

**First Prospectus Supplement dated 27 August 2021 to the Base Prospectus dated 16 June 2021.**



## **COMPAGNIE DE SAINT-GOBAIN**

*(incorporated in the Republic of France)*

**EUR 15,000,000,000**

### **MEDIUM TERM NOTE PROGRAMME**

This prospectus supplement (the “**First Prospectus Supplement**”) is supplemental to, and should be read in conjunction with, the Base Prospectus dated 16 June 2021 on which the *Autorité des Marchés Financiers* (the “**AMF**”) has granted a visa no. 21-227 on 16 June 2021 (the “**Base Prospectus**”) and constitutes a prospectus supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”).

This First Prospectus Supplement has been prepared for the purposes of:

- (i) incorporating by reference the Issuer’s half-year financial report, comprising (i) condensed consolidated financial statements for the six months ended 30 June 2021, including the related notes thereto and limited review report thereon dated 29 July 2021; and (ii) the press release published on 29 July 2021 in connection with the Issuer’s half-year results. This is further described in the section “*Documents Incorporated by Reference*”;
- (ii) updating the section “*Risk Factors*”;
- (iii) updating the section “*Recent Developments*”; and
- (iv) updating the section “*General Information*”.

This First Prospectus Supplement constitutes a supplement to, and should be read in conjunction with, the Base Prospectus. Except where the context otherwise requires, the terms defined in the Base Prospectus have the same meaning when used in this First Prospectus Supplement.

This First Prospectus Supplement has been approved by the AMF in France as the competent authority under the Prospectus Regulation. The AMF only approves this First Prospectus Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval shall not be considered as an endorsement of the Issuer or the quality of the Notes that are the subject of the Base Prospectus as supplemented by this First Prospectus Supplement. Investors should make their own assessment of the opportunity to invest in such Notes.

To the extent that there is any inconsistency between (a) any statement in this First Prospectus Supplement and (b) any other statement in the Base Prospectus, the statement in this First Prospectus Supplement will prevail. Except as disclosed in this First Prospectus Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.

Copies of this First Prospectus Supplement will be available on the website of the Issuer ([www.saint-gobain.com/fr/finance](http://www.saint-gobain.com/fr/finance)) and/or on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)).

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### **UPDATE TO THE RISK FACTORS**

The first paragraph of the section entitled “*Risk factors relating to the Issuer*” in the section “*Risk Factors*” starting on page 19 of the Base Prospectus is deleted and replaced with the following:

“Risks relating to the Issuer are described on pages 220 to 228 and 310 to 312 of the Universal Registration Document 2020, and on the first part – Communiqué de presse / Press release, page 9, of the Issuer’s half-year financial report, as defined and further described under “*Documents Incorporated by Reference*” in the Base Prospectus, as supplemented, and include risks described in this section.”

## UPDATE TO THE DOCUMENTS INCORPORATED BY REFERENCE

The section “*Documents incorporated by reference*” starting on page 34 of the Base Prospectus is deleted in its entirety and replaced with the following:

The Base Prospectus, as supplemented, should be read and construed in conjunction with the sections set out in the cross-references tables below from the following documents:

