



# NOTICE OF MEETING 2025

COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING  
THURSDAY, JUNE 5, 2025 AT 3:00 P.M (PARIS TIME)  
AT SALLE PLEYEL - 75008 PARIS



# TABLES OF CONTENTS

	<b>Message from the Chairman and CEO</b>	<b>3</b>			
<b>1</b>	<b>FINANCIAL RESULTS, OUTLOOK AND STRATEGY</b>	<b>4</b>		<b>3 AGENDA FOR THE GENERAL MEETING</b>	<b>66</b>
	1.1 Financial results	4		3.1 Agenda	66
	1.2 Extra-financial results	14		3.2 Board of Directors' report and text of the proposed resolutions	68
<b>2</b>	<b>GOVERNANCE</b>	<b>23</b>		<b>4 HOW TO PARTICIPATE IN THE GENERAL MEETING?</b>	<b>98</b>
	2.1 Presentation of the Board of Directors	23		Who can participate in the General Meeting?	98
	2.2 Proposed appointment and renewal of the terms of office of Directors	30		Participate in our sustainable development efforts	98
	2.3 Presentation of the Group's senior management	36		Participate in the General Meeting	99
	2.4 Management and Directors compensation (Say-on-Pay)	39		How to fill out the form?	103
				<b>5 REQUEST FOR DOCUMENTS AND TO BE E-CONVENED</b>	<b>105</b>

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*This is a free translation into English from the original version in French and is provided solely for the convenience of English speaking readers.*

# MESSAGE FROM BENOIT BAZIN

Chairman and Chief Executive Officer



“More than ever, sustainable construction is the key to building and renovating quickly and effectively, and to meeting the challenges of population growth and urbanization, climate change and the increasing scarcity of natural resources.”

## A CLEAR STRATEGIC VISION

In 2025, Saint-Gobain's vision – **to be the worldwide leader in light and sustainable construction** – remains more relevant than ever facing of global trends that will continue to affect our communities: the need for decent and affordable housing against a backdrop of population growth and rapid urbanization, as well as climate change and the growing scarcity of natural resources.

The answer to these challenges hinges on **transforming the construction sector**: building and renovating quickly, with comfortable, healthy, resilient and energy-efficient buildings. For Saint-Gobain, sustainable construction is both a corporate purpose and a driver of growth; the Group is committed to playing a leading role in this transition.

## A RESILIENT AND EFFECTIVE MODEL

In the face of a volatile international environment, the **business model** adopted in 2019 has shown itself to be particularly robust. Thanks to its decentralized organizational structure and its 1,100 industrial facilities worldwide, Saint-Gobain strives to be as close as possible to its customers and gains in agility. Its unique range – combining products, systems, and services throughout the value chain (R&D, production, training, recycling) – represents a strategic advantage.

The results, both financial and non-financial, confirm the relevance of our strategy. For the fourth year in a row, Saint-Gobain has generated a double-digit operating margin and exceeded all the targets set in 2021 as part of its “Grow & Impact” strategic plan. This success, combined with an attractive return for shareholders, has been applauded by investors.

## A STRONG GEOGRAPHIC EXPANSION

In 2024, Saint-Gobain continued its **global expansion**. The acquisition of CSR in Australia – the Group's largest transaction in 20 years – has opened up a key new market. With Bailey, we completed a third acquisition in three years in Canada, tripling in size there. These transactions reflect our strategy of **balancing our geographic presence** towards high potential regions. The acquisitions of Cemix and Fosroc, further boost our expertise in **construction chemicals**, a key area in the decarbonization of the sector, with sales increased by a factor of 2.3 in the last five years.

## AN EXEMPLARY GOVERNANCE

This momentum is based on **strong and rigorous governance**. Since June 2024, I have had the honor of chairing Saint-Gobain's Board of Directors, following an **exemplary managerial transition in keeping with the Group's history**. Three new directors joined the Board in 2024 and three nominations are proposed for 2025. If these proposals are approved, half of the Board will have been renewed, reinforcing its international nature and its expertise. Except for its Chairman and employee representatives, the Board will be composed entirely of independent members, with an expanded role for the lead director, thus aligning with best governance practice.

## A PROMISING FUTURE

2025 marks the 360th anniversary of Saint-Gobain. This historic milestone reflects the Group's strength and ambition, driven by the **outstanding commitment** of its 161,000 employees around the world. I would like to express my heartfelt gratitude to them.

“Saint-Gobain has changed radically and greatly expanded its geographic presence in high-growth areas. We are also continuing to increase our presence in construction chemicals, an essential lever for the decarbonization of the sector.”

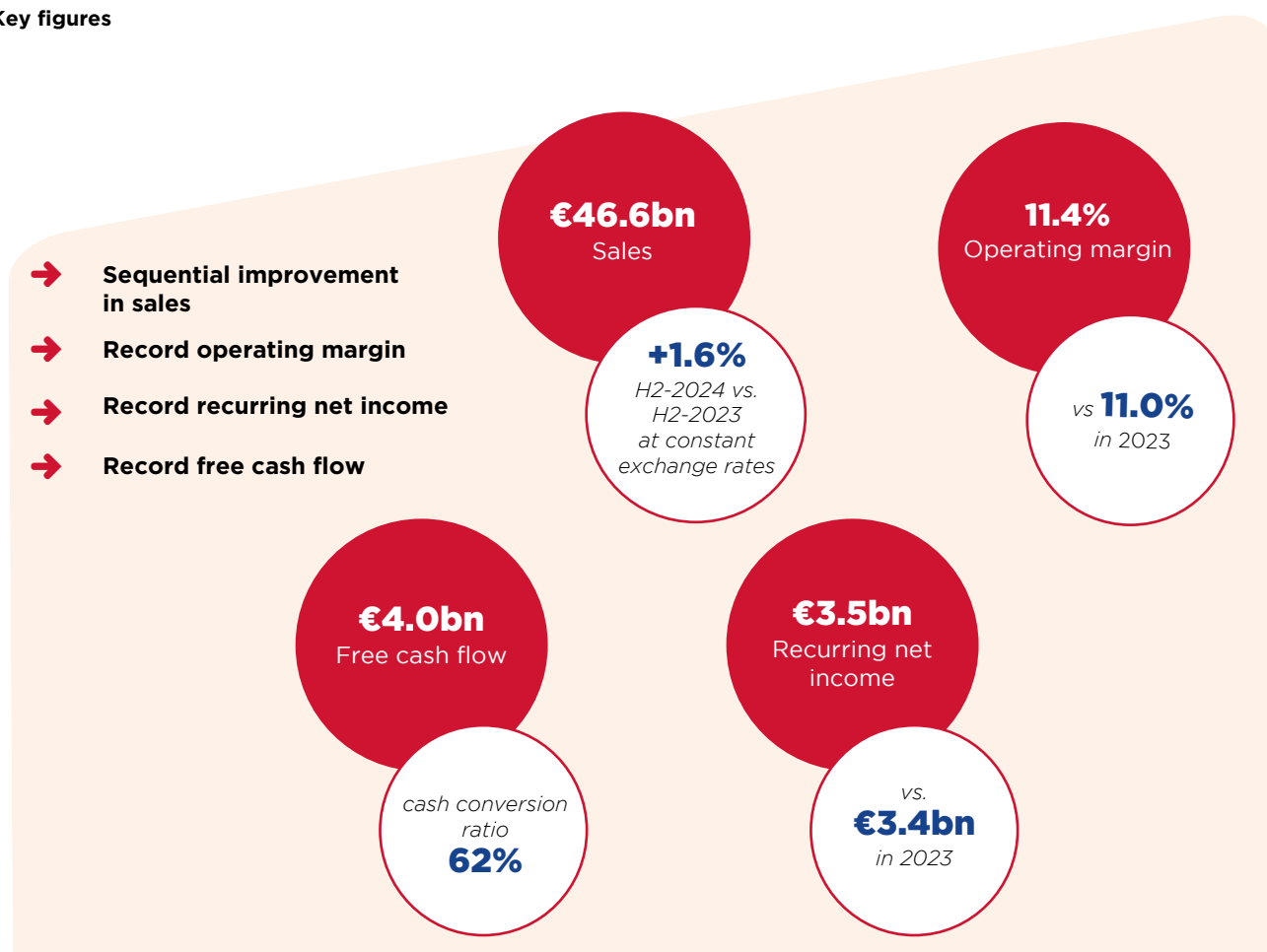
# 1. FINANCIAL RESULTS, OUTLOOK AND STRATEGY

The 2023 consolidated financial statements were approved by Saint-Gobain's Board of Directors at its meeting of February 27, 2025. The consolidated financial statements were audited and certified by the Statutory Auditors.

## 1.1 FINANCIAL RESULTS

### 1.1.1 RECORD OPERATING MARGIN AND FREE CASH FLOW

#### Key figures



- Sales growth in H2 2024, with a sequential improvement in organic growth
- Record operating margin (11.4%), free cash flow (€4.0bn) and recurring EPS, despite a difficult environment in new construction in Europe
- More than 2/3 of pro forma operating income now generated in high-growth geographies: North America, Asia and emerging countries
- 4 strategic acquisitions finalized over the past 12 months for €5bn: CSR, Bailey, OVNIVER (Cemix brand) and FOSROC
- Strong value creation for shareholders: total shareholder return (TSR) of 32% in 2024. Dividend of €2.20 (up 5%) recommended for 2024. Share buyback program completed one year earlier than expected, with a new €400m target set for 2025
- 2025 outlook: the Group expects an operating margin of more than 11.0%

### 1.1.1.1 Successful Strategic Execution

#### A – Strong financial performance

All of the Group's financial objectives set out in the "Grow & Impact" plan in 2021 have been achieved, setting the Group on a financial trajectory marked by growth in earnings, cash flow and value creation. On average over the four-year period 2021-2024, the Group delivered organic growth of 3.9% <sup>(1)</sup>, an operating margin of 10.8%, a free cash flow conversion ratio of 59% and ROCE of 15.4%.

#### B – Attractive profitable growth profile

- **An acceleration in the Group's geographic development in regions with strong profitable growth:** North America (34%) and Asia and emerging countries (34%) now account for 68% of operating income (pro forma for recent changes in Group structure) and Western Europe 32%;
- **Creation of a worldwide leader in construction chemicals, with €6.5 billion in annual sales** (pro forma for recent changes in Group structure): the acquisitions of Cemix and FOSROC reinforce Saint-Gobain's presence in high-growth emerging countries, particularly Mexico, India and the Middle East, and perfectly complement the geographical positions and technologies of Weber, Chryso and GCP;
- **A local organization:** 90% of CEOs are native to their country, resulting in close proximity to customers, good pricing power, efficiency gains, high accountability and a capacity to adapt quickly to ever-changing environments across the globe;
- **Around 40% of Group sales rotated since 2018:** €9.6 billion in sales have been divested (EBITDA margin of less than 5%) and €6.8 billion in sales acquired (EBITDA margin of around 20%);
- **Smooth integration of recent acquisitions, with synergies confirmed:** Chryso and GCP reported an EBITDA margin of 20%, up 140 basis points in 2024 (following a rise of more than 400 basis points in 2023); CSR, an EBITDA margin of 18.1% on a full-year basis (consolidated as of July 9, 2024); and recent Canadian acquisitions, an EBITDA margin of 19% on a full-year basis for Bailey (consolidated as of June 3, 2024), Building Products of Canada (2023) and Kaycan (2022);
- **Strongly value-creating shareholder return policy:** total shareholder return of 156% over a four-year period, with €5.6 billion returned to shareholders through share buybacks and dividends. **With €2 billion worth of shares bought back since 2021**, the Group has completed its five-year program (2021-2025) one year earlier than expected, and is announcing a **new €400 million target for 2025**.

#### C – Differentiated offer of sustainable solutions: a competitive advantage

**Sustainable solutions offer:** almost 3/4 of sales, based on differentiated and innovative systems for faster and higher-quality construction, reinforcing the Group's mix along with its ability to capture a larger part of the value chain:

- Oraé® (low-carbon glass in Europe and India), Gyproc SoundBloc Inфинаé 100 (the Group's first plasterboard made from 100% recycled gypsum, in the UK), ClimateFlex® (a roofing technology offering enhanced resistance to extreme weather events), Lanaé® (a glass wool designed from c.50% recycled glass and a biosourced binder), Enaé® (a new range of mortars with a low carbon footprint), EnveoVent® (high-performance façade systems), and EnviroMix®C-Clay (a range of admixtures developed by Chryso enabling the reduction of cement's carbon footprint by up to 40% with the use of calcined clay);
- Approximately 60% of products manufactured by the Group are covered by life cycle analyses (LCA), meeting the growing demand for the environmental certification (LEED or BREEAM) of buildings.

**Environmental performance supporting the Group's range of sustainable solutions and aligned with the Group's objectives:**

- **34% pro forma reduction in scope 1 & 2 CO<sub>2</sub> emissions** (to 8.9 million tonnes <sup>(2)</sup>) compared with 2017, with CSR and Bailey consolidated on a full-year basis;
- **67% of electricity from carbon-free sources**, versus 57% in 2023. Four major new power purchase agreements signed in 2024 (France, Italy and Romania).

#### D – Combining growth with responsibility

- **Outstanding employee engagement**, with all indicators up since 2019: 89% of the Group's employees took part in the **me@Saint-Gobain** annual survey, with an engagement rate of 84% and with 89% of employees proud to work for Saint-Gobain (versus a benchmark average of 75%);
- **Solid safety performance:** the Group's accident frequency rate with and without lost time (TRAR at 1.4) has been halved over the last seven years;
- **Thought leadership in accelerating the transition to more sustainable construction:** as part of the "Sustainable Construction Observatory" launched by Saint-Gobain in 2023, "Sustainable Construction Talks" were held in New York during the Climate Week, in Brussels, and at the World Economic Forum in Davos, to highlight the construction industry's role in the achievement of sustainable development goals and to present climate change adaptation solutions.

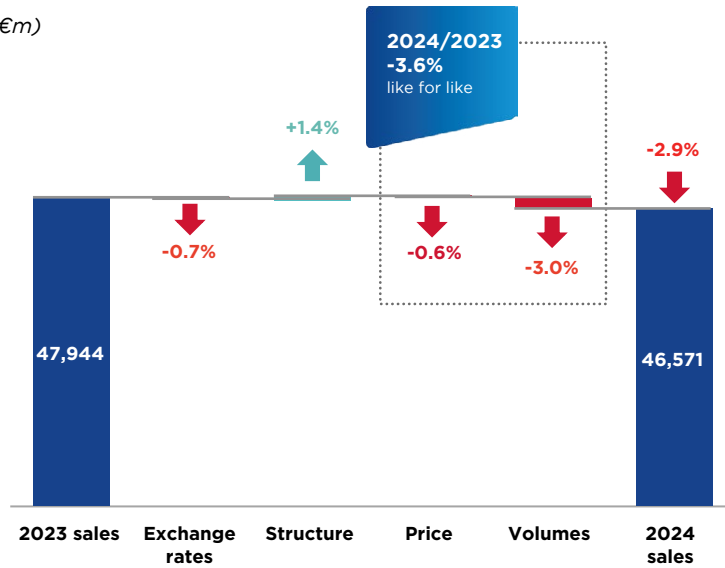
<sup>(1)</sup> Average organic growth over 2021-2024: +6.9% in 2021 (+13.8% in 2021/2019 divided by 2), +13.3% in 2022, -0.9% in 2023, -3.6% in 2024.

<sup>(2)</sup> CO<sub>2</sub> emissions of 8.5 million tonnes in 2024 excluding CSR and Bailey.



## 1.1.1.2 Group operating performance

(€m)



- Sequential improvement in organic growth
- **Sales growth** in H2-2024
- **Positive structure impact** accelerating in H2-2024, mainly CSR and Bailey

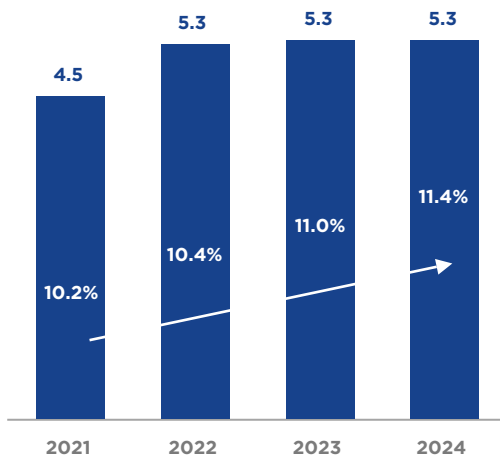
Sales were robust, at **€46.6 billion as reported**, down 2.2% at constant exchange rates over the year, **with a return to growth in the second half**, supported by acquisitions and the sequential improvement in organic growth. The **currency effect** was a negative 0.7% on sales for the year, and a negative 1.1% in the second half.

**Changes in Group structure** had a positive 1.4% impact on sales in the year and a **positive 3.9% impact in the second half**, benefiting mainly from recent acquisitions in Asia-Pacific (CSR in Australia), North America (Bailey and Building Products of Canada) and construction chemicals, even before the integration of Cemix (mid-January 2025) and FOSROC (during February 2025). The **optimization of the Group's profile** also continued with the effect of **divestments**, particularly in distribution (UK), pipe with the sale of the drainage business for buildings (PAM Building), glass processing activities, foam insulation (UK) and railing and decking (US).

**On a like-for-like basis**, sales were down 3.6% over the year, with as expected a **clear sequential improvement** between the first half (down 4.9%) and the second (down 2.3%). Activity remained stable or increased in the second half in all segments excluding Europe, where new construction markets remained difficult, notably in France.

**Group prices** were down 0.6% over the year and down 0.3% in the second half, generating a **positive price-cost spread over the year and a slightly positive spread in the second half**, thanks to disciplined execution and the reduction in certain raw material and energy costs in 2024. **Volumes** were down 3.0% over the year, with a sequential improvement between the first half (down 3.9%) and the second (down 2.0%), in line with the Group's expectations for the year.

(€bn and %)



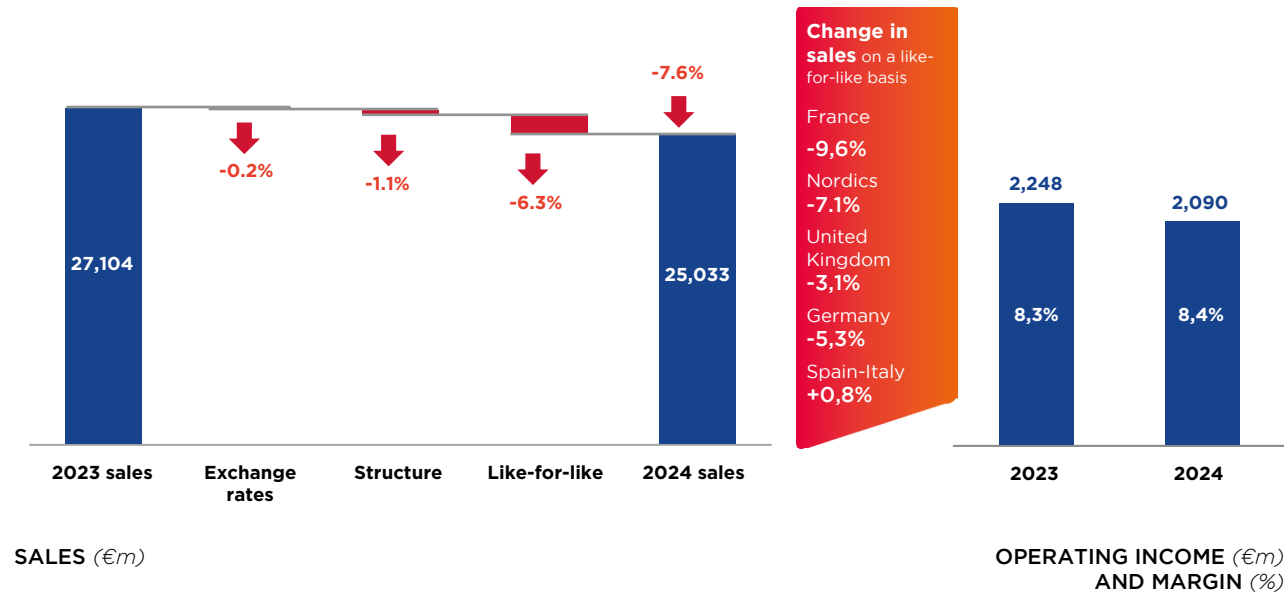
- **Record operating margin** at 11.4% and record operating income at constant exchange rates, despite volume pressure
- **Increased or stable margin** in all reporting segments
- **Positive price-cost spread**

**Operating income was €5,304 million**, representing a **new record high at constant exchange rates** (2023 exchange rates). The operating **margin** also hit a new all-time high of 11.4% in 2024 (versus 11.0% in 2023). Despite a difficult

environment in Europe, all segments reported either an increasing or stable operating margin, reflecting the strength of the Group's strategic positioning.

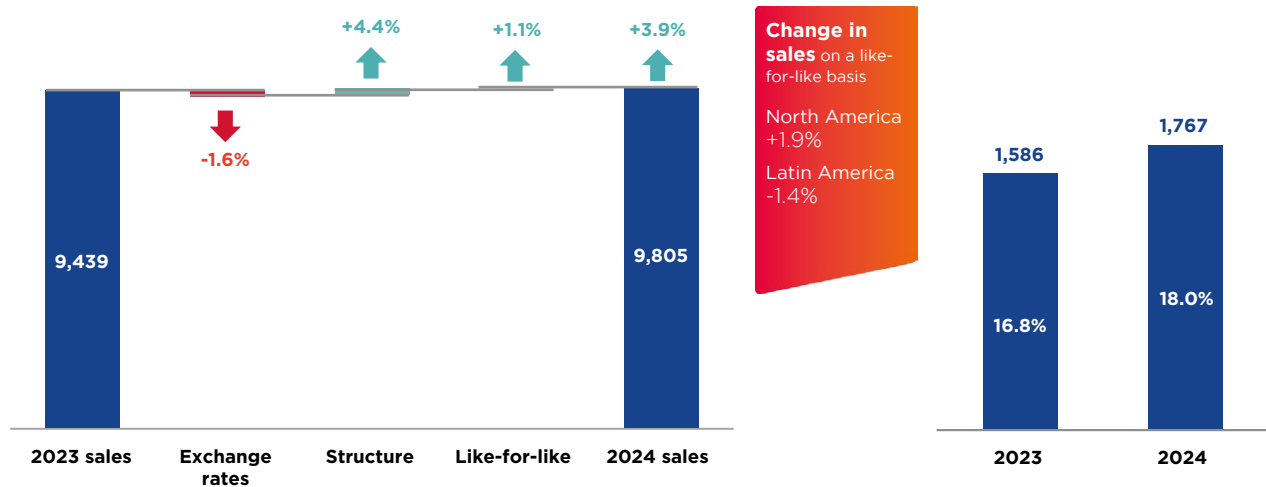
### 1.1.1.3 Segment performance (like-for-like sales)

#### A – Europe: sequential improvement in sales and margin growth



- Sales in Europe were down 6.3% over the year but improved significantly between the first half (down 7.9%) and the second (down 4.5%) with new construction markets strongly down, while renovation (around 60% of sales) was more resilient. Despite the decrease in volumes, the operating margin increased slightly to a new record-high of 8.4%, thanks to an optimized business profile, proactive productivity measures, a well-managed price-cost spread, a positive mix and growth in specified sales.
- Northern Europe was down 4.9% over the year, with a clear sequential improvement between the first half (down 7.1%) and the second (down 2.5%), confirming that the Region has already hit a low point. Volumes were positive in all of our main countries in the fourth quarter, except in Nordic countries, which continued to suffer from the significant decline in new construction. In the UK, volumes returned to growth, driven by the comprehensive range of solutions and systems. Germany reported a second consecutive quarter of volume growth, despite an uncertain macroeconomic situation. Eastern Europe saw good momentum in volumes throughout the year.
- Southern Europe, Middle East & Africa contracted 7.3% over the year, with a slight sequential improvement between the first half (down 8.6%) and the second (down 5.9%). All countries appear to have already hit a low point, including France in fourth-quarter 2024 amid political uncertainty. Saint-Gobain continued to outperform significantly in France thanks to its strong exposure to renovation and its comprehensive range of innovative solutions, with the new construction market remaining significantly down. Thanks to its specified sales offer adapted to each market segment, Saint-Gobain Solutions France was able to win several major tenders in the education, health and commercial sectors. France's leading indicators were also encouraging in terms of lending activity and the increase in the number of transactions for existing properties. Spain and Italy delivered solid growth with market share gains, along with the Middle East and Africa which reported double-digit growth thanks to the success of recent acquisitions and investments.

## B – Americas: sales growth and record margin



## SALES (€m)

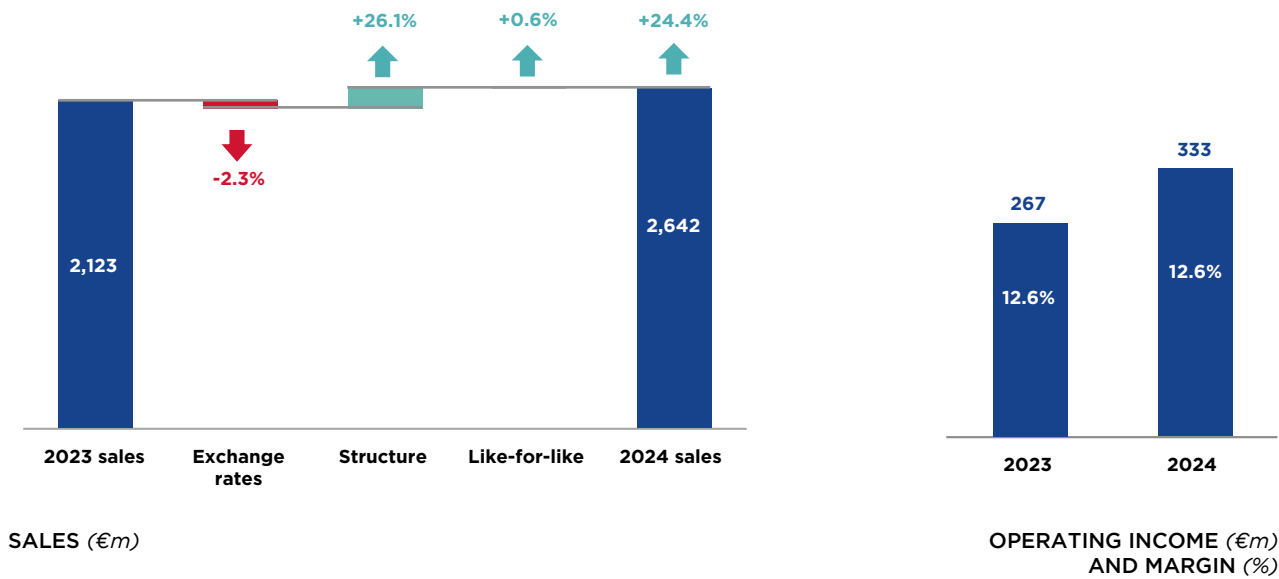
- The Region delivered **1.1% organic growth in 2024** (1.0% in the second half), driven by the good level of activity in North America and by the expected improvement in Latin America quarter after quarter. **Operating income hit a new record high** (€1.8 billion), along with the **operating margin at 18.0%** (versus 16.8% in 2023), supported by rigorous pricing and cost management as well as an upturn in activity in the second half in Latin America.
- **North America** was up by **1.9% over the year** (virtually stable in the second half), driven by prices and resilient volumes in the renovation market, while new construction stabilized at a good level. The Group benefited from the recent integration of its **Canadian acquisitions** (Kaycan, Building Products of Canada and Bailey), and from its comprehensive range of light construction solutions with high value-add for customers. Given the saturation of its production

facilities, the Group has launched additional capacity to meet the needs of a structurally growing market, requiring a catch-up in residential construction. This new capacity for plasterboard, roofing and glass mat underlayment should come on stream from mid-2025.

- **Latin America** contracted slightly, down 1.4% over the year thanks to the **recovery in the second half (up 4.9%)**, driven by Brazil which benefited from market share gains in light construction, namely façade and plasterboard with a third production line opened in the first half. The other countries in the Region benefited from the enhanced offering and mix, especially **Mexico**. The acquisition of **Cemix**, completed on January 15, 2025, will strengthen Saint-Gobain's construction chemicals presence in the fast-growing markets of Mexico and Central America.

OPERATING INCOME (€m)  
AND MARGIN (%)

C - Asia-Pacific: sales growth and margin remaining at a record high

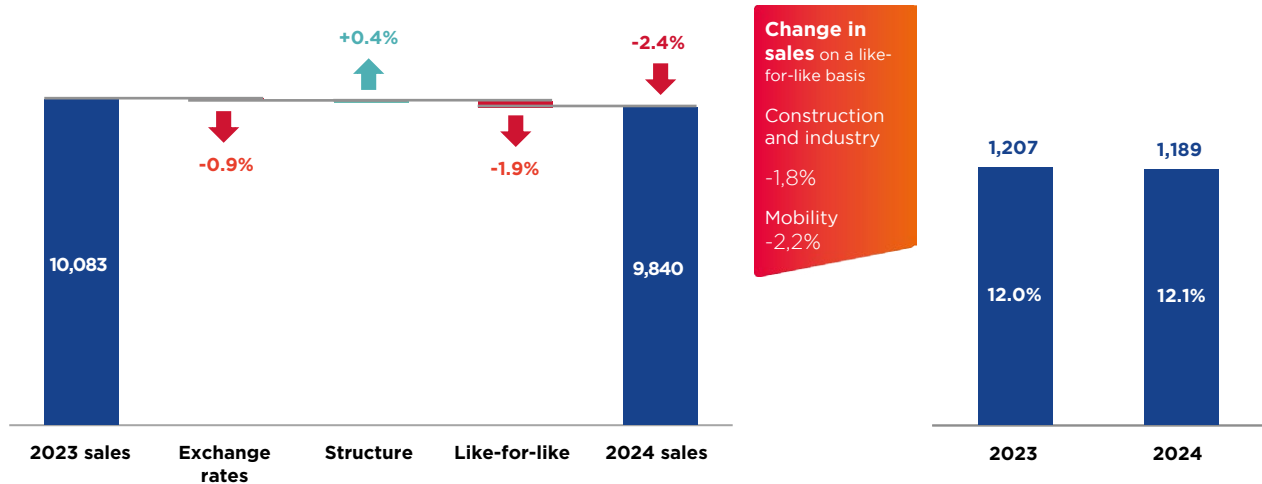


- The Region delivered **0.6% organic growth** in 2024, driven by good momentum in India, despite the downturn in China. **The operating margin remained at a record high of 12.6%**, supported by volumes, as well as good pricing and cost management.
- **India** saw further **market share gains**, with **significant volume growth of approximately 10%**, benefiting from the strength of the Saint-Gobain brand in the country and from its comprehensive and innovative range of sustainable solutions, allowing the Group to outperform in multi-family housing and non-residential markets. In a new construction market that remains

sharply down in **China**, the Group continued to outperform thanks to its exposure to renovation and to its digital sales model. **South-East Asia** reported growth, driven by its second-half performance and strong momentum in Indonesia, benefiting from the enhancement of its range of innovative solutions, as well as from Vietnam, which won new customers thanks to the rollout of customized logistics and digital solutions. The integration of **CSR in Australia** – completed on July 9, 2024 – is progressing well, with a good operating performance in the second half.

