and Committee meetings held during the previous financial year.

The variable portion takes precedence in the event of regular attendance at Board meetings 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, 2023

To the Annual General Meeting of Compagnie de Saint-Gobain,

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 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. These procedures consisted in agreeing the information provided to us with the relevant source documents.

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

Agreements authorized and/or concluded during the year or since the year-end

Pursuant to Article L. 225-40 of the French Commercial Code, the following agreements entered into during the year or since the year-end and previously authorized by the Board of Directors, have been brought to our attention.

##### Agreements between Compagnie de Saint-Gobain and Mrs. Jana Revedin under a partnership relating to the organization and production of the Global Award for Sustainable Architecture

**Person involved:** Mrs. Jana Revedin, Director of Compagnie de Saint-Gobain since June 8, 2023 and founder of the Global Award for Sustainable Architecture

##### Nature, purpose and terms and conditions:

Several agreements governing the creation of a partnership relating to the organization and production of the Global Award for Sustainable Architecture were previously authorized by your Board of Directors on December 19, 2023.

The Global Award for Sustainable Architecture, created in 2006 by Mrs. Jana Revedin, who has organized it since that date, annually rewards architects whose constructions reflect sustainable development principles and satisfy the needs of companies, with a sustainable, innovative and participatory approach.

The agreements governing this partnership were signed on December 22, 2023 and break down as follows:

- a Partnership Agreement and Trademark License for no consideration with Mrs. Jana Revedin, under which the latter authorizes the Company to use the Global Award for Sustainable Architecture and GA Global Award for Sustainable Architecture trademarks when organizing the competition;
- a Copyright assignment agreement with Mrs. Jana Revedin, as the co-author of two publications dedicated to the work of the 2023 and 2024 winners of the Global Award for Sustainable Architecture, providing for compensation of €35,000 excluding taxes per publication, including €27,000 excluding taxes per publication for Mrs. Jana Revedin, i.e. a total of €70,000 excluding taxes for both publications, including €54,000 excluding taxes for Mrs. Jana Revedin; and
- a Publishing Agreement for said publications with Mrs. Jana Revedin and ArchiTangle GmbH, an international publishing house not related to Mrs. Jana Revedin, for an expected publishing cost of €43,400 excluding taxes for each publication paid directly to the publishing house.

##### Reasons as to why the agreements are beneficial for the Company:

Your Board of Directors considered that the conclusion of these agreements were beneficial for the Company, due to the fact that the Global Award for Sustainable Architecture is a competition that is in keeping with Saint-Gobain Group's activities and values and falls within the scope of its communication policy.

Management and Directors compensation (Say-on-Pay)

### **Partnership and support agreement between Compagnie de Saint-Gobain and the endowment fund of the Institut de l'Entreprise**

**Person involved:** Mr. Pierre-André de Chalendar, Chairman of the Board of Directors of Compagnie de Saint-Gobain, Chairman of the Institut de l'Entreprise and the endowment fund of the Institut de l'Entreprise.

#### **Nature, purpose and terms and conditions:**

This partnership and support agreement, set up to determine the support procedures provided by your Company to the Institut de l'Entreprise endowment fund, was previously authorized by your Board of Directors on December 19, 2023.

This agreement, which was signed on January 25, 2024, provides for financial support of €300,000 excluding taxes (in three annual installments of €100,000, excluding taxes, to be paid before February 29, 2024, December 31, 2024 and December 31, 2025, respectively), allocated to the Institut's activities, regarding the education and training of teachers and implemented under the Corporate Teacher/Melchior program, and regarding support for the creation of teaching materials under the Melchior Planète educational project.

#### **Reasons as to why the agreements are beneficial for the Company:**

Your Board of Directors considered that the partnership with the Institut de l'Entreprise endowment fund will enable your Company to benefit from the production of a case study on Saint-Gobain's activities based on a theme identified with your Company. The Institut de l'Entreprise also undertakes to organize training sessions and exchanges, particularly via webinars, for staff in the Department of Education to shed light on building thermal renovation issues with Saint-Gobain contacts. This support will enable Saint-Gobain to freely use Melchior Planète productions, particularly for internal training initiatives.

### **Agreements previously approved by the Annual General Meeting**

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

Paris-La Défense, February 29, 2024

The Statutory Auditors

KPMG S.A.

Deloitte & Associés

Pierre-Antoine DUFFAUD

Laurent CHILLET

Frédéric GOURD

# AGENDA FOR THE GENERAL MEETING

## 3.1 AGENDA

### ORDINARY GENERAL MEETING

- **Resolution 1**  
Approval of the Company's non-consolidated financial statements for 2023.
- **Resolution 2**  
Approval of the Company's consolidated financial statements for 2023.
- **Resolution 3**  
Appropriation of income and determination of the dividend.
- **Resolution 4**  
Agreements governed by articles L. 225-38 et seq. of the French Commercial Code.
- **Resolution 5**  
Renewal of Mr. Jean-François Cirelli's term of office as a Director.
- **Resolution 6**  
Appointment of Mrs. Sophie Brochu as a Director.
- **Resolution 7**  
Appointment of Mrs. Hélène de Tissot as a Director.
- **Resolution 8**  
Appointment of Mr. Geoffroy Roux de Bézieux as a Director.
- **Resolution 9**  
Approval of the compensation components paid during the 2023 fiscal year, or granted in respect of the same fiscal year, to Mr. Pierre-André de Chalendar, Chairman of the Board of Directors.
- **Resolution 10**  
Approval of the compensation components paid during the 2023 fiscal year, or granted in respect of the same fiscal year, to Mr. Benoit Bazin, Chief Executive Officer.
- **Resolution 11**  
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 12**  
Approval of the compensation policy of the Chairman of the Board of Directors for the period from January 1, 2024, to June 6, 2024, inclusive.
- **Resolution 13**  
Approval of the compensation policy of the Chief Executive Officer for the period from January 1, 2024, to June 6, 2024, inclusive.
- **Resolution 14**  
Approval of the compensation policy of the Chairman and Chief Executive Officer for the period from June 7, 2024, to December 31, 2024.
- **Resolution 15**  
Approval of the compensation policy of the Directors for 2024.
- **Resolution 16**  
Determination of the total annual compensation of the Directors.
- **Resolution 17**  
Re-appointment of KPMG S.A. firm as principal Statutory Auditor.
- **Resolution 18**  
Appointment of Deloitte & Associés firm as Statutory Auditor in charge of certifying sustainability information.
- **Resolution 19**  
Authorization given to the Board of Directors to trade in the Company's shares.