- the Issuer’s half-year financial report in the French language, comprising (i) condensed consolidated financial statements for the six months ended 30 June 2021, including the related notes thereto and limited review report thereon dated 29 July 2021; and (ii) the press release published on 29 July 2021 in the French language in connection with the Issuer’s half-year results. The Issuer’s half year financial report is available on: <https://prod-d9-saint-gobain-com.content.saint-gobain.io/sites/saint-gobain.com/files/media/document/Rapport%20Financier%20Semestriel%202021.pdf>.
- the *document d’enregistrement universel* in the French language of the Issuer which received a registration number n° D.21-0152 from the AMF on 18 March 2021 (the “**Universal Registration Document 2020**”) (available on [https://www.saint-gobain.com/sites/sgcom.master/files/sgo\\_urd2020\\_fr\\_mel2\\_210318.pdf](https://www.saint-gobain.com/sites/sgcom.master/files/sgo_urd2020_fr_mel2_210318.pdf));
- the *document d’enregistrement universel* in the French language of the Issuer which received a registration number n° D.20-0161 from the AMF on 23 March 2020 (the “**Universal Registration Document 2019**”) (available on [https://www.saint-gobain.com/sites/sgcom.master/files/deu\\_2019\\_-\\_compagnie\\_de\\_saint-gobain\\_-\\_fr\\_0.pdf](https://www.saint-gobain.com/sites/sgcom.master/files/deu_2019_-_compagnie_de_saint-gobain_-_fr_0.pdf)); and
- the terms and conditions of the notes contained in:
  - the base prospectus of the Issuer dated 11 April 2019 (the “**2019 EMTN Conditions**”) (available on: [https://www.saint-gobain.com/sites/sgcom.master/files/2019\\_04\\_11\\_base\\_prospectus.pdf](https://www.saint-gobain.com/sites/sgcom.master/files/2019_04_11_base_prospectus.pdf));
  - the base prospectus of the Issuer dated 13 July 2018 (the “**2018 EMTN Conditions**”) (available on: [https://www.saint-gobain.com/sites/sgcom.master/files/2018\\_07\\_13\\_base\\_prospectus.pdf](https://www.saint-gobain.com/sites/sgcom.master/files/2018_07_13_base_prospectus.pdf));
  - the base prospectus of the Issuer dated 12 July 2017 (the “**2017 EMTN Conditions**”) (available on: [https://www.saint-gobain.com/sites/sgcom.master/files/2017\\_07\\_12\\_base\\_prospectus.pdf](https://www.saint-gobain.com/sites/sgcom.master/files/2017_07_12_base_prospectus.pdf));
  - the base prospectus of the Issuer dated 27 July 2016 (the “**2016 EMTN Conditions**”) (available on: [https://www.saint-gobain.com/sites/sgcom.master/files/2016\\_07\\_27\\_base\\_prospectus.pdf](https://www.saint-gobain.com/sites/sgcom.master/files/2016_07_27_base_prospectus.pdf));
  - the base prospectus of the Issuer dated 17 July 2015 (the “**2015 EMTN Conditions**”) (available on: [https://www.saint-gobain.com/sites/sgcom.master/files/2015\\_07\\_17\\_base\\_prospectus.pdf](https://www.saint-gobain.com/sites/sgcom.master/files/2015_07_17_base_prospectus.pdf));
  - the base prospectus of the Issuer dated 17 July 2014 (the “**2014 EMTN Conditions**”) (available on: [https://www.saint-gobain.com/sites/sgcom.master/files/2014\\_07\\_17\\_base\\_prospectus.pdf](https://www.saint-gobain.com/sites/sgcom.master/files/2014_07_17_base_prospectus.pdf));
  - the base prospectus of the Issuer dated 17 July 2013 (the “**2013 EMTN Conditions**”) (available on: [https://www.saint-gobain.com/sites/sgcom.master/files/2013\\_07\\_17\\_base\\_prospectus.pdf](https://www.saint-gobain.com/sites/sgcom.master/files/2013_07_17_base_prospectus.pdf));
  - the base prospectus of the Issuer dated 19 September 2012 (the “**2012 EMTN Conditions**”) (available on: [https://www.saint-gobain.com/sites/sgcom.master/files/2012\\_07\\_19\\_base\\_prospectus.pdf](https://www.saint-gobain.com/sites/sgcom.master/files/2012_07_19_base_prospectus.pdf)); and
  - the base prospectus of the Issuer dated 20 July 2011 (the “**2011 EMTN Conditions**”) (available on: [https://www.saint-gobain.com/sites/sgcom.master/files/2011\\_07\\_20\\_base\\_prospectus.pdf](https://www.saint-gobain.com/sites/sgcom.master/files/2011_07_20_base_prospectus.pdf)),

the documents referred to above being together defined the “EMTN Previous Conditions”.

Any statement contained in the documents incorporated by reference listed above shall be deemed to be modified or superseded for the purpose of the Base Prospectus, as supplemented, to the extent that a statement contained herein or in the Base Prospectus, as supplemented, modifies or supersedes such earlier statement (whether expressly, by implication or otherwise), it being mentioned that any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of the Base Prospectus, as supplemented.

Copies of the documents incorporated by reference in the Base Prospectus, as supplemented, may be obtained, free of charge, from (i) the website of the Issuer ([www.saint-gobain.com/fr/finance](http://www.saint-gobain.com/fr/finance)), (ii) the registered office of the Issuer or (iii) from the offices of the Paying Agent set out at the end of the Base Prospectus during normal business hours.