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## D – High Performance Solutions (HPS): sequential improvement in organic growth and slight growth in operating margin



### SALES (€m)

- HPS reported **like-for-like sales down 1.9%** over the year, with a sequential improvement between the first half (down 3.5%) and the second (down 0.3%). The operating margin was up slightly at 12.1%, thanks to well-managed costs and prices which offset the lower volumes.
- Businesses serving **global construction customers** were up by 0.5% over the year and accelerated to grow **3.9% in the second half**, driven by both Adfors reinforcement solutions against a weaker comparison basis, and by the Construction Chemicals Business Unit (up 3.1%). **The good trends in Chryso and GCP sales continued**, driven by infrastructure projects and the innovation drive for decarbonization in the construction sector. In 2024 Chryso contributed to the construction of the largest hydroelectric plant in India, supplying cutting-edge admixtures that met high-level technical specifications. **Eight new industrial sites or production lines** were opened in the year (new plants in the Philippines, Vietnam, Australia, Colombia, Brazil and Finland; two new lines in India) – leveraging Saint-Gobain’s global

### OPERATING INCOME(€m) and MARGIN (%)

- reach to set up production facilities in record time at existing production sites – and **construction work began on six new facilities** (US, Canada, Mexico, UK, Turkey and Morocco). The completion of the **FOSROC** acquisition further strengthens the Group’s construction chemicals presence in countries with strong structural growth (India, Middle East and Asia-Pacific).
- **Mobility** sales contracted 2.2% over the year, but the business captured market share on **high value-added models** thanks to its differentiation and investments for innovation. It also benefited from productivity gains, notably with the optimization of its industrial footprint, following the closure of Spain’s Avilès plant in June 2024.
  - Businesses serving **Industry** were down 2.8% over the year, but stabilized in the second half (up 0.6%), supported by decarbonization technologies and a rebound in sales of specialty materials, which saw growth in their order book at the end of 2024.

### 1.1.1.4 Financial indicators

#### A – New record EBITDA Margin and recurring net income

(in EUR million)	2023	2024
<b>EBITDA</b>	<b>7,001</b>	<b>7,205</b>
<b>EBITDA margin</b>	<b>14.6%</b>	<b>15.5%</b>
<b>Operating income</b>	<b>5,251</b>	<b>5,304</b>
Non-operating costs	(236)	(236)
Capital gains (losses), impacts resulting from changes in Group structure and other	(365)	(167)
Asset write-downs and amortization of PPA	(419)	(524)
Net financial expense	(425)	(457)
Income tax	(1,060)	(994)
<b>NET ATTRIBUTABLE INCOME</b>	<b>2,669</b>	<b>2,844</b>
<b>RECURRING NET INCOME <sup>(1)</sup></b>	<b>3,416</b>	<b>3,474</b>
<b>Recurring EPS (in €) <sup>(2)</sup></b>	<b>6.73</b>	<b>6.95</b>

<sup>(1)</sup> Recurring net income: net attributable income excluding capital gains and losses on disposals, asset write-downs, amortization of PPA, IFRS 3 acquisition costs and other non-recurring items (material non-recurring provisions, impacts of hyperinflation, etc.).

<sup>(2)</sup> Recurring EPS: calculated based on the weighted average number of shares outstanding (499,715,108 shares in 2024, versus 507,282,902 shares in 2023).

**EBITDA** was up 2.9% to a new record high of **€7,205 million**, with the **margin up 90 basis points to 15.5%**. EBITDA includes stable 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 €691 million (€784 million in 2023). It reflects €291 million in asset write-downs relating essentially to site closures and disposals (€238 million in 2023), €233 million in Purchase Price Allocation (PPA) intangible amortization (€181 million in 2023), and €167 million in disposal losses and

impacts relating to changes in Group structure (€365 million in 2023).

**Recurring net income** rose 1.7% to a record high of **€3,474 million**. The tax rate on recurring net income was 24%.

**Capital expenditure** totaled **€2,049 million**. The Group opened **24 new plants and production lines** focused on the structurally high-growth markets of North America, Asia and emerging countries, as well as construction chemicals.

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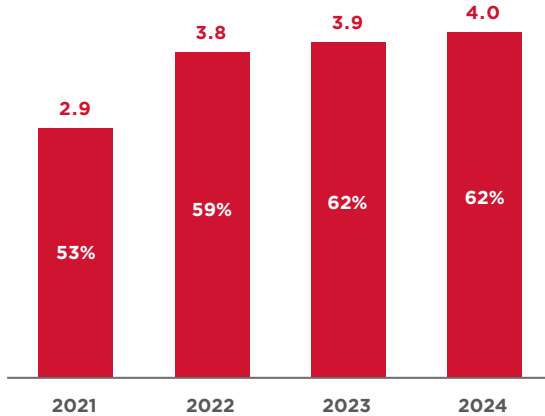
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**B – New record free cash flow generation**

FREE CASH FLOW IN €bn AND CONVERSION RATIO IN %



- Reduction of 1 day in OWCR\*
- **More than three-fold increase in cash generation** since the transformation thanks to a **now deep-rooted cash culture**
- Net debt / EBITDA ratio at 1.4x
- **Strong financial discipline** recognized by rating agencies

\* Operating Working Capital Requirement

**Free cash flow** came in at a **new record-high of €4,031 million**. The **conversion ratio remained stable at 62%**, with very good management of operating working capital requirement (WCR), which represented 12 days' sales at end-2024 compared to 13 days' sales at end-2023.

**ROCE** was **14.3%** in 2024, resulting in **strong value creation for our shareholders**.

**Investments in securities** totaled around **€2.9 billion** (net of CSR short- and medium-term monetizable real estate assets), including mainly €1.9 billion for the CSR acquisition in Australia and €0.6 billion for Bailey in Canada. Other notable acquisitions included His Yalitim in insulation in Turkey, ICC in technical insulation in the US, Glass Service (digital solutions to accelerate the decarbonization of glass furnaces), and acquisitions in construction chemicals

(Kilwaughter in the UK, Izomaks in Saudi Arabia, IMPTEK in Ecuador, Technical Finishes in South Africa and R.SOL in France). Overall, the Group's acquisitions in 2024 represent full-year sales of around €1.8 billion and around €375 million in EBITDA (including synergies from year 3 onwards), or **7.7x EBITDA**.

**Divestments** represented **€221 million** and reflected disposals of tangible assets, PAM Building and foam insulation activities in the UK.

**Net debt** was **€9.8 billion** with a net debt to EBITDA ratio of 1.4x versus 1.1x at end-2023. Pro forma for the recently completed acquisitions of Cemix and FOSROC, the net debt to EBITDA ratio remains at the lower end of the target range (between 1.5x and 2.0x).

### 1.1.1.5 Attractive shareholder return policy

In 2024, the **dividend** paid and **share buybacks** carried out represented around **€1.5 billion**:

- a dividend of €1,045 million was paid in respect of 2023;
- an amount of €420 million was allocated for share buybacks in 2024 (net of employee share creation), reducing the number of shares outstanding to 497 million at end-2024 (502 million at end-2023).

**Saint-Gobain's Board of Directors decided to recommend to the Shareholders' Meeting on June 5, 2025 the payment of a cash dividend up 5% to €2.20 per share for 2024 (€2.10 for 2023). The ex-dividend date has been set at June 9, 2025 and the dividend will be paid on June 11, 2025.**

**With €2 billion in share buybacks since 2021, the Group has completed - one year earlier than expected - the objective announced in 2021 under its "Grow & Impact" plan (2021-2025). The Group will continue its policy with a new target of €400 million in share buybacks for 2025 (net of employee share creation).**

### 1.1.1.6 Strategic priorities and 2025 outlook

In 2025 the Group will continue to implement the strategic priorities of its "Grow & Impact" plan:

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

- Constant focus on margin through management of the price-cost spread and ongoing productivity and industrial cost-saving initiatives;
- Capital expenditure around 4.5% of sales, with strict allocation to structurally 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;
- Leverage the full potential from the integration of recent acquisitions;
- Continue to enhance the Group's profile through value-creating acquisitions and divestments.

#### 3) Continued focus on our ESG roadmap as worldwide leader in light and sustainable construction

- Promote our positive-impact sustainable solutions - low-carbon and with high-recycled-content - among our customers;

- Extend the decarbonization of construction to the entire value chain, playing our full role as leader in light and sustainable construction across the globe.

**In a macroeconomic environment that remains contrasted, Saint-Gobain will continue to demonstrate a very strong operating performance in 2025. Assuming no major disruption linked to geopolitics, the Group expects the following trends:**

- Europe: construction markets stabilizing, with a gradual recovery country-by-country expected in the second half;
- Americas: a good level of activity maintained in North America and Latin America;
- Asia-Pacific: growth led mainly by India, South-East Asia and the integration of CSR in Australia;
- High Performance Solutions: dynamic growth in Construction Chemicals; Mobility to hold firm thanks to its high value-added solutions; gradual recovery in growth expected for most industrial markets.

**Saint-Gobain expects an operating margin of more than 11.0% in 2025**

*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

### 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.

### Sustainability issues integrated into the strategy

The update of the double materiality analysis conducted in 2024 identified and prioritised the material sustainability issues for the Group. These sustainability issues were translated into impacts, risks and opportunities.

Saint-Gobain takes into account each impact through the three pillars of its CSR roadmap and its objectives, maximize the positive impact of its activities, minimize its footprint on the environment and on human beings, and engage stakeholders.

Beyond the risks identified, the analysis also highlights strategic opportunities to generate sustainable growth, create value, innovate and strengthen resilience in the face of sustainability challenges.

These opportunities relate to adapting to climate change by proposing solutions for a more resilient housing, and developing a more circular economy.

#### 1.2.1 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.

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

**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. These scope 1, 2 and 3 reduction targets have been validated by the Science Based Target initiative (SBTi), which considers them to be in line with the Paris Agreement.

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 between 2017 and 2030, without resorting to carbon offsetting or sequestration measures,
  - 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).

**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.

Saint-Gobain has estimated that some 1, 043 million metric tons of emissions have been avoided thanks to the solutions produced and sold in one year in 2023 throughout their entire life cycle. This research was conducted for the residential and non-residential buildings segment and for technical insulation activities (insulation in an industrial environment or insulation of ducts and pipes).

Avoided emissions are assessed by calculating the benefits provided by the installation of Saint-Gobain solutions compared to an installation meeting the standard or regulation. 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). At the end of 2024, 57.7% of revenues were generated by products covered by verified LCAs or EPDs, either specific (produced by Saint-Gobain) or generic (produced by our professional associations).

This represents more than 2,700 verified EPDs published in more than 40 countries; the Group is positioned as the world’s leading provider of verified EPDs – by number – in the construction sector.

**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 42% 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.

Saint-Gobain has also developed other sustainable solutions, such as the Group’s first plasterboard made from 100% recycled plaster (Gyproc SoundBloc Infinaé 100), a reinforced roofing technology resistant to extreme weather events (ClimateFlex®), a new range of low-carbon mortars (Enaé®), high-performance façade systems (EnveoVent), a range of additives developed by Chryso that reduce the carbon footprint of calcined clay-based cements by up to 40% (EnviroMix®C-Clay), and a new generation of recyclable glass wool, Lanaé®, which Isover has been gradually rolling out in Europe since 2024.

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.

In March 2024, very low-carbon production began at three US siding manufacturing sites, through the use of 100% renewable electricity. The Group also launched a project in 2024 to build a second flat glass production line in Egypt, with its own a solar farm.

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 2024, Saint-Gobain has invested over €251 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 8.5 million tonnes for scope 1 and 2 at the end of 2024 and at 24,4 million tonnes for scope 3 at the end of 2023. For scope 1 and 2, this represents a reduction of 38% compared to 2017.

On a pro forma basis, and including the latest acquisitions on an annualised basis (notably CSR and Bailey), the Group’s scope 1 and 2 emissions amount to 8.9 million tonnes of CO<sub>2</sub>e, enabling it to also post a 34% reduction in its emissions compared to 2017 and to be aligned with the targets for the end of 2030 validated by SBTi in 2020.

These **objectives are as follows**: 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.

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 net zero emissions 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.

## 1.2.2 More performance with less

The construction sector accounts for nearly 50% 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**:

- water quality, with risks of water contamination following discharges from industrial or construction sites, and the use of substances of concern and plastics;
- pressure on natural resources, in particular the extraction of natural raw materials to meet the needs of the Group's operations and markets;
- pressure on biodiversity resulting from the artificialization of soils for construction markets, extraction operations, and purchases of materials that could increase the risks of deforestation.



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

- a range of solutions that optimize circular flows (recyclability and the incorporation of recycled and biosourced materials);
- the creation of recycling routes and product reuse programs, including service offerings around waste management along the value chain;
- increasing the lifespan and time-in-use of buildings by proposing solutions that favor modularity, changes in use, or longer lifespans.

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.

### 1.2.3 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.

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 2024 shows that 86% 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 ninth year in a row that the Group has been ranked among the 17 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 this end, 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 contributes to 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 2024, the TRAR (total recordable accident rate with and without lost time for Saint-Gobain, temporary workers and permanent subcontractors) was 1.4. It was 1.3 at the end of December 2023. The TF2 indicator has been divided by 2 since 2017. This slight deterioration is mainly due to the integration of acquisitions and the time needed to assimilate the Group's demanding standards and safety culture.

### 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 around €22 million in 2024 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 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.

Each country can undertake supplementary programs to support vulnerable populations in local communities.

The Saint-Gobain Foundation contributes to programs with local communities by supporting the commitment of employees. All Group employees can sponsor solidarity actions in two areas: the professional integration of young adults in difficulty and the construction or renovation of living spaces for people in precarious situations. Since its creation in 2008, the Foundation has supported 428 projects, including 41 in 2024.



### 1.2.4 Improvement in terms of environmental, social and governance (ESG) performance in 2024

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

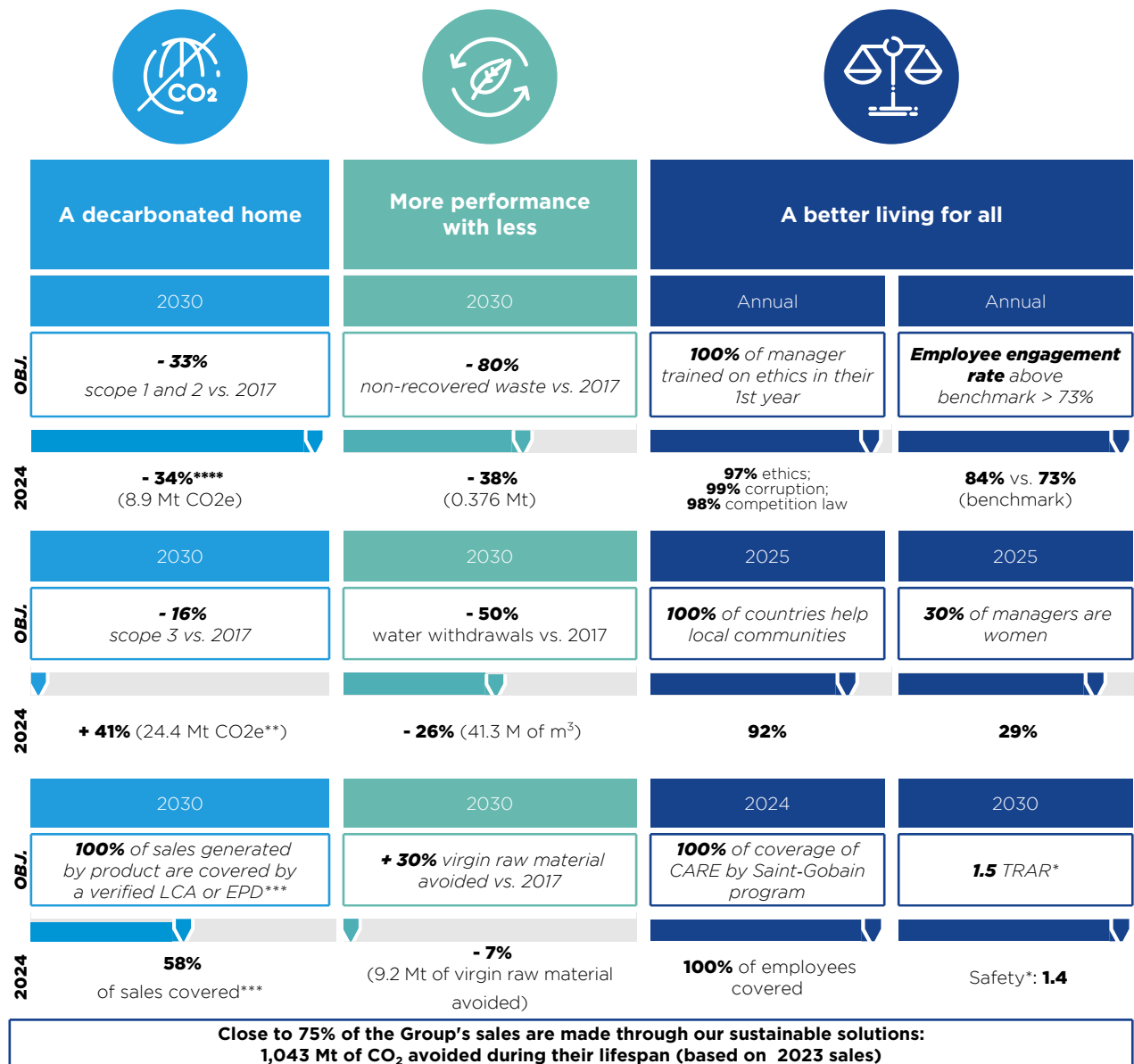
Saint-Gobain has prioritized its CSR challenges and actions. They have been associated with risks and opportunities, identified in application of legal provisions. This prioritization also takes into account the expectations of stakeholders identified in the materiality analysis and the environmental,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



\* 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 negoce. / \*\*\*\* Including full-year effect of recent acquisitions (8.5 Mt CO2e without, i.e. -37% reduction).

**Significant ESG progress in 2024**

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**

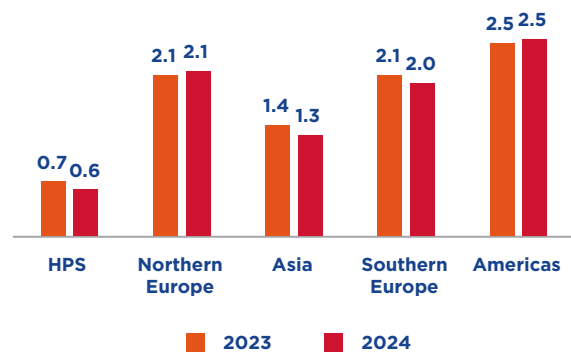
Saint-Gobain is taking action to reduce its environmental footprint and is committed to contributing to carbon neutrality by 2050 with the deployment of its CO<sub>2</sub> roadmap by 2030.

The year 2024 was marked by the following results:

- Slight recovery in activity in the United States and reactivation of a float in Northern Europe in particular;
- Reduction of scope 1 and 2 by -37% compared to 2017 excluding recent acquisitions (in absolute value), aligned with the 1.5°C trajectory of the Paris Agreement and in line with the 2030 objective validated by the Science Based Targets initiative (SBTi); reduction of -34% compared to 2017 on an annual basis including the effects of recent acquisitions on a full-year basis;
- The reduction in emissions in 2024 remains primarily linked to greater use of decarbonized energies, notably thanks to the implementation of major contracts signed in 2022. Additionally, four new significant contracts were signed in 2024 and will be deployed in the next two years;

- For the Group as a whole, a 10-point increase in the share of decarbonized electricity in total electricity consumption to reach 67% in 2024;
- Decoupled growth of CO<sub>2</sub> emissions: the carbon intensity per euro of revenue and EBITDA decreased by 43% and 58% respectively in 2024 compared to 2017 (scope 1+2+3), reflecting the Group's objective to maximize environmental impacts through sustainable and efficient solutions while reducing its footprint;
- Increase of 1% in energy consumption between 2023 and 2024, which is lower than the production recovery over the year. Today, the energy consumed still predominantly comes from fossil fuels, and given its impact on carbon emissions, Saint-Gobain prioritizes the transition to decarbonized energy by evolving its energy mix.

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



**Social**

The strong engagement of the teams was further demonstrated by the satisfaction survey carried out in 2024, with a record participation rate of 89% (over 125,000 employees) and a stable and remarkable level of employee engagement at 84% which is the highest in the sector (by 10 percentage points).

- Headcount trends: after a sharp fall in 2023 due to the disposal of the materials trading business in the UK, year-end headcount was up slightly on 2023, reaching just over 169,000 (including temporary staff).
- At the end of 2024, the Group's workforce distribution is in line with its strategic development, with an increase in the number of employees in Australia following the acquisition of CSR, and in the construction chemicals businesses. France, the United States, Brazil and India remain the Group's main markets.
- Health and Safety: TRAR safety results, including subcontractors and temporary staff, deteriorated slightly in 2024, from 1.3 to 1.4, mainly due to the integration of acquisitions and the time required for them to adopt the Group's safety standards and culture.
- Training and personal development: more than 91% of employees had access to training in 2023, either face-to-face or in a digital format, and almost two-thirds of the Group (managers and non-managers) carried out an annual appraisal with their manager during the year.
- Diversity: with 28.6% of managers and 26.8% of senior managers female in 2024, Saint-Gobain is on track to meet its target of 30% female managers by 2025 and has achieved its goal of 25% female senior managers a year ahead of schedule.

- Since the December 2023, employees 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 key moments in family life, particularly maternity and paternity leave. Acquired companies undertake to implement the program within a maximum of three years. In addition, the Group continues to support projects through its foundation and local initiatives (see section 3.4.3, of the Universal Registration Document) and this contribution reached nearly €22 million in 2024 in all the countries where we operate.

**Ethics and compliance**

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 on ethical issues upon joining the Group, by the end of 2024 almost 99% of all managers had received training on the code of ethics and on competition rules, and over 99% had received training on anti-corruption;
- the weighting of ESG criteria in annual bonuses is 10% (5% based on reduction of CO<sub>2</sub> emissions and 5% on safety) and 20% in long-term remuneration plans (10% linked to reduction of CO<sub>2</sub> scope 1+2 emissions, 5% on safety and 5% on diversity).

# GOVERNANCE

## 2.1 PRESENTATION OF THE BOARD OF DIRECTORS

As of April 1, 2025, 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 Director in charge of overseeing the efficient running of the Company's governance bodies.

The Board of Directors comprises a proportion of **82% 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 **55% women**. The Board of Directors held twelve meetings in 2024. The global attendance rate of the directors in office as of February 1, 2025 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 2024 Universal Registration Document available on the website [www.saint-gobain.com/fr](http://www.saint-gobain.com/fr) (the "**2024 Universal Registration Document**").



### 82%

independent directors



### 96%

attendance rate



### 1

Lead Director and Vice Chairman of the Board



### 55%

women <sup>(a)</sup>



### 36%

foreign directors <sup>(a)</sup>



### 1

director representing employee shareholders



### 2

employee directors

<sup>(a)</sup> 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, 2025 <sup>(1)</sup>.



### BENOIT BAZIN

Chairman and Chief Executive Officer

**Date of first election:** June 2021

**Number of shares held:** 216,733

**Other offices and duties held outside the Group:**

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

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

Chairman and Chief Executive Officer of Compagnie de Saint-Gobain  
56 years old

Nationality:  
French



### SOPHIE BROCHU

Independent Director  
Member of the Corporate Social Responsibility Committee

**Date of first election:** June 2024

**Number of shares held:** 1,200

**Other offices and duties held outside the Group:**

- Director, member of the Corporate Governance Committee and Chair of the Human Resources Committee of CGI\*
- Director, member of the Human Resources Committee and President of the CAE\* Governance Committee

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

Company Director  
61 years old  
Nationality: Canadian



### JEAN-FRANÇOIS CIRELLI

Independent Director  
Lead Director and Vice Chairman of the Board  
Chairman of the Nomination and Remuneration Committee

**Date of first election:** June 2020

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

**Other 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)

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

Chairman of BlackRock France, Belgium and Luxembourg <sup>(a)</sup>  
66 years old  
Nationality:  
French



### LYDIE CORTES

Employee Director  
Member of the Nomination and Remuneration Committee

**Date of first election:** May 2018

**Number of shares held:** 7

**Other offices and duties held outside the Group:**

None.

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

Product Safety Coordinator at Weber  
54 years old  
Nationality:  
French

<sup>(a)</sup> Director as an individual, and not as a BlackRock representative, Jean-François Cirelli does not represent BlackRock on the Board of Directors. Moreover, BlackRock has appointed a third party (the Custom Policy department of Glass Lewis) 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 2024 Universal Registration Document.

\* Listed company.

\*\* Foreign company.



**SIBYLLE DAUNIS OPFERMANN**

Director representing employee shareholders

**Date of first election:** March 2020  
**Number of shares held:** 3,058  
**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  
50 years old  
Nationality: French



**THIERRY DELAPORTE**

Independent Director  
Member of the Audit and Risk Committee

**Date of first election:** June 2022  
**Number of shares held:** 1,795  
**Other offices and duties held outside the Group:**  
None\*.

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

Company director  
57 years old  
Nationality: French

\* The appointment of Thierry Delaporte as an independent director on the Board of Directors of Edenred is being proposed at the Company's General Meeting scheduled for May 7, 2025.



**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, member 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*

Director of companies  
67 years old  
Nationality: German



**AGNÈS LEMARCHAND**

Independent Director  
Chairwoman of the Corporate Social Responsibility 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  
70 years old  
Nationality: French



**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 Anheuser Capital

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

Member of the Management Board of Deutsche Telekom AG and Chief Executive Officer for Europe  
60 years old  
Nationality: Belgian



**JANA REVEDIN**

Independent Director  
Member of the Corporate Social Responsibility Committee

**Date of first election:** June 2023  
**Number of shares held:** 1,200  
**Other offices and duties outside the Group:**  
None.

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

Architect and full professor of architecture and urban planning at the École Spéciale d'Architecture in Paris  
59 years old  
Nationality: German

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

**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\*
- Director of Socotec

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

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

**Nationality:**  
**French**

**GEOFFROY ROUX DE BÉZIEUX**

Independent Director  
Member of the Nomination and Remuneration Committee

**Date of first election:** June 2024

**Number of shares held:** 1,200

**Other offices and duties outside the Group:**

- Director and head of the Appointments and Compensation Committee of Parrot\*
- Director of Bureau Veritas\*
- Director of DiotSiaci
- Executive Vice President of Evoriel

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

**Company director**  
**62 years old**  
**Nationality:**  
**French**

**HÉLÈNE DE TISSOT**

Independent Director  
Member of the Audit and Risk Committee

**Date of first election:** June 2024

**Number of shares held:** 1,200

**Other offices and duties outside the Group:**

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

*Pernod Ricard  
5, cours Paul Ricard  
75008 Paris*

**Executive Vice President, Finance and IT at Pernod Ricard Group**  
**55 years old**  
**Nationality:**  
**French**

**PHILIPPE THIBAUDET**

Employee Director  
Member of the Corporate Social Responsibility Committee

**Date of first election:** May 2018

**Number of shares held:** 7

**Other offices and duties held outside the Group:**

None.

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

**EHS Operations Manager at Isover**  
**44 years old**  
**Nationality:**  
**French**

\* Listed company.

\*\* Foreign company.

## 2.1.2 THE BOARD OF DIRECTORS' COMMITTEES

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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 2024 fiscal year are described in section 5.1.2 of the 2024 Universal Registration Document, p. 273 to 277.

**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.**

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The table below gives a general overview of the members of the Board of Directors and its committees as at April 1, 2025:

Name	Age	Independent <sup>(a)</sup>	Other terms <sup>(e)</sup>	ARC <sup>(f)</sup>	NRC <sup>(g)</sup>	CSRC <sup>(h)</sup>	End of term date	Years of seniority
 Benoit Bazin	56	No	1				General meeting called to approve the accounts for the 2024 financial year	3.5
 Sophie Brochu	61	Yes	2			(M) <sup>(i)</sup>	General meeting called to approve the accounts for the 2027 financial year	0.5
 Jean-François Cirelli <sup>(d)</sup>	66	Yes	0		(P) <sup>(j)</sup>		General meeting called to approve the accounts for the 2027 financial year	4.5
 Lydie Cortes	54	No	<sup>(b)</sup> 0		(M)		General meeting called to approve the accounts for the 2025 financial year	6.5
 Sibylle Daunis-Opfermann	50	No	<sup>(c)</sup> 0				General meeting called to approve the accounts for the 2024 financial year	4.5
 Thierry Delaporte	57	Yes	0	(M)			General meeting called to approve the accounts for the 2025 financial year	2.5
 Pamela Knapp	67	Yes	2	(P)			General meeting called to approve the accounts for the 2024 financial year	11.5
 Agnès Lemarchand	70	Yes	0			(P)	General meeting called to approve the accounts for the 2024 financial year	11.5
 Dominique Leroy	60	Yes	3 <sup>(l)</sup>		(M)		General meeting called to approve the accounts for the 2026 financial year	7.5
 Jana Revedin	59	Yes	0			(M)	General meeting called to approve the accounts for the 2026 financial year	2.5
 Geoffroy Roux de Bézieux	62	Yes	2		(M)		General meeting called to approve the accounts for the 2027 financial year	0.5
 Gilles Schnepf	66	No	1	(M)			General meeting called to approve the accounts for the 2024 financial year	15.5
 Philippe Thibaudet	44	No	<sup>(b)</sup> 0			(M)	General meeting called to approve the accounts for the 2025 financial year	6.5
 Hélène de Tissot	55	Yes	1	(M)			General meeting called to approve the accounts for the 2027 financial year	0.5
<b>NUMBER OF MEETINGS<sup>(k)</sup></b>				<b>BOARD: 12</b>	<b>ARC: 4</b>	<b>NRC: 4</b>	<b>CSRC: 4</b>	
<b>ATTENDANCE RATE</b>				<b>96 %</b>	<b>100 %</b>	<b>100 %</b>	<b>94 %</b>	

<sup>(a)</sup> According to the criteria set forth in Recommendation 10.5 of the Afep-Medef Code, see section 5.1.1, of the 2024 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 and Vice Chairman of the Board.