### EXTRAORDINARY GENERAL MEETING

- **Resolution 20**  
Amendments to the bylaws relating to the compulsory appointment of a Lead Independent Director in two cases, the reinforcement of its powers and the determination of its compensation.
- **Resolution 21**  
Powers to carry out formalities.

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

The 1st to 19th resolutions and the 21st resolution that you are invited to vote upon are governed by the rules applicable to Ordinary General Meetings, while the 20th resolution is 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 (€2.10 per share)

Shareholders are requested to approve Compagnie de Saint-Gobain's non-consolidated financial statements which report net income of €1,229 million (**1st resolution**) and consolidated financial statements of the Saint-Gobain Group which report net income (Group share) of €2,669 million (**2nd resolution**) for the fiscal year ended December 31, 2023.

Based on the Company's net income for 2023 of €1,229 million and retained earnings of €7,651 million, creating distributable earnings of €8,881 million, the General Meeting is invited to set the dividend at €2.10 per share, compared to €2 for the 2022 fiscal year, yielding a total dividend to shareholders of €1,055 million <sup>(1)</sup> and to allocate approximately €7,825 million to retained earnings (**3rd resolution**).

The ex-dividend date will be June 10, 2024, and the dividend of €2.10 per share will be paid as from June 12, 2024.

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 2023**

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, 2023, as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

Pursuant to the provisions of Article 223 quater of the French General Tax Code, the General Meeting also approves the non-deductible expenses and charges referred to in Article 39.4° of the same Code, which amounted to €417,985 in the year ended December 31, 2023, and generated an estimated tax charge of €107,945.

#### • Second resolution

##### **Approval of the Company's consolidated financial statements for 2023**

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, 2023, 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, 2023 and approved by this General Meeting show net income for the 2023 fiscal year amounting to €1,229,375,998.12 and retained earnings at December 31, 2023 amounting to €7,651,885,126.06, yielding total distributable earnings of €8,881,261,124.18, 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 €100,546,924.20, in accordance with Article 20 paragraph 4, 2° of the Company's bylaws,
  - an additional dividend of €955,195,779.90, representing a total dividend payment of €1,055,742,704.10,
- the appropriation of €7,825,518,420.08 to retained earnings.

<sup>(1)</sup> This amount is calculated on the basis of 506,453,012 outstanding shares at January 31, 2024, less 3,718,391 treasury shares held at this date, and may vary if the number of shares entitled to the dividend changes between January 31, 2024 and the ex-dividend date, depending on the number of treasury shares held.

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, 2024, i.e., 502,734,621 shares, and may vary if the number of shares carrying dividend rights changes between January 31, 2024 and the ex-dividend date, depending in particular on the number of treasury shares held.

The dividend is set at €2.10 per share for each share carrying dividend rights. The ex-dividend date will be June 10, 2024, and the dividend will be paid as from June 12, 2024. 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 2023 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)
2020	525,057,461	1.33	698,326,423.13
2021	512,006,300	1.63	834,570,269.00
2022	507,094,880	2.00	1,014,189,760.00

Dividends distributed in 2023, 2022 and 2021, for the years 2022, 2021 and 2020 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.

#### 4th resolution

##### Agreements governed by Articles L. 225-38 et seq. of the French Commercial Code

The following agreements were approved during the year ended December 31, 2023, in accordance with Articles L. 225-38 et seq. of the French Commercial Code:

- Agreements between Compagnie de Saint-Gobain and Mrs. Jana Revedin as part of a partnership relating to the organisation and production of the "Global Award for Sustainable Architecture", signed on December 22, 2023, and previously authorised by the Board of Directors at its meeting of December 19, 2023;
- Partnership and support agreement between Compagnie de Saint-Gobain and "le Fonds de dotation de l'Institut de l'Entreprise", signed on January 25, 2024, and previously authorised by the Board of Directors at its meeting of December 19, 2023.

We would also like to inform you that there were no previously approved regulated agreements that remained in force during the 2023 financial year.

The regulated agreements are presented in detail in the 2023 Universal Registration Document (see page 188 of chapter 5 "Corporate governance").

The Statutory Auditors have prepared a special report in accordance with Articles L. 225-40 and L. 225-40-1 of the French Commercial Code, which is included in section 5.5 "Statutory Auditors' special report on related-party agreements" of the 2023 Universal Registration Document. The General Shareholders' Meeting is asked to take note of this report and to approve the agreements referred to therein (**4th resolution**).

#### • Fourth resolution

##### Agreements governed by Articles L. 225-38 et seq. of the French Commercial Code

The General Meeting, fulfilling corresponding conditions of quorum and majority, having reviewed the Directors' Report and the Statutory Auditors' Special Report on regulated agreements and commitments governed by Articles L. 225-38 et seq. of the French Commercial Code, notes the information given therein on agreements entered into and authorised during the year just ended and approves the following agreements:

- Agreements between Compagnie de Saint-Gobain and Mrs. Jana Revedin within the framework of a partnership relating to the organization and production of the "Global Award for Sustainable Architecture", signed on December 22, 2023, and previously authorized by the Board of Directors at its meeting on December 19, 2023;
- Partnership and support agreement between Compagnie de Saint-Gobain and the Institut de l'Entreprise endowment fund entered into on January 25, 2024, and previously authorized by the Board of Directors at its meeting on December 19, 2023.