The Universal Registration Document 2020 and the Universal Registration Document 2019 are also available on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)).

The documents incorporated by reference have been filed with the AMF.

The information incorporated by reference in the Base Prospectus, as supplemented, shall be read in connection with the cross-reference list below.

Any information not listed in the cross-reference list below but included in the documents incorporated by reference shall not form part of the Base Prospectus, as supplemented. Such information is either (i) not considered by the Issuer to be relevant for prospective investors in the Notes or (ii) covered elsewhere in the Base Prospectus, as supplemented. Such information shall be considered as additional information, not required by the schedules of the Commission Delegated Regulation (EU) No 2019/980 of 14 March 2019 supplementing the Prospectus Regulation.

The information on the website of the Issuer does not form part of the Base Prospectus, as supplemented (unless that information is incorporated by reference into the Base Prospectus, as supplemented) and has not been scrutinized or approved by the AMF.

The English translations of the Universal Registration Document 2020, the Universal Registration Document 2019 and the Issuer’s half-year financial report are available on the website of the Issuer (<https://www.saint-gobain.com/en/finance/regulated-information/universal-registration-document-including-annual-financial-report>). Such English translations are available for information purposes only and are not incorporated by reference in the Base Prospectus, as supplemented.

Only the French versions of the Universal Registration Document 2020, the Universal Registration Document 2019 and the Issuer’s half-year financial report may be relied upon.

	<b>Prospectus Regulation –Annex VII</b>	<b>Issuer’s half year financial report 2021</b>	<b>Universal Registration Document 2020</b>	<b>Universal Registration Document 2019</b>
<b>3</b>	<b>RISK FACTORS</b>	First part – Communiqué de presse / Press release, page 9	Pages 220 to 228 and 310 to 312	
<b>4</b>	<b>INFORMATION ABOUT THE ISSUER</b>			
4.1	<b><u>History and development of the Issuer:</u></b>			
4.1.1	The legal and commercial name of the Issuer.		Pages 11 and 370	

	<b>Prospectus Regulation –Annex VII</b>	<b>Issuer’s half year financial report 2021</b>	<b>Universal Registration Document 2020</b>	<b>Universal Registration Document 2019</b>
4.1.2	The place of registration of the Issuer and its registration number and legal entity identifier (“LEI”).		Pages 254 and 370	
4.1.3	The date of incorporation and the length of life of the Issuer, except where the period is indefinite.		Page 370	
4.1.4	the domicile and legal form of the Issuer, the legislation under which the Issuer operates, its country of incorporation, and the address and telephone number of its registered office (or principal place of business if different from its registered office) and website of the Issuer, if any, with a disclaimer that the information on the website does not form part of the Base Prospectus unless that information is incorporated by reference into the Base Prospectus.		Page 370	
4.1.5	Any recent events particular to the Issuer and which are to a material extent relevant to the evaluation of the Issuer’s solvency.	Second part – Etats financiers consolidés résumés / Condensed consolidated financial statements, page 11	Pages 16 to 20 and 365 to 366	
4.1.6	Credit ratings assigned to the Issuer at the request or with the cooperation of the Issuer in the rating process.		Page 310	
<b>5</b>	<b>BUSINESS OVERVIEW</b>			
5.1	<b><u>Principal activities:</u></b>			
5.1.1	A brief description of the Issuer’s principal activities stating the main categories of products sold and/or services performed.		Pages 6 to 10, 14 to 15, 21 to 26 and 32 to 60	
5.2	The basis for any statements made by the Issuer regarding its competitive position.		Pages 24 and 27	
<b>6</b>	<b>ORGANISATIONAL STRUCTURE</b>			
6.1	If the Issuer is part of a group, a brief description of the group and of the Issuer’s position within the group.		Pages 7, 11, 325 to 327, 306, 353 to 355 and 365 to 366	
<b>7</b>	<b>TREND INFORMATION</b>	First part – Communiqué de presse /		

