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Compagnie de Saint-Gobain

A French *Société anonyme* with a share capital of €2,096,070,380
Registered office: Tour Saint-Gobain, 12, place de l'Iris, 92400 Courbevoie, France
Registry of Commerce and Companies of Nanterre n°542 039 532

Summary table of financial authorizations in force on the date of the General Shareholders' Meeting of June 2, 2022

Purpose of the resolution and types of securities concerned	Source (resolution number)	Authorization duration and expiration	Maximum par value of the capital increase
Issuances with preferential subscription right			
Capital increase (common shares or securities giving access to shares in the Company or its subsidiaries) (A)	GSM 2021 18 th resolution	26 months (August 2023)	€426 million, excluding adjustments, <i>i.e.</i> approximately 20% of the share capital ⁽¹⁾ (A)+(B)+(C)+(D)+(E)+(I) being limited to €426 million (the "Global Cap") ⁽²⁾
Capital increase by incorporation of premiums, reserves, profits and free allocation of shares to shareholders (B)	GSM 2021 23 rd resolution	26 months (August 2023)	€106 million, excluding adjustments, <i>i.e.</i> approximately 5% of the share capital Included in the Global Cap ⁽²⁾
Issuance without preferential subscription right			
Capital increase, by 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)	2021 GSM 19 th resolution	26 months (August 2023)	€213 million (shares), excluding adjustments, <i>i.e.</i> approximately 10% of the share capital ⁽¹⁾ Included in the Global Cap (C)+(D)+(E)+(I) being limited to €213 million ⁽²⁾
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)	2021 GSM 20 th resolution	26 months (August 2023)	€213 million (shares), excluding adjustments, <i>i.e.</i> approximately 10% of the share capital ⁽¹⁾ Allocation to the cap of (C), included in the Global Cap ⁽²⁾
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)	2021 GSM 22 nd resolution	26 months (August 2023)	10% of the share capital, <i>i.e.</i> approximately €213 million excluding adjustments Allocation to the cap of (C), included in the Global Cap ⁽²⁾
Issuances reserved for Group employees and Directors			
Capital increase (equity securities) through the Group Savings Plan (F)	2021 GSM 25 th resolution	26 months (August 2023)	€52 million, excluding adjustments, <i>i.e.</i> approximately 2.4% of the share capital ⁽³⁾⁽⁴⁾

Purpose of the resolution and types of securities concerned	Source (resolution number)	Authorization duration and expiration	Maximum par value of the capital increase
Allocation of stock options for new or existing shares (G)	2019 GSM 23 rd resolution	38 months (August 2022)	1.5% of the share capital on the date of the 2019 GSM, <i>i.e.</i> approximately €33 million with a sub-cap of 10% of this limit of 1.5% for Executive corporate officers ⁽²⁾ (G)+(H) being limited to 1.5% of the share capital
Free allocation of existing shares (H)	2019 GSM 24 th resolution	38 months (August 2022)	1.2% of the share capital on the date of the 2019 GSM, <i>i.e.</i> approximately €26 million with a sub-cap of 10% of this limit of 1.2% for Executive corporate officers ⁽⁵⁾ Allocation to the cap of (G)
Other			
Option for complementary issuance in case of oversubscription of an issuance of common shares or securities giving access to the share capital with or without preferential subscription right (I)	2021 GSM 21 st resolution	26 months (August 2023)	For each issuance, legal limit of 15% of the initial issuance ⁽¹⁾ Allocation to the cap of (C) and/or included in the Global Cap depending on the initial issuance ⁽²⁾
Determination of the issue price in the event of a capital increase without preferential subscription right through a public offer made pursuant to the 19 th or 20 th Resolutions of the 2021 GSM (J)	2021 GSM 24 th resolution	26 months (August 2023)	10% of the share capital per 12-month period ⁽¹⁾ Issuances completed pursuant to (C) or (D) depending on the type of capital increase Allocation to the cap of (C), included in the Global Cap ⁽²⁾
Share buyback program			Features
Share buyback ⁽⁶⁾	2021 GSM 17 th resolution	18 months (December 2022)	10% of the total number of shares comprising the share capital at the date of the GSM ⁽⁷⁾ Maximum purchase price per share: €80
Cancellation of shares	2021 GSM 26 th resolution	26 months (August 2023)	10% of the share capital per 24-month period ⁽⁸⁾

⁽¹⁾ Maximum aggregate face value 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 (I).