**5th resolution****Renewal of Mr. Jean-François Cirelli's term of office as a Director**

On the proposal of the Nomination and Remuneration Committee, the Board of Directors, at its meeting of November 23, 2023, decided to propose to the General Shareholders' Meeting the renewal of the term of office of Mr. Jean-François Cirelli as Director, expiring at the end of the General Shareholders' Meeting of June 6, 2024 (**5th resolution**).

If this renewal is approved by the General Shareholders' Meeting of June 6, 2024, Mr. Jean-François Cirelli will be appointed Lead Independent Director and Vice Chairman of the Board of Directors at the close of the General Shareholders' Meeting of June 6, 2024.

It is specified that the Board of Directors has concluded, after its review of the independence of Directors in the light of the criteria set out in the Afep-Medef Code, that as at February 1, 2024, Mr. Jean-François Cirelli meets all the independence criteria and is therefore considered to be an Independent Director.

Note that Mr. Jean-François Cirelli is a Director as an individual and not as a representative of BlackRock, which held 8.07% of the capital and 7.33% of the voting rights of the Company <sup>(1)</sup> as of December 31, 2023. Furthermore, Jean-François Cirelli was not appointed on the proposal of BlackRock. In addition, for the purposes of exercising the voting rights attached to the shares of the Company held by BlackRock, BlackRock has given a mandate to a third party who exercises these voting rights on behalf of BlackRock so that (i) Jean-François Cirelli cannot influence the exercise by BlackRock of its voting rights and that (ii) BlackRock cannot, on the basis of its status as a shareholder and the voting rights attached hereto, influence Jean-François Cirelli's performance of his duties as a Director.

The Board of Directors considered that Jean-François Cirelli's duties outside Saint-Gobain were exclusively non-executive and that, consequently, did not represent a position likely to conflict with his future role as Lead Independent Director.

Mr. Jean-François Cirelli notably brings to the Board of Directors his experience as an executive of international groups and his operational knowledge of the industry, as well as his skills in governance, finance, strategy, human resources and social environment, and climate.

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, 2027.

**• Fifth resolution****Renewal of Mr. Jean-François Cirelli'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 Mr. Jean-François Cirelli expires at the close of this General Meeting, resolve to renew the term of office of Mr. Jean-François Cirelli 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, 2027.

<sup>(1)</sup> Ownership below the 10% capital or voting rights threshold referred to Article 10.7 in the Afep-Medef Code.

## 6th to 8th resolutions

## Appointment of Mrs. Sophie Brochu, H el ene de Tissot and Mr. Geoffroy Roux de B ezieux as Directors

On the proposal of the Nomination and Remuneration Committee, the Board of Directors, at its meeting of November 23, 2023, decided to propose to the General Shareholders' Meeting the nomination of Mrs. Sophie Brochu, H el ene de Tissot and Mr. Geoffroy Roux de B ezieux as Independent Directors. These appointment 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, 2027 (**6th to 8th resolutions**).

These three proposals will ensure changes in the environment are anticipated as effectively as possible and are in line with the following conclusions of the Board's 2022 assessment: one or more serving or former executive officers with such experience in other major groups, a serving Chief Financial Officer and a Director with expertise in climate change issues. They are the result of research entrusted to a specialist consultant, at the request of the Appointments and Remuneration Committee.

It should be noted that the Board of Directors concluded, after its review of the independence of the Directors with regard to the criteria set out in the Afep-Medef Code, that Sophie Brochu, H el ene de Tissot and Geoffroy Roux de B ezieux met all the independence criteria and were therefore considered to be Independent Directors.

In line with the areas of research identified by the Board of Directors at the end of 2022:

- Mrs. Sophie Brochu, who is Canadian, will bring to the Board her experience as an executive corporate officer and her skills in Governance, Finance and Strategy, as well as her skills in industry, CSR and Climate. Sophie Brochu has international experience.
- Mrs. H el ene de Tissot will bring to the Board her experience as a practising CFO, with particular expertise in Finance and Strategy, as well as her skills in Digital/Innovation. H el ene de Tissot also has international experience.
- Mr. Geoffroy Roux de B ezieux will bring to the Board of Directors his experience as an entrepreneur and executive corporate officer, with skills in Governance, Strategy and Finance, and skills in Industrial Affairs, CSR, Climate and Digital/Innovation. Geoffroy Roux de B ezieux also has international experience.

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 2023 fiscal year, and as foreseen by the end of the General Meeting of June 6, 2024, subject to the renewal and appointment of the Directors listed above:

	As from the General Shareholders' Meeting of June 2, 2022	As from the General Shareholders' Meeting of June 8, 2023 (subject to approval)	As from the General Shareholders' Meeting of June 6, 2024 (subject to approval)
Percentage of Independent Directors <sup>(a)</sup>	73%	73%	82%
Percentage of women <sup>(b)</sup>	45%	45%	55%
Percentage of foreign Directors <sup>(c)</sup>	36%	36%	36%

<sup>(a)</sup> In accordance with the rules set by the Afep-Medef Code.

<sup>(b)</sup> Excluding Employee Directors and Directors representing employee shareholders.

<sup>(c)</sup> Excluding Employee Directors appointed under specific mandatory legal provisions.

#### • Sixth resolution

##### Appointment of Mrs. Sophie Brochu 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 Mrs. Sophie Brochu 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, 2027.

#### • Seventh resolution

##### Appointment of Mrs. H el ene de Tissot 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 Mrs. H el ene de Tissot 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, 2027.