<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>(j)</sup> Chairperson of a committee.

<sup>(k)</sup> For the period from January 1, 2024, to December 31, 2024.

<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 Jean-Dominique Senard, Independent Director. This function was maintained during the period of dissociation of

functions that allowed for the transition between Pierre-André de Chalendar and Benoit Bazin, given that the Chairman of the Board of Directors, Pierre-André de Chalendar, was not independent. Since the conclusion of the General Meeting on June 6, 2024, Jean-François Cirelli has held the position of Lead Independent Director and Vice Chairman of the Board of Directors.

#### Activities during fiscal year 2024

The Lead Independent Director carried out his activities during fiscal year 2024 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. of the 2024 Universal Registration Document).

In 2024, Jean-Dominique Senard served as Lead Independent Director until the General Meeting held on June 6, 2024, and Jean-François Cirelli has served as Lead Independent Director and Vice Chairman of the Board since the conclusion of that same Meeting.

Each of them carried out their duties in accordance with the responsibilities and resources described in the Board of Directors' internal rules applicable during the respective periods in which they held office (see section 9.1.1 of the 2024 Universal Registration Document).

At the General Meeting held on June 6, 2024, Jean-Dominique Senard presented a review of his activity as Lead Independent Director for the period from January 1 to June 6, 2024, so that the activity report only covers the period from June 7 to December 31, 2024.

In 2024, Jean-François Cirelli attended eleven of the twelve meetings of the Board of Directors and all four meetings of the Nomination and Remuneration Committee, of which he is Chairman.

His work, in his capacity as Lead Independent Director and Vice Chairman of the Board, especially consisted of:

- regularly engaging with the Chairman and Chief Executive Officer, who kept him informed about the Company's operations and key matters;
- liaising with directors on governance-related issues: given the effective functioning of the Board, these interactions mainly focused on the Board's self-assessment and work program;
- conducting the assessment of the organization and operation of the Board and its committees, which took place in October and November 2024, 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 and Vice Chairman of the Board;
- the Lead Independent Director spoke with the Chairman and Chief Executive Officer 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 several shareholders to discuss the governance of Saint-Gobain;
- leading a post-board discussion at the end of each Board meeting, in the presence of the Chairman and Chief Executive Officer, to discuss the governance of the meeting and allow directors to express their views on this matter;
- reviewing the draft agendas for the meetings of the Board of Directors and the committees for the second half of 2024, as well as the specific agendas for the meetings;
- discussing with the Chairman and Chief Executive Officer the succession plan in the event of an unforeseen vacancy;
- 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);
- reviewing chapter 5, section 5.1.1. of the 2024 Universal Registration Document related to the "Composition of the Board of Directors" and section 5.1.2. related to the "Operation of the Board of Directors".

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## 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 2024 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 2024 and the changes proposed to the General Meeting of June 5, 2025:

	General Meeting of June 6, 2024	General Meeting of June 5, 2025
<b>Cessation of duties</b>	Pierre-André de Chalendar (June 2006) Iêda Gomes Yell <sup>(a)</sup> (June 2016) Jean-Dominique Senard <sup>(a)</sup> (June 2012)	Pamela Knapp (June 2013) <sup>(a)</sup> Agnès Lemarchand (June 2013) <sup>(a)</sup> Gilles Schnepp (June 2009)
<b>Renewal</b>	Jean-François Cirelli <sup>(a)</sup> (June 2020)	Benoit Bazin (June 2021) Sibylle Daunis-Opfermann (March 2020) <sup>(a)</sup>
<b>Proposed nomination/ratification</b>	Sophie Brochu <sup>(a)</sup> Hélène de Tissot <sup>(a)</sup> Geoffroy Roux de Bézieux <sup>(a)</sup>	Maya Hari <sup>(a)</sup> Antoine de Saint-Affrique <sup>(a)</sup> Hans Sohlström <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 6, 2024, and as foreseen by the end of the General Shareholders' Meeting of June 5, 2025, subject to the renewal and appointment of the directors listed above:

	As from the General Shareholders' Meeting of June 6, 2024	As from the General Shareholders' Meeting of June 5, 2025 (subject to approval)
Percentage of independent directors <sup>(a)</sup>	82%	91%
Percentage of women <sup>(b)</sup>	55%	45%
Percentage of foreign directors <sup>(c)</sup>	36%	45%

<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 5, 2025 (subject to approval), the Board of Directors would consist of 50% 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, 2025.



46 years old

Nationality: Singaporean

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

**MAYA HARI**

**Principal office held:** Partner at the company Modern Manifesto

**Expertise and experience:**

Maya Hari began her professional career in 2001 at Cisco Systems as head of enterprise sales and competitive strategy.

Maya Hari has over twenty years of experience in scaling high-growth businesses undergoing digital and technological transformation on a global scale, having worked for multinational companies such as Twitter, Google, Microsoft, Cisco, Samsung, and Condé Nast.

She spent seven years at Twitter, where she served as head of global strategy and operations and Chief Executive Officer for the Asia-Pacific region.

From 2022 to 2024, Maya Hari was the Chief Executive Officer of Terrascope, a company she founded to help large corporations reduce emissions and decarbonize their value chains using artificial intelligence.

Maya Hari is currently a partner at Modern Manifesto, an investment fund focused on climate, sustainability, and technology, aimed at empowering SMEs to grow.

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

- Director of Cipla\*
- Director of Axiata\*
- Director of IMDA ("Infocomm Media Development Authority")
- Director of Singlife\*\*

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

- Chief Executive Officer of Terrascope\* (2022-2024)
- VP, Global Strategy & Operations (April 2021-Sept 2021) and VP & Managing Director Asia Pacific (2016-April 2021) of Twitter\*

\* Listed company.

\*\* Non listed foreign company.

**Maya Hari, partner at the company Modern Manifesto who is a Singaporean national, would bring to the Board of Directors her deep understanding of Indian and Pan-Asian markets, which is valuable for Saint-Gobain's development in Asia and emerging countries. She will provide the Board with an entrepreneurial perspective and strong expertise in innovation related to artificial intelligence, digital technology, and sustainability. Ms. Maya Hari has international experience and a proven track record in the governance of listed companies, as well as in finance and strategy.**

**The appointment of Maya Hari as Independent Director is subject to the approval of the 7th resolution.**

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**60 years old**

**Nationality:** French

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

## ANTOINE DE SAINT-AFFRIQUE

**Principal office held:** Chief Executive Officer of Danone

### Expertise and experience:

Antoine de Saint-Affrique began his professional career in 1989 at Unilever, where he held several senior marketing positions over nearly 15 years, first in France and then in the United States.

From 1997 to 2001, he was Marketing Director and Partner at Amora-Maille, a company under Leveraged Buy Out (LBO) with PAI.

In 2003, he was appointed Chief Executive Officer of Unilever Hungary, Croatia, and Slovenia, and in 2005, Executive Vice President for Unilever's Central and Eastern Europe region.

In 2009, he became Executive Vice President in charge of the dermatology products division, and in 2011, he was appointed President of Unilever Foods and a member of the Group Executive Committee.

From 2015 to 2021, he served as Chief Executive Officer of Barry Callebaut.

He was also a board member of Essilor from 2009 to 2020.

Since 2021, Antoine de Saint-Affrique has been Chief Executive Officer of Danone.

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

- Chief Executive Officer and director of Danone SA\*
- Chairman of Danone Communities (SICAV)
- President of Livelihoods Fund for Family Farming SAS\*\*
- Director, member of the Audit Committee and the Nomination Committee of Burberry Group plc\* (United-Kingdom) <sup>(1)</sup>
- Administrator of Naandi Community Water Services (NCWS)

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

- Director, member of the Nomination and Remuneration Committee of Barry Callebaut\* (Switzerland) (2023-2024)
- Chief Executive Officer of Barry Callebaut\* (Switzerland) (2015-2021)
- Director of Barry Callebaut Sourcing AG\* (Switzerland), Barry Callebaut Cocoa AG\* (Switzerland) (2015-2021)

\* Listed company.

\*\* Non listed foreign company.

**Antoine de Saint-Affrique, Chief Executive Officer of Danone, would bring to the Board of Directors his extensive international experience in general management, through which he has developed strong expertise in industry, CSR, strategy, climate, finance (with significant experience in mergers and acquisitions), digital, and innovation. He also has substantial commercial and marketing experience in the consumer goods and B2B sectors. He offers a global perspective, having worked in numerous countries (United States, Netherlands, Hungary, Russia, United Kingdom, and Switzerland) and managed global operations. In addition, he has extensive experience in corporate governance.**

**The appointment of Antoine de Saint-Affrique as Independent Director is subject to the approval of the 8th resolution.**

<sup>(1)</sup> Until July 16, 2025.



### HANS SOHLSTRÖM

**Principal office held:** President and Chief Executive Officer of Stora Enso

**Expertise and experience:**

Hans Sohlström began his professional career at UPM from 1988 to 2012, an integrated paper company where he spent nearly 24 years in various leadership roles, including four years in France.

He was appointed a member of the group executive team of UPM-Kymmene Corporation in 2004, then served as head of marketing from 2004 to 2007, head of new ventures and biofuels from 2007 to 2008, and head of corporate relations and development from 2008 to 2012.

He was a member of the Board of Directors of Stora Enso Oyj from 2021 to 2023, President and Chief Executive Officer of Ahlstrom Oyj from 2018 to 2022, President and Chief Executive Officer of Ahlström Capital from 2016 to 2018, and of Rettig Group Oy from 2012 to 2016.

Hans Sohlström has been President and Chief Executive Officer of Stora Enso since 2023.

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

- President and Chief Executive Officer of Stora Enso\*

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

- Board member and Director of Uponor\* (March 2023-December 2023)
- Board member and Director of Stora Enso (march 2021-September 2023)
- President and Chief Executive Officer of Ahlstrom\* (2018-2022)

\* Listed company.

\*\* Non listed foreign company.

**60 years old**

**Nationality:** Finnish

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

**Hans Sohlström, President and Chief Executive Officer of Stora Enso who is a Finnish national, would bring to the Board of Directors his extensive international experience as Chairman of Chief Executive Officer of several globally active companies, which has also enabled him to develop strong expertise in industry, sustainability, and innovation. He also has in-depth knowledge of the construction and materials sector. Lastly, Hans Sohlström has solid skills in governance, finance, strategy, and mergers and acquisitions.**

**The appointment of Hans Sohlström as Independent Director is subject to the approval of the 9th resolution.**

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## 2.2.3 PROPOSED RENEWAL OF DIRECTORS

Information as of April 1, 2025.



### BENOIT BAZIN

**Director – Chairman and Chief Executive Officer of Compagnie de Saint-Gobain**

**First election:** June 2021

**Number of shares held:** 216,733

**Attendance rate in 2024:**

- Board of Directors: 100%

**Expertise and experience:**

After studying in France and in the United States and spending four years at the Interministerial Committee on Industrial Restructuring (ICIR) and the Treasury Department within the French Ministry of Finance, Benoit Bazin joined Saint-Gobain in 1999. He held various positions in France, including Corporate Planning Director from 2000 to 2002, and, starting in 2002, in the United States, in a general management role within HighPerformance Materials, before taking the Chief Financial Officer role of Compagnie de Saint-Gobain in 2005. From 2009 to the end of 2015, Benoit Bazin headed the Building Distribution Sector. In 2010, he was appointed Senior Vice President of Compagnie de Saint-Gobain. From 2016 to the end of 2018, Benoit Bazin headed the Construction Products Sector. During 2017, he was President and CEO of CertainTeed Corporation in the United States. Appointed Chief Operating Officer of Compagnie de Saint-Gobain on January 1, 2019, then Director on June 3, 2021, he was appointed Chief Executive Officer of Compagnie de Saint-Gobain as from July 1, 2021. He is Chairman and Chief Executive Officer of Compagnie de Saint-Gobain since June 6, 2024.

Benoit Bazin has been a Director of Compagnie de Saint-Gobain since 2021.

His offices held outside the Group over the past five years are described below.

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

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

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

- Director of the Cité de l'architecture et du patrimoine (2020-2024)

\* Listed company.

**56 years old**

**Nationality:** French

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

**On the proposal of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on November 28, 2024, unanimously decided to propose to the General Meeting the renewal of Benoit Bazin's term as Director, which will expire at the close of the General Meeting on June 5, 2025 (5th resolution).**

**The renewal of Benoit Bazin's terms of office represents continuity and is also recognition of:**

- the success of the Saint-Gobain strategy implemented since 2019 with the "Transform & Grow" and then "Grow & Impact" plans that he defined and implemented;
- the Group's excellent financial and operational performance despite a mixed macroeconomic environment and with geopolitical uncertainty: double-digit operating margin since 2021, doubling of net income, tripling of cash generation and increase of nearly 50% in value creation (ROCE) since 2018;
- the continued growth of the share price: tripling since January 2019 and doubling since 2021, with an average annual total shareholder return (TSR) of 27% since 2021, making Saint-Gobain the best performer on the CAC 40 over the 2023/2024 period;
- the acceleration of the Group's geographical development in regions with strong profitable growth;
- the establishment of a world leader in construction chemicals;
- the increased agility and operational responsibility of teams under the new country-based organization;
- the commitment (84%) and confidence of Saint-Gobain employees in the Group's future (89%), as revealed by the annual "me@Saint-Gobain" survey of Saint-Gobain employees in October 2024;
- the reduction of 34% <sup>(1)</sup> in scope 1 and 2 CO<sub>2</sub> emissions and 44% in the Group's carbon intensity per euro of turnover compared to 2017.

**The Board also decided that if the General Meeting decides to renew Benoit Bazin's term as Director, he will be reappointed Chairman of the Board of Directors and Chief Executive Officer of Saint-Gobain.**

**The renewal of Benoit Bazin as Director is subject to the approval of the 5th resolution.**

<sup>(1)</sup> Pro forma reduction of 34% in scope 1 and 2 CO<sub>2</sub> emissions (to 8.9 million tons), including CSR and Bailey on an annual basis.



**SIBYLLE DAUNIS OPFERMANN**

**Director representing employee shareholders**

**First election:** March 2020

**Number of shares held:** 3,058

**Attendance rate in 2024:**

- Board of Directors: 92%

**Expertise and experience:**

**Chief Executive Officer of La Plateforme du Bâtiment**

**50 years old**

**Nationality:** French

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

Sibylle Daunis Opfermann began her career in 1996 in an SME in the automotive sector, where she was responsible for optimizing the non-production purchases of large groups in the automotive subcontracting sector.

In 1998, she joined the Welding activity of the Air Liquide Group, where she held the position of deputy to the head of Production Purchasing, before joining the Marketing Department and being in charge of the management of the whole trading products.

In 2001, she joined Virax, a Facom Group company specializing in plumber's tools, as purchasing manager.

In 2005, she joined the Saint-Gobain Group, within PUM Plastiques, where she was deputy to the Purchasing Director. She held this position until 2010 before being appointed head of Marketing and Purchasing. In 2013, she was entrusted, in addition to her duties, with the digitalization of the trading brand, and with the function of Head of the Communication Department. Since September 2016, she has been the Chief Executive Officer of PUM.

Since February 1, 2024, she has been Chief Executive Officer of La Plateforme du Bâtiment.

Sibylle Daunis Opfermann has been a Director of Compagnie de Saint-Gobain since March 2020.

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

- None

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

- None

**Director representing employee shareholders since 2020, Sibylle Daunis Opfermann brings to the Saint-Gobain Board of Directors her in-depth knowledge of the Group, where she has worked for over 20 years, particularly in the distribution sector. She also contributes her experience in marketing, transformation, and digital innovation.**

**The renewal of Sybille Daunis Opfermann as Director representing employee shareholders is subject to the approval of the 6th resolution.**

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## 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 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.

### 2.3.3 COMBINATION OF ROLES STARTING ON JUNE 6, 2024

#### Decision to adopt a unified governance structure

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 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;
- appoint Jean-François Cirelli as Lead Independent Director and Vice Chairman of the Board at the end of that General Meeting;

- increase the authority of the Lead Independent Director (see section 2.3.3 of this document);
- propose to the General Meeting of June 6, 2024, the 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.

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

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 ensures 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 simplification of the Group's chain of command, with a presence in more than 79 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.

The Board of Directors will continue to discuss the relevance of the existing governance structure as part of the evaluation of its work.

## Reinforcement of checks and balances within the Board of Directors

### Appointment of a new Lead Independent Director and Vice Chairman of the Board

In view of the expiry of 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 Jean-François Cirelli, an independent director. His term began at the conclusion of the General Meeting on June 6, 2024.

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 the role he had 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 5.1.1, A of the 2024 Universal Registration 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 (the Custom Policy department of Glass Lewis) to exercise said voting rights on its behalf (see section 5.1.1, C of the 2024 Universal Registration Document).

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 and Vice Chairman of The Board.

### Reinforcement of the powers of the Lead Independent Director and Chairman of the Board as from the General Meeting of June 6, 2024

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

The Board's internal rules, which applies since the General Meeting of June 6, 2024 <sup>(1)</sup>, stipulates that he is responsible for the tasks and has the resources listed below. The items in italics and underlined below reflect the strengthening of the Lead Independent Director and Vice Chairman of the Board's duties and resources in the Board's internal rules that are since 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;
- 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*;
- serve as a point of contact for shareholders (note: previously only "at the request of the Chairman") of Compagnie de Saint-Gobain 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 *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: previously had to request authorization from the Chairman) "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;

<sup>(1)</sup> At its meeting of September 26, 2024, the Board of Directors amended the rules of procedure to take into account (i) the new responsibilities of the Audit and Risk Committee and the Corporate Social Responsibility Committee in connection with implementation of the Corporate Sustainability Reporting Directive (CSRD) of December 14, 2022 and (ii) the appointment of the Statutory Auditor in charge of certifying sustainability-related information at the General Meeting of June 6, 2024.

- 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 and Chief Executive Officer'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.

## A Board of Directors with strong independence

The proper operation of the Board of Directors also depends on the independence of its members.

As of February 1, 2025, independent directors represent 82% of the members of the Board of Directors, and their proportion will be increased to 91% (all the directors except for Benoit Bazin, the directors representing employees, and the director representing employee shareholders) if the appointments and reappointments proposed at the General Meeting of June 5, 2025, are approved (see section 5.1.1.B, p. 258 of the 2024 Universal Registration Document).

As of February 1, 2025, they also currently represent three quarters of the members of the Audit and Risk Committee and 100% of the members of the Nomination and Remuneration Committee, as well as the Corporate Social Responsibility Committee, and committee Chairpersons.

The particularly high level of independence of the Board of Directors and its committees ensures that the checks and balances introduced by the Board or already in place function smoothly.

## Other pre-existing checks and balances

In addition to the role of Lead Independent Director and Vice Chairman of the Board and the proportion of independent directors on the Board and the committees, balance is ensured in particular by:

- the limitation of the powers of the executive corporate officers regarding all capital expenditures, restructuring, disposals, acquisitions and financial investment and divestment projects in individual amounts greater than €150 million, and any material transaction that fall outside the scope of the Saint-Gobain Group's stated

strategy, requiring the prior approval of the Board of Directors (see operating rules of the Board of Directors - internal rules, section 5.1.2.C, p. 268 and 9.1.1, p. 480 of the 2024 Universal Registration Document);

- the director representing the major shareholder (the Group Savings Plan Funds); and
- the employee directors appointed by the Saint-Gobain Group Works Council in accordance with the Company's bylaws and in application of the law.

It follows from the above that the checks and balances within the Board of Directors are ensured given the many pre-existing or reinforced factors, in particular the independence of the Board of Directors, and the authority that the Lead Independent Director and Vice Chairman of the Board has had since June 6, 2024.

Of particular note is the right of the Lead Independent Director and Vice Chairman of the Board to ask the Chairman to convene a meeting of the Board of Directors, the Chairman being bound to agree to any such request.

## Operation of the unified governance structure and renewal of Benoit Bazin's term of office

The Board of Directors' assessment conducted in November 2024 enabled each of the directors to express their views on the organization and operation of the Board of Directors, in particular since June 2024, the date of the Combination of roles.

As part of this assessment, the directors unanimously highlighted Benoit Bazin's remarkable success in taking up his position after a very well-prepared transition period. The assessment of his role as Chairman of the Board of Directors and his duties as Chief Executive Officer is very positive (See section 5.1.2.E, "Assessment of the Board's performance Procedure", p. 277 of the 2024 Universal Registration Document).

At its meeting of November 28, 2024, the Board of Directors therefore unanimously decided to propose to the General Meeting of June 5, 2025 that Benoit Bazin be reappointed as a director, it being specified that, in this case, he will be reappointed Chairman of the Board of Directors and Chief Executive Officer of Saint-Gobain. Moreover, Jean-François Cirelli will continue to hold the positions of Lead Independent Director and Vice Chairman of the Board of Directors, with the extended powers and resources granted to him since June 2024.

The renewal of Benoit Bazin's terms of office represents continuity and is also recognition of the success of the Saint-Gobain strategy implemented since 2019 with the "Transform & Grow" and then "Grow & Impact" plans, which he defined and executed, as well as other performance factors highlighted in section 2.2.3 on page 36 of this document.

### 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, 2025 (see section 1.1.5 B of the 2024 Universal Registration Document). In addition to the Chairman and Chief Executive Officer, the senior operational and functional managers of the Saint-Gobain Group are members (see section 1.1.2 of the 2024 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.

## 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 2024 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 2024 fiscal year or granted in respect of that fiscal year to Pierre-André de Chalendar, Chairman of the Board of Directors, for the period from January 1, 2024 to June 6, 2024 inclusive, and to Benoit

Bazin, Chief Executive Officer, for the period from January 1, 2024 to June 6, 2024 inclusive, then Chairman and Chief Executive Officer for the period from June 7, 2024 to December 31, 2024, 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 28, 2024 and February 27, 2025, 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 for 2024, as approved by the General Shareholders' Meeting of June 6, 2024 (12th, 13th and 14th resolutions).

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## A – Compensation components paid during the 2024 fiscal year or granted in respect of that fiscal year to Pierre-André de Chalendar, Chairman of the Board of Directors for the period from January 1, 2024 to June 6, 2024 inclusive (ex post Say-on-Pay)

### Summary of the compensation components paid or granted for the 2024 fiscal year

Pursuant to the compensation policy approved by the General Shareholders' Meeting of June 6, 2024, the compensation of Pierre-André de Chalendar was set at €450,000 gross per annum, making €194,262 for the period from January 1, 2024 to June 6, 2024 inclusive.

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

Compensation components paid to Pierre-André de Chalendar, Chairman of the Board of Directors from January 1 to June 6, 2024, for fiscal year 2024 or granted in respect of that 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: €194,262<sup>(a)</sup></b> (Board of Directors meeting of February 29, 2024)	In accordance with the compensation policy approved by the General Meeting of June 6, 2024, the compensation of Pierre-André de Chalendar was set at 450,000 euros per annum, amounting to 194,262 euros for the period from January 1, 2024 to June 6, 2024 inclusive, without any increase since 2021, when he took his position as Chairman of the Board of Directors, even though the Nomination and Remuneration Committee had noted in 2021, with the assistance of an external firm, that this level was lower than the median remuneration of non-executive chairmen of CAC 40 companies (excluding financial companies) who previously held the position of Chairman and Chief Executive Officer.
<b>Annual variable compensation</b>	<b>None</b>	Pierre-André de Chalendar has not been granted any annual variable compensation.
<b>Deferred variable compensation</b>	<b>None</b>	Pierre-André de Chalendar has not been granted any deferred variable compensation.
<b>Multi-annual variable compensation</b>	<b>None</b>	Pierre-André de Chalendar has not been granted any multi-year variable compensation.
<b>Exceptional compensation</b>	<b>None</b>	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 Pierre-André de Chalendar in 2024.
<b>Compensation for serving as a director</b>	<b>None</b>	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>1,427 € (book value)</b>	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 Pierre-André de Chalendar.
<b>Non-compete indemnity</b>	<b>None</b>	The Board of Directors has not granted any non-compete indemnity to Pierre-André de Chalendar.
<b>Health and personal risk insurance</b>		Pierre-André de Chalendar benefits 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> The amounts paid or allocated to Pierre-André de Chalendar as Chairman of the Board of Directors for the 2024 fiscal year, set at €450,000 per annum, were calculated pro rata temporis from January 1 to June 6, 2024 (inclusive).

## B – Compensation components paid during the 2024 fiscal year or granted in respect of that fiscal year to Benoit Bazin, Chief Executive Officer, for the period from January 1, 2024 to June 6, 2024 inclusive (ex post Say-on-Pay)

> 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 2024 or granted in respect of that fiscal year to Benoit Bazin, Chief Executive Officer from January 1 to June 6, 2024 (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: €431,694</b> (Board of Directors meeting of February 29, 2024)	<p>In accordance with the compensation policy approved by the General Shareholders' Meeting on June 6, 2024, the fixed compensation of Benoit Bazin was set at 1,000,000 euros per year, amounting to 431,694 euros for the period from January 1, 2024 to June 6, 2024 inclusive, without any increase since 2021, when he took his office as Chief Executive Officer, even though the Nomination and Remuneration Committee noted in 2021 and every year since then, with the assistance of an external firm, that this level is lower than the median of CAC 40 companies and CAC 40 industrial companies.</p> <p>This fixed annual remuneration of 1,000,000 euros is 20% and 25% lower, respectively, than the median of the 2023 benchmark of fixed remuneration of Chief Executive Officers of CAC 40 and CAC 40 industrial companies Chairmen and Chief Executive Officers of CAC 40 companies.</p>
<b>Annual variable compensation</b>	<b>Amount due: €726,725</b> (Board meeting of February 27, 2025)	<p>In accordance with the remuneration policy approved by the General Shareholders' Meeting of June 6, 2024, on the proposal of the Nomination and Remuneration Committee, the Board of Directors, at its meeting of February 27, 2025, set the variable compensation of Benoit Bazin as Chief Executive Officer as follows for the period from January 1 to June 6, 2024 inclusive. In view of the nature of the objectives of his variable compensation, their achievement, detailed below, was analysed by the Board of Directors for the whole of the 2024 financial year and the sums due were calculated <i>pro rata temporis</i> from January 1, 2024 to June 6, 2024 for the 2024 annual variable remuneration due as Chief Executive Officer:</p> <ul style="list-style-type: none"> <li>• the amount of the variable portion in respect of the four quantifiable financial objectives (return on capital employed (ROCE), Group operating income, Group recurring net income per share, free cash flow) amounts to 438,677 euros, corresponding to the following achievement rates: <ul style="list-style-type: none"> <li>- ROCE: 98.5% (14.3%);</li> <li>- the Group's operating income: 100% (5,304 million euros);</li> <li>- Group recurring net income per share: 100% (6.95 euros);</li> <li>- Free cash flow: 100% (4,031 million euros).</li> </ul> </li> </ul> <p>In total, the rate of achievement of the quantifiable financial objectives is 99.63%.</p> <p>For each quantifiable objective, the variable compensation component is triggered when the objective in question is achieved, as the case may be, between 85% and 90% of the target for the objective in question (based on the budget), and reaches its maximum when the objective is achieved between 110% and 113%, as the case may be, of the target for the objective in question. In view of the strong performance across all financial criteria, the mechanism for compensation in the event of over-performance did not apply in 2024 (as in 2023).</p> <p>The objectives for the above quantifiable criteria are not disclosed because Saint-Gobain does not publish guidance on these financial criteria. Disclosing them would lead to de facto guidance that is not in line with good financial communication practices. These objectives are determined on the basis of the budget, which is confidential for the same reasons. Of course, these quantifiable financial objectives for 2024 were in line with:</p> <ul style="list-style-type: none"> <li>- the guidance disclosed to the market on February 29, 2024 of a "double-digit operating margin";</li> <li>- the annual average financial targets for the period 2021-2025 disclosed to the market during the Capital Markets Day on October 6, 2021, namely with regard to these criteria: <ul style="list-style-type: none"> <li>- CFL: free cash flow conversion rate: greater than 50%;</li> <li>- ROCE: between 12% and 15%, also taking into account the impact on ROCE of the significant changes in consolidation scope in previous years (in particular, Kayan, Building Products of Canada, Izomaks, Dalsan, Twiga and Drymix), which is linked to the goodwill of the acquired companies and whose effect lasts for the first few years, before they create value (with a target year 3),</li> <li>- Operating income: operating margin between 9% and 11%.</li> </ul> </li> </ul>

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Compensation components paid during fiscal year 2024 or granted in respect of that fiscal year to Benoit Bazin, Chief Executive Officer from January 1 to June 6, 2024 (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>Annual variable compensation</b>	<b>Amount due: €726,625</b> (Board meeting of February 27, 2025)	<ul style="list-style-type: none"> <li>● the amount of the variable portion for the three quantifiable CSR objectives (Carbon objective, Safety objective and Diversity and teams objective) is 104,578 euros, corresponding to an achievement rate of 95% (see section 5.2.2.C of the 2024 Universal Registration Document): <ul style="list-style-type: none"> <li>- 100% for the carbon objective;</li> <li>- 85% for the safety objective; and</li> <li>- 100% for the diversity objective.</li> </ul> </li> </ul> <p>To appreciate the demanding nature of these quantifiable CSR objectives, the impact of the significant changes in consolidation scope in recent years (acquisitions and disposals) should be taken into account for each criterion, notably:</p> <ul style="list-style-type: none"> <li>- substantial mechanical impact on the Group's CO<sub>2</sub> emissions. Overall, the impact is negative for acquisitions made in previous years, particularly, whose in 2023, taken into account from 2024 as acquisitions relate to companies with higher emission than disposals;</li> <li>- also a significant impact on safety because the acquired companies rarely have such good safety performance as the Group.</li> </ul> <ul style="list-style-type: none"> <li>● the amount of the variable portion in respect of the three qualitative objectives (stakeholder management, continued optimisation of the Group's scope and deployment of the "Grow &amp; Impact" strategic plan in its six action priorities) amounts to 183,470 euros, corresponding to the achievement of these objectives and a percentage of achievement of 100% (see section 5.2.2.C of the 2024 Universal Registration Document).</li> </ul> <p>For the period from January 1 to June 6, 2024 inclusive, the total variable portion of Benoit Bazin's compensation as Chief Executive Officer amounts to 726,725 euros, corresponding to a percentage of achievement of 99.03%.</p> <p>In total, for the period from January 1 to June 6, 2024 inclusive, the total compensation (fixed and variable) of Benoit Bazin as Chief Executive Officer amounts to 1,158,419 euros.</p> <p>In accordance with the law, payment of this amount is subject to approval of the Ordinary General Meeting of June 5, 2025.</p>
<b>Deferred variable compensation</b>	<b>None</b>	Benoit Bazin has not been granted any deferred variable compensation.
<b>Multi-annual variable compensation</b>	<b>None</b>	Benoit Bazin has not been granted any multi-year variable compensation.
<b>Exceptional compensation</b>	<b>None</b>	Benoit Bazin has not been granted any exceptional compensation.