⁽²⁾ No use of the delegation of authority in 2021.

⁽³⁾ Recognition of the subscription of 5,562,855 shares in May 2021, such recognition being made by the Chairman and Chief Executive Officer having received a delegation of authority from the Board of Directors on November 26, 2020 on the basis of the twenty-second Resolution of the General Shareholders' Meeting of June 6, 2019 to implement a capital increase through the Group Savings Plan.

⁽⁴⁾ On November 25, 2021, the Board of Directors decided on the principle of a capital increase of up to 6,500,000 Saint-Gobain shares with a par value of €4 each, reserved for members of the Saint-Gobain Group employee savings plan (see the press release dated March 14, 2022, available on www.saint-gobain.com). The indicative date for the completion of the capital increase is May 11, 2022.

⁽⁵⁾ Free allocation of 1,184,475 existing performance shares by the Board of Directors on November 25, 2021.

⁽⁶⁾ The objectives of the program are as follows: cancellation, delivery of shares upon exercise of the rights attached to securities giving access in any way to the allocation of shares in the Company or in the context of external growth, merger, demerger and contribution transactions, market animation under a liquidity agreement, allocation of free shares, granting of stock options, or sale of shares as part of a Company Savings Plan or other similar schemes, hedging against the potential dilutive impact of free share allocations, the granting of stock options and employee share subscriptions under the Company Savings Plan or other similar schemes, the implementation of any market practice that may become authorized by the French Financial Markets Authority (Autorité des marchés financiers - AMF) and, more generally, for any other transaction authorized under the relevant laws and regulations.

⁽⁷⁾ See Chapter 7, Section 1.3 of Saint-Gobain's 2021 Universal Registration Document, available on www.saint-gobain.com for a description of the implementation of the share buyback program in 2021.

⁽⁸⁾ Cancellation of (i) 5,700,000 shares resulting in a reduction of the share capital by an aggregate face value of €22,800,000, decided by the Board of Directors on June 3, 2021, effective on June 11, 2021, and (ii) 8,543,174 shares resulting in a reduction of the share capital by an aggregate face value of €34,172,696, decided by the Board of Directors of November 25, 2021, effective November 30, 2021 (see Chapter 7, Section 1.3.1 of Saint-Gobain's 2021 Universal Registration Document, available on www.saint-gobain.com).

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**Summary table of financial authorizations submitted for approval to the
 General Shareholders' Meeting convened to be held on June 2, 2022**

Purpose of the resolution and type of securities concerned	Source (resolution number)	Authorization duration and expiration	Maximum par value of the capital increase
Issuances reserved for Group employees and Directors			
Allocation of stock options for new or existing shares (A)	2022 AGM 17 th resolution	38 months (August 2025)	1.5% of the share capital on the date of the 2022 AGM, <i>i.e.</i> approximately €31,5 million, with a sub-cap of 10% of this limit of 1.5% for Executive corporate officers. (A)+(B), limited to 1.5% of the share capital
Free allocation of existing performance shares (B)	2022 AGM 18 th resolution	38 months (August 2025)	1.2% of the share capital on the date of the 2022 AGM, <i>i.e.</i> approximately €25 million with a sub-cap of 10% of this limit of 1.2% for Executive corporate officers (allocation to the sub-cap of (A) applicable to the Executive corporate officers) Allocation to the cap of (A)