#### • Eighth resolution

##### Appointment of Mr. Geoffroy Roux de B ezieux 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 Mr. Geoffroy Roux de B ezieux 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, 2027.

**9th resolution****Approval of the compensation components paid during the 2023 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 2023 fiscal year or granted in respect of the same fiscal year, to Mr. Pierre-André de Chalendar, Chairman of the Board of Directors (**9th 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 214 of the 2023 Universal Registration Document) and in section 2.4.1.A of this document.

**• Ninth resolution****Approval of the compensation components paid during the 2023 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 2023 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.

**10th resolution****Approval of the compensation components paid during the 2023 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 2023 fiscal year or granted in respect of the same fiscal year, to Mr. Benoit Bazin, Chief Executive Officer (**10th 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 215 to 217 of the 2023 Universal Registration Document) and in section 2.4.1.B of this document.

**• Tenth resolution****Approval of the compensation components paid during the 2023 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 2023 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.

**11th 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 (**11th resolution**).

This information is described in the report of the Board of Directors on corporate governance (see pages 207 to 213 and pages 236 to 239 of the 2023 Universal Registration Document) and in section 2.4.1.C of this document.

**• Eleventh 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.

**12th resolution****Approval of the compensation policy of the Chairman of the Board of Directors for the period from January 1, 2024, to June 6, 2024, inclusive (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 period from January 1, 2024, to June 6, 2024, inclusive (**12th 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 218 of the 2023 Universal Registration Document) and in section 2.4.2.A of this document.

**• Twelfth resolution****Approval of the compensation policy of the Chairman of the Board of Directors for the period from January 1, 2024, to June 6, 2024, inclusive**

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 the period from January 1, 2024, to June 6, 2024, inclusive, 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.

**13th resolution****Approval of the compensation policy of the Chief Executive Officer for the period from January 1, 2024, to June 6, 2024, inclusive (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 period from January 1, 2024, to June 6, 2024, inclusive (**13th resolution**).

The compensation of the Chief Executive Officer consists of a fixed portion, the amount of which is maintained at €1,000,000, i.e. €431,694 for the period from January 1, 2024, to June 6, 2024, inclusive, and a variable portion amounting to a maximum of 170% of the fixed portion.

Variable compensation for the period from January 1, 2024 to June 6, 2024, inclusive will be determined by the Board of Directors in 2025 on the basis of the achievement of quantifiable and qualitative targets set by it (amounting to 75% and 25% of variable compensation respectively). The quantifiable objectives are made up of financial objectives and CSR objectives (60% and 15% of variable compensation respectively). The Board of Directors decided to retain four financial targets, each accounting for 25%: 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. With regard to CSR objectives, the Board decided to retain three objectives, each counting for 5%: the Carbon objective, the Safety objective and the Diversity and Teams objective (see page 220 of the 2023 Universal Registration Document). Achievement of these quantifiable financial and CSR objectives will be assessed over the full 2024 financial year.

The qualitative objectives selected by the Board are stakeholder management, continuing to optimize the Group's scope and deployment of the "Grow & Impact" strategic plan in its six action priorities (see page 221 of the 2023 Universal Registration Document).

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.

In substance, it is strictly identical to the compensation policy for the Chief Executive Officer for 2023, with the exception that the Board of Directors has not planned to grant any long-term compensation over this period, as this is usually awarded in November each year.

**• Thirteenth resolution****Approval of the compensation policy of the Chief Executive Officer for the period from January 1, 2024, to June 6, 2024, inclusive**

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 the period from January 1, 2024, to June 6, 2024, inclusive, 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.

## 14th resolution

**Approval of the compensation policy of the Directors for the period from June 7, 2024, to December 31, 2024 (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 period from June 7, 2024, to December 31, 2024 (14th resolution).

The compensation of the Chairman and Chief Executive Officer includes a fixed portion, with an annual amount of €1,300,000, i.e. €738,798 for the period from June 7, 2024 to December 31, 2024. In view of the change in Mr. Benoit Bazin's duties from Chief Executive Officer to Chairman and Chief Executive Officer at the close of the General Shareholders' Meeting on June 6, 2024, the Nomination and Remuneration Committee considered it necessary to reconsider the level of the fixed part of his compensation and decided to propose to the Board that it be increased to €1,300,000. Except for unforeseen exceptional events or other major reasons, the Board decided that this amount should remain stable for the next 5 years. The revaluation of the fixed portion of the compensation of the Chairman and Chief Executive Officer must be assessed in particular in the light of the following factors:

- A fixed remuneration of 1,300,000 euros is at the median of the 2023 benchmark for CEO compensation, which is €1,275,000 for CAC 40 companies <sup>(1)</sup> and €1,300,000 for CAC 40 industrial companies <sup>(2)</sup>;
- Mr. Benoit Bazin's current compensation as Chief Executive Officer has not increased since his appointment 3 years ago, even though:
  - it was systematically substantially lower than the benchmark for Chief Executive Officers of both CAC 40 and CAC 40 industrial companies (3), and
  - over the 3-year period 2021-2024, the estimated average annual increase in compensation within the Group is greater than 15%;
- The role of Chairman and Chief Executive Officer entails greater responsibilities than that of Chief Executive Officer;
- The sum of the fixed compensation for 2023 of the Chairman of the Board of Directors (€450,000) and the Chief Executive Officer (€1,000,000) exceeds the compensation of the Chairman and Chief Executive Officer (€1,300,000);
- Benoit Bazin's financial performance has been exceptional, as demonstrated by 4 successive years of [record performance / excellent financial performance] ;
- In addition to this excellent financial performance, Benoit Bazin has demonstrated his ability to transform Saint-Gobain both in terms of the scope of its activities (63% of operating income now comes from North America, Asia and emerging countries, whereas prior to the transformation, Western Europe accounted for 58%), and in terms of its social and environmental performance.