Compensation components paid during fiscal year 2024 or granted for the same fiscal year to Benoit Bazin, Chief Executive Officer from January 1 to June 6, 2024 (Article L. 22-10-34 II of the French Commercial Code) (ex post Say-on-Pay)

Compensation components submitted to vote	Amounts paid or granted or book value subject to vote (in EUR)	Description
Performance shares	None	In accordance with its decision of February 29, 2024, the Board of Directors did not grant long-term compensation to the Chief Executive Officer for the period from January 1 to June 6, 2024 inclusive, as the allocation is usually made in November of each year.
Stock options	None	No stock options were granted to Benoit Bazin in 2024.
Performance units	None	No performance units were granted to Benoit Bazin in 2024.
Compensation for serving as a director	None	Benoit Bazin does not receive any compensation in respect of the fiscal year for serving as a director of Compagnie de Saint-Gobain.
In-kind benefits	2,202 € (book value)	Benoit Bazin has use of a company car.
Severance indemnity	Cap set at twice the total gross annual compensation, including the non-compete indemnity	<p>Benoit Bazin terminated his employment contract, which he entered into with the 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 takes, in the following circumstances:</p> <ol style="list-style-type: none"> <li>early termination or non-renewal of the term of office as Chief Executive Officer at the end of the term, except at his own initiative or in the event of serious or gross misconduct, or misconduct not related to the duties of Chief Executive Officer, or</li> <li>Forced Resignation,</li> </ol> <p>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 Benoit Bazin leaves 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 pension 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 Benoit Bazin's total gross annual compensation.</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>

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Compensation components paid during fiscal year 2024 or granted in respect of that fiscal year to Benoit Bazin, Chief Executive Officer from January 1 to June 6, 2024 (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>	<p><b>Cap set at one year of total gross annual compensation</b></p> <p><b>and</b></p> <p><b>Combined non-compete indemnity and severance indemnity capped at two years of total gross annual compensation</b></p>	<p>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, Benoit Bazin would receive <b>an 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. In consideration of this undertaking, in the event of termination of office as Chief Executive Officer for any reason whatsoever, Benoit Bazin would receive an indemnity equal to one year's total gross annual compensation. 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 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 Benoit Bazin benefited from his pension rights. In any event, no indemnity would be paid beyond the age of 65.</p>
<b>Supplementary pension</b>	None	<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 Chairman and Chief Executive Officer's compensation policy for 2025 submitted for approval to the Ordinary General Meeting (see section 5.2.2 F of the 2024 Universal Registration Document). The extension of the 2012/2 Plan to Benoit Bazin as from 2021 results from the Chief Executive Officer's compensation policy for 2021, approved by the Ordinary General Meeting held on June 3, 2021 (14th 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 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 2025, the Board of Directors noted that the performance condition determining the vesting of Benoit Bazin's rights in respect of 2024 had been met. As a result, under the 2012/2 plan, the rights vested in 2024 total a gross amount of approximately €40,000 per annum. In addition, as of December 31, 2024, the total estimated amount of the pension that will be received by Benoit Bazin under the 2012/2 Plan amounts to approximately €155,000 gross per annum. 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., €370,944 in 2024) and the cap of 45% of fixed and variable compensation stipulated in the Afep-Medef Code.</p>
<b>Health and personal risk insurance</b>		<p>Benoit Bazin benefits 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>

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

## C – Compensation components paid in 2024 or granted in respect of that fiscal year to Benoit Bazin, Chairman and Chief Executive Officer for the period from June 7, 2024, to December 31, 2024 inclusive, subject to approval by the General Shareholders’ Meeting of June 5, 2025 (ex ante Say-on-Pay)

### > 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 2024 or granted in respect of that fiscal year to Benoit Bazin, Chairman and Chief Executive Officer from June 7 to December 31, 2024 (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: €738,798</b> (Board of Directors meeting of February 29, 2024)	In accordance with the compensation policy approved by the General Shareholders’ Meeting on June 6, 2024, and given the change in Benoit Bazin duties from Chief Executive Officer to Chairman and Chief Executive Officer since that date, Benoit Bazin’s compensation was set at set at €1,300,000 per year, amounting to €738,798 for the period from June 7, 2024, to December 31, 2024 inclusive. Additionally, the Board decided on February 29, 2024, that except for unforeseen exceptional events or other major reasons, this amount should remain stable for the next 5 years. This fixed annual compensation of €1,300,000 is lower than the median of the 2023 benchmark of Chairmen and Chief Executive Officers of CAC 40 industrial companies (€1,425,000) and slightly higher than the median of the 2023 benchmark of Chairmen and Chief Executive Officers of CAC 40 companies (€1,275,000).
<b>Annual variable compensation</b>	<b>Amount due: €1,243,711</b> (Board of Directors meeting of February 27, 2025)	<p>In accordance with the compensation policy approved by the General Shareholders’ Meeting of June 6, 2024, on the proposal of the Nomination and Remuneration Committee, the Board of Directors, at its meeting of February 27, 2025, set the variable compensation of Benoit Bazin as Chairman and Chief Executive Officer as follows. In view of the nature of the objectives of his variable remuneration, their achievement was analysed by the Board of Directors over the whole of the 2024 financial year and the sums due were calculated <i>pro rata temporis</i> for the period from June 7 to December 31, 2024 inclusive for the 2024 annual variable compensation due as Chairman and Chief Executive Officer:</p> <ul style="list-style-type: none"> <li>• the amount of the variable portion in respect of the four quantifiable financial objectives (return on capital employed (ROCE), Group operating income, Group recurring net income per share, free cash flow) amounts to 750,748 euros, corresponding to the following achievement rates: <ul style="list-style-type: none"> <li>- ROCE: 98.5% (14.3%);</li> <li>- the Group’s operating income: 100% (5,304 million euros);</li> <li>- Group net recurring income per share: 100% (6.95 euros);</li> <li>- Free cash flow: 100% (4,031 million euros).</li> </ul> </li> </ul> <p>In total, the rate of achievement of the quantifiable financial objectives is 99.63%.</p> <p>For each quantifiable objective, the variable compensation component is triggered when the objective in question is achieved, as the case may be, between 85% and 90% of the target for the objective in question (based on the budget), and reaches its maximum when the objective is achieved between 110% and 113%, as the case may be, of the target for the objective in question. In view of the strong performance across all financial criteria, the mechanism for compensation in the event of over-performance did not apply in 2024 (as in 2023).</p> <p>The objectives for the above quantifiable criteria are not disclosed because Saint-Gobain does not publish guidance on these financial criteria. Disclosing them would lead to de facto guidance that is not in line with good financial communication practices. These targets are determined on the basis of the budget, which is confidential for the same reasons. Of course, these quantifiable financial objectives for 2024 were in line with:</p> <ul style="list-style-type: none"> <li>- the guidance disclosed to the market on February 29, 2024 regarding a “double-digit operating margin”;</li> <li>- the annual average financial objectives for the period 2021-2025 disclosed to the market during the Capital Markets Day on October 6, 2021, namely with regard to these criteria: <ul style="list-style-type: none"> <li>- CFL: free cash flow conversion rate: greater than 50%;</li> <li>- ROCE: between 12% and 15%, also taking into account the impact on ROCE of the significant changes in consolidation scope in previous years (in particular, Kaycan, Building Products of Canada, Izomaks, Dalsan, Twiga and Drymix), which is linked to the goodwill of the acquired companies and whose effect lasts for the first few years, before they create value (with a target year 3),</li> <li>- Operating income: operating margin between 9% and 11%.</li> </ul> </li> </ul>



Compensation components paid during fiscal year 2024 or granted in respect of that fiscal year to Benoit Bazin, Chairman and Chief Executive Officer from June 7 to December 31, 2024 (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>Annual variable compensation</b>	<b>Amount due: €1,243,711</b> (Board of Directors meeting of February 27, 2025)	<ul style="list-style-type: none"> <li>● the amount of the variable portion for the three quantifiable CSR objectives (Carbon objective, Safety objective and Diversity and teams objective) is 178,974 euros corresponding to an achievement rate of 95% (see section 5.2.2.C of the 2024 Universal Registration Document):               <ul style="list-style-type: none"> <li>- 100% for the carbon objective;</li> <li>- 85% for the safety objective; and</li> <li>- 100% for the diversity objective.</li> </ul> </li> </ul> <p>To appreciate the demanding nature of these quantifiable CSR objectives, the impact of the significant changes in consolidation scope in recent years (acquisitions and disposals) should be taken into account for each criterion, notably:</p> <ul style="list-style-type: none"> <li>- substantial mechanical impact on the Group's CO<sub>2</sub> emissions. Overall, the impact is negative for acquisitions made in previous years, particularly, those in 2023, taken into account from 2024 as acquisitions relate to companies with higher emission than disposals;</li> <li>- also a significant impact on safety because the acquired companies rarely have such good safety performance as the Group.</li> </ul> <ul style="list-style-type: none"> <li>● the amount of the variable portion for the four qualitative objectives (stakeholder management, continued optimisation of the Group's scope, deployment of the "Grow &amp; Impact" strategic plan in its six action priorities and management of the transition (Chief Executive Officer/Chairman and Chief Executive Officer) amounts to 313,989 euros, corresponding to the achievement of these objectives and a percentage of achievement of 100% (see section 5.2.2.C of the 2024 Universal Registration Document).</li> </ul> <p>For the period from June 7 to December 31, 2024 inclusive, the total variable portion of Benoit Bazin's remuneration as Chairman and Chief Executive Officer amounts to 1,243,711 euros, corresponding to a percentage achievement of 99.03%.</p> <p>In total, for the period from June 7 to December 31, 2024 inclusive, the overall remuneration (fixed and variable) of Benoit Bazin as Chairman and Chief Executive Officer amounts to 1,982,509 euros.</p> <p>In accordance with the law, payment of this amount is subject to approval by the Ordinary General Meeting of June 5, 2025.</p>
<b>Deferred variable compensation</b>	<b>None</b>	Benoit Bazin has not been granted any deferred variable compensation.
<b>Multi-annual variable compensation</b>	<b>None</b>	Benoit Bazin has not been granted any multi-year variable compensation.
<b>Exceptional compensation</b>	<b>None</b>	Benoit Bazin has not been granted any exceptional compensation.

Compensation components paid during fiscal year 2024 or granted for the same fiscal year to Benoit Bazin, Chairman and Chief Executive Officer from June 7 to December 31, 2024 (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: €3,677,208 (value based on the method used to prepare the consolidated financial statements)</b>	<p>In accordance with the compensation policy approved by the General Shareholders' Meeting on June 6, 2024, the Board of Directors, at its meeting on November 28, 2024, on the recommendation of the Nomination and Remuneration Committee, decided to grant 75,000 shares to Benoit Bazin as Chairman and Chief Executive Officer for the period from June 7, 2024 to December 31, 2024 inclusive.</p> <p>It should be noted that as the allocation is usually made in November of each year, Benoit Bazin did not receive long-term compensation as Chief Executive Officer for the period from January 1 to June 6, 2024 inclusive.</p> <p>In its decision, the Board took into account the Group's excellent performance in 2024, despite a challenging environment in new construction in Europe, the quality of its stock market performance, and the very good results of the last assessment of the Board's performance, which justified to grant the maximum number of performance shares to Benoit Bazin allowed by the compensation policy adopted for 2024 by shareholders. The Board also took into account that the maximum direct compensation for 2024, amounting to €7,752,932 (fixed + maximum variable + LTI awarded), which would result from the allocation of 75,000 shares with an IFRS value of €4,242,932 at the time of their allocation in November 2024, is 6% lower than the 2024 median of the CAC 40 industrial companies and 3.7% higher than the 2024 median of the CAC 40 companies of Chairmen and Chief Executive Officers.</p> <p>Benoit Bazin, while thanking the Board for this recognition, informed the Board of his decision to be awarded not 75,000 performance shares under the 2024 plan, but 65,000 (thus waiving part of the allotment decided by the Board). This is a strictly personal decision by Benoit Bazin, while is linked in particular to the increase in the share price compared with last year. The Board took note of this decision which it unanimously welcomed.</p> <p>The 65,000 performance shares allotted to Benoit Bazin represented a total value (according to IFRS standards), at the time of allotment in November 2024, of €3,677,208, corresponding to 104.8% of his maximum overall gross compensation for the 2024 fiscal year. Based on this value, the Benoit Bazin's maximum annualised direct compensation in 2024 amounts to €7,187,208. It is 3.8% lower than the 2024 median of the CAC 40 companies and 12.9% lower than the 2024 median of the CAC 40 industrial companies, of Chairmen and Chief Executive Officers.</p> <p>This allocation of 65,000 performance shares represents approximately 0.01% of the share capital, i.e. less than the sub-cap set by the General Shareholders' Meeting of June 2, 2022 and less than the cap of 10% of the overall envelope for the allocation of performance shares decided by the Board.</p> <p>For the conditions related to presence and performance that govern the vesting of the performance shares granted on November 28, 2024, please refer to section 5.2.4 of the 2024 Universal Registration Document.</p>
<b>Stock options</b>	<b>None</b>	No stock options were granted to Benoit Bazin in 2024.
<b>Performance units</b>	<b>None</b>	No performance units were granted to Benoit Bazin in 2024.
<b>Compensation for serving as a director</b>	<b>None</b>	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>€2,898 (book value)</b>	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 for 2025, subject to approval by the General Shareholders' Meeting of June 5, 2025 (ex ante Say-on-Pay), section 5.2.2 E of the 2024 Universal Registration Document.

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**Compensation components paid during fiscal year 2024 or granted for the same fiscal year to Benoit Bazin, Chairman and Chief Executive Officer from June 7 to December 31, 2024 (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 section "Non-Compete Compensation" related to the compensation policy of the Chief Executive Officer for the period from January 1, 2024, to June 6, 2024 (Say-on-Pay <i>ex post</i> ), in section 5.2.2 of the 2024 Universal Registration Document.
<b>Supplementary pension arrangements</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 Chairman and Chief Executive Officer's compensation policy for 2025 submitted for approval to the Ordinary General Meeting (see section 5.2.2 F of the 2024 Universal Registration Document). The extension of the 2012/2 Plan to Benoit Bazin as from 2021 results from the Chief Executive Officer's compensation policy for 2021, approved by the Ordinary General Meeting held on June 3, 2021 (14th 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 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 2025, the Board of Directors noted that the performance condition determining the vesting of Benoit Bazin's rights in respect of 2024 had been met. As a result, under the 2012/2 plan, the rights vested in 2024 total a gross amount of approximately €40,000 per annum. In addition, as of December 31, 2024, the total estimated amount of the pension that will be received by Benoit Bazin under the 2012/2 Plan amounts to approximately €155,000 gross per annum. 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., €370,944 in 2024) and the cap of 45% of fixed and variable compensation stipulated in the Afep-Medef Code.</p>

## D – 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 13th 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 2024 (see page 281 of the 2024 Universal Registration Document);
- the total compensation and benefits of any kind paid during the 2024 fiscal year or granted with respect to the same fiscal year to Pierre-André de Chalendar, Chairman of the Board of Directors for the period from January 1, 2024 to June 6, 2024 inclusive and Benoit Bazin, Chief Executive Officer from January 1, 2024 to June 6, 2024 inclusive, then Chairman and Chief Executive Officer from June 7, 2024 to December 31, 2024, specifically subject to the 12th, 13th and 14th resolutions in accordance with the law (see pages 295 to 313 of the 2024 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 313 to 316 of the 2024 Universal Registration Document).

### Compensation ratios

In view of the appointment of Benoit Bazin as Chief Executive Officer with effect from July 1, 2021 and his appointment as Chairman and Chief Executive Officer with effect from June 7, 2024, and in accordance with the guidelines on remuneration multiples published by the Afep dated January 28 as updated in February 2021, which

recommend that in the event of a change in governance, the information regarding compensation ratios should be linked to the position itself and not to the person holding it, it does not appear relevant this year to represent the evolution of the remuneration ratios in a graph as the Company did in the financial years prior to 2024.

In fact, in 2024 the functions of executive corporate officers that existed within the Company were those of Chairman of the Board of Directors, Chief Executive Officer and Chairman and Chief Executive Officer.

- Chairman of the Board of Directors: as last year, this compensation is not shown in the graph because it is only fixed remuneration, the amount of which has remained unchanged since 2021.
- Chief Executive Officer: the Board of Directors did not grant long-term compensation 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, which makes the comparison of the Chief Executive Officer's compensation with previous years by means of a graphical representation irrelevant.
- Chairman and Chief Executive Officer: this position existed within the Company in 2024 only for the period from June 6, 2024 to December 31, 2024. It did not exist during the transition period from July 1, 2021 to June 6, 2024, which means that it is not possible to present the evolution of the remuneration of this position by means of a relevant graphic representation.

### 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 towards Saint-Gobain's stakeholders, the table below also presents these data on the basis of the "France scope" <sup>(1)</sup>.

<sup>(1)</sup> Data on the median compensation of employees in France are only available from 2021 (see the "France scope" below).

**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**

In light of the changes in governance during the 2021 and 2024 financial years, the compensation of executive corporate officers for these years was annualized.

	2024 <sup>(a)</sup>	2023	2022	2021 <sup>(b)</sup>	2020
<b>Evolution of the Group performance</b>					
Evolution of operating income	1.0 %	(1.6)%	18.4 %	57.9 %	(15.8)%
Evolution of recurring earnings per share	8.8 %	(1.4)%	21.1 %	28.8 %	(22.4)%
Evolution of return on capital employed	(10.1)%	(1.2)%	5.2 %	47.1 %	(6.3)%
<b>Employees compensation</b>					
Evolution of the average compensation (Compagnie de Saint-Gobain)	18.8 % <sup>(c)</sup>	26.9 % <sup>(c)</sup>	1.2 %	8.6 %	6.1 %
Evolution of the median compensation (Compagnie de Saint-Gobain)	2.0 %	9.7 %	13.5 %	13.4 %	2.1 %
Evolution of the average compensation (France)	4.6 %	1.9 %	6.9 %	8.1 %	0.0 %
Evolution of the median compensation (France)	3.9 %	1.1 %	7.6 %	8.6 %	*
<b>Chairman and Chief Executive Officer (until July 1, 2021 then since June 7, 2024 <sup>(d)</sup>)</b>					
Evolution of compensation	—	—	—	(29.5)% <sup>(e)</sup>	3.3 %
Ratio on average compensation (Compagnie de Saint-Gobain)	21	—	—	15	22
(change in ratio)	—	—	—	(35.1)%	(2.6)%
Ratio on median compensation (Compagnie de Saint-Gobain)	46	—	—	26	42
(change in ratio)	—	—	—	(37.8)%	1.2 %
Ratio on average compensation (France)	135	—	—	69	106
(change in ratio)	—	—	—	(34.8)%	3.3 %
Ratio on median compensation (France)	166	—	—	84	130
(change in ratio)	—	—	—	(35.1)%	*
<b>Chairman of the Board of Directors (from July 1, 2021 to June 6, 2024 included <sup>(f)</sup>)</b>					
Evolution of compensation	—	—	—	N/A	N/A
Ratio on average compensation (Compagnie de Saint-Gobain)	1.3	1.6 <sup>(g)</sup>	2	2	—
(change in ratio)	(15.8)%	(21.2)% <sup>(h)</sup>	—	—	—
Ratio on median compensation (Compagnie de Saint-Gobain)	3	3 <sup>(g)</sup>	3	—	—
(change in ratio)	(2.0)%	(8.9)% <sup>(h)</sup>	(25.0)%	—	—
Ratio on average compensation (France)	9	9 <sup>(g)</sup>	9	—	—
(change in ratio)	(4.4)%	(1.9)% <sup>(h)</sup>	(10.0)%	—	—
Ratio on median compensation (France)	10	11 <sup>(g)</sup>	11	—	—
(change in ratio)	(3.7)%	(1.1)% <sup>(h)</sup>	(8.3)%	—	—
<b>Chief Executive Officer (from July 1, 2021 to June 6, 2024 included <sup>(d)</sup>)</b>					
Evolution of compensation	(49.8)%	15.9 %	(7.2)% <sup>(i)</sup>	N/A	N/A
Ratio on average compensation (Compagnie de Saint-Gobain)	8	19 <sup>(g)</sup>	21	23	—
(change in ratio)	(57.8)%	(8.7)% <sup>(h)</sup>	(8.7)%	—	—

	2024 <sup>(a)</sup>	2023	2022	2021 <sup>(b)</sup>	2020
Ratio on median compensation (Compagnie de Saint-Gobain)	17	35 <sup>(g)</sup>	33	40	—
(change in ratio)	(50.8)%	5.6 % <sup>(h)</sup>	(17.5)%	—	—
Ratio on average compensation (France)	51	106 <sup>(g)</sup>	93	107	—
(change in ratio)	(52.0)%	13.7 % <sup>(h)</sup>	(13.1)%	—	—
Ratio on median compensation (France)	62	129 <sup>(g)</sup>	112	130	—
(change in ratio)	(51.7)%	14.7 % <sup>(h)</sup>	(13.8)%	—	—

\* Information not available.

<sup>(a)</sup> Given the changes in corporate governance during the 2024 fiscal year, the compensation of executive corporate officers for fiscal 2024 has been annualised.

<sup>(b)</sup> Given the changes in corporate governance during the 2021 fiscal year, the compensation of executive corporate officers for fiscal 2021 has been annualised.

<sup>(c)</sup> The change in average compensation of Compagnie de Saint-Gobain employees between 2022 and 2023 is explained in particular by the increase in variable pay 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 pay is higher than the average for Compagnie de Saint-Gobain employees. The change in the average compensation of Compagnie de Saint-Gobain employees between 2023 and 2024 is mainly due to the valuation of performance shares.

<sup>(d)</sup> Position of Chairman and Chief Executive Officer held by Pierre-André de Chalendar until 30 June 2021 and then by Benoit Bazin since June 7, 2024. This position did not exist during the transition period from July 1, 2021 to June 6, 2024, which means that the evolution of the remuneration for this position cannot be presented in the table.

<sup>(e)</sup> The Chairman and CEO did not receive any performance shares for 2021.

<sup>(f)</sup> Position of Chairman of the Board of Directors held by Pierre-André de Chalendar between July 1, 2021 and June 6, 2024 inclusive.

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

<sup>(h)</sup> The change in the ratio is calculated based on the unrounded number of the ratio in question.

<sup>(i)</sup> Position of Chief Executive Officer held between July 1, 2021 and June 6, 2024 inclusive by Benoit Bazin. It should be noted that the Chief Executive Officer did not receive any performance shares for 2024, as they are usually awarded in November of each year.

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

## Method used to calculate compensation ratios

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

### France scope

The France scope includes all employees of the consolidated subsidiaries of Saint-Gobain incorporated in France, on a full-time equivalent basis, and any changes thereto (excluding executive corporate officers). Data relating to the median remuneration of employees in the France scope have been available since 2020. The change in this indicator is therefore presented from 2021.

The France scope is homogeneous in terms of salary structure and the type of contracts taken into account, and is not subject to exchange rate fluctuations, which allows a better comparability over time. The workforce in France represented nearly 22.4% of the Group's headcount at December 31, 2024.

The difference between the ratios for Compagnie de Saint-Gobain's average compensation and for average compensation in France is mainly due to the distribution structure of employees in the scopes concerned: thus, while in 2024, Compagnie de Saint-Gobain comprised 85.8% managerial grades (including all members of

the Executive Committee of Saint-Gobain except those based in a foreign country) and 14.2% supervisor grades, the France scope comprised 26.9% managerial grade, 51.6% supervisory grade, and 21.5% blue-collar workers. In addition, the compensation structure of Compagnie de Saint-Gobain employees generally includes variable compensation and performance shares.

### 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>(1)</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 Group.

<sup>(1)</sup> Refer to section 5.2.2 of the 2024 Universal Registration Document for details of the gross amounts paid or allocated in respect of the 2024 fiscal year to executive corporate officers.



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 and 2024**

In view of the changes in governance in fiscal 2021 and fiscal 2024:

- the salary of executive corporate officers for the 2021 and 2024 fiscal years 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 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. Employees who have entered into a part-time employment contract with Compagnie de Saint-Gobain or a consolidated subsidiary of the Group registered in France were not included when calculating the ratios but represent less than 2.3% of the workforce for the considered scope.

### **Concept of full-time equivalent**

To determine the average and median compensation paid to employees of Compagnie de Saint-Gobain and the consolidated subsidiaries of the 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 3.7.1 of the 2024 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, 2024, are excluded from the ratio calculations, but represent less than 0.3% of the total number of employees in consolidated subsidiaries of the Saint-Gobain Group registered in France.

### **Effect of Covid-19 on the calculation of compensation ratios in 2020**

On the proposal of the corporate executive officers concerned, the compensation of executive corporate officers for fiscal years 2019 and 2020 included in the calculation of the compensation ratios for 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 Group's employees were subject to partial employment under 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 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 Group.

## 2.4.2 APPROVAL OF THE COMPENSATION POLICY FOR THE EXECUTIVE CORPORATE OFFICERS FOR 2025 (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 2024).

At its meeting of February 27, 2025, the Board of Directors, on the proposal of the Nomination and Remuneration Committee, determined the compensation policies for the executive corporate officer for 2025, i.e. for the Chairman and Chief Executive Officer for 2025.

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## Compensation policy for the Chairman and Chief Executive Officer for 2025, subject to approval by the General Shareholders' Meeting of June 5, 2025 (ex ante Say-on-Pay)

The table below shows the compensation policy for the Chairman and Chief Executive Officer, submitted for approval to the General Shareholders' Meeting of June 5, 2025, pursuant to Article L. 22-10-8 II of the French Commercial Code.

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

#### Compensation policy for the Chairman and Chief Executive Officer for fiscal 2025, subject to approval by the Ordinary General 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>Fixed compensation</b>		<p>The fixed portion of the compensation of the Chairman and Chief Executive Officer reflects his experience and responsibilities as Chairman and Chief Executive Officer and is comparable to that of equivalent positions in CAC 40 and CAC 40 industrial companies.</p> <p>In accordance with these principles, the Board of Directors decided on February 27, 2025, on the recommendation of the Nomination and Compensation Committee, to maintain this fixed compensation at €1,300,000 for 2025 (unchanged from the fixed compensation set for the period from June 7, 2024, to December 31, 2024). It is recalled that during its meeting on February 29, 2024, the Board decided that, except in the event of an unforeseen exceptional event or other major reasons, this amount should remain stable for five years starting in 2024.</p> <p>The Nomination and Remuneration Committee noted in February 2025, with the assistance of an external consulting firm, that this fixed compensation of €1,300,000 is lower than the median of the 2024 benchmark for Chairmen and Chief Executive Officers of CAC 40 industrial companies (€1,425,000) and slightly higher than the median of the 2024 benchmark for Chairmen and Chief Executive Officers of CAC 40 companies (€1,250,000).</p>
<b>Annual variable compensation</b>	<b>170% of the fixed compensation at maximum</b>	<p>The Board of Directors has decided to maintain the cap for the annual variable portion of Benoit Bazin's compensation at 170% of the fixed portion. This maximum variable portion at 170% of the fixed portion is lower than the median of the 2024 benchmark for maximum variable remuneration of Chairmen and Chief Executive Officers for both CAC 40 companies and CAC 40 industrial companies (185% in both cases).</p> <p>The amount of this variable compensation will be decided by the Board of Directors in 2026 on the basis of the achievement of quantifiable and qualitative objectives that it has set, as in 2024, accounting for 75% and 25% respectively of the variable portion of his compensation.</p> <p>The quantifiable objectives consist of financial objectives and CSR objectives, accounting for 60% and 15% of the variable remuneration respectively.</p> <ul style="list-style-type: none"> <li>With regard to the quantifiable financial objectives, the Board has decided to retain four objectives (unchanged from 2024), considered relevant for assessing the operational and financial performance of the Group and its strategy (as in 2024), each counting for 25%: the return on capital employed (ROCE), the Group's operating income, the Group's net current income per share and free cash flow.</li> </ul> <p>For each quantifiable objective, the related variable compensation is triggered when the objective in question is achieved, as the case may be, between 85% and 90% of the target for the objective in question (based on the budget), and reaches its maximum when the objective is achieved between 110% and 113%, as the case may be, of the target for the objective in question.</p> <p>The targets for the above quantifiable criteria are not disclosed because Saint-Gobain does not publish forecasts (guidance) on these financial criteria. Disclosing them would lead to de facto guidance that is not in line with good financial communication practices. These targets are determined on the basis of the budget, which is confidential for the same reasons. Of course, these quantifiable financial targets are in line with:</p> <ul style="list-style-type: none"> <li>the guidance provided to the market on February 27, 2025: "Saint-Gobain is targeting an operating margin of more than 11% in 2025";</li> <li>the annual average financial targets for the period 2021-2025 disclosed to the market during the Capital Markets Day on October 6, 2021, namely with regard to these criteria: <ul style="list-style-type: none"> <li>CFL: free cash flow conversion rate: greater than 50%,</li> <li>ROCE: between 12% and 15%, also taking into account the impact on ROCE of significant scope changes in previous years (notably the acquisitions of Kaycan, Building Products of Canada, CSR, Bailey, Fosroc, and Cemix) which is linked to the goodwill of the acquired companies and whose the effect lasts for the first few years before they create value (with a target year 3).</li> </ul> </li> </ul>

**Compensation policy for the Chairman and Chief Executive Officer for fiscal 2025, subject to approval by the Ordinary General Meeting (Article L. 22-10-8 II of the French Commercial Code)**

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

Officer	Maximum	Description
<b>Annual variable compensation</b>	<b>170% of the fixed compensation at maximum</b>	<p>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 in 2025 an “outperformance” mechanism unchanged from 2022, which would allow only partial compensation for the non-achievement of quantifiable financial objectives on certain criteria through exceptional outperformance on others. This compensation mechanism is partial because it addresses the concern that the maximum cannot be reached, when one criterion is 0. Indeed, in the extreme case of outperformance exceeding 20% of the maximum on three criteria and zero performance on the fourth, the quantifiable portion of the annual variable compensation would amount to only 91.8% of the fixed portion, while the maximum is set at 102% of the fixed portion <sup>(a)</sup>. If this mechanism were implemented, it would be presented in the compensation elements of the Say-on-Pay <i>ex post</i>. In 2024, as in 2023, this mechanism did not need to be applied given the strong performance across all financial criteria. It is specified, where necessary, that the outperformance mechanism described above and applicable to the quantifiable financial part does not apply to the quantifiable CSR part.</p> <ul style="list-style-type: none"> <li>• With regard to quantifiable CSR objectives, the Board has decided to select three objectives, each accounting for 5%: <ul style="list-style-type: none"> <li>- carbon objective: CO<sub>2</sub> emissions (in “scope” 1 and 2) at current perimeter (i.e. at actual production) between 8.9 Mt (maximum) and 9.3 Mt (minimum) linear between these two limits; limits determined after taking into account the impact of recent acquisitions and disposals, which have a substantial mechanical impact on the Group’s CO<sub>2</sub> emissions. Overall, the impact is negative for acquisitions made in previous years, while those made in 2024 will be taken into account from 2025, as acquisitions involve companies that emit more CO<sub>2</sub> than disposals.</li> </ul> <p>Furthermore, comparing the objective with the 2024 level is not necessarily meaningful for assessing its demanding nature for 2025 because the 2024 performance of 8.5 million tonnes of CO<sub>2</sub> is positively impacted by the decrease in volumes linked to the economic situation: a return of volumes would necessarily lead to additional emissions. It is in the light of these factors that the severity of the objective must be assessed. The Board of Directors will measure the consequences of exceptional events justifying an adjustment of the objectives of this performance condition, particularly in the event of a change in the Group’s scope of consolidation or a change in accounting method, in order to neutralise, as far as possible, the consequences of these events on the objectives set at the date of allocation; it being specified that this does not prejudice the analysis that the Board could have on a possible adjustment:</p> <ul style="list-style-type: none"> <li>- safety objective: TRAR between 1.5 (maximum) and 1.8 (minimum), linear between these two limits; limits determined after taking into account the impact of acquisitions, which rarely have as good safety performance as the Group;</li> <li>- diversity and teams objective: diversity index <sup>(b)</sup> between 90% (maximum) and 85% (minimum), linear between these two limits.</li> </ul> </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> 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), and being a woman.