	<b>Prospectus Regulation –Annex VII</b>	<b>Issuer’s half year financial report 2021</b>	<b>Universal Registration Document 2020</b>	<b>Universal Registration Document 2019</b>
		Press release, pages 8 and 9		
<b>9</b>	<b>ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES</b>			
9.1	Names, business addresses and functions within the Issuer of the following persons, and an indication of the principal activities performed by them outside of the Issuer where these are significant with respect to that Issuer: (a) members of the administrative, management or supervisory bodies; (b) partners with unlimited liability, in the case of a limited partnership with a share capital.		Pages 28 to 29 and 137 to 144	
9.2	<b><u>Administrative, management, and supervisory bodies conflicts of interests</u></b> Potential conflicts of interests between any duties to the Issuer of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made.		Page 148	
<b>10</b>	<b>MAJOR SHAREHOLDERS</b>			
10.1	To the extent known to the Issuer, state whether the Issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control, and describe the measures in place to ensure that such control is not abused.		Pages 8 and 251 to 253	
<b>11</b>	<b>FINANCIAL INFORMATION CONCERNING THE ISSUER’S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES</b>			
11.1	<b><u>Historical financial information</u></b>			
11.1.1	Historical financial information covering the latest two financial years (at least 24 months) or such shorter period as the Issuer has been in operation.	First part – Communiqué de presse / Press release pages 1 to 9 and Second part – Etats financiers consolidés résumés / Condensed consolidated financial	Pages 264 to 327	Pages 234 to 293

	<b>Prospectus Regulation –Annex VII</b>	<b>Issuer’s half year financial report 2021</b>	<b>Universal Registration Document 2020</b>	<b>Universal Registration Document 2019</b>
		statements, pages 4 to 44		
11.1.3	<p><b>Accounting Standards</b></p> <p>The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002.</p> <p>If Regulation (EC) No 1606/2002 is not applicable the financial statements must be prepared according to:</p> <p>(a) a Member State’s national accounting standards for issuers from the EEA as required by Directive 2013/34/EU;</p> <p>(b) a third country’s national accounting standards equivalent to Regulation (EC) No 1606/2002 for third country issuers.</p> <p>Otherwise the following information must be included in the registration document:</p> <p>(a) a prominent statement that the financial information included in the registration document has not been prepared in accordance with International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002 and that there may be material differences in the financial information had Regulation (EC) No 1606/2002 been applied to the historical financial information;</p> <p>(b) immediately following the historical financial information a narrative description of the differences between Regulation (EC) No 1606/2002 as adopted by the Union and the accounting principles adopted by the issuer in preparing its annual financial statements.</p>		Pages 272 and 273	Page 243
11.1.5	<p><b>Consolidated financial statements</b></p> <p>If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document.</p>		Pages 264 to 327	Pages 234 to 293
11.1.6	<p><b>Age of financial information</b></p> <p>The balance sheet date of the last year of audited financial information may not be older than 18 months from the date of the registration document.</p>		Pages 264 and 265	Pages 234 and 235



	<b>Prospectus Regulation –Annex VII</b>	<b>Issuer’s half year financial report 2021</b>	<b>Universal Registration Document 2020</b>	<b>Universal Registration Document 2019</b>
11.2	<b><u>Auditing of historical financial information</u></b>	Third part – Rapport des commissaires aux comptes sur l’information financière semestrielle 2021 / Statutory auditors’ review report on the 2021 half-year financial information, pages 1 and 2	Pages 328 to 332	Pages 294 to 299
11.2.1	The historical financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2014/56/EU and Regulation (EU) No 537/2014.	Third part – Rapport des commissaires aux comptes sur l’information financière semestrielle 2021 / Statutory auditors’ review report on the 2021 half-year financial information, pages 1 and 2	Pages 328 to 332	Pages 294 to 299
11.2.1 (a)	Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full.			Page 294
11.3	<b><u>Legal and arbitration proceedings</u></b> Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past, significant effects on the Issuer and/or group’s financial position or profitability, or provide an appropriate negative statement.		Pages 224 to 227, 306 to 310 and 356 to 359	

The EMTN Previous Conditions are incorporated by reference in the Base Prospectus, as supplemented, solely for the purpose of further issues of Notes so that the same shall be consolidated and form a single series with the outstanding Notes (i.e. tap issues of existing Notes).