Variable compensation for the period from June 7, 2024 to December 31, 2024, inclusive will be determined by the Board of Directors in 2025 on the basis of the achievement of quantifiable and qualitative targets set by it (amounting to 75% and 25% of variable compensation respectively). The Board of Directors decided that the cap on the annual variable portion of the Chairman and Chief Executive Officer's compensation will be 170% of the fixed part of his remuneration. 170% of the fixed portion is less than the median of the maximum bonuses paid to CEOs of CAC 40 and CAC 40 industrial companies, which in both cases is 180%. The Nomination and Remuneration Committee noted that the increase in the amount of the fixed portion of his compensation presented above would automatically have the effect of increasing the maximum amount of the variable portion of his compensation, so that the maximum amount of his fixed and variable compensation would be €3,510,000, slightly below the median of the maximum monetary compensation of the Chairman and Chief Executive Officers of CAC 40 companies and CAC 40 industrial companies, which in both cases is set at €3,635,000.

The quantifiable objectives are made up of financial objectives and CSR objectives (60% and 15% of variable compensation respectively). The Board of Directors decided to retain four financial targets, each accounting for 25%: 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. With regard to CSR objectives, the Board decided to retain three objectives, each counting for 5%: the Carbon objective, the Safety objective and the Diversity and Teams objective (see page 220 of the 2023 Universal Registration Document). Achievement of these quantifiable financial and CSR objectives will be assessed over the full 2024 financial year.

<sup>(1)</sup> As a reminder: within the CAC 40 sample, the Company is positioned as follows: 22/40 in terms of market capitalization at December 31, 2023, 10/40 in terms of sales in 2022 and 10/40 in terms of headcount in 2022.

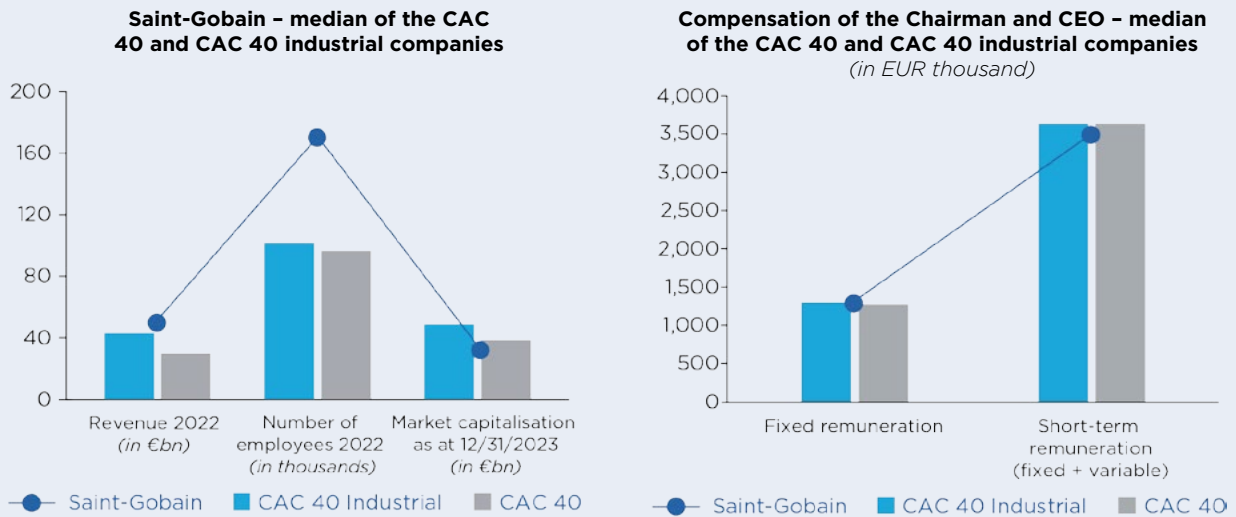
<sup>(2)</sup> Air Liquide, Airbus Group, Alstom, Bouygues, Carrefour, Danone, Engie, Essilor Luxottica, Kering, Legrand, L'Oréal, Michelin, Renault, Safran, Sanofi, Schneider Electric, Stellantis, Thales, TotalEnergies, Veolia Environnement and Vinci. As a reminder: within the CAC 40 industrial sample, the Company is positioned as follows: 14/22 in terms of market capitalization at December 31, 2023, 7/22 in terms of sales 2022 and 6/22 in terms of headcount 2022.

<sup>(3)</sup> It was also substantially lower than the median of a benchmark of international peers.

The qualitative objectives selected by the Board are stakeholder management, continuing to optimize the Group's scope and deployment of the "Grow & Impact" strategic plan in its six action priorities (see page 221 of the 2023 Universal Registration Document).

The first table below compares Saint-Gobain with the median of CAC 40 and CAC 40 industrial companies, and shows that Saint-Gobain is above the medians in terms of revenues and number of employees, and slightly below in terms of market capitalisation.

The second table below compares the compensation of Saint-Gobain's Chairman and Chief Executive Officer with the median for CAC 40 and CAC 40 industrial companies, and shows that his compensation is at the median for fixed compensation and below the median for short-term compensation (fixed + variable).



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 227 to 235 of the 2023 Universal Registration Document) and in section 2.4.2.A of this document.

• Fourteenth resolution

**Approval of the compensation policy of the Directors for the period from June 7, 2024, to December 31, 2024**

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 the period from June 7, 2024, to December 31, 2024, 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.

15th resolution

**Approval of the compensation policy of the Directors for 2024 (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 2024 fiscal year (15th 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 205 of the 2023 Universal Registration Document) and in section 2.4.2.B of this document.

• Fifteenth resolution

**Approval of the compensation policy of the Directors for 2024**

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 2024, 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.