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**Compensation policy for the Chairman and Chief Executive Officer for fiscal 2025, subject to approval by the Ordinary General 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>Officer</b>	<b>Maximum</b>	<b>Description</b>
<b>Annual variable compensation</b>	<b>170% of the fixed compensation at maximum</b>	<ul style="list-style-type: none"> <li>● The Board has also adopted the following qualitative objectives, which are considered relevant insofar as they reflect the implementation of strategic orientations for the 2025 financial year (total of 25% of objectives):               <ul style="list-style-type: none"> <li>- Stakeholder management: continue to maintain and strengthen the external visibility of the strategy and the Group's image, while consolidating its influence. This includes managing relationships with financial investors, stock market perception, particularly rating agencies, the media and customers.</li> <li>- Group scope: continuing to optimise the Group's scope, focusing on the completion and integration of acquisitions.</li> <li>- Completion of the roll-out of the "Grow &amp; Impact 2021-2025" strategic plan and preparation of the next plan.</li> <li>- Governance: the operations of the Board and integration of newly appointed directors.</li> </ul> </li> </ul> <p>In accordance with the law, the payment of variable remuneration to the Chairman and CEO for the 2025 financial year will be subject to the approval of the Ordinary General Meeting to be held in 2026.</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 2025.
<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 2025.
<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 2025.</p> <p>In accordance with the law, the payment of any exceptional compensation would be conditioned to the approval of the 2026 General Shareholders' Meeting.</p>
<b>Indemnity for taking up office</b>	-	The Board of Directors reserves the option, if a new Chairman and Chief Executive Officer were to be recruited from outside the Group, to grant them 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 to which they were entitled in respect of their previous duties. This indemnity for taking up office could take the form of payments in cash and/or allocation of securities subject to performance conditions.

**Compensation policy for the Chairman and Chief Executive Officer for fiscal 2025, subject to approval by the Ordinary General Meeting (Article L. 22-10-8 II of the French Commercial Code)**

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

Officer	Maximum	Description
<b>Long-term compensation</b>	<p><b>Cap for the allocation of long-term compensation instruments to the Chairman- Chief Executive Officer of 75,000 shares</b></p> <p>and</p> <p><b>Cap for the allocation to the Chief Executive Officer set at 10% of the overall grant of performance shares in 2025 (no performance unit)</b></p> <p>and</p> <p><b>Caps for the allocation to the CEO to be provided for by the Resolutions relating to the allocation of stock options and free shares of the General Shareholders' Meeting of June 5, 2025 (similar to those set by the General Shareholders' Meeting of June 2, 2022)</b></p>	<p>The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has decided that the allocation of long-term compensation instruments that could be granted to the Chairman and Chief Executive Officer may not exceed 75,000 shares. This cap, which defines the latitude available to the Board when allocating long-term compensation instruments, does not necessarily prejudice the decision that will be taken in November 2025. This cap is unchanged from that of 2024.</p> <p>In addition, the Board of Directors has decided that the Chairman and Chief Executive Officer may not be allocated more than 10% of the overall allocation of performance shares under the plan to be implemented in 2025 (no implementation of a performance unit plan).</p> <p>Finally, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, intends to propose to the General Shareholders' Meeting of June 5, 2025 that a sub-cap for the allocation of stock options to executive officers be maintained, identical to that set by the General Shareholders' Meeting of June 2, 2022, at 10% of the cap set by the 17th resolution (sub-cap shared with the 18th resolution of the same Meeting relating to the performance share allocation, which itself provides for a sub-cap of 10% for allocations to executive directors, which must also be maintained), and to keep the issue caps for stock options and performance shares unchanged.</p> <p>The Board of Directors also intends to make the delivery of performance shares (the only long-term remuneration instruments whose allocation is planned for 2025) subject to a condition of presence and to performance conditions that will be based at least on the following criteria historically used in the Group's long-term remuneration plans:</p> <ul 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> </ul> <p>These criteria were deemed relevant by the Board of Directors because they reflect the Group's operational, financial and non-financial performance and ensure that the beneficiaries are aligned with the interests of Saint-Gobain's shareholders.</p> <p>If these criteria were no longer relevant, the Board would set criteria of a comparable requirement in order to continue to put in place consistent compensation instruments in 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 may, after consulting the Nomination and Remuneration Committee, adjust them in exceptional events, particularly in the event of a change in the Group's scope of consolidation or a change in accounting method, in order to neutralise, as far as possible, the consequences of these events on the objectives set at the date of allocation. Any adjustment must be made within the applicable caps provided for in the remuneration policy.</p> <p>The assessment period for the performance conditions of long-term remuneration instruments may not be less than three years.</p> <p>Given the performance shares are awarded each year in November, the limits of the criteria cannot be set at the date of this document. The Board of Directors intends, not only as indicated above to retain the criteria historically set within the framework of the Group's long-term remuneration plans (unless they cease to be relevant), but also to apply the same rigour in the choice of limits as in the past. These limits will be set in line with both the guidance provided by the Group and the objectives that will be announced during the Capital Markets Day scheduled for the second half of 2025. See section 5.2.4 of the 2024 Universal Registration Document for the criteria applicable to the plan implemented in November 2024.</p> <p>As in the past, the Board will set for the Chairman and Chief Executive Officer, regarding any allocation in 2025 under a long-term compensation plan in the form of performance shares, a strict obligation to retain those shares, that the Chairman and Chief Executive Officer must hold in registered form until the end of his term of office.</p>

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**Compensation policy for the Chairman and Chief Executive Officer for fiscal 2025, subject to approval by the Ordinary General Meeting (Article L. 22-10-8 II of the French Commercial Code)**

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

Officer	Maximum	Description
<b>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 <sup>(c)</sup></b>	-	<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 after termination of his office) <b>will not be entitled 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, has not expired on the date of termination of his office as corporate officer (with the exception of death, disability or retirement events, in which case the long-term compensation instruments will be maintained as stated in the related rules for the long-term compensation plans concerned).</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 Group's strategy leading to a major change in its business.</li> </ul> </li> </ul>
<b>Compensation for serving as a director</b>	<b>None</b>	The Chairman and Chief Executive Officer does not receive any compensation for serving as a director of Compagnie de Saint-Gobain.
<b>In-kind benefits</b>	-	The Chairman and Chief Executive Officer has the use of a company car.

<sup>(c)</sup> The remuneration policy in this area is unchanged from 2024.

Compensation policy for the Chairman and Chief Executive Officer for fiscal 2025, subject to approval by the Ordinary General Meeting (Article L. 22-10-8 II of the French Commercial Code)

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

Officer	Maximum	Description
Severance indemnity <sup>(d)</sup>	Cap set at twice the total gross annual compensation, including the non-compete indemnity	<p>Benoit Bazin terminated his employment contract, which he entered into with the 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 termination 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>Benoit Bazin would receive an indemnity equal at maximum to twice the total gross annual compensation, this being 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 that ended prior to the date of termination of his duties.</p> <p>In any event, no amount would be due in respect of the severance indemnity in the event that Benoit Bazin leaves 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 pension rights under the "2012" defined-benefit pension plan or the 2012/2 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 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 that ended prior to the date of termination of his duties, of a variable portion of compensation equal to at least 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>
Non-compete indemnity <sup>(d)</sup>	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	<p>Benoit Bazin has signed a firm and binding non-compete undertaking in favor of Compagnie de Saint-Gobain <sup>(e)</sup> set to run for a term of one year from the date his duties as Chairman and Chief Executive Officer come to an end.</p> <p>In consideration of this undertaking, in the event of termination of office as Chairman and Chief Executive Officer for any reason whatsoever, 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 Benoit Bazin.</p> <p>It should be noted that this non-compete undertaking is a protection mechanism of the 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 Chairman and Chief Executive Officer, in which case he would be released from any such commitment and no sum would be due to him in this respect.</p> <p>Furthermore, the payment of the non-competition indemnity would be excluded as soon as Benoit Bazin exercises his right to retirement. In any case, no indemnity would be paid beyond the age of 65.</p>

<sup>(d)</sup> The remuneration policy in this area is unchanged from 2024.

<sup>(e)</sup> Activity concerned: any company whose main activity is the trading of building materials or the production of building materials similar to those produced by Saint-Gobain. Territory: European Union, EFTA and Switzerland.

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**Compensation policy for the Chairman and Chief Executive Officer for fiscal 2025, subject to approval by the Ordinary General Meeting (Article L. 22-10-8 II of the French Commercial Code)**

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

Officer	Maximum	Description
<b>Supplementary pension scheme</b>	-	<p><b>2012 Plan:</b></p> <p>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 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>• absolute cap: the pension may never exceed eight times the annual social security cap (i.e., €370 944 in 2024).</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 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, Benoit Bazin would be entitled to an annual pension supplement equivalent to 30% of his last fixed compensation. 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.</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, 2024, Benoit Bazin's estimated rights under the 2012 Plan would amount to around €310 000 gross per annum, below the cap for the 2012 Plan (eight times the annual social security cap, i.e., €370 944 in 2024). 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 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 Chairman and Chief Executive Officer for fiscal 2025, subject to approval by the Ordinary General Meeting (Article L. 22-10-8 II of the French Commercial Code)**

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

Officer	Maximum	Description
<b>Supplementary pension scheme</b>	-	<p><b>2012/2 Plan:</b></p> <p>Following the freezing of the previous retirement plan, a supplementary defined-benefit pension plan, the 2012/2 Plan, was established to comply with the conditions set forth in Article L. 137-11-2 of the Social Security Code, after the publication of the instruction from the Directorate of Social Security on December 23, 2020. The 2012/2 Plan ensures the continuation of the 2012 Plan due to the consistency in terms of the population and benefits. As a result, the 2012/2 Plan exclusively applies to employees present in the workforce on its effective date and who were already covered by the 2012 Plan. Furthermore, the 2012/2 Plan does not supplement the 2012 Plan but gradually replaces it. The retirement rights accumulated annually in the 2012/2 Plan offset the frozen rights from the 2012 Plan, and are capped such that, when combined with the frozen rights from the 2012 Plan, the total benefit cannot exceed what would have been accrued under the 2012 Plan had its closure not been imposed by the ordinance of July 3, 2019.</p> <p>The 2012/2 Plan provides for the payment of a lifetime annuity, with the option of a survivor benefit, to the beneficiary starting from the earliest of the pension liquidation date in a mandatory pension scheme to which they have contributed, or the legal retirement age defined in Article L. 161-17-2 of the Social Security Code. After the annuity has been initiated, no new retirement rights can be granted. In the event of death before the rights are liquidated, the accumulated rights will be converted into a lump sum and paid to the pre-designated beneficiaries.</p> <p>The reference salary used to calculate the rights consists of the fixed and variable parts of the salary, as well as any in-kind benefits, all considered for social security contribution calculations (as per Article L. 242-1 of the Social Security Code). For the calculation of the reference salary, the variable part paid for the relevant year is capped at 60% of the fixed salary from the previous year.</p> <p>The rights accumulated annually correspond to 5.4% of the reference salary between 8 and 20 times the annual social security cap for the relevant year, plus 1.2% of the reference salary exceeding 20 times the social security cap.</p> <p>The accumulation of annual rights is subject to conditions related to the professional performance of the beneficiary, assessed annually by the employer. The rights accumulated annually cannot exceed 3% of the reference salary. Furthermore, the cumulative percentage points applied for a given beneficiary under a plan governed by Article L. 137-11-2 of the Social Security Code are capped at 30 points over their entire career, across all employers.</p> <p>In addition to these legal caps, the 2012/2 Plan has an internal cap to ensure that the benefits do not exceed what would have been obtained under the 2012 Plan if its closure had not been mandated by the ordinance of July 3, 2019. Each year, it is verified that the estimated amount of the annual rights accumulated under the 2012/2 Plan does not exceed the estimated "maximum" rights, which would have been accrued under the 2012 Plan if its closure had not been imposed. If this cap is not respected, no rights will be attributed for the following year.</p> <p>In accordance with the Chief Executive Officer's compensation policy for 2022, approved by the Ordinary General Meeting of Shareholders held on June 2, 2022 (13th resolution), the application of the 2012/2 Plan was extended to Benoit Bazin starting in 2021.</p> <p>Benoit Bazin's annual rights accumulation is subject to meeting performance conditions, verified and validated annually by the Board of Directors at the beginning of the year following the year in question. The performance condition is defined as achieving at least 50% of the individual quantitative and qualitative objectives related to the variable part of the remuneration for the relevant year. The accumulation of rights can be null (0%) in years where performance falls below this threshold. The rights accumulated are adjusted annually by a coefficient corresponding to the change in the social security cap. In the event of Benoit Bazin's departure from the Company, the rights will be adjusted annually based on the technical and financial results of the insurance provider.</p> <p>These rights are fully financed by premiums paid by the Company to an insurance provider, and these premiums are deductible from the corporate tax base. Regarding the associated social security contributions for the payment of these rights, the Company is required to pay a contribution based on the premiums paid to the insurance provider, with a rate set by the Social Security Code at 29.7%.</p>



**Compensation policy for the Chairman and Chief Executive Officer for fiscal 2025, subject to approval by the Ordinary General 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>Officer</b>	<b>Maximum</b>	<b>Description</b>
<b>Supplementary pension scheme</b>	-	<p>The commitments made by the company towards Benoit Bazin under the 2012/2 Plan can be terminated by a resolution of the Board of Directors. However, the rights accrued before such termination will remain vested, in accordance with applicable legal provisions.</p> <p>The Board of Directors confirmed, on February 27, 2025, that the performance condition for the acquisition of rights under the 2012/2 Plan for the year 2024 has been met. Consequently, the rights accrued in 2024 under the 2012/2 Plan amount to a gross amount of approximately 40,000 euros per year. Additionally, as of December 31, 2024, the estimated total amount of rights to be received by Benoit Bazin under the 2012/2 Plan is approximately 155,000 euros per year. This indicative amount is calculated according to the methods set out in Article D. 22-10-16 of the Commercial Code. As mentioned, this amount is reduced by the amount that could be paid under the 2012 Plan. In any case, the estimated amount of rights paid under the 2012/2 Plan, possibly combined with those that could result from the 2012 Plan, remains lower than, on the one hand, the cap provided by the 2012 Plan (eight times the annual social security cap, i.e. 370,944 euros in 2024), and, on the other hand, the cap of 45% of fixed and variable remuneration provided by the Afep-Medef code.</p> <p>Pursuant to Article 5, II of the aforementioned ordinance of July 3, 2019, the Board of Directors reserves the right to transfer the commitments from the 2012 Plan to the 2012/2 Plan and extend its application to Benoit Bazin. In any case, no rights would be transferred beyond the 30-point cap provided in Article L. 137-11-2 of the Social Security Code, with this cap being assessed by relating the amount of conditional rights at the time of the transfer to the average remuneration of the individuals concerned over the last three years in the 2012 Plan. In the event of a transfer, the Company would be liable for a lump-sum contribution at a rate of 29.7% under the conditions set forth in Article 5, II of the ordinance of July 3, 2019. This contribution would replace, with respect to the transferred rights, the contribution of 24% based on premiums paid to the insurer.</p>
<b>Health and personal risk insurance</b>	-	<p>Benoit Bazin benefits 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>

## B – Compensation policy for directors (ex ante Say-on-Pay)

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

The General Shareholders' Meeting of June 6, 2024 decided to increase the maximum annual compensation of directors to €1.6 million, with effect from January 1, 2024 (15th resolution) taking into account:

- (i) the appointment of a Lead Independent Director and Vice Chairman of the Board whose fixed compensation amounts to €80,000 per annum;
- (ii) the fact that Pierre-André de Chalendar, who was leaving the Board, did not receive any compensation in respect of his directorship and was replaced by a director who, like his colleagues, received compensation in this capacity;
- (iii) the prospect of recruiting foreign directors; and
- (iv) the fact that certain directors were not at the time members of committees of the Board of Directors and would receive compensation if they become members.

The General Shareholders' Meeting of June 6, 2024 also revised the distribution rules from June 7, 2024 as follows:

- The Chairman and Chief Executive Officer does not receive any compensation for his duties as a director;
- The Lead Independent Director and Vice Chairman of the Board receives fixed compensation of €80,000 per annum for these duties taking into account the extended responsibilities and size of the Group;
- 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 euros 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 *pro rata 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 fiscal year.

The variable portion takes precedence in the event of regular attendance at Board meetings and committee meetings.

It is proposed renewal of the directors' compensation policy described above for the 2025 fiscal year to the General Shareholders' Meeting of June 5, 2025.

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### 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 held to approve the financial statements for the year ended December 31, 2024

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 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 for the organization and production of the Global Award for Sustainable Architecture

**Person involved:** Mrs. Jana Revedin, director of Compagnie de Saint-Gobain and founder of the Global Award for Sustainable Architecture.

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

Several agreements governing the continuation of the partnership for the organization and production of the Global Award for Sustainable Architecture were previously authorized by your Board of Directors on September 26, 2024.

These agreements followed on from the contracts authorized by your Board of Directors on December 19, 2023 and signed on December 22, 2023 to form a partnership for the organization and production of the Global Award for Sustainable Architecture, as detailed in the second part of this report.

It is recalled that the Global Award for Sustainable Architecture annually rewards five architects whose constructions reflect sustainable development principles and satisfy the needs of companies, with a sustainable, innovative and participatory approach. Mrs. Jana Revedin created this award in 2006 and has organized its distribution since this date.

The following agreements were signed on September 27, 2024 to enable the organization and production of the 2025 Global Award for Sustainable Architecture:

- as for the 2024 Award, a Copyright assignment agreement with Mrs. Jana Revedin, as the co-author of the publication dedicated to the work of the 2025 winners of the Global Award for Sustainable Architecture, providing for compensation of €35,000 excluding taxes, including €27,000 excluding taxes for Mrs. Jana Revedin;
- as for the 2024 Award, a Publishing Agreement for said publication with Mrs. Jana Revedin and ArchiTangle GmbH, an international publishing house not related to Mrs. Jana Revedin, for an expected publishing cost of €50,000 excluding taxes; and
- amendment n°1 to the Partnership Agreement and Trademark License for no consideration with Mrs. Jana Revedin, clarifying the activities and obligations of each party with regard to the organization and production of the 2025 Awards and the preparation of the 2026 Awards.

In 2024, the Publishing Agreement for the publication gave rise to the payment of €25,000 by your Company.

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

Your Board of Directors considered that the conclusion of these agreements was beneficial for the Company, as 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.

## Agreements previously approved by the annual general meeting

### Agreements previously approved that remained in force during the year

Pursuant to Article R. 225-30 of the French Commercial Code, we have been informed that the following agreements, previously approved by Shareholders' Meetings of prior years, have remained in force during the year.

#### 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 (until June 6, 2024, inclusive) and 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 implemented under the Corporate Teacher/Melchior program, and regarding support for the creation of teaching materials under the Melchior Planète educational project.

In 2024, this agreement gave rise to a total payment of €100,000 by your Company.

#### Agreements with Mrs. Jana Revedin under a partnership for the organization and production of the Global Award for Sustainable Architecture

**Person involved:** Mrs. Jana Revedin, director of Compagnie de Saint-Gobain and founder of the Global Award for Sustainable Architecture.

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

Several agreements governing the creation of a partnership for the organization and production of the Global Award for Sustainable Architecture were previously authorized by your Board of Directors on December 19, 2023. The aim of the Global Award for Sustainable Architecture is described in the first part of this report.

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

- 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.

In 2024, the Copyright assignment agreement and the Publishing Agreement for said publications gave rise to payments by your Company of €54,000 (to Mrs. Jana Revedin) and €43,400 (to ArchiTangle GmbH), respectively.

Paris-La Défense, February 27, 2025  
The Statutory Auditors

KPMG S.A.  
Pierre-Antoine Duffaud

Laurent Chillet

Deloitte & Associés  
Frédéric Gourd

# 3. AGENDA FOR THE GENERAL MEETING

## 3.1 AGENDA

### ORDINARY GENERAL MEETING

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- **Resolution 1**

Approval of the Company's non-consolidated financial statements for 2024.

- **Resolution 2**

Approval of the Company's consolidated financial statements for 2024.

- **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. Benoit Bazin's term of office as a Director.

- **Resolution 6**

Renewal of Ms. Sibylle Dauni's term of office as a Director representing employee shareholders.

- **Resolution 7**

Appointment of Ms. Maya Hari as a Director.

- **Resolution 8**

Appointment of Mr. Antoine de Saint-Affrique as a Director.

- **Resolution 9**

Appointment of Mr. Hans Sohlström as a Director.

- **Resolution 10**

Approval of the compensation components paid during the past financial year or awarded for the same financial year to Mr. Pierre-André de Chalendar, Chairman of the Board of Directors from January 1 to June 6, 2024, inclusive.

- **Resolution 11**

Approval of the compensation components paid during the past financial year or awarded for the same financial year to Mr. Benoit Bazin, Chief Executive Officer from January 1 to June 6, 2024, inclusive.

- **Resolution 12**

Approval of the compensation components paid during the past financial year or awarded for the same financial year to Mr. Benoit Bazin, Chairman and Chief Executive Officer from June 7 to December 31, 2024, inclusive.

- **Resolution 13**

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

- **Resolution 14**

Approval of the compensation policy of the Chairman and Chief Executive Officer for 2025.

- **Resolution 15**

Approval of the compensation policy of the Directors for 2025.

- **Resolution 16**

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

## EXTRAORDINARY GENERAL MEETING

### • Resolution 17

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

### • Resolution 18

Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights but with the possibility of granting a priority period for shareholders, by public offering other than those referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, Company shares or securities giving access to new shares in the Company or its subsidiaries, or new shares in the Company to which entitlement would be granted by securities to be issued, where applicable, by subsidiaries, up to a maximum nominal amount of one hundred ninety-nine million euros (shares) excluding any applicable adjustment, representing approximately 10% of the share capital, the amounts specified in the nineteenth, twentieth and twenty-first resolutions being set off against this limit, and one and a half billion euros (securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries), the amounts specified in the nineteenth and twentieth resolutions for the issuance of securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries being set off against this limit, the amounts of the share capital increase and the issue of debt securities being set off against the corresponding maximum amounts specified in the seventeenth resolution.

### • Resolution 19

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

### • Resolution 20

Delegation of authority granted to the Board of Directors to increase the number of securities to be issued in the event that the issue, with or without preferential subscription rights, of shares or securities giving access to the share capital, is oversubscribed,

within the legal and regulatory limits (15% of the initial issue at the date of this Meeting) and subject to the limits specified in the resolutions which decided the initial issue.

### • Resolution 21

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

### • Resolution 22

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

### • Resolution 23

Delegation of authority granted to the Board of Directors to carry out, without preferential subscription rights, equity securities issues reserved for the members of the employee savings plans, up to a maximum nominal amount of forty-nine million euros excluding any applicable adjustment, representing approximately 2.5% of the share capital. compensation.

### • Resolution 24

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

### • Resolution 25

Authorization given to the Board of Directors to grant stock options exercisable for existing or new shares without preferential subscription rights, representing up to a maximum of 1.5% of the share capital, with a maximum of 10% of this limit for executive corporate officers of the Company, with this limit of 1.5% and sub-limit of 10% being common to this resolution and the twenty-sixth resolution.

### • Resolution 26

Authorization given to the Board of Directors to grant free existing shares representing up to a maximum of 1.2% of the share capital, with a maximum of 10% of this limit for executive corporate officers of the Company, with this limit of 1.2% and sub-limit of 10%, being set off respectively against those specified in the twenty-fifth resolution.

### • Resolution 27

Amendments to the bylaws relating to make the public broadcasting of the compulsory General Meeting, in accordance with the provisions of Article L. 22-10-38-1 of the Commercial Code resulting from the so-called "Attractiveness" law.

### • Resolution 28

Powers to carry out formalities.

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

The 1st to 16th resolutions and the 28th resolution that you are invited to vote upon are governed by the rules applicable to Ordinary General Meetings, while the 17th to 27th resolutions are governed by the rules applicable to Extraordinary General Meetings.

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

### 1st to 3rd resolutions

#### Approval of the Company's non-consolidated and consolidated financial statements – appropriation of income and determination of dividend (€2.20 per share)

Shareholders are requested to approve Compagnie de Saint-Gobain's non-consolidated financial statements which report net income of €1,483 million (**1st resolution**) and consolidated financial statements of the Saint-Gobain Group which report net income (Group share) of €2,844 million (**2nd resolution**) for the fiscal year ended December 31, 2024.

Based on the Company's net income for 2024 of €1,483 million and retained earnings of €7,834 million, creating distributable earnings of €9,317 million, the General Meeting is invited to set the dividend at €2.20 per share, compared to €2.10 for the 2023 fiscal year, yielding a total dividend to shareholders of €1,092 million <sup>(1)</sup> and to allocate approximately €8,226 million to retained earnings (**3rd resolution**).

The ex-dividend date will be June 9, 2025, and the dividend of €2.20 per share will be paid as from June 11, 2025.

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 2024**

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, 2024, 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 €309,073 in the year ended December 31, 2024, and generated an estimated tax charge of €79,818.

#### • Second resolution

##### **Approval of the Company's consolidated financial statements for 2024**

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, 2024, 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, 2024 and approved by this General Meeting show net income for the 2024 fiscal year amounting to €1,483,089,859.57 and retained earnings at December 31, 2024 amounting to €7,834,667,361.98, yielding total distributable earnings of €9,317,757,221.55, 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 €99,256,415.20, in accordance with Article 20 paragraph 4, 2° of the Company's bylaws,
  - an additional dividend of €992,564,152, representing a total dividend payment of €1,091,820,567.20,
- the appropriation of €8,225,936,654.35 to retained earnings.

<sup>(1)</sup> This amount is calculated on the basis of 499,051,717 outstanding shares at January 31, 2025, less 2,769,641 treasury shares held at this date, and may vary if the number of shares entitled to the dividend changes between January 31, 2025 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, 2025, i.e., 496,282,076 shares, and may vary if the number of shares carrying dividend rights changes between January 31, 2025 and the ex-dividend date, depending in particular on the number of treasury shares held.

The dividend is set at €2.20 per share for each share carrying dividend rights. The ex-dividend date will be June 9, 2025, and the dividend will be paid as from June 11, 2025. 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 2024 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)
2021	512,006,300	1.63	834,570,269.00
2022	507,094,880	2.00	1,014,189,760.00
2023	498,377,982	2.10	1,046,593,762.20

Dividends distributed in 2024, 2023 and 2022, for the years 2023, 2022 and 2021 respectively, for individual shareholders who are French tax residents, were subject to a single standard tax rate of 30%, or, by option, to the application of the income tax progressive scale following the 40% deduction provided for under Article 158, 3.2° of the French General Tax Code and social taxes.

**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, 2024, 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 September 27, 2024, and previously authorised by the Board of Directors at its meeting of September 26, 2024.

We inform you that a related-party agreement, authorized during the 2023 financial year, concluded on January 25, 2024, and approved by the General Meeting on June 6, 2024, was continued during the 2024 financial year. As a reminder, this agreement concerns the partnership and support agreement between Compagnie de Saint-Gobain and the *Institut de l'Entreprise Endowment Fund*. The financial support provided by Compagnie de Saint-Gobain was allocated to activities carried out by the *Institut de l'Entreprise*. The interested party at the time of the conclusion of the partnership agreement was Pierre-André de Chalendar, Chairman of the Board of Directors of Compagnie de Saint-Gobain until June 6, 2024 (inclusive), and Chairman of both the *Institut de l'Entreprise Endowment Fund*.

The regulated agreements are presented in detail in the 2024 Universal Registration Document (see section 5.1.1 of chapter 5 “Corporate governance”).

The Statutory Auditors have prepared a special report which is included in section 5.5 “Statutory Auditors’ special report on related-party agreements” of the 2024 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 shareholders in Ordinary 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, approves the latter report in all its provisions, 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 September 27, 2024, and previously authorized by the Board of Directors at its meeting on September 26, 2024.



**5th resolution****Renewal of Mr. Benoit Bazin'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 28, 2024, decided to propose to the General Shareholders' Meeting the renewal of the term of office of Mr. Benoit Bazin as Director, expiring at the end of the General Shareholders' Meeting of June 5, 2025 (**5th resolution**).

