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Compagnie de Saint-Gobain

A French *Société anonyme* with a share capital of €2,063,076,328
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 8, 2023**

Purpose of the resolution and securities concerned	Source (resolution number)	Authorization duration and expiration	Maximum par value of the capital increase
ISSUANCES WITH PREFERENTIAL SUBSCRIPTION RIGHT			
Capital increase (common shares or securities giving access to shares in the Company or its subsidiaries) (A)	2021 AGM 18th resolution	26 months (August 2023)	€426 million, excluding adjustments, i.e. 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)	2021 AGM 23rd resolution	26 months (August 2023)	€106 million, excluding adjustments, i.e. approximately 5% of the share capital Included in the Global Cap ⁽²⁾
ISSUANCES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHT			
Capital increase, through a public offering, other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, with the option of granting a priority period for shareholders, by issuing common shares or securities giving access to the share capital of the Company or subsidiaries, or shares of the Company to which securities to be issued by subsidiaries would grant entitlement (C)	2021 AGM 19th resolution	26 months (August 2023)	€213 million (shares), excluding any possible adjustments, i.e. 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 AGM 20th resolution	26 months (August 2023)	€213 million (shares), excluding any possible adjustments, i.e. 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 AGM 22nd resolution	26 months (August 2023)	10% of the share capital, i.e. approximately €213 million excluding any possible adjustments Allocation to the cap of (C), included in the Global Cap ⁽²⁾
ISSUANCES RESERVED TO GROUP EMPLOYEES AND CORPORATE OFFICERS			
Capital increase (equity securities) through the Group Savings Plan (F)	2021 AGM 25th resolution	26 months (August 2023)	€52 million, excluding any possible adjustments, i.e. approximately 2.4% of the share capital ⁽³⁾⁽⁴⁾

Purpose of the resolution and securities concerned	Source (resolution number)	Authorization duration and expiration	Maximum par value of the capital increase
Allocation of options to buy or subscribe shares (G)	2022 AGM 17th resolution	38 months (August 2025)	1.5% of the share capital on the date of the 2022 AGM, i.e. approximately €31.5 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)	2022 AGM 18th resolution	38 months (August 2025)	1.2% of the share capital on the date of the 2022 AGM, i.e. approximately €25 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 AGM 21st 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 19th or 20th resolutions of the 2021 AGM (J)	2021 AGM 24th 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			
Share buyback ⁽⁶⁾	2022 AGM 16th resolution	18 months (December 2023)	10% of the total number of shares composing the share capital at the AGM date ⁽⁷⁾ Maximum purchase price per share: €100
Cancellation of shares	2021 AGM 26th resolution	26 months (August 2023)	10% of the share capital per 24-month period ⁽⁸⁾

⁽¹⁾ 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 (I).

⁽²⁾ No use made of the delegation of authority in 2022.

⁽³⁾ Recognition of the subscription of 4,916,097 shares in May 2022 by the Chief Executive Officer having received a delegation of authority from the Board of Directors on November 25, 2021 on the basis of the 25th resolution of the General Shareholders' Meeting of June 3, 2021 to implement a capital increase through the Group Savings Plan.

⁽⁴⁾ On November 24, 2022, the Board of Directors decided on the principle of a capital increase of up to 8,083,903 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 13, 2023, available on www.saint-gobain.com). The indicative date for the completion of the capital increase is May 16, 2023.

⁽⁵⁾ Free allocation of 1,232,792 existing performance shares by the Board of Directors on November 24, 2022.

⁽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 section 7.1.3, p. 251 of Saint-Gobain's 2022 Universal Registration Document, available on www.saint-gobain.com, for a description of the implementation of the share buyback program in 2022.

⁽⁸⁾ Cancellation of (i) 8,871,654 shares resulting in a reduction of the share capital by a nominal amount of €35,486,616, decided by the Board of Directors on June 2, 2022, effective June 10, 2022, and (ii) 4,305,432 shares resulting in a reduction of the share capital by a nominal amount of €17,221,728, decided by the Board of Directors on September 29, 2022, effective October 4, 2022 (see section 7.1.3, p. 251 of Saint-Gobain's 2022 Universal Registration Document, available on www.saint-gobain.com).

Summary table of financial authorizations submitted for approval to the General Shareholders' Meeting convened to be held on June 8, 2023

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

Purpose of the resolution and securities concerned	Source (resolution number)	Authorization duration and expiration	Maximum par value of the capital increase
SHARE BUYBACK PROGRAM			
Share buyback ⁽²⁾	2023 AGM 13th resolution	18 months (December 2024)	10% of the total number of shares composing the share capital at the AGM date Maximum purchase price per share: €100
Cancellation of shares	2023 AGM 22nd resolution	26 months (August 2025)	10% of the share capital per 24-month period

⁽¹⁾ 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).

⁽²⁾ The objectives of the program are as follows: the free allocation of shares, the grant of stock options, and the allocation or sale of shares under employee savings plans or other similar plans; offsetting the potential dilutive impact of free allocation of shares, of the granting of stock options, or of subscription by employees as part of the employee savings plans or other similar plans; delivering shares upon exercise of the rights attached to securities giving access in any way, in particular through the exercise of rights attached to securities giving access to the share capital by redemption, conversion, exchange, presentation of a warrant, to the allocation of Company shares; the management of the market of the Company share under liquidity agreements with an independent investment services provider in compliance with the code of ethics recognized by the French Financial Markets Authority; the cancellation of shares subject to the adoption by the twenty-second resolution by the 2023 AGM; the implementation of any market practice that may become authorized by the French Financial Markets Authority and, more generally, with a view to carrying out any other transaction that complies with the regulations in force.