**16th resolution****Determination of the total annual compensation of the Directors**

Under the **16th resolution**, the General Meeting is requested to increase the maximum annual total compensation allocated to Directors, currently set at €1.3 million, to €1.6 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, taking into account (i) the proposed appointment at the General Shareholders' Meeting of 6 June 2024 of a Lead Director and Vice Chairman of the Board, whose fixed compensation will be €80,000 per year (ii) the fact that Mr. Pierre-André de Chalendar, who is leaving the Board, did not receive any compensation in respect of his directorship and will be replaced by a director who, like his colleagues, will receive compensation in this respect, (iii) the prospect of recruiting foreign directors, and (iv) the fact that certain directors are not currently members of Board committees and will receive remuneration if they became members.

- **Sixteenth 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 €1,600,000 for the current fiscal year and for each subsequent fiscal year until otherwise determined by the General Meeting.

**17th resolution****Re-appointment of KPMG S.A. firm as principal Statutory Auditor**

Upon recommendation of the Audit and Risk Committee, the Board of Directors, at its meeting held on February 29, 2024, decided to propose to your General Meeting to re-appoint KPMG S.A., located at 2, avenue Gambetta, 92066 Paris La Défense, whose current term of office expires upon completion of this General Meeting (**17th resolution**).

It should be noted that KPMG S.A. will be affected by the 24-year term limit provided for in Article 17 paragraph 4b of EU Regulation 537-2014 of 16 April 2014 at the General Meeting to be held in 2028 to approve the financial statements for the year ending December 31, 2027. Consequently, it is proposed that the General Meeting reappoint KPMG S.A. as Statutory Auditor for a term of 6 financial years (the statutory term prescribed by Article L. 821-44 of the French Commercial Code), on the understanding that this appointment will automatically expire at the end of the General Meeting called to approve the financial statements for the year ending December 31, 2027.

KPMG Audit has confirmed that it agrees in advance to its appointment, provided it is approved by the General Meeting, and that it is not subject to any prohibitive measures, nor to any disqualification.

- **Seventeenth resolution**

**Re-appointment of KPMG S.A. firm as principal Statutory Auditor**

The General Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, and noting that the term of office expires at the close of this Meeting, reappoints KPMG S.A., whose registered office is at 2, avenue Gambetta, 92066 Paris La Défense, as Statutory Auditor.

Given that KPMG S.A. will be affected by the 24-year term limit provided for in Article 17 paragraph 4b of EU Regulation 537-2014 of April 16, 2014, at the General Meeting called to approve the financial statements for the year ending December 31, 2027, this term of office, which has been granted for a period of six financial years, will automatically terminate at the end of the General Meeting called to approve the financial statements for the year ending December 31, 2027.

## 18th resolution

**Appointment of Deloitte & Associés firm as Statutory Auditor in charge of certifying sustainability information**

Starting in 2025, the Company will publish sustainability information for the 2024 financial year in accordance with the provisions of Ordinance no. 2023-1142 of December 6, 2023, on the publication and certification of sustainability information and on the environmental, social and corporate governance obligations of commercial companies, transposing Directive (EU) no. 2022/2464 (the "CSRD"). The first publication relating to this information will appear in the 2024 Universal Registration Document.

In this context, on the recommendation of the Audit and Risk Committee, it is proposed that the General Meeting approve the appointment of Deloitte & Associés firm as Statutory Auditors responsible for certifying the Company's sustainability information and issuing a certification report on this information (**18th resolution**).

In accordance with the provisions of Article L. 821-26 of the French Commercial Code, this certification engagement will be carried out on behalf of Deloitte & Associés by a natural person who is a partner, shareholder or manager of the company concerned, and who is duly registered on the list of Statutory Auditors authorised to carry out the sustainability information certification engagement maintained by the Haute Autorité de l'Audit, as provided for in II of Article L. 821-13 of the French Commercial Code.

The Audit and Risk Committee considered it appropriate to entrust this task to Deloitte & Associés, which is already the independent third-party auditor responsible for verifying the declaration of non-financial performance. In addition, Deloitte & Associés' good understanding of the challenges and operations of the Company in the context of its role as Statutory Auditor will be particularly useful for the implementation of these new regulations. This will also help to strengthen the link between financial and sustainability information. It should be noted that, in making this recommendation, the Audit and Risk Committee has not been influenced by any third party and that no contractual clause has been imposed on it that would have the effect of restricting its choice.

Pursuant to the transitional provisions of Order no. 2023-1142 of December 6, 2023, it is proposed that the term of office of Deloitte & Associés in respect of the certification of sustainability information should be the same as that of its remaining term of office in respect of the certification of the financial statements. Deloitte & Associés' term of office would thus expire at the end of the Ordinary General Meeting called to approve the financial statements for the 2027 financial year.

## • Eighteenth resolution

**Re-appointment of KPMG S.A. firm as principal Statutory Auditor**

The General Meeting, fulfilling corresponding conditions of quorum and majority, having been informed of the Board of Directors' reports, appoints Deloitte & Associés, whose registered office is at 6, Place de la Pyramide, 92800 Puteaux, as Statutory Auditor in charge of certifying sustainability information. Notwithstanding the provisions of Article L. 821-44 of the French Commercial Code and in accordance with Article 38 of Order no. 2023-1142 of December 6, 2023, relating to the publication and certification of sustainability information and to the environmental, social and corporate governance obligations of commercial companies, the term of this appointment will be four years, i.e. the remaining term of office of Deloitte & Associés as Statutory Auditor, expiring at the end of the General Meeting called to approve the financial statements for the year ending December 31, 2027.

1

2

3

4

5

**19th resolution****Authorization given to the Board of Directors to trade in the company's shares**

The purpose of the **19th 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: €120, subject to adjustment in the event of a transaction involving the Company's share capital or shareholders' equity. The maximum purchase price per share was €100 for the annual authorisations granted to the Board of Directors by the General Meetings of June 2, 2022 and June 8, 2023. In view of the rise of the share price, it is proposed that this price be set at €120.