The renewal of Mr. Benoit Bazin's mandate reflects continuity and also serves as recognition of:

- The success of Saint-Gobain's strategy implemented since 2019 through the "Transform & Grow" and "Grow & Impact" plans, which he defined and executed.
- The Group's excellent financial and operational performance despite a mixed macroeconomic environment and with geopolitical uncertainty: double-digit operating margin since 2021, net profit doubling, cash flow generation tripling, and an almost 50% increase in value creation (ROCE) since 2018.
- The continued growth of the stock price: tripling since January 2019 and doubling since 2021, with an average annual total shareholder return (TSR) of 27% since 2021, making Saint-Gobain the second-best performer in the CAC 40 over the 2023/2024 period.
- The acceleration of the Group's geographical expansion in high-growth, high-profitability regions.
- The establishment of a global leader in construction chemicals.
- Increased agility and operational empowerment of teams within a new country-based organization.
- The strong engagement (84%) and confidence (89%) of Saint-Gobain employees in the Group's future, as reflected in the October 2024 annual "Me@Saint-Gobain" employee survey.
- A 34% reduction in scope 1 and 2 CO<sub>2</sub> emissions <sup>(1)</sup> and a 44% reduction in the Group's carbon intensity per euro of revenue compared to 2017.

The Board also decided that, should your Assembly approve the renewal of Mr. Benoit Bazin's mandate as director, he will be reappointed as Chairman of the Board and Chief Executive Officer of Saint-Gobain. Meanwhile, Mr. Jean-François Cirelli will continue in his role as Lead Independent Director and Vice Chairman of the Board, with the extended powers and responsibilities granted to him since June 2024.

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, 2028. His biography can be found on page 34 of this document.

<sup>(1)</sup> Pro forma reduction of 34% in scope 1 and 2 CO<sub>2</sub> emissions (to 8.9 million tons), including CSR and Bailey on an annual basis.

**• Fifth resolution****Renewal of Mr. Benoit Bazin'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. Benoit Bazin expires at the close of this General Meeting, resolve to renew the term of office of Mr. Benoit Bazin 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, 2028.

**6th resolution****Renewal of Ms. Sibylle Daunis's term of office as a Director representing employee shareholders**

The mandate of the director representing employee shareholders is to be renewed by the General Shareholders' Meeting on June 5, 2025. Ms. Sibylle Daunis, Chair of the Supervisory Board of the "Saint-Gobain PEG France" FCPE and current director representing employee shareholders on the Board of Directors, has been nominated as a candidate by the said Supervisory Board (**6th resolution**). This nomination was supported by the Supervisory Board of the "Saint-Gobain PEG Monde" FCPE, which did not propose any other candidate. Sibylle Daunis was also elected as a candidate by registered employee shareholders.

The mandate of this director would be granted for a four-year term, ending at the conclusion of the Ordinary General Shareholders' Meeting ruling on the financial statements for the fiscal year ending December 31, 2028. Her biography can be found on page 35 of this document.

**• Sixth resolution****Renewal of Ms. Sibylle Daunis's term of office as a Director representing employee shareholders**

The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, resolve to renew the mandate of the Director representing the employee shareholders of Ms. Sibylle Daunis.

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, 2028.

7th to 9th resolutions

**Appointment of Ms. Maya Hari, Mr. Antoine de Saint-Affrique and Mr. Hans Sohlström as Independent Directors**

On the proposal of the Nomination and Remuneration Committee, the Board of Directors, at its meeting of November 28, 2024, decided to propose to the General Shareholders' Meeting the nomination of Ms. Maya Hari, Mr. Antoine de Saint-Affrique and Mr. Hans Sohlström. 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, 2028 (7th to 9th resolutions).

Ms. Maya Hari, Mr. Antoine de Saint-Affrique and Mr. Hans Sohlström meet all the independence criteria set out in the Afep-Medef Code and are therefore considered to be Independent Directors.

In line with the areas of research identified by the Board of Directors at the end of 2023:

- Ms. Maya Hari, a partner at Modern Manifesto and a Singaporean national, will bring to the Board her deep understanding of Indian and Pan-Asian markets, which will be valuable for Saint-Gobain's development in Asia and emerging countries. She will contribute an entrepreneurial perspective and strong expertise in AI-driven innovation, digital technology, and sustainability. Ms. Maya Hari has international experience and a strong background in corporate governance, finance, and strategy.
- Mr. Antoine de Saint-Affrique, Chief Executive Officer of Danone, will bring to the Board his extensive international leadership experience, which has enabled him to develop strong expertise in industry, CSR, strategy, climate, finance (with significant experience in mergers and acquisitions), digital transformation, and innovation. He also has extensive commercial and marketing experience in both the consumer goods and B2B sectors. With a global perspective, he has worked in multiple countries (United States, Netherlands, Hungary, Russia, United Kingdom, and Switzerland) and managed international businesses. He also has substantial experience in corporate governance, finance, strategy, and mergers and acquisitions.
- Mr. Hans Sohlström, Chairman and Chief Executive Officer of Stora Enso and a Finnish national, will contribute his vast international experience as Chairman and Chief Executive Officer of several globally active companies, equipping him with strong expertise in industry, CSR, climate, and innovation. He also has in-depth knowledge of the construction and building materials sector. Additionally, Mr. Hans Sohlström has expertise in corporate governance, finance, strategy, and mergers and acquisitions.

The biographies of Ms. Maya Hari and Mr. Antoine de Saint-Affrique and Mr. Hans Sohlström can be found in section 2.2.2 on pages 31 to 33 of this document.

The arrival of Ms. Maya Hari, Mr. Antoine de Saint-Affrique, and Mr. Hans Sohlström, following the appointment in June 2024 of Ms. Sophie Brochu (a Canadian national), Ms. Hélène de Tissot, and Mr. Geoffroy Roux de Bézieux (both French nationals), will further the renewal of the Board. Their inclusion will strengthen the Board's international experience and increase the proportion of executive corporate officers.

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 2024 fiscal year, and as foreseen by the end of the General Meeting of June 5, 2025, 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	As from the General Shareholders' Meeting of June 5, 2025 (subject to approval)
Percentage of Independent Directors <sup>(a)</sup>	73%	82%	91%
Percentage of women <sup>(b)</sup>	45%	55%	45%
Percentage of foreign Directors <sup>(c)</sup>	36%	36%	45%

<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.

**Seventh resolution**

**Appointment of Ms. Maya Hari as a Director**

The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, resolve to appoint Ms. Maya Hari 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, 2028.

**Eighth resolution**

**Appointment of Mr. Antoine de Saint-Affrique 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. Antoine de Saint-Affrique 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, 2028.



#### • **Neventh resolution**

##### **Appointment of Mr. Hans Sohlström 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. Hans Sohlström 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, 2028.

#### **10th resolution**

##### **Approval of the compensation components paid during the past financial year or awarded for the same financial year to Mr. Pierre-André de Chalendar, Chairman of the Board of Directors from January 1 to June 6, 2024, inclusive (Say-on-Pay ex post)**

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 past financial year or awarded for the same financial year to Mr. Pierre-André de Chalendar, Chairman of the Board of Directors from January 1 to June 6, 2024, inclusive (**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 page 295 of the 2024 Universal Registration Document) and in section 2.4.1.A of this document.

#### • **Tenth resolution**

##### **Approval of the compensation components paid during the past financial year or awarded for the same financial year to Mr. Pierre-André de Chalendar, Chairman of the Board of Directors from January 1 to June 6, 2024, inclusive (Say-on-Pay ex post)**

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 or granted for the period from January 1,

2024, to June 6, 2024, inclusive, 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, appearing in section 5.2.2 of the 2024 Universal Registration Document.

#### **11th resolution**

##### **Approval of the compensation components paid during the past financial year or awarded for the same financial year to Mr. Benoit Bazin, Chief Executive Officer from January 1 to June 6, 2024, inclusive (Say-on-Pay ex post)**

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 past financial year or awarded for the same financial year to Mr. Benoit Bazin, Chief Executive Officer from January 1 to June 6, 2024, inclusive (**11th 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 on pages 296 to 299 of the 2024 Universal Registration Document) and in section 2.4.1.B. of this document).

#### • **Eleventh resolution**

##### **Approval of the compensation components paid during the past financial year or awarded for the same financial year to Mr. Benoit Bazin, Chief Executive Officer from January 1 to June 6, 2024, inclusive (Say-on-Pay ex post)**

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 past financial year or

awarded for the same financial year to Mr. Benoit Bazin, Chief Executive Officer from January 1 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, appearing in section 5.2.2 of the 2024 Universal Registration Document.

12th resolution

**Approval of the compensation components paid during the past financial year or awarded for the same financial year to Mr. Benoit Bazin, Chairman and Chief Executive Officer from June 7 to December 31, 2024, inclusive (Say-on-Pay ex post)**

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 past financial year or awarded for the same financial year to Mr. Benoit Bazin, Chairman and Chief Executive Officer from June 7 to December 31, 2024, inclusive (**12th 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 on pages 300 to 303 of the 2024 Universal Registration Document) and in section 2.4.1.C of this document.

Twelfth resolution

**Approval of the compensation components paid during the past financial year or awarded for the same financial year to Mr. Benoit Bazin, Chairman and Chief Executive Officer from June 7 to December 31, 2024, inclusive (Say-on-Pay ex post)**

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 past financial year or awarded for the same financial year to Mr. Benoit Bazin,

Chairman and Chief Executive Officer from June 7 to December 31, 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, appearing in section 5.2.2 of the 2024 Universal Registration Document.

13th resolution

**Approval of the information relating to the corporate officers' compensation referred to in Article L. 22-10-9 I of the French Commercial Code and included in the report 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 to in I of Article L. 22-10-9 of the French Commercial Code (**13th resolution**).

This information is described in the report of the Board of Directors on corporate governance (see on pages 282 to 293 and 313 to 316 of the 2024 Universal Registration Document) and in section 2.4.1.D of this document.

• Thirteenth resolution

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

14th resolution

**Approval of the compensation policy of the Chairman and Chief Executive Officer for 2025**

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 Chairman and the Chief Executive Officer' compensation policy for 2025 (**14th resolution**).

The compensation policy for the Chairman and Chief Executive Officer for 2025 is substantively and structurally consistent with the policy approved by the General Meeting for the period from June 7 to December 31, 2024. In particular, the amount of his fixed annual compensation (€1.3 million), the caps on his variable compensation (maximum 170% of the fixed portion), and his long-term compensation (75,000 performance shares) remain unchanged.

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 on pages 304 to 313 of the 2024 Universal Registration Document) and in section 2.4.2.A of this document.

• Fourteenth resolution

**Approval of the compensation policy of the Chairman and Chief Executive Officer for 2025**

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

the Chairman and Chief Executive Officer for 2025, 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 2025 (Say-on-Pay ex ante)**

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 2025 fiscal year (**15th resolution**).

The maximum amount of total annual compensation for directors for 2025 is set at €1.6 million, the same as for the 2024 fiscal year.

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 280 of the 2024 Universal Registration Document) and in section 2.4.2.B of this document.

**• Fifteenth resolution****Approval of the compensation policy of the Directors for 2025**

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 2025, 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****Authorization given to the Board of Directors to trade in the Company's shares**

The purpose of the **16th 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:

- relevant securities: 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: €150, 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 and €120 for the General Meetings of June 6, 2024. In view of the rise of the share price, it is proposed that this price be set at €150.

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 2024 fiscal year is described in section 7.1.3 of the 2024 Universal Registration Document.

It is recalled that the share buyback target for 2025 amounts to €400 million (net of transactions related to employee share ownership).

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 5, 2026. This authorization shall replace, as from its adoption, the one granted in the 19th resolution of the General Meeting of June 6, 2024, and shall cancel any unused portion of it.

**• Sixteenth 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 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 retention and later delivery (as payment, exchange, or otherwise) as part of external growth operations, mergers, demergers, or contributions,
- the management of the market of the Company share under liquidity agreements entered into with an independent investment services provider in compliance with market practices accepted by the French Financial Markets Authority,
- the cancellation of all or part of the shares repurchased,

- this program is also intended to allow the implementation of any market practice that may become authorized by the French Financial Markets Authority and, more generally, carrying out any other transaction that complies with the regulations in force. In such a case, the Company will inform its shareholders through a press release.

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 sets the maximum purchase price at one hundred and fifty (150) euros per share and the maximum number of shares that may be acquired since the beginning of the buyback program at 10% of the total number of shares comprising the Company's share capital on the date of this General Meeting, it being specified that (i) the number of shares acquired with a view to their retention and subsequent delivery in payment or exchange in the context of a merger, demerger or contribution operation may not exceed 5% of the Company's capital on that same date, and (ii) when the shares are repurchased to promote liquidity under the conditions defined by the general regulations of the French Financial Markets Authority (*Autorité des marchés financiers*), the number of shares taken into account for the calculation of the 10% limit provided for above corresponds to the number of shares purchased, minus the number of shares resold during the period of the authorization. In accordance with the law, the number of shares held on a given date may not exceed 10% of the Company's share capital on that same date. For information purposes, as at February 1, 2025, the

theoretical maximum amount of funds that the Company would be able to invest in these purchases would thus be €7,485,761,550, corresponding to 49,905,077 shares acquired at a price of one hundred and fifty (150) euros each.

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

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

The authorization is granted for a period of eighteen (18) months as from the date of this General Meeting. It cancels with effect from today, the unused portion, if any, and replaces the authorization granted in the nineteenth resolution of the Combined General Meeting of June 6, 2024.

### 17th to 23rd resolutions

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

As is the case every two years, you are requested to approve a set of resolutions, giving the Board of Directors authority to increase the Company's share capital, immediately or over time, for a limited period of 26 months, it being specified that these authorizations only apply to issuances of shares or securities giving access to the share capital, and excluding preference shares (17th to 23rd resolutions).

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

Please note that these 17th to 23rd resolutions exclude the possibility for the Board of Directors to decide to increase the Company's share capital immediately or over time while a public tender offer for the Company's shares is in progress.



**17th resolution****Issue of shares or securities giving access to the share capital of the Company or subsidiaries, with preferential subscription rights**

Under the 17th resolution, you are requested to delegate to the Board of Directors authority to potentially increase the Company's share capital, either immediately or over time, through the issuance, with preferential subscription rights, of the following securities:

- company shares; or
- securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or over time, to the share capital of the Company or subsidiaries.

The maximum nominal amount of the share capital increases that may be carried out immediately or over time under the 17th resolution will be set at three hundred ninety-nine million euros (representing approximately 20% of the share capital), subject to adjustment in the event of financial transactions involving the Company's share capital or shareholders' equity, pursuant to the legal and regulatory provisions, and any applicable contractual stipulations. The nominal amount of share capital increases to be carried out pursuant to the 18th, 19th, 20th, 21st and 22nd resolutions will be set off against the aforementioned limit or the one set out in a resolution of the same kind that might succeed the 17th resolution for the validity period of such resolutions.

The maximum nominal amount of the issuances of debt securities giving access to the share capital of the Company or its subsidiaries that may be carried out under the 17th resolution will be set at one and half billion euros, the nominal amount of such same type of securities that can be carried out under the 18th, 19th and 20th resolutions will be set off against the aforementioned limit or the one set out in a resolution of the same kind that might succeed the 17th resolution for the validity period of such resolutions.

**• Seventeenth resolution**

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

The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the legal provisions of Articles L. 225-129 and following of the French Commercial Code, in particular Articles L. 225-129, L. 225-129-2, L. 225-132 to L. 225-134, and the provisions of Articles L. 228-91 to L. 228-93 of the French Commercial Code, and after having confirmed that the share capital is entirely paid up:

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

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

it being specified that:

- the shares may be paid up in cash, by offsetting receivables, and/or by incorporating reserves, profits or premiums,

- securities (other than shares) may be denominated in euros, foreign currencies or any monetary unit established by reference to a set of currencies.

- 2/** Resolve that this delegation of authority to the Board of Directors is valid for a period of twenty-six months from the date of this General Meeting.
- 3/** Set, if the Board of Directors uses this delegation of authority:
  - a)** the maximum nominal amount of the share capital increases that may be carried out immediately or over time at three hundred ninety-nine million euros, to be supplemented by the total nominal amount of shares that may be issued, where applicable, to preserve the rights of holders of securities giving access to the Company's share capital or of the beneficiaries of stock purchase or subscription options or allocations of free shares, pursuant to the legal and regulatory provisions or the contractual stipulations providing for other types of adjustments (or any other right granting access to the capital), it being specified that the nominal amount of the shares that may be issued pursuant to the eighteenth, nineteenth, twentieth, twenty-first and twenty-second resolutions of this Meeting will be set off against this limit.
  - b)** the maximum nominal amount of the securities in the form of debt securities giving access to the Company's share capital or that of its Subsidiaries at one and half billion euros or the equivalent in any other currency or monetary unit established in reference to several currencies on the issue decision date, it being specified that the nominal amount of the securities in the form of debt securities giving access to the Company's share capital or of its Subsidiaries that may be issued pursuant to the eighteenth, nineteenth and twentieth resolutions of this Meeting will be set off against this limit; it being also specified that this amount is independent of the amount of debt

- securities the issuance of which falls within the competence of the Board of Directors pursuant to the provisions of the French Commercial Code.
- 4/** In the event of use of this delegation of authority by the Board of Directors:
- a)** resolve that shareholders will have an irreducible preferential right to subscribe shares and securities giving access to the share capital issued pursuant to this resolution in proportion to the number of their shares,
  - b)** acknowledge that the Board of Directors has the power to institute a right for shareholders to subscribe shares on a reducible basis,
  - c)** resolve that if the subscriptions on an irreducible basis, and as applicable, on a reducible basis, have not absorbed the total value of the issue of shares or securities giving access to the share capital carried out pursuant to this resolution, the Board of Directors may, at its discretion, in accordance with the law, freely distribute all or part of the unsubscribed shares, offer them in whole or in part to the public and/or limit the issue to the amount of the subscriptions received, provided that, in the case of equity securities, it amounts to at least three-quarters of the issue decided,
  - d)** resolve that Company stock warrants' issuances may be carried out by free allocation to the holders of existing shares, on the understanding that fractional allocation rights will not be either negotiable nor assignable, and that the corresponding securities will be sold,
  - e)** acknowledge that this delegation entails automatically, for the benefit of the bearers of securities issued giving access to the share capital, the waiver of the shareholders to their preferential subscription right to the equity securities to which the securities issued entitle, immediately or over time.
- 5/** Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this delegation of authority and in particular to:
- decide to issue shares and/or securities giving access, immediately or over time, to the share capital of the Company or its Subsidiaries,
  - determine the securities to be issued, the amount of the share capital increase to be carried out immediately or over time within the limit set in paragraph 3/a) above and, as the case may be, that of the issue of securities in the form of debt securities giving access to the share capital of the Company or of its Subsidiaries within the limit set in paragraph 3/b) above, the issue price, the amount of the issue premium, the procedure for paying up the shares and the terms and conditions of the share capital increase to be carried out immediately or over time,
- determine the dates and terms of the issuance, the nature, number, and characteristics of the shares and/or securities to be created, and modify such characteristics, as applicable, for the lifetime of such securities,
  - in the case of the issuance of debt instruments, decide on their characteristics and, if applicable, modifying them during the term of the concerned securities,
  - set, if necessary, any conditions for the exercise of the rights attaching to the shares and securities giving access to the share capital and in particular set the date, even retroactively, as from which the new shares will vest in all their rights, as well as the other conditions and terms for the execution of the capital increase,
  - provide for the possibility to suspend the exercise of the rights attaching to the securities in accordance with the regulations in force,
  - provide, as the case may be, for the reimbursement, buyback or exchange terms of the securities giving access to the share capital,
  - set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company's share capital or shareholders' equity in accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares (or any other right granting access to the capital),
  - charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each capital increase,
  - generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation of authority, as well as in relation to exercise of the rights attaching to such securities, record the completion of each capital increase and amend the bylaws accordingly.
- 6/** Acknowledge that the present delegation of authority cancels, with effect from today, the unused portion, if any, and replaces the authorization granted in the fourteenth resolution of the Combined General Meeting of June 8, 2023.



**18th resolution****Issue by public offering other than those referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code of shares or securities giving access to the share capital of the company or subsidiaries, without preferential subscription rights**

Under the **18th resolution**, you are requested to delegate to the Board of Directors authority to potentially increase the Company's share capital, either immediately or over time, by public offering other than those referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, through the issuance, without preferential subscription rights but with the possibility of granting a priority period for existing shareholders, of the following securities:

- Company shares; or
- securities governed by Articles L. 228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code, giving access, immediately or over time, to the share capital of the Company or its subsidiaries.

The issue price of the shares to be issued under the 18th resolution would be at least equal to the weighted average price of Saint-Gobain shares on the regulated market Euronext Paris, weighted by volume, of the last three trading sessions preceding the start of the public offer, possibly reduced by a maximum discount of 10% after, if applicable, adjustment of this average in case of difference in the enjoyment dates. This method of calculating the issue price complies with the constraints set out in Article R. 22-10-32 of the French Commercial Code, which applied to capital increases without preferential subscription rights before the entry into force of the "Attractiveness" Law of June 13, 2024. Although the provisions of the Attractiveness Law allow the Board of Directors to freely set the issue price of a capital increase without preferential subscription rights, it is proposed to frame this determination as indicated above.

Furthermore, as before the entry into force of the "Attractiveness" Law, it is proposed to grant the Board of Directors the ability to deviate from the above price-setting conditions, provided that the issue price is in any case at least equal (i) to the average price of Saint-Gobain shares on the regulated market Euronext Paris, weighted by volume, as quoted at the time of setting the issue price, or (ii) to the average price of Saint-Gobain shares on the regulated market Euronext Paris, weighted by volume, during the last trading session preceding the setting of the issue price, in both cases possibly reduced by a maximum discount of 10%.

The maximum nominal amount of the share capital increases that may be carried out immediately or over time under the **18th resolution** will be set at one hundred ninety-nine million euros (representing approximately 10% of the share capital), subject to adjustment in the event of financial transactions involving the Company's share capital or shareholders' equity, pursuant to the legal and regulatory provisions, and any applicable contractual stipulations.

The maximum nominal amount of the issuances of debt securities giving access to the share capital of the Company or its subsidiaries that may be carried out under the **18th resolution** will be set at one and half billion euros.

The nominal amount of the issuances carried out under the **19th, 20th and 21st resolutions** will be set off against the aforementioned limit or the one set out in a resolution of the same kind that might succeed the **18th resolution** for the validity period of such resolutions.

The nominal amount of the issuances carried out under the **18th resolution** will be set off against the global corresponding maximum amounts specified in the **17th resolution** or those to be specified by a resolution of the same kind that might succeed it during the validity period of the **18th resolution**.

**• Eighteenth resolution**

***Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights but with the possibility of granting a priority period for shareholders, by public offering other than those referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, Company shares or securities giving access to new shares in the Company or its subsidiaries, or new shares in the Company to which entitlement would be granted by securities to be issued, where applicable, by subsidiaries, up to a maximum nominal amount of one hundred ninety-nine million euros (shares) excluding any applicable adjustment, representing approximately 10% of the share capital, the amounts specified in the nineteenth, twentieth and twenty-first resolutions being set off against this limit, and one and a half billion euros (securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries), the amounts specified in the nineteenth, and twentieth resolutions for the issuance of securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries being set off against this limit, the amounts of the share capital increase and the issue of debt securities being set off against the corresponding maximum amounts specified in the seventeenth resolution***

The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the legal provisions of Articles L. 225-129 and following of the French Commercial Code, in particular Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136 and with the legal provisions of Articles L. 22-10-51, L. 22-10-52, L. 22-10-54 and L. 228-91 to L. 228-93 of the French Commercial Code:

- 1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to decide to increase the share capital by public offering, other than those referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, on one or more occasions, at its sole initiative, in such proportion and at such times as it deems appropriate,

except during a public tender offer period involving Company's shares, on the French, foreign and/or international markets, by issuing, without preferential subscription rights:

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

it being specified that:

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

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

3/ Set, if the Board of Directors uses this delegation of authority:

- a) the maximum nominal amount of the share capital increases that may be carried out immediately or over time at one hundred ninety-nine million euros, to be supplemented by the total nominal amount of the shares that may be issued, where applicable, to preserve the rights of holders of securities giving access to Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares, in accordance with French legal and regulatory provisions or the contractual stipulations providing for other types of adjustments (or any other right granting access to the capital), it being specified that (i) the nominal amount of the shares issued, as applicable, pursuant to the nineteenth, twentieth and twenty-first resolutions of this Meeting will be set off against this limit and (ii) the nominal amount of the shares that may be issued pursuant to this delegation will be set off against the global limit set in paragraph 3/a) of the seventeenth resolution of this Meeting or, as applicable, the global limit set out in a resolution of the same kind that might succeed such resolution, for the validity period of this delegation;
- b) the maximum nominal amount of the securities in the form of debt securities giving access to the Company's share capital or that of its Subsidiaries at one and half billion euros or the equivalent in any other currency or monetary unit established in reference to several currencies on the issue decision date, that this amount is independent of the amount of debt securities the issuance of which falls within the competence of the Board of Directors pursuant to the provisions of the French Commercial Code, it being specified that (i) the nominal amount of the securities in the form of debt securities giving access to the Company's share capital or of its Subsidiaries that may be issued pursuant to the nineteenth and twentieth resolutions of this Meeting will be set off against this limit and (ii) the nominal amount of the securities in the form of debt securities giving access to the Company's share capital or of its Subsidiaries that may be issued pursuant to this delegation will be set off against the global limit set in paragraph 3/b)

of the seventeenth resolution of this Meeting or, as applicable, the global limit set out in a resolution of the same kind that might succeed such resolution, for the validity period of this delegation.

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

- a) resolve to cancel the preferential subscription rights of existing shareholders for shares and securities that may be issued pursuant to this resolution, whether issued by the Company itself or by a Subsidiary,
- b) resolve to allow the Board of Directors, pursuant to Article L. 22-10-51, paragraph 1 of the French Commercial Code the option to grant shareholders, for all or part of an issuance carried out pursuant to this delegation, a priority period for subscription which may not be shorter than the period set by applicable laws and regulations, which will not give rise to the creation of negotiable rights, which may be exercised *pro rata* to the number of shares held by each shareholder, and which may potentially be supplemented by a reducible subscription, it being specified that the unsubscribed securities will be offered to the public in France or abroad, and accordingly delegate authority to the Board of Directors to set the period and terms and conditions thereof within the above limit,
- c) acknowledge that this delegation automatically entails the waiver by the shareholders, in favor of the holders of the securities giving access to share capital issued pursuant to this resolution, of their preferential subscription right to the equity securities to which the issued securities give entitlement immediately or over time,
- d) resolve that if the subscriptions, including, as applicable, those of shareholders, have not absorbed the total value of the issue, the Board of Directors may limit the issue to the amount of the subscriptions received, provided that, in the event of issue of shares or securities with shares as primary securities, it amounts to at least three quarters of the issue decided.

5/ Delegates to the Board of Directors, with the ability to subdelegate under the conditions provided by law, in accordance with Article L. 22-10-52, paragraph 1 of the French Commercial Code, its authority to set the issue price within the following limits:

- The issue price of the shares will be at least equal to the average price of Saint-Gobain shares on the regulated market Euronext Paris, weighted by volume, over the last three trading sessions preceding the start of the public offer, possibly reduced by a maximum discount of 10% after, if applicable, adjustment of this average in the event of difference between the entitlement dates; it being specified, however, that the Board of Directors may decide to derogate from these conditions for setting the price, provided that the issue price is in all cases at least equal (i) to the average price of Saint-Gobain shares on the regulated market Euronext Paris, weighted by volume, at the close of the trading session at the time of the issue price is set, or (ii) to the average price of Saint-Gobain shares on the regulated market Euronext Paris, weighted by volume, as established, during the last trading session preceding the setting of the issue price, in both cases possibly reduced by a maximum discount of 10%.

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- The issue price of the securities giving access to the capital and the number of shares to which the conversion, redemption, or generally the transformation of each security giving access to the capital will entitle, shall be such that the sum immediately received by the Company, increased, if applicable, by any amount that may be received later, shall be, for each share issued as a result of the issuance of these securities, at least equal to the minimum subscription price defined in the previous paragraph,
- 6/** Acknowledge that in the event that the Board of Directors makes use of the delegation provided in the previous paragraph, it will prepare a supplementary report, certified by the Statutory Auditors, describing the final conditions of the transaction and providing details on the effective impact on the shareholder's situation.
- 7/** Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this delegation of authority and in particular to:
- decide to issue shares or securities giving access, immediately or over time, to the share capital of the Company or its Subsidiaries,
  - determine the securities to be issued, the amount of the share capital increase to be carried out immediately or over time within the limit set in paragraph 3/a) above and, as the case may be, that of the issue of securities in the form of debt securities giving access to the share capital of the Company or of its Subsidiaries within the limit set in paragraph 3/b) above, the issue price, in accordance with paragraph 4/d) above, the amount of the issue premium, the procedure for paying up the shares and the terms and conditions of the share capital increase that may be carried out immediately or over time,
  - determine the dates and terms of the issuance, the nature, number, and characteristics of the shares and/or securities to be created, and modify such characteristics, as applicable, for the lifetime of such securities,
  - in the case of the issuance of debt instruments, decide on their characteristics and, if applicable, modifying them during the term of the concerned securities,
  - set, if necessary, any conditions for the exercise of the rights attaching to the shares and securities giving access to the share capital and in particular set the date, even retroactively, as from which the new shares will vest in all their rights, as well as the other conditions and terms for the execution of the capital increase,
  - provide for the possibility to suspend exercise of the rights attaching to the securities giving access to the share capital in accordance with the regulations in force,
  - in the event of an issuance of securities to remunerate securities contributed in connection with a public offer having an exchange component, draw up the list of securities contributed to the exchange, set the terms of the issuance, the exchange ratio and, where applicable, the amount of the cash balance to be paid without the terms and conditions of the price determination of this resolution being applicable and determine the terms and conditions of the issuance,
  - provide, as the case may be, for the reimbursement, buyback or exchange terms of the securities giving access to the share capital,
  - set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company's share capital or shareholders' equity in accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares (or any other right granting access to the capital),
  - charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each capital increase,
  - generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation of authority, as well as in relation to exercise of the rights attaching to such securities, record the completion of each capital increase and amend the bylaws accordingly.
- 8/** Acknowledge that the present delegation of authority cancels, with effect from today, the unused portion, if any, and replaces the authorization granted in the fifteenth resolution of the Combined General Meeting of June 8, 2023.

19th resolution

**Issue by public offering other than those referred to in 1° of article L. 411-2 of the French Monetary and Financial Code of shares or securities giving access to the share capital of the company or subsidiaries, without preferential subscription rights**

Under the **19th resolution**, you are requested to delegate to the Board of Directors the authority to potentially increase the Company's share capital, either immediately or over time, by public offering referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, through the issuance, without preferential subscription rights, of the same securities than those referred to in the 18th resolution.