<b>EMTN Previous Conditions</b>	
2011 EMTN Conditions .....	Pages 40 to 69
2012 EMTN Conditions .....	Pages 40 to 78
2013 EMTN Conditions .....	Pages 41 to 77
2014 EMTN Conditions .....	Pages 42 to 78
2015 EMTN Conditions .....	Pages 62 to 121
2016 EMTN Conditions .....	Pages 63 to 121
2017 EMTN Conditions .....	Pages 64 to 123
2018 EMTN Conditions .....	Pages 69 to 130
2019 EMTN Conditions .....	Pages 32 to 89

## UPDATE TO THE RECENT DEVELOPMENTS

The following press releases are inserted at the end of the section “*Recent Developments*” starting on page 113 of the Base Prospectus:

**On 5 July 2021, the Issuer published the following press release:**

### **SAINT-GOBAIN DIVESTS DISTRIBUTION BUSINESSES IN SPAIN**

Saint-Gobain has finalized the sale of two distribution brands in Spain: La Plataforma de la Construcción to the BigMat group and Discesur to Group Jorge Fernandez in association with Group Terrapilar. With 16 outlets and close to 700 employees, these two brands realized a turnover of approximately €140 million in 2020.

These transactions come after the sale of the Sanigrif and Saniplast brands announced in February 2021. They are part of Saint-Gobain’s continued portfolio optimization strategy to enhance the Group’s growth and profitability profile.

**On 12 July 2021, the Issuer published the following press release:**

### **SAINT-GOBAIN DIVESTS GRAHAM, ITS PLUMBING, HEATING AND SANITARY PRODUCTS SPECIALIST DISTRIBUTION BUSINESS IN THE UNITED KINGDOM**

Saint-Gobain has entered into binding agreements for the sale of its Graham Plumbers’ Merchant business in the UK. This business is a specialist distributor for plumbing, heating and sanitary products. With about 130 outlets and 840 employees, it generated a turnover of approximately €260 million in 2020.

The majority of the Graham outlets, as well as the Graham brand name and website name will be divested to UK Plumbing Supplies, and a smaller number of branches will be divested to Wolseley.

The transactions are expected to be completed over the coming weeks and are part of Saint Gobain’s continued portfolio optimization strategy to enhance the Group’s growth and profitability profile.

## UPDATE TO THE GENERAL INFORMATION

The section “*General Information*” starting on page 172 of the Base Prospectus is amended as follows.

The paragraph entitled “*Significant or Material Change*” appearing on page 173 of the Base Prospectus is deleted in its entirety and replaced with the following:

### “**Significant or Material Change**”

There has been no significant change in the financial position or financial performance of the Group since 30 June 2021, being the date of its last published consolidated interim financial statements.

There has been no material adverse change in the financial position or prospects of the Issuer since 31 December 2020, being the date of its last published consolidated annual financial statements.”

The paragraph entitled “*Auditors*” appearing on pages 173 and 174 of the Base Prospectus is deleted in its entirety and replaced with the following:

### “**Auditors**”

PricewaterhouseCoopers Audit, 63, rue de Villiers, 92208 Neuilly-sur-Seine Cedex, France and KPMG Audit — Department of KPMG S.A. of Tour Egho, 2, avenue Gambetta, CS 60055, 92066 Paris La Défense, France, both of whom are members of the *Compagnie Régionale des Commissaires aux Comptes de Versailles*, have audited, and rendered unqualified audit reports on the financial statements of the Issuer for the years ended 31 December 2019 and 31 December 2020, and have rendered an auditors’ review report on the 2021 half-year financial information.”

**PERSON RESPONSIBLE FOR THE INFORMATION GIVEN IN THE FIRST PROSPECTUS  
SUPPLEMENT**

*In the name of the Issuer*

The Issuer declares, to the best of its knowledge, that the information contained in this First Prospectus Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

**Compagnie de Saint-Gobain**

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

Duly represented by:  
Mr. Sreedhar N.

Chief Financial Officer (*Directeur Financier*) of the Issuer

Duly authorised

on 27 August 2021



This Supplement has been approved on 27 August 2021 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129.

The AMF has approved this Supplement after having verified that the information it contains is complete, coherent and comprehensible, under Regulation (EU) 2017/1129.

This approval is not to be considered as a favourable opinion on the Issuer concerned by this Supplement.

This Supplement is approved under the following approval number : no. 21-369