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 2023 fiscal year is described in section 7.1.3 of the 2023 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 6, 2025. This authorization shall replace, as from its adoption, the one granted in the 13th resolution of the General Meeting of June 8, 2023, and shall cancel any unused portion of it.

**• Nineteenth 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 under the authorization granted 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.

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 and twenty euros (€120) 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, 2024, the theoretical maximum amount of funds that the Company would be able to invest in these purchases would thus be €6,077,436,120, corresponding to 50,645,301 shares acquired at a price of one hundred and twenty euros (€120) 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 thirteenth resolution of the Combined General Meeting of June 8, 2023.

### 20th resolution

#### Amendments to the bylaws relating to the compulsory appointment of a Lead Independent Director in two cases, the reinforcement of its powers and the determination of its compensation

Under the **20th resolution**, you are requested to amend paragraphs 2 and 3 of Article 11, paragraph 3 of Article 16 and paragraph 9 of Article 18 of the Company's bylaws in order to (i) make the appointment of a Lead Independent Director mandatory when the roles of Chief Executive Officer and Chairman of the Board of Directors are combined or if the Chairman of the Board of Directors is not independent, and (ii) to strengthen its powers and determine its compensation.

This proposal is part of the changes in the Company's governance described in the Press Release of November 23, 2023 (<https://www.saint-gobain.com/en/news/evolution-saint-gobains-governance>) and on pages 191 to 193 of the 2023 Universal Registration Document (for the amended Board's internal rules, see pages 191 to 193 of the 2023 Universal Registration Document). These changes give the Lead Independent Director greater powers, which were incorporated into the Board of Directors' Internal Rules by a decision of November 23, 2023.

Board of Directors' report and text of the proposed resolutions

#### • Twentieth resolution

##### **Amendments to the bylaws relating to the compulsory appointment of a Lead Independent Director in two cases, the reinforcement of its powers and the determination of its compensation**

The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, resolve to amend paragraphs 2 and 3 of Article 11, paragraph 3 of Article 16 and paragraph 9 of Article 18 of the Company's bylaws in order to (i) make the appointment of a Lead Independent Director mandatory when the roles of Chief Executive Officer and Chairman of the Board of Directors are combined or if the Chairman of the Board of Directors is not independent, and (ii) to strengthen its powers and determine its compensation:

#### Article 11 - DELIBERATIONS OF THE BOARD

##### Paragraph 2 - current wording

The Board of Directors may also appoint a Lead Independent Director, whose powers and term of office it shall determine, but which may not exceed his or her term of office as Director.

##### Paragraph 3 - current wording

Board meetings are chaired by the Chairman. If the Chairman is absent or unable to attend, the Board meeting is chaired by a Vice-Chairman. Failing this, the Board appoints one of its members to chair the meeting.

#### Article 16 - COMPENSATION

##### Paragraph 3 - current wording

The Board of Directors determines the compensation of the Chairman of the Board of Directors, the Deputy Chairman(s), the Chief Executive Officer and the Chief Operating Officer(s).

#### Article 18 - GENERAL MEETINGS

##### Paragraph 9 - current wording

General Meetings are chaired by the Chairman of the Board of Directors, or in his absence by one of the Vice-Chairmen, or in their absence by a Director specially appointed for this purpose by the Board. Failing this, the General Meeting appoints its own Chairman.

#### Article 11 - DELIBERATIONS OF THE BOARD

##### Paragraph 2 - new wording

The Board of Directors may also appoint a Lead Independent Director from among its members qualified as independent, whose powers and term of office it determines, but which may not exceed his or her term of office as Director. When the Chairman of the Board of Directors is responsible for the Company's Executive Management, or when the Chairman is not responsible for Executive Management but is not independent, a Lead Director must be appointed. The lead director also acts as Vice-Chairman of the Board.

##### Paragraph 3 - new wording

Board meetings are chaired by the Chairman. If the Chairman is absent or unable to attend, the Board meeting is chaired by the Lead Director or, failing this, a Vice-Chairman. Failing this, the Board appoints one of its members to chair the meeting.

#### Article 16 - COMPENSATION

##### Paragraph 3 - new wording

The Board of Directors determines the compensation of the Chairman of the Board of Directors, the Vice-Chairman or Vice-Chairmen, the Chief Executive Officer, the Chief Operating Officer or Chief Operating Officers and the Lead Independent Director.

#### Article 18 - GENERAL MEETINGS

##### Paragraph 9 - new wording

General Meetings are chaired by the Chairman of the Board of Directors or, if the Chairman is absent or unable to attend, by the Lead Independent Director or, failing this, by a Vice-Chairman, or in their absence by a Director specially appointed for this purpose by the Board. Failing this, the General Meeting appoints its own Chairman.

### 21st resolution

#### Powers to carry out formalities

The **21st resolution** gives authority to carry out formalities in connection with decisions made by the General Meeting.

#### • Twenty-first 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 2023 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
<b>SHARE BUYBACK PROGRAM</b>			
Share buyback <sup>(a)</sup>	2024 AGM 19th resolution	18 months (December 2025)	10% of the total number of shares composing the share capital at the AGM date  Maximum purchase price per share: €120

<sup>(a)</sup> 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 under the authorization granted 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.

1

2

3

4

5

# 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.

### 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 4, 2024** (12:00 a.m., Paris time).

Transactions occurring after **Friday, May 31, 2024** (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.

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](http://www.saint-gobain.com/en/finance/general-meeting)).

#### 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 - Assemblées Générales, 90-110 esplanade du Général de Gaulle, 92931 Paris la Défense Cedex.