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

The maximum nominal amount of the share capital increases that may be carried out immediately or over time under the 19th resolution will be set at one hundred ninety-nine million euros (representing approximately 10% of the share capital), subject to adjustment in the event of financial transactions involving the Company's share capital or shareholders' equity, pursuant to the legal and regulatory provisions, and any applicable contractual stipulations.

The maximum nominal amount of the issuances of debt securities giving access to the share capital of the Company or its subsidiaries that may be carried out under the 19th resolution will be set at one and half billion euros.

The nominal amount of the issuances carried out under the 19th resolution will be set off against the corresponding maximum amounts specified in the 18th resolution and the global corresponding maximum amounts specified in the 17th resolution or those to be specified by a resolution of the same kind that might succeed it during the validity period of the 19th resolution.

• Nineteenth resolution

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

The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the legal provisions of Articles L. 225-129 and following of the French Commercial Code, in particular Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, and with the legal provisions of Articles L. 22-10-51, L. 22-10-52 and L. 228-91 to L. 228-93 of the French Commercial Code and the Article L. 411-2, 1° of the French Monetary and Financial Code:

**1/** Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to decide to increase the share capital, on one or more occasions, at its sole initiative, in such proportion and at such times as it deems appropriate, except during a public tender offer period involving Company's shares, on the French, foreign and/or international markets, by a public offering as provided under L. 411-2, 1° of the French Monetary and Financial Code, by issuing, without preferential subscription rights:

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

it being specified that:

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

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

**3/** Set, if the Board of Directors uses this delegation of authority:

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



- b) the maximum nominal amount of the securities in the form of debt securities giving access to the Company's share capital or that of its Subsidiaries at one and half billion euros or the equivalent in any other currency or monetary unit established in reference to several currencies on the issue decision date, that this amount is independent of the amount of debt securities the issuance of which falls within the competence of the Board of Directors pursuant to the provisions of the French Commercial Code, it being specified that the nominal amount of the securities in the form of debt securities giving access to the Company's share capital or of its Subsidiaries that may be issued pursuant to this delegation will be set off against the limit set in paragraph 3/b) of the eighteenth resolution of this Meeting and the global limit set in paragraph 3/b) of the seventeenth resolution of this Meeting or, as applicable, the limits set out in the resolutions of the same kind that might succeed such resolutions, for the validity period of this delegation;
- 4/ In the event that the Board of Directors uses this delegation of authority:
- a) resolve to cancel the preferential subscription rights of existing shareholders for shares and securities that may be issued pursuant to this resolution, whether issued by the Company itself or by a Subsidiary,
- b) acknowledge that this delegation automatically entails the waiver by the shareholders, in favor of the holders of the securities giving access to share capital issued pursuant to this resolution, of their preferential subscription right to the equity securities to which the issued securities give entitlement immediately or over time,
- d) resolve that if the subscriptions, including, as applicable, those of shareholders, have not absorbed the total value of the issue, the Board of Directors may limit the issue to the amount of the subscriptions received, provided that, in the event of issue of shares or securities with shares as primary securities, it amounts to at least three quarters of the issue decided.
- 5/ Delegates to the Board of Directors, with the power to subdelegate under the conditions provided by law, in accordance with Article L. 22-10-52, paragraph 1 of the French Commercial Code, its authority to set the issue price within the following limits:
- The issue price of the shares will be at least equal to the average price of Saint-Gobain shares on the regulated market Euronext Paris, weighted by volume, over the last three trading sessions preceding the start of the public offer, possibly reduced by a maximum discount of 10% after, if applicable, adjusting this average in the event of a difference between the entitlement dates; it is specified, however, that the Board of Directors may decide to derogate from these conditions for setting the price, provided that the issue price is in all cases at least equal (i) to the average price of Saint-Gobain shares on the regulated market Euronext Paris, weighted by volume, at the close of the trading session at the time of issue price is set, or (ii) to the average price of Saint-Gobain shares on the regulated market Euronext Paris, weighted by volume, as established during the last trading session preceding the setting of the issue price, in both cases possibly reduced by a maximum discount of 10%,
  - The issue price of the securities giving access to the capital and the number of shares to which the conversion, redemption, or generally the transformation of each security giving access to the capital will entitle, shall be such that the sum immediately received by the Company, increased, if applicable, by any amount that may be received later, shall be, for each share issued as a result of the issuance of these securities, at least equal to the minimum subscription price defined in the previous paragraph,
- 6/ Acknowledge that in the event the Board of Directors makes use of the delegation provided in the previous paragraph, it will prepare a supplementary report, certified by the Statutory Auditors, describing the final conditions of the transaction and providing details on the effective impact on the shareholder's situation.
- 7/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this delegation of authority and in particular to:
- decide to issue shares or securities giving access, immediately or over time, to the share capital of the Company or its Subsidiaries,
  - determine the securities to be issued, the amount of the share capital increase to be carried out immediately or over time within the limit set in paragraph 3/a) above and, as the case may be, that of the issue of securities in the form of debt securities giving access to the share capital of the Company or of its Subsidiaries within the limit set in paragraph 3/b) above, the issue price, in accordance with paragraph 4/c) above, the amount of the issue premium, the procedure for paying up the shares and the terms and conditions of the share capital increase that may be carried out immediately or over time,
  - determine the dates and terms of the issuance, the nature, number, and characteristics of the shares and/or securities to be created, and modify such characteristics, as applicable, for the lifetime of such securities,
  - in the case of the issuance of debt instruments, decide on their characteristics and, if applicable, modifying them during the term of the concerned securities,
  - set, if necessary, any conditions for the exercise of the rights attaching to the shares and securities giving access to the share capital and in particular set the date, as from which the new shares will vest in all their rights,
  - provide for the possibility to suspend exercise of the rights attaching to the securities giving access to the share capital in accordance with the regulations in force,
  - provide, as the case may be, for the reimbursement, buyback or exchange terms of the securities giving access to the share capital,
  - set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company's share capital or shareholders' equity in accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares (or any other right granting access to the capital),

- at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each capital increase,
- generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation of

authority, as well as in relation to exercise of the rights attaching to such securities, record the completion of each capital increase and amend the bylaws accordingly.

- 8/ Acknowledge that the present delegation of authority cancels, with effect from today, the unused portion, if any, and replaces the authorization granted in the sixteenth resolution of the Combined General Meeting of June 8, 2023.

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20th resolution

Over-allotment option

Under the **20th resolution**, you are requested to delegate to the Board of Directors authority to potentially increase the number of securities to be issued in the event of over-subscription of the issuance of shares, with or without preferential subscription rights, or securities giving access to the share capital under the 17th, 18th, 19th or 23th resolutions, within the legal and regulatory limits (15% of initial issuances on the date of the General Meeting) and the specific, and if need be, global limits specified in the resolutions determining the initial issuances or specified in the same kind of resolutions that might succeed them during the validity period of the 20th resolution.

• Twentieth resolution

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

The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with Articles L. 225-129-2 and L. 225-135-1 of the French Commercial Code:

- 1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to decide to increase the number of securities to be issued in the event of a capital increase of the Company, with or without preferential subscription rights, at the same price as that applied to the initial issue, within the timeframe and limits stipulated by applicable regulations on the issue date (at the date of this General Meeting, within thirty days after the close of subscriptions and within the limit of 15% of the initial issue), in particular to grant an overallocation option consistent with market practices.
- 2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of twenty-six months from the date of this General Meeting.

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

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

- 5/ Acknowledge that the present delegation of authority cancels, with effect from today, the unused portion, if any, and replaces the authorization granted in the seventeenth resolution of the Combined General Meeting of June 8, 2023.

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21st resolution

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

Under the **21st resolution**, you are requested to delegate the Board of Directors the authority to potentially increase the Company's share capital, without preferential subscription rights, in payment for contributions in kind consisting of equity securities or securities giving access to the share capital, outside the scope of a public exchange offer, through the issue of shares of the Company, and/or any securities giving access to the Company's share capital with shares as primary securities (it being specified that it is not envisaged, in the context of this 21st resolution, to issue securities whose secondary security would be a debt security), up to a maximum of 10% of the Company's share capital as of the date of this General Meeting, subject to adjustment in the event of financial transactions involving the Company's share capital or shareholders' equity, pursuant to the legal and regulatory provisions and any applicable contractual stipulations.

The nominal amount of the share capital increases that may be carried out immediately or over time under the 21st resolution will be set off against the limit specified in the 18th resolution and the global limit specified in the 17th resolution or those to be set by a resolution of the same kind that might succeed it during the validity period of the 21st resolution.

### • Twenty-first resolution

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

The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with the legal provisions of Articles L. 225-129, L. 225-129-2, L. 225-147, L. 22-10-53 and L. 228-91 and following of the French Commercial Code:

- 1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to decide to increase the share capital, at its sole initiative, in such proportion and at such times as it deems appropriate, except during a public tender offer period, and within the limit of 10% of the Company's share capital as of the date of this General Meeting, with a view to providing consideration for contributions in kind made to the Company and consisting of equity securities or securities giving access to share capital, provided that the provisions of Article L. 22-10-54 of the French Commercial Code relating to contributions of securities as part of a public exchange offer do not apply, through the issue of shares of the Company, and/or any securities giving access to the Company's share capital with shares as primary securities.
- 2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of twenty-six months from the date of this General Meeting.
- 3/ In the event that the Board of Directors uses this delegation of authority:
  - a) resolve that the maximum nominal amount of the capital increases that may be carried out immediately or over time pursuant to this resolution will be set off against the limit mentioned in paragraph 3/a) of the eighteenth resolution of this Meeting and on the amount of the global limit provided in paragraph 3/a) of the seventeenth resolution of this Meeting or, as applicable, the limits set out in resolutions of the same kind that might succeed said resolutions for the validity period of this delegation, it being specified that to these ceilings will be supplemented by the nominal amount of shares that may be issued to preserve the rights of holders of securities giving access to the Company's share capital or of the beneficiaries of stock subscription or purchase options, or allocations of free shares, in accordance with the French legal and regulatory provisions or contractual stipulations providing for other types of adjustments.
  - b) acknowledge that this delegation automatically entails the waiver by the shareholders, in favor of the holders of the issued securities giving access to the share capital, of their preferential subscription right to the equity securities to which the issued securities give entitlement.
- 4/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this authorization and in particular to:
  - decide to issue shares and/or securities giving access, immediately or over time, to the Company's share capital, as consideration for the contributions,
  - approve the list of capital securities and securities giving access to the contributed capital, approve the valuation of the contributions, set the terms and conditions for the issuance of the shares and/or securities compensating the contributions, as well as, if applicable, the amount of any premium to be paid, approve the granting of special benefits, and reduce, with the consent of the contributors, the valuation of the contributions or the compensation of special benefits,
  - decide on the dates and terms of the issuance, the nature, number, and characteristics of the shares and/or securities issued as consideration for contributions in kind, and modify such characteristics, as applicable, for the lifetime of such securities,
  - set, as applicable, the conditions for the exercise of the rights attaching to shares and securities, and in particular set the date as from which the new shares will vest in all their rights,
  - provide for the possibility to suspend the exercise of the rights attaching to the securities in accordance with the regulations in force,
  - provide, as the case may be, for the reimbursement, buyback or exchange terms of the securities giving access to the share capital,
  - set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company's share capital or shareholders' equity in accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares (or any other right granting access to the capital),
  - charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each capital increase,
  - and generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation, as well as in relation to the exercise of the rights attaching to such securities, record the completion of each capital increase and amend the bylaws accordingly.
- 5/ Acknowledge that the present authorization cancels, with effect from today, the unused portion, if any, and replaces the authorization granted in the eighteenth resolution of the Combined General Meeting of June 8, 2023.

22nd resolution

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

Under the **22nd resolution**, you are requested to delegate to the Board of Directors authority to potentially increase the Company's share capital by the capitalization of premiums, reserves, profits or other, up to a maximum nominal amount of ninety-nine million euros (representing approximately 5% of the share capital), subject to adjustment in the event of financial transactions involving the Company's share capital or shareholders' equity, pursuant to the legal and regulatory provisions and any applicable contractual stipulations. The nominal amount of the share capital increases that may be carried out under the 22nd resolution will be set off against the limit specified in the 17th resolution or the one to be specified by a resolution of the same kind that might succeed it during the validity period of the 22nd resolution.

• **Twenty-second resolution**

***Delegation of authority granted to the Board of Directors to increase the share capital through the capitalization of share premiums, reserves, profits, or other amounts, up to a maximum nominal amount of ninety-nine million euros excluding any applicable adjustment, representing approximately 5% of the share capital, such amount being set off against the limit specified in the seventeenth resolution***

The shareholders in Extraordinary Meeting, fulfilling conditions of quorum and majority of Ordinary Meetings, having considered the report of the Board of Directors and in accordance with Articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the French Commercial Code:

- 1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to increase share capital, on one or more occasions, at its sole initiative, in such proportion and at such times as it deems appropriate, except during a public tender offer period involving Company's shares, through the capitalization of share premiums, reserves, profits or other amounts, as possible in accordance with the law and the bylaws, by the issue or allocation of free shares or by increasing the nominal value of existing shares, or by a combination of the two.
- 2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of twenty-six months from the date of this General Meeting.
- 3/ In the event that the Board of Directors uses this delegation of authority:
  - a) resolve, in the event of the issue and allocation of free shares, that the rights forming fractional shares will not be negotiable nor assignable, and that the corresponding shares will be sold in accordance with the terms set by the Board of Directors, and that the amounts resulting from the sale being allocated to the holders of the rights under the conditions set by applicable legal and regulatory provisions,
  - b) resolve that the total amount of the capital increases carried out as a result of the capitalization of share premiums, reserves, profits or other amounts may not exceed the amount of the share premiums, reserves, profits or other amounts existing at the time of the capital increase, within the limit of a maximum amount of ninety-nine million euros, it being specified that this maximum nominal amount will be supplemented by the nominal amount of shares to be issued to preserve the rights of holders of securities giving access to the Company's share capital or of the beneficiaries of stock subscription or purchase options or allocations of free shares (or any other right granting access to the capital), in accordance with legal and regulatory provisions or contractual stipulations, providing for other types of adjustments, and that the nominal amount of capital increases carried out pursuant to this delegation will be set off against the global limit referred to in paragraph 3/ a) of the seventeenth resolution of this General Meeting or, as applicable, to the global limit set by a resolution of the same kind that might succeed

such resolution for the term of validity of this delegation.

- 4/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this delegation and in particular to:
  - set the amount and kind of the sums to be capitalized, set the number of new shares to be issued and/or the amount by which the nominal amount of existing shares will be increased, set the date, even retroactively, after which the shares will fully vest, or when the increase in the nominal value of the existing shares will take effect,
  - set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company's share capital or shareholders' equity in accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares (or any other right granting access to the capital),
  - charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each share capital increase,
  - generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation of authority, as well as in relation to exercise of the rights attaching to such securities, record the completion of each capital increase and amend the bylaws accordingly.
- 5/ Acknowledge that the present delegation of authority cancels, with effect from today, the unused portion, if any, and replaces the authorization granted in the nineteenth resolution of the Combined General Meeting of June 8, 2023.



## 23rd resolution

### Continuing development of employee share ownership

Under the **23rd resolution**, you are requested to delegate to the Board of Directors authority to potentially increase the Company's share capital, without preferential subscription rights, to be reserved for members of the Saint-Gobain Group employee savings plans. Under certain conditions, the Saint-Gobain Group Savings Plan offers the opportunity to members who are employees and former employees of French and foreign companies belonging to the Group, to acquire or subscribe, directly or indirectly, Company shares at a maximum discount of 20% off the average reference price preceding the date of the decision establishing the subscription period, made by the Board of Directors or by the individual delegated for this purpose. The delegation of authority would be granted for up to a maximum nominal amount of forty-nine million euros (representing approximately 2.5% of the share capital), subject to adjustment in the event of financial transactions involving the Company's share capital or shareholders' equity, pursuant to the legal and regulatory provisions and any applicable contractual stipulations, for a period of twenty-six months.

The 23rd resolution falls within the context of the continuing development of Compagnie de Saint-Gobain's employee share ownership, which has been a constant aim of the Company for 38 consecutive years. The Group Savings Plan is a key feature of Saint-Gobain's social contract. It represents an excellent mean of giving employees a stake in the Group and sharing in its results. By allowing employees to become shareholders, the Group Savings Plan strengthens the motivation and sense of belonging of employees within the Group, as well as aligning their interests with those of shareholders.

Employee share ownership transactions have been very successful both in France and internationally. The ownership rate of the Group Savings Plan Funds (8% of the capital and 14.3% of voting rights as of December 31, 2024) has remained stable over the past 10 years.

#### • Twenty-third resolution

***Delegation of authority granted to the Board of Directors to carry out, without preferential subscription rights, equity securities issues reserved for the members of the employee savings plans, up to a maximum nominal amount of forty-nine million euros excluding any applicable adjustment, representing approximately 2.5% of the share capital***

The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance, on the one hand, with the legal provisions of French company law, in particular Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code and, on the other hand, those of Articles L. 3332-18 *et seq.* of the French Labor Code:

- 1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to decide to increase the share capital, on one or more occasions, at its sole initiative, in such proportion and at such times as it deems appropriate, through the issuance of equity securities reserved for the members of one or more employee savings plans set up within the Company or a company or group of companies, French or foreign, that are related to it within the meaning of Article L. 225-180 of the French Commercial Code and that are included in the scope of consolidation or combination of the Company's accounts pursuant to Article L. 3344-1 of the French Labor Code.
- 2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of twenty-six months from the date of this General Meeting.
- 3/ In the event that the Board of Directors uses this delegation of authority:
  - a) resolve to cancel the preferential subscription rights of shareholders for equity securities that may be issued pursuant to this resolution, in favor of the beneficiaries referred to in paragraph 1/ above,
  - b) set the maximum nominal amount of the equity securities that may thus be issued at forty-nine million euros, it being specified that this maximum nominal amount will be supplemented by the nominal amount of any shares that may be issued in order to preserve, in accordance with laws and regulations or any contractual stipulations providing for other types of adjustments, the rights of holders of securities giving access to the Company's share capital or of beneficiaries of
    - c) stock subscription or purchase options or allocations of free shares,
    - c) resolve that the subscription price of the equity shares issued pursuant to this delegation will be set in accordance with the conditions specified in Article L. 3332-19 of the French Labor Code and may not be greater than the average of the opening trading prices the Saint-Gobain share on the Euronext Paris regulated market during the twenty stock market trading sessions preceding the date of the decision by the Board of Directors or its delegate setting the date for the opening of the subscription period, nor less than 20% of this average, and that the Board of Directors or its delegate will have the possibility to set the subscription price or prices within the aforementioned limit, to reduce the discount or decide not to grant any discount, in particular to take into account the applicable regulations in the countries where the offer will be made,
    - d) resolve, in accordance with Article L. 3332-21 of the Labor Code, that the Board of Directors may allocate, to the beneficiaries listed above, free shares or securities giving access to the share capital to be issued or already issued, as part of the contribution which may be paid in application of the regulation(s) of the savings plan(s), and/or as part of the discount, provided their equivalent financial value is taken into account, evaluated at the subscription price, does not cause the limits provided in the previous paragraph.
- 4/ Authorize the Board of Directors, under the conditions set out in this delegation, to sell shares to the members of the savings plans in accordance with Article L. 3332-24 of the French Labor Code, it being specified that the price of the shares sold pursuant to this delegation may not be greater than the average of the opening trading prices for the Saint-Gobain share on the Euronext Paris regulated market during the twenty stock market trading sessions preceding the date of the decision of the Board of Directors or its delegate setting the date for the opening of the stock sales, nor less than over 20% of this average, and that the nominal

amount of the shares sold with discount in favor of the members of the savings plans referred to in this resolution will be set off against the limit mentioned in paragraph 3(b) above.

- 5/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this delegation and in particular to:
- resolve to issue Company shares,
  - set the list of companies to which the aforementioned beneficiaries may subscribe the equity securities,
  - resolve that the subscriptions may be carried out directly by the beneficiaries, members of a group or company savings plan, or through mutual funds or other structures or entities permitted by applicable law or regulations,
  - set the conditions that the beneficiaries must satisfy,
  - set the issue prices in application of this resolution,
  - set the terms and conditions of subscription, in particular the subscriptions opening and closing dates,
  - determine the characteristics of the securities to be created, and modify such characteristics, as applicable, for the lifetime of such securities,
  - set, as applicable, the conditions for exercise of the rights attaching to shares and securities, and in particular set the date as from which the new shares will vest in all their rights,
  - set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company's share capital or shareholders' equity in accordance with laws and regulations and, as the case may be, any

contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,

- record or arrange for the recording of the completion of the share capital increase for the amount of equity securities that are actually subscribed and set or arrange the setting of the terms and conditions for the reduction of subscriptions in the event they exceed the amount of the issue,
  - at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required to fund the legal reserve after each capital increase, and in the event of new shares are issued and granted for free as part of the contribution and/or the discount, charge, as the case may be, to the reserves, profits or issue premiums of its choice, the amount necessary to pay up said shares,
  - generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued under this delegation of authority, as well as in relation to the exercise of the rights attaching to such securities, and amend the bylaws accordingly.
- 6/ Acknowledge that the present delegation of authority cancels, with effect from today, the unused portion, if any, and replaces the authorization granted in the twenty-first resolution of the Combined General Meeting of June 8, 2023.

## 24th resolution

### Potential cancellation of shares

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

#### • Twenty-fourth resolution

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

The shareholders in Extraordinary Meeting, fulfilling the corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with French company law, in particular Article L. 22-10-62 of the French Commercial Code:

- 1/ Authorize the Board of Directors to reduce the capital share, on one or more occasions, by cancelling any number of treasury shares it may decide, within the limits allowed by law.
- 2/ Resolve that this authorization to the Board of Directors is valid for a period of twenty-six months from the date of this General Meeting.
- 3/ Resolve that the Board of Directors may, at its sole initiative, cancel, on one or more occasions, all or some of the Company shares purchased under Company share buyback authorizations up to a maximum of 10% of the share capital existing on the date of the transaction, during any twenty-four-month period, and to reduce the Company's share capital accordingly.

- 4/ Give full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law to use this authorization, cancel the shares, complete the reductions in capital, deduct from the available premiums and reserves of its choice the difference between the repurchase value of the cancelled shares and the nominal value, allocate the portion of the legal reserve that has become available as a result of the capital reduction, and generally approve any agreement, take all measures, carry out all acts and formalities and amend the bylaws accordingly.
- 5/ Acknowledge that the present delegation of authority cancels, with effect from today, the unused portion, if any, and replaces the authorization granted in the twenty-second resolution of the Combined General Meeting of June 8, 2023.



## 25th and 26th resolutions

### Authorization given to the Board to grant options for stock purchase or subscription options and free existing shares

The objective of the Group's long-term Compensation policy is to retain and motivate Group's senior management, officers and employees, and to associate them with the Group's performance, through conditional allocations of performance shares or stock subscription or purchase options to reflect their fulfillment of the Group's long-term strategy (see section 5.2.4 of chapter 5 Corporate governance of the 2024 Universal Registration Document).

The Board of Directors requests your authorization, for a period of 38 months, to grant stock purchase or subscription options (**25th resolution**) and to grant free existing shares (**26th resolution**), to employees or certain categories of employees, and to executive corporate officers and Directors of the Saint-Gobain Group, under the conditions listed below. These new authorizations – whose characteristics are identical to those granted under the 17th and 18th resolutions adopted by the General Meeting of June 2, 2022 – will replace the authorizations granted by the General Meeting of June 2, 2022, and will invalidate the unused portions thereof.

#### **Main characteristics of the requested authorizations**

##### Limits and sub-limits

It is proposed that the validity period of the two authorizations remains unchanged at 38 months, as well as the limits for the allocation of stock options and performance shares. **For these 38 months:** the limit applicable to the stock option awards would then be 1.5% of the share capital as of the date of the General Meeting, which would also constitute a global limit applicable to the allocations of free existing shares, which themselves have a limit totaling **1.2%** of the share capital as of that same date; the sub-limit of 10% of each of said limits in respect of allocations made to the Company's executive corporate officers will also remain unchanged.

Allocations to executive corporate officers shall be decided by the Board, at the proposal of the Nomination and Remuneration Committee, in consideration of all components of their compensation, consistent with the recommendations of the AFEP-MEDEF corporate governance code for French listed companies.

It should be noted that these limits do not take into consideration any adjustments likely to be applied in the event of completion of transactions involving the Company's share capital or shareholders' equity, in order to preserve the rights of the beneficiaries of stock-options or free share allocations during the vesting period.

##### Conditions of future plans

The exercise of the stock options and the vesting of the performance shares will be subject to a service condition and will not be possible unless the recipient employee or executive corporate officer is present in that capacity on the exercise date of the options, or during the entire vesting period of the performance shares, except in the case of death, disability as defined in paragraphs (2) and (3) of Article L. 341-4 of the French Social Security Code (*Code de la sécurité sociale*), no-fault layoff, contract termination, retirement, transfer to another position within the Group.

To provide guidance to the Board of Directors, in accordance with the recommendations of the AFEP-MEDEF code (in particular recommendation 25.3.3), the 25th and 26th resolutions provide that the performance conditions to which the granting of stock options and the vesting of performance shares under long-term remuneration plans must be subject, must be serious and challenging, to be met over a minimum period of three years, and may correspond to internal performance targets and/or performance with external benchmarks. When authorizing the long-term remuneration plans, the Board will be responsible for setting, in addition to the number of options or performance shares conditionally allocated, the allocation criteria, determining the identity of the grantees, as well as setting the most appropriate performance conditions considering the situation as well as the Company's specific characteristics, in accordance with the authorizations you are invited to adopt and the principles noted below.

To illustrate implementation of this policy, the long-term compensation plans implemented by the Board of Directors in November 2024 (see below) entail, as since 2015, an internal performance condition linked to Saint-Gobain Group's Return on Capital Employed (including goodwill) (ROCE) – applied since 2007 – and a relative performance condition linked to the performance of the Saint-Gobain stock price compared to the performance of the CAC 40 stock market index – ensuring an alignment of the beneficiaries with the interest of Saint-Gobain shareholders.

Furthermore, following dialogue with investors, the stock option and performance share plans put in place since 2017, include a criterion relating to Corporate Social Responsibility. These criteria were deemed relevant by the Board of Directors as they reflect the Saint-Gobain Group's operational, financial, and non-financial performance while ensuring the alignment of beneficiaries with the interests of Saint-Gobain's shareholders.

In the past, performance conditions have always been set at a high standard. The achievement rates for the last three performance share plans where performance conditions were assessed—100% for the 2020 plan, 100% for the 2019 plan, and 94.37% for the 2018 plan—demonstrate **the Group's outstanding performance** in recent years:

- financial and operational performance, despite a volatile geopolitical environment and a mixed macroeconomic landscape: double-digit operating margin since 2021, a doubling of net income, a tripling of cash generation, and nearly a 50% increase in value creation (ROCE) since 2018;
- stock price growth: tripling since January 2019 and doubling since 2021, with an average annual total shareholder return (TSR) of 27% since 2021, making Saint-Gobain the second-best performing company in the CAC 40 over the 2023/2024 period.

In the future, the Board intends to continue to apply a service condition and performance conditions based at minimum on the following criteria historically used for the Group's long-term compensation plans:

- an internal performance criterion (Group ROCE);
- a relative performance criterion (the stock market performance of the Saint-Gobain share vis-à-vis the CAC 40 index); and
- a criterion related to Corporate Social Responsibility.

If these criteria cease to be relevant, the Board will set criteria of comparable difficulty, in order to implement consistent compensation instruments over the long term.

The performance objectives relating to each of the above criteria will be set by the Board of Directors when the performance shares are allocated and will be final. In the event of exceptional circumstances impacting the performance condition's objectives, in particular in the event of a change in the Group's scope of consolidation or a change in accounting method, the Board will assess the consequences of such circumstances on the objectives set at the grant date to neutralize them if necessary. It is specified that this does not prejudice any analysis the Board may conduct regarding a potential adjustment.

The Board of Directors intends to set the acquisition period at four years.

All conditions applied will be disclosed in their entirety in the Universal Registration Document for the financial year during which the options and/or shares will be allocated, in accordance with the Company's transparency policy. For the 2025 plan, see the 2025 compensation policy for the Chief Executive Officer, section 2.4.2.A. of this document.

Since performance share allocations take place each year in November, the limits for the criteria cannot be set at the time of the approval of the remuneration policy for the current year by the General Meeting (in June). The Board of Directors intends not only to maintain the historically established criteria for the Group's long-term compensation plans (unless they become irrelevant) but also to apply the same level of rigor in selecting the limits as in the past. These limits will be set in alignment with both the guidance published by the Group and the objectives that will be announced during the Capital Markets Day scheduled for October 6, 2025.

As in the past, the Board of Directors will have the authority to establish, when allocating performance shares as part of long-term remuneration plans for certain grantees other than senior executives (defined as members of the Executive Committee or any other equivalent committee that might replace the latter) a threshold number of shares above which these performance conditions apply (historically set at 100 shares. This number is not destined to be increased).

With regard to grantees who are executive corporate officers of Compagnie de Saint-Gobain, the Board must also decide whether the options or performance shares may not be exercised or disposed of, respectively, by the persons concerned before the cessation of their duties, or it must set the quantity of registered shares, resulting from the exercise of options where applicable, that they will be required to hold until the cessation of their duties.

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### 2024 Allocations - Performance conditions

The Board of Directors decided at its meeting of November 28, 2024, on the proposal of the Nomination and Remuneration Committee to subject the 2024 performance share plan to the fulfillment of the following cumulative conditions:

- service condition: to be an employee or a company Director of a Saint-Gobain Group company throughout the entire duration of the vesting period, without interruption, except in a number of specific cases such as death, disability (as defined in paragraphs (2) and (3) of Article L. 341-4 of the French Social Security Code), no-fault termination, negotiated departure, retirement, transfer to another position within the Group, or change of control of the grantee's host company to outside the Group;
- performance condition linked to the following three criteria:
  - 60% of the shares initially allocated are subject to the criteria of Return on Capital Employed, including goodwill, of the Saint-Gobain Group (ROCE),
  - 20% of the shares initially allocated are subject to a criterion linked to the performance of the Saint-Gobain stock price versus the performance of the CAC 40 stock market index, and
  - 20% of the shares initially allocated are subject to a criterion linked to Corporate Social Responsibility. This criterion, resulting from dialogue with investors, comprises the following three indicators, all quantifiable and published each year as key CSR indicators: the rate of reduction of CO<sub>2</sub> emissions (10% of the shares initially allocated), the total recordable accident rate - more than 24 hours' lost and non-lost time (TRAR), and the senior executives diversity index (5% of the shares initially allocated to each of them).