#### 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](http://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 6, 2024. **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](http://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.cts.france.mandats@uptevia.com.**

This email must contain the following information: Company name (Compagnie de Saint-Gobain), General Meeting date (June 6, 2024), 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 – Assemblées Générales, 90-110 esplanade du Général de Gaulle, 92931 Paris la Défense Cedex (France), or by email to the following address:  
**Paris.cts.france.mandats@uptevia.com.**

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 5, 2024.**

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 4, 2024, 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 4, 2024 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 – Assemblées Générales, 90-110 esplanade du Général de Gaulle, 92931 Paris la Défense 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 5, 2024.**

*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, May 31, 2024, involving a transfer of share ownership before 12:00 a.m. (Paris time) on Tuesday, June 4, 2024, 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, May 31, 2024**, resulting in a transfer of ownership of the shares after 12:00 a.m. (Paris time) on Tuesday, June 4, 2024, 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](mailto: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, May 31, 2024**. 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](http://www.saint-gobain.com/en/finance/general-meeting)) in the section "Shareholders' General Meeting of June 6, 2024" 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 6, 2024, before 3 p.m. (Paris time)** by email to the following address: [actionnaires@saint-gobain.com](mailto: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.



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

**[www.saint-gobain.com/en/finance/general-meeting](http://www.saint-gobain.com/en/finance/general-meeting)**

1

2

3

4

5

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 DESIRE ASSISTER A CETTE ASSEMBLEE 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 2 025 782 048 €  
 Siège social :  
 Tour Saint-Gobain, 12 place de l'Iris  
 92400 COURBEVOIE  
 542 039 532 RCS NANTERRE

**ASSEMBLEE GENERALE MIXTE**  
 convoquée pour le jeudi 6 juin 2024 à 15 heures  
 Au 252 Rue du Faubourg Saint-Honoré - Salle Pleyel - 75008 Paris  
**COMBINED GENERAL MEETING**  
 to be held on Thursday June 6<sup>th</sup>, 2024 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	Nominatif Registered	Vote simple Single vote
Nombre d'actions Number of shares	Porteur Bearer	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.

1	2	3	4	5	6	7	8	9	10	Oui / Yes	A	B
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>
11	12	13	14	15	16	17	18	19	20	Oui / Yes	C	D
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>
21	22	23	24	25	26	27	28	29	30	Oui / Yes	E	F
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>
31	32	33	34	35	36	37	38	39	40	Oui / Yes	G	H
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>
41	42	43	44	45	46	47	48	49	50	Oui / Yes	J	K
Non / No	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Non / No	<input type="checkbox"/>	<input type="checkbox"/>
Abs.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Abs.	<input type="checkbox"/>	<input type="checkbox"/>

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

**B2**

**JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLEE GENERALE**  
 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)  
**I HEREBY APPOINT:** See reverse (4)  
 pour me représenter à l'Assemblée / 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)

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

**PLEASE, VERIFY YOUR SURNAME, FIRST NAME AND ADDRESS**

Date & Signature

### 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

- 1
- 2
- 3
- 4
- 5**



## REQUEST FOR DOCUMENTS

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



I, the undersigned:  Mr.  Mrs.

Name and Surname: .....

Address: .....

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

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

pure registered <sup>(1)</sup>  administered registered or bearer shares, held in account with <sup>(2)</sup>: .....

**request that you send me Compagnie de Saint-Gobain's Universal Registration Document for fiscal year 2023, containing the annual financial report, which is available on Saint-Gobain's website at: [www.saint-gobain.com](http://www.saint-gobain.com).**

In: ..... on: ..... 2024 **Signature**

<sup>(1)</sup> Registered in an account with Uptevia - Assemblées Générales, 90-110 esplanade du Général de Gaulle, 92931 Paris La Défense Cedex - France.

<sup>(2)</sup> 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 3, 2024.

**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](http://www.saint-gobain.com/en/finance/general-meeting), no later than the 21st day before the meeting, i.e. May 16, 2024.



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

To be sent exclusively to:

Uptevia - Assemblées Générales  
90-110 esplanade du Général de Gaulle,  
92931 Paris La Défense Cedex - France



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

I, the undersigned\*:  Mr.  Mrs.

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 <sup>(1)</sup>  administered registered or bearer shares, held in account with <sup>(2)</sup>: .....

**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: ..... 2024 **Signature**

\* All fields must be filled in.

<sup>(1)</sup> Registered in an account with Uptevia - Assemblées Générales, 90-110 esplanade du Général de Gaulle, 92931 Paris La Défense Cedex - France.

<sup>(2)</sup> Identification of the bank or financial institution holding your securities.





All the Saint-Gobain Group's brands mentioned are trademarks and/or registered  
in the name of Compagnie de Saint-Gobain and/or one of its subsidiaries.

**PHOTO CREDITS:** Cyril Abad, CAPA - Eric Garault, Pascoandco - Sergio Grazia, Valode&Pistre -  
Christel Sasso, CAPA - Danila Shtantsov, Shutterstock - Matjaz Tancic - Shutterstock

**Design & production: Ruban Blanc**

THIS DOCUMENT  
IS AVAILABLE ONLINE AT

👉 [www.saint-gobain.com](http://www.saint-gobain.com)



**Communications Department**  
12, place de l'Iris  
92400 Courbevoie - France  
[www.saint-gobain.com](http://www.saint-gobain.com)



[www.linkedin.com/company/saint-gobain/](http://www.linkedin.com/company/saint-gobain/)



[twitter.com/saintgobain](https://twitter.com/saintgobain)



[www.facebook.com/saintgobaingroup](http://www.facebook.com/saintgobaingroup)



[www.instagram.com/saintgobaingroup/](http://www.instagram.com/saintgobaingroup/)



[www.youtube.com/user/SaintGobainTV](http://www.youtube.com/user/SaintGobainTV)