#### ROCE criteria

The ROCE performance will be calculated as follows:

Arithmetic average of the ROCE for the years 2025, 2026 and 2027	Percentage of shares initially granted, contingent upon the ROCE (i.e. 60% of grant), vested
Greater than 13.5%	All
Between 12% and 13.5%	$50\% + 50\% * [(Arithmetic\ average\ of\ ROCE\ for\ 2022,\ 2023\ and\ 2024 - 12\%) / (13.5\% - 12\%)]$
Equal to 12%	50%
Between 11% and 12%	$50\% * [(Arithmetic\ average\ of\ 2022,\ 2023\ and\ 2024\ ROCE - 11\%) / (12\% - 11\%)]$
11% or less	None

These thresholds have remained unchanged since 2021, as the Board has considered that, despite the Group's strong performance, the high geopolitical uncertainty and significant global economic downturn warranted maintaining them at the same level. However, given the Group's performance, the Board also did not wish to lower them. It is worth recalling that the rationale behind the 2021 thresholds for performance calculation was based, for ROCE, on the target announced during the Capital Markets Day on October 6, 2021, which ranged between 12% and 15% as an annual average for the 2021-2025 period. Although the announced target was reached at 12%, the 2021 plan set an ambitious criterion—13.5%—for 100% of the initially allocated shares to be fully vested. If the arithmetic average ROCE for 2022, 2023, and 2024 equals 12%—meaning the target range of 12% to 15% set during the Capital Markets Day on October 6, 2021, is met—only 50% of the shares will be vested at this level. A linear progression was established between 11% and 12%, then between 12% and 13.5%. The criteria of the 2021 plan illustrate the demanding nature of the Group's performance conditions, which allow for only 50% of the shares to be definitively vested at a 12% ROCE, even when the target has been met.

The decision to maintain the 2021 ROCE thresholds for subsequent plans, including the 2024 plan, also takes into account the theoretical impact on ROCE of the significant portfolio movements in recent years (acquisitions of Kaycan, Building Products of Canada, CSR, Bailey, Fosroc, and Cemix; divestment of Jewson). This impact, linked to goodwill, which mechanically affects ROCE, and is felt in the initial years before these acquisitions generate value (targeted at year three).

Keeping the ROCE thresholds unchanged from 2021 thus results in a particularly demanding condition, considering both the mixed macroeconomic environment and the impact of portfolio changes on ROCE.

#### Stock price performance

Stock price performance will be calculated by comparing the average opening listing price of the Saint-Gobain stock price and the CAC 40 index over the six months prior to November 28, 2024 to the average over the six months prior to November 28, 2028, as follows:

Performance of the Saint-Gobain stock price compared to the CAC 40 index	Percentage of shares initially granted, contingent upon the stock market performance (i.e. 20% of grant), vested
At least 10% greater	All
Between 0% and +10%	$2/3 + 1/3 * [(Performance\ of\ the\ Saint-Gobain\ share\ price / CAC\ 40\ index)^{(a)} - 100\%] / [110\% - 100\%]$
Lower than the CAC 40 index	None

<sup>(a)</sup> *Saint-Gobain stock price performance/CAC 40 index performance (performance of the Saint-Gobain stock price versus performance of the CAC 40 index) is equal to: 100% + the difference between the performance of the Saint-Gobain stock price and that of the CAC 40 index, in both cases expressed as a percentage.*

**CSR**

Performance in respect of the Corporate Social Responsibility criterion is calculated as follows:

Arithmetic average of the Group's CO <sub>2</sub> emissions (Scope 1 and 2) for the years 2025, 2026, and 2027 <sup>(a)</sup>	Percentage of shares initially granted, contingent on the percentage reduction in CO <sub>2</sub> emissions (i.e. 10% of the grant), vested
Less than or equal to the objective <sup>(b)</sup>	All
Above the objective <sup>(b)</sup> but by no more than 5%	Linear interpolation
More than 5% above the objective <sup>(b)</sup>	None

<sup>(a)</sup> Results will be evaluated based on actual production and will no longer be assessed on a constant production basis, using the new 2030 target validated by the Science Based Targets initiative (SBTi).  
<sup>(b)</sup> The target corresponds to an emissions level of 9.4 million tonnes.

Changes in the Group's scope also have a significant mechanical impact on its CO<sub>2</sub> emissions criteria: negative for acquisitions and positive for divestments (it being specified that the divested companies had lower CO<sub>2</sub> emissions than the acquired ones). Furthermore, comparing the target with the 2024 level is not necessarily indicative of its stringency for 2025, 2026, and 2027, as the 2024 performance of 8.5 million tonnes of CO<sub>2</sub> is positively impacted by lower volumes due to economic conditions—a rebound in volumes would inevitably lead to additional emissions. It is in light of these factors that the stringency of the target should be assessed.

Arithmetic average TRAR of the Group for the years 2025, 2026 and 2027 <sup>(a)</sup>	Percentage of shares initially granted, contingent upon the TRAR (i.e. 5% of grant), vested
Below 1.6	All
Between 1.6 and 2.0	Linear interpolation
Greater than 2.0	None

<sup>(a)</sup> Total recordable accident rate - more than 24 hours' lost time and non lost time - for a million hours worked by the permanent and temporary employees and by permanent subcontractors of Saint-Gobain Group.

The impact of changes in scope is also significant, as acquired companies rarely have safety performance as strong as that of the Group. This affected the TF2 observed in 2024, which saw a slight deterioration; this deterioration will be significantly amplified in 2025, 2026, and 2027 (particularly in 2025 and 2026 due to the integration of recent acquisitions, not to mention any future acquisitions). Reaching the 1.6 to 2 range actually represents a particularly demanding performance, as it often takes several years to bring the safety performance of acquired companies up to the Group's standards.

Arithmetical average of the diversity index for the years 2025, 2026 and 2027 <sup>(a) (b)</sup>	Percentage of shares initially awarded, subject to the diversity index (i.e. 5% of the award), vested
Greater than 90%	All
Between 85% and 90%	Linear interpolation
Below 85%	None

<sup>(a)</sup> Index corresponding to the proportion of the Group's senior executives satisfying at least one of the three following diversity characteristics: being non-French, having diverse professional experiences (having worked at Saint-Gobain in two countries different from the country of origin or at least in three different sectors, or having an experience of more than 12 years outside the Saint-Gobain Group), being a woman (see section 3.4.2.B, p. 173 of the 2024 Universal Registration Document).  
<sup>(b)</sup> The Group set a general objective of maintaining a minimum of 90% of senior executives meeting one of the three above-mentioned criteria and a target for 2025 of 25% of its senior executives being female (see section 3.4.2.B, p. 173 of the 2024 Universal Registration Document).

It follows from the above that the level required to meet 100% of the performance conditions is ambitious but remains motivating for beneficiaries.

**Impact in terms of capital dilution/holding of the share capital**

The Board notes that the Group's policy with respect to allocations of stock options and performance shares has always had a very limited impact in terms of capital dilution/holding of the share capital.

No stock option plan was implemented in 2024.

The 2024 performance share plan, approved by the Board of Directors at its meeting of November 28, 2024, entitles beneficiaries to existing shares and therefore has no impact in terms of dilution.



### • Twenty-fifth resolution

**Authorization given to the Board of Directors to grant stock options exercisable for existing or new shares without preferential subscription rights, representing up to a maximum of 1.5% of the share capital, with a maximum of 10% of this limit for executive corporate officers of the Company, with this limit of 1.5% and sub-limit of 10% being common to this resolution and the twenty-sixth resolution**

The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, and having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with Articles L. 225-177 to L. 225-186 and L. 22-10-56 to L. 22-10-58 of the French Commercial Code:

- 1/ Authorize the Board of Directors to grant on one or more occasions, the proportions and timing of which will be decided at the Board of Directors' sole discretion, to the beneficiaries specified below, stock options that give the right, as it determines, either to purchase existing shares in the Company arising from buy-backs previously carried out by the Company under conditions provided by law, or to subscribe for new shares in the Company;
- 2/ Resolve that this authorization given to the Board of Directors is valid for a period of thirty-eight (38) months from the date of this General Meeting;
- 3/ Resolve that the beneficiaries of these stock options can only be employees, selected employees or categories of employees, and Directors - as defined in Article L. 225-185 of the French Commercial Code - both of the Company and of French and foreign companies and economic interest groupings that are directly or indirectly affiliated to the Company as specified in Article L. 225-180 of the French Commercial Code;
- 4/ Resolve that the total number of stock options granted under this authorization, whether they are options to subscribe for or purchase shares, may not confer rights to subscribe for or to purchase a total number of shares representing more than 1.5% of the share capital of the Company on the date of this General Meeting, it being specified that this limit will be set off against the limit set in the twenty-sixth resolution of this General Meeting relative to free allocations of shares and that this percentage of 1.5% will constitute a global limit which shall apply both to the shares resulting from the exercise of stock options granted under, and within the limits of, this resolution and to the share allocations made pursuant to, and within the limits of, the twenty-sixth resolution of this General Meeting; noting that this limit will be supplemented by the nominal amount of shares that may be issued to preserve the rights of the beneficiaries of stock subscription or purchase options, or allocations of free shares, in accordance with the French legal and regulatory provisions or contractual stipulations providing for other types of adjustments;
- 5/ Resolve that the total number of stock options granted under this authorization to executive corporate officers of the Company, whether they are options to subscribe for or purchase shares, may not represent more than 10% of the 1.5% limit set in the previous paragraph, it being specified that this number of shares will be set off against the one set in the fifth paragraph of the twenty-sixth resolution of this General Meeting relative to allocations of free shares and that this percentage of 10% will constitute a global sub-limit which shall apply to both stock options granted to executive corporate officers of the Company under, and within the limits of, this resolution and to the allocations of free shares to executive corporate officers of the company pursuant to, and within the limits of, the twenty-sixth resolution of this General Meeting;
- 6/ Resolve that the Board of Directors shall set the criteria for granting the stock options, decide on the list or categories of beneficiaries of the stock options and the number of stock options granted within the limits mentioned above, and, in particular the performance conditions to which options granted under long-term remuneration plans will be subject. The performance conditions must be serious and demanding, to be met over a minimum period of three consecutive years. They may correspond to the Company's internal performance targets or performance compared with external benchmarks. They will be disclosed in full in the Universal Registration Document for the fiscal year during which the options will be granted;
- 7/ Resolve that if options either to purchase or subscribe for shares are granted, the Board of Directors shall set the exercise price of options for share purchase or the subscription price to be paid by beneficiaries on the date that the options are granted, with no discount, and which shall not be lower than the average of the opening prices for Saint-Gobain shares during the 20 stock market trading sessions preceding the date of the decision by the Board of Directors nor, in the case of share purchase options, the average purchase price of the shares held by the Company under Articles L. 225-208 and L. 22-10-62 of the French Commercial Code on the date of the decision by the Board of Directors;
- 8/ Acknowledge that this authorization entails the express waiver by the shareholders, in favor of the beneficiaries of the stock options to subscribe for shares, of their pre-emptive right to subscribe for the shares which will be issued from time to time upon the exercise of the stock options. The share capital increase resulting from the exercise of the stock options to subscribe for shares will be definitively carried out solely by the declaration of the exercise of the option together with the subscription forms and the release payment which may be made in cash or by offsetting against claims on the Company;
- 9/ Resolve that the Board shall set the term of the options, which shall expire at the latest ten years after their grant date;
- 10/ Give full powers to the Board of Directors either to use this authorization or delegate its use to any person, under the conditions provided by law, and in particular to:
  - determine whether the stock options granted give the right to purchase existing shares and/or to subscribe for new shares in the Company and, where applicable, change its choice before the beginning of the exercise period of the stock options,
  - determine the identity of the beneficiaries, or the category of beneficiaries, of the stock options granted among the employees and executive corporate officers of the Company or the companies and groupings set out above and the number of stock options granted to each of them,
  - set the exercise dates or periods of the stock options,
  - resolve, for the stock options granted to executive corporate officers of the Company as specified in Article L. 225-185 of the French Commercial Code, either that they may not be exercised by the persons concerned before cessation of their duties, or to set the number of shares resulting from the exercise of stock options that such executive corporate officers of the Company shall be required to retain in registered form until cessation of their duties,

- set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company's share capital or shareholders' equity, in particular in the event of change in the nominal value of the share, capitalization of reserves, profits or share premiums, allocation of free shares, a stock split or reverse stock split, distribution of reserves, premiums or any other assets, impairment of share capital or any other transaction involving share capital or shareholders' equity (including in the event of a tender offer and/or a change of control) and set, in accordance with legal and regulatory provisions and, where applicable, contractual stipulations providing for other preservation measures, any arrangements to ensure, if necessary, the protection of beneficiaries' rights (including adjustments in cash),
  - provide for the possibility to suspend the exercise of the rights attaching to the stock options to purchase or subscribe for shares in accordance with the regulations in force,
- in the event of increases in the share capital, charge issue costs to the related premiums and deduct from this amount the amounts required in order to raise the legal reserve to one-tenth of the new share capital after each increase,
  - in the event of an increase in share capital, set the dividend-entitlement dates for newly issued shares resulting from the exercise of the stock options, have the capital increase recorded and amend the bylaws to reflect the new share capital,
  - and generally, enter into any and all agreements, take any and all action and, in the event of increases in the share capital, carry out any and all formalities necessary in connection with the issue, the listing of the shares, the due and proper completion and the financial servicing of the shares issued pursuant to this authorization;

11/ Acknowledge that the present authorization cancels, with effect from today, the unused portion, if any, and replaces the authorization granted in the seventeenth resolution of the Ordinary and Extraordinary General Meeting of June 2, 2022.

• **Twenty-sixth resolution**

**Authorization given to the Board of Directors to grant free existing shares representing up to a maximum of 1.2% of the share capital, with a maximum of 10% of this limit for executive corporate officers of the Company, with this limit of 1.2% and sub-limit of 10%, being set off respectively against those specified in the twenty-fifth resolution**

The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with Articles L. 225-197-1 and seq. and L. 22-10-59 and L. 22-10-60 of the French Commercial Code:

- 1/ Authorize the Board of Directors to allocate, for no consideration, existing shares of the Company, on one or more occasions, based solely on its deliberations, in such proportion and at such times as it deems appropriate, in favor of the beneficiaries identified below;
- 2/ Resolve that this authorization to the Board of Directors is valid for a period of thirty-eight (38) months from the date of this General Meeting;
- 3/ Resolve that the beneficiaries of these allocations of free shares may only be, on the one hand, employees or certain employees, or certain categories of personnel, and on the other hand Directors as provided by Article L. 225-197-1 II of the French Commercial Code, both of the Company and of the French and foreign companies or groupings directly or indirectly affiliated to it therewith in accordance with Article L. 225-197-2 I of the French Commercial Code;
- 4/ Resolve that the total number of free shares allocated pursuant to this authorization may not represent more than 1.2% of the share capital of the Company as of the date of this Meeting, noting that this limit will be set off against the limits set in the twenty-fifth resolution of this General Meeting, relative to stock purchase or subscription options (or, as applicable, to the limits set by a resolution of the same kind that might succeed such resolution during the validity period of this authorization), and that the percentage set in such resolution constitutes a global limit applicable to allocations made pursuant to and within the limits set forth in this resolution and the options granted pursuant to and within the limits set forth in the twenty-fifth resolution of this General Meeting; noting that this limit will be supplemented by the nominal amount of the existing shares that may be allocated to preserve the rights of beneficiaries of free shares allocations, in accordance with the French legal and regulatory provisions or contractual stipulations providing for other types of adjustments;
- 5/ Resolve that the total number of free shares allocated under this authorization to the executive corporate officers of the Company may not represent more than 10% of this limit of 1.2% of the share capital set in the preceding paragraph, noting that this sub-limit will be set off against the one set in paragraph 5/, twenty-fifth resolution, of this General Meeting relative to stock purchase or subscription options to be granted (or, as applicable, to the maximum sub-limit stipulated by a resolution of the same kind that might succeed such resolution for the validity period of this authorization), and that the 10% proportion set in such resolution constitutes a global and common sub-limit applying to stock allocations made to executive corporate officers of the Company pursuant to and within the limits of this resolution and the options for the purchase or subscription of shares granted to the executive corporate officers of the Company in application and within the limits of the twenty-fifth resolution of this General Meeting;
- 6/ Resolve that the Board of Directors will set the criteria for allocating such free shares, decide on the list or the categories of beneficiaries of the shares, and determine the number of free shares allocated within the aforementioned limits and the conditions, specifically performance conditions to which shares allocated as part of long-term remuneration plans will be subject. These performance conditions must be serious and challenging, to be met over a minimum period of three consecutive years, and may correspond to Company's internal performance targets or performance compared with external benchmarks. They will be disclosed in full in the Universal Registration Document for the year during which the shares will be granted. The Board of Directors will, however, have the option of stipulating that for certain beneficiaries who are not senior executives, the performance conditions will only apply above a certain number of shares allocated under long-term remuneration plans;

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- 7/ Resolve that free shares allocated under long-term remuneration plans will vest after a minimum vesting period of three years with, should the Board deem it necessary, an obligation for the beneficiaries to retain the shares for a lock-up period which will be freely set in accordance with the law;
- 8/ Resolve that the free shares granted will vest and the faculty to freely sell the shares will nevertheless occur before the expiry of the vesting period or, as applicable, the retention obligation, in the event of a beneficiary becoming disabled as defined in paragraphs 2°) and 3°) of article L. 341-4 of the French Social Security Code (or an equivalent disability under legislation in other countries);
- 9/ Grant full powers to the Board of Directors with powers to sub-delegate under the conditions set out by law to use this delegation and in particular to:
- determine the identity of the beneficiaries, or the category of beneficiaries, of the free shares allocation among the employees and corporate officers of the Company or the companies and groupings set out above and the number of free shares allocated to each of them,
  - set the duration of the vesting period and, where applicable, the lock-up period in compliance with applicable laws and pursuant to this authorization,
  - for free shares allocated to executive corporate officers of the Company as mentioned in Article L. 225-197-1 II of the French Commercial Code, resolve either that they cannot be sold by the persons concerned before cessation of their duties, or set the number of these shares that such executive corporate officers of the Company shall be required to retain in registered form until cessation of their duties,
  - set and make, where applicable, any adjustments to the number of free shares allocated necessary for the preservation of the rights of the beneficiaries, to take into account the impact of any financial transactions on the Company's share capital or shareholders' equity, in particular in the event of change in the nominal value of the share, capitalization of reserves, profits or share premiums, allocation of free shares, a stock split or reverse stock split, distribution of reserves, premiums or any other assets, impairment of share capital or any other transaction involving share capital or shareholders' equity (including in the event of a tender offer and/or a change of control). It is specified that any shares that might be allocated in application of these adjustments will be deemed to have been allocated the same day as that of the initially allocated shares,
  - provide for the possibility to temporarily suspend the rights to allocation of free shares,
  - and generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary under this authorization;
- 10/ Acknowledge that the present authorization cancels, with effect from today, the unused portion, if any, and replaces the authorization granted in the eighteenth resolution of the Ordinary and Extraordinary General Meeting of June 2, 2022.

## 27th resolution

### **Amendments to the bylaws relating to make the public broadcasting of the General Meeting mandatory, in accordance with the provisions of Article L. 22-10-38-1 of the Commercial Code resulting from the so-called "Attractiveness" law**

Under the **27th resolution**, it is proposed to amend paragraph 6 of Article 18 of the Company's bylaws to make the public broadcasting of the compulsory General Meeting, in accordance with the provisions of Article L. 22-10-38-1 of the Commercial Code resulting from the so-called "Attractiveness" law.

#### • Twenty-seventh resolution

#### **Amendments to the bylaws relating to make the public broadcasting of the compulsory General Meeting, in accordance with the provisions of Article L. 22-10-38-1 of the Commercial Code resulting from the so-called "Attractiveness" law**

The General Meeting, deliberating under the quorum and majority conditions of an Extraordinary Meeting, having taken note of the report of the Board of Directors, decides to amend paragraph 6 of Article 18 of the Company's

bylaws to comply with the provisions of Article L. 22-10-38-1 of the Commercial Code resulting from the so-called "Attractiveness" law of June 13, 2024.

#### Article 18 – GENERAL MEETINGS

##### *Paragraph 6 – current wording*

Public broadcasting of the General Meeting via any electronic communication system is authorized, subject to a decision by the Board of Directors mentioned in the notice of meeting and invitation.

#### Article 18 – GENERAL MEETINGS

##### *Paragraph 6 – new wording*

The General Meeting is being broadcast publicly via electronic communication.

**28th resolution**

**Powers to carry out formalities**

The **28th resolution** gives authority to carry out formalities in connection with decisions made by the General Meeting.

• **Twenty-eighth 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 where necessary.

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## 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 2024 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 nominal value of the capital increase
<b>ISSUANCES WITH PREFERENTIAL SUBSCRIPTION RIGHT</b>			
Capital increase (common shares or securities giving access to shares in the Company or its subsidiaries) (A)	2025 General Meeting 17th resolution	26 months (August 2027)	€399 million, excluding any possible adjustments, i.e., approximately 20% of the share capital <sup>(a)</sup>  (A) + (B) + (C) + (D) + (E) + (G) being limited to €399 million (the "Global Cap")
Capital increase by incorporation of premiums, reserves, profits and free allocation of shares to shareholders (B)	2025 General Meeting 22nd resolution	26 months (August 2027)	€99 million, excluding any possible adjustments, i.e., approximately 5% of the share capital  Included in the Global Cap
<b>ISSUANCES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHT</b>			
Capital increase, through a public offer, other than those referred to in article L. 411-2 of the French Monetary and Financial Code, with the option of granting a priority period for shareholders, by issuing common shares or securities giving access to the share capital of the Company or subsidiaries, or shares of the Company to which securities to be issued by subsidiaries would grant entitlement (C)	2025 General Meeting 18th resolution	26 months (August 2027)	€199 million (shares), excluding any possible adjustments, i.e., approximately 10% of the share capital <sup>(a)</sup>  Included in the Global Cap (C) + (D) + (E) + (G) being limited to €199 million
Capital increase, through a public offering referred to in paragraph 1 of article L. 411-2 of the French Monetary and Financial Code, by issuing common shares or securities giving access to the share capital of the Company or subsidiaries, or shares of the Company to which securities to be issued by subsidiaries would grant entitlement (D)	2025 General Meeting 19th resolution	26 months (August 2027)	€199 million (shares), excluding any possible adjustments, i.e., approximately 10% of the share capital <sup>(a)</sup>  Allocation to the cap of (C), included in the Global Cap
Capital increase (common shares or securities giving access to shares in the Company shares with shares as primary securities) in compensation for contributions in kind (E)	2025 General Meeting 21st resolution	26 months (August 2027)	10% of the share capital, i.e., approximately €199 million excluding any possible adjustments  Allocation to the cap of (C), included in the Global Cap
<b>ISSUANCES RESERVED TO GROUP EMPLOYEES AND CORPORATE OFFICERS</b>			
Capital increase (equity securities) through the Group Savings Plan (F)	2025 General Meeting 23rd resolution	26 months (August 2027)	€49 million, excluding any possible adjustments, i.e., approximately 2.5% of the share capital
Allocation of options to buy or subscribe shares (I)	2025 General Meeting 25th resolution	38 months (August 2028)	1.5% of the share capital on the date of the 2025 General Meeting, i.e., approximately €29 million with a sub-cap of 10% of this limit of 1.5% for corporate officers  (I) + (J) being limited to 1.5% of the share capital
Free allocation of existing shares (J)	2025 General Meeting 26th resolution	38 months (August 2028)	1.2% of the share capital on the date of the 2025 General Meeting, i.e., approximately €23 million with a sub-cap of 10% of this limit of 1.2% for executive corporate officers (allocation to the sub-cap of (I) applicable to the executive corporate officers)  Allocation to the cap of (I)

<b>OTHER</b>			
Option for complementary issuance in case of oversubscription of an issuance of common shares or securities giving access to the share capital with or without preferential subscription right (G)	2025 General Meeting 20th resolution	26 months (August 2027)	For each issuance, legal limit of 15% of the initial issuance <sup>(a)</sup>  Allocation to the cap of (C) and/or included in the Global Cap depending on the initial issuance
<b>SHARE BUYBACK PROGRAM</b>			
Share buyback <sup>(b)</sup>	2025 General Meeting 16th resolution	18 months (December 2026)	10% of the total number of shares composing the share capital at the Annual General Meeting date  Maximum purchase price per share: €150
Cancellation of shares	2025 General Meeting 24th resolution	26 months (August 2027)	10% of the share capital per 24 month period

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

<sup>(b)</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 retention and later delivery (as payment, exchange, or otherwise) as part of external growth operations, mergers, demergers, or contributions; the management of the market of the Company share under liquidity agreements entered into with an independent investment services provider in compliance with market practices accepted by the French Financial Markets Authority; the cancellation of all or part of the shares repurchased; this program is also intended to allow the implementation of any market practice that may become authorized by the French Financial Markets Authority and, more generally, carrying out any other transaction that complies with the regulations in force. In such a case, the Company will inform its shareholders through a press release.

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# 4. HOW TO PARTICIPATE IN THE GENERAL MEETING?

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

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

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

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

## WHO CAN PARTICIPATE IN THE GENERAL MEETING?

In order to participate in the General Meeting, shareholders must prove their capacity as such by **having their shares entered in the share register in their name** (or in the name of the financial intermediary acting on their behalf if they are not a resident of France) at least two business days prior to the General Meeting, i.e., on **Tuesday, June 3, 2025** (12:00 a.m., Paris time).

Transactions occurring after **Friday, May 30, 2025** (12:00 a.m., Paris time) will therefore not be counted in determining a shareholders' right to participate in the Meeting.

Please read the following instructions carefully.

### Registered shares

For shareholders with registered shares, held either directly or through an intermediary, the shares must be registered 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 5, 2025. **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 settings" then "E-convocation" tabs on the website <https://www.investors.uptevia.com>.

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 Uptevia Shareholders' Area at [www.investors.uptevia.com](http://www.investors.uptevia.com) using your usual login ID and password, and follow the on-screen instructions. Once logged in, click on "Vote online", then click the "Access VOTACCESS" button to be redirected to the VOTACCESS platform. There, you can request and download your admission card, vote online, grant proxy to the Chairman of the Meeting or to any individual or legal entity attending the General Meeting, or revoke any previously appointed proxy.

If you hold **registered shares** with a financial intermediary, you must log in to the VoteAG website at [www.voteag.com](http://www.voteag.com) using the temporary login credentials (user ID and password) provided on the Single Form sent with the meeting notice brochure. You will be prompted to change your password upon your first login. Once connected, click on the "Access VOTACCESS" module to

be automatically redirected to the VOTACCESS platform. On the homepage, follow the on-screen instructions to request and download your admission card, vote online, grant proxy to the Chairman of the Meeting or to any individual or legal entity attending the General Meeting, or revoke any previously appointed proxy. If you do not have your password to log in to the VoteAG site, you must request it by clicking on the "Forgotten password" button and following the on-screen instructions to retrieve your login password.

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

- 08 00 00 75 35 from a landline in France (toll-free number); or
- 00 33 1 49 37 82 36 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.

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## 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:  
**CT-mandataires-assemblees@uptevia.com.**

This email must contain the following information: Company name (Compagnie de Saint-Gobain), General Meeting date (June 5, 2025), 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:  
**CT-mandataires-assemblees@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 4, 2025.**

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 3, 2025, 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 3, 2025 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 4, 2025.**

*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.*

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**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 30, 2025, involving a transfer of share ownership before 12:00 a.m. (Paris time) on Tuesday, June 3, 2025, 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 30, 2025**, resulting in a transfer of ownership of the shares after 12:00 a.m. (Paris time) on Tuesday, June 3, 2025, 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 30, 2025**. 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 5, 2025" 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 5, 2025, before 10:30 a.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)**

# 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 1 996 268 096 C  
Siege social :  
Tour Saint-Gobain, 12 place de l'Iris  
92400 COURBEVOIE  
542 039 532 RCS NANTERRE

**ASSEMBLEE GENERALE MIXTE**  
convoquée pour le jeudi 5 juin 2025 à 15 heures  
Au 252 Rue du Faubourg Saint-Honoré - Salle Pleyel - 75008 Paris  
**COMBINED GENERAL MEETING**  
to be held on Thursday June 5<sup>th</sup>, 2025 at 3:00 pm  
At 252 Rue du Faubourg Saint-Honoré - Salle Pleyel - 75008 Paris

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account

Nombre d'actions / Number of shares

Nominatif / Registered

Porteur / Bearer

Vote simple / Single vote

Vote double / Double vote

Nombre de voix - Number of voting rights

**B B1**

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

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directeur 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 <input type="checkbox"/>	A	B
Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Abs. <input type="checkbox"/>	
11	12	13	14	15	16	17	18	19	20	Oui / Yes <input type="checkbox"/>	C	D
Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Abs. <input type="checkbox"/>	
21	22	23	24	25	26	27	28	29	30	Oui / Yes <input type="checkbox"/>	E	F
Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Abs. <input type="checkbox"/>	
31	32	33	34	35	36	37	38	39	40	Oui / Yes <input type="checkbox"/>	G	H
Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Abs. <input type="checkbox"/>	
41	42	43	44	45	46	47	48	49	50	Oui / Yes <input type="checkbox"/>	J	K
Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Non / No <input type="checkbox"/>	Abs. <input type="checkbox"/>	

**B2**

**JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
Cf. au verso (3)

**I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
See reverse (3)

**B3**

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

Adresse / Address

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

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

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

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 verso (4)) à M. Mme ou Mlle, Raison Sociale pour voter en mon nom  
I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf:

Pour être pris en considération, tout formulaire doit parvenir au plus tard :  
To be considered, this completed form must be received no later than:

sur 1<sup>ère</sup> convocation on 1<sup>st</sup> notification:  sur 2<sup>ème</sup> convocation on 2<sup>nd</sup> notification:

4 juin 2025 (avant 15h00) / June 4<sup>th</sup>, 2025 (before 3.00 p.m.)

si / if : UPTVEIA  
Service Assemblées  
90-94 Esplanade du Général de Gaulle  
92212 Paris La Défense Cedex

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

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.**

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# 5. REQUEST FOR DOCUMENTS AND TO BE E-CONVENED

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## 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 2024, 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: ..... 2025 **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 2, 2025.

**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 15, 2025.



## 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: ..... 2025 **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.











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**Design & production: Ruban Blanc**



THIS DOCUMENT IS AVAILABLE  
ONLINE AT

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