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6 May 2022

COMPAGNIE DE SAINT-GOBAIN ANNOUNCES A TENDER OFFER TO PURCHASE NOTES FOR CASH

Compagnie de Saint-Gobain (the **Offeror**) has today launched an invitation to holders of its outstanding GBP300,000,000 5.625 per cent. notes due November 2024 (ISIN: XS0274270817) (the **Notes**), to tender their Notes for purchase by the Offeror for cash (the **Offer**). The Offer is being made on the terms and subject to the conditions contained in the tender offer memorandum dated 6 May 2022 (the **Tender Offer Memorandum**) and as presented below and is subject to the offer restrictions set out below and as more fully described in the Tender Offer Memorandum.

Copies of the Tender Offer Memorandum are (subject to offer restrictions) available from the Tender Agent as set out below. Capitalised terms used and not otherwise defined in this announcement have the meanings given in the Tender Offer Memorandum.

<u>Description of the Notes</u>	<u>Coupon</u>	<u>ISIN / Common Code</u>	<u>Outstanding Principal Amount</u>	<u>Benchmark Security</u>	<u>Purchase Spread</u>
Notes	5.625 per cent.	XS0274270817/ 027427081	GBP300,000,000	UKT 2.75 per cent. 7 September 2024 (ISIN: GB00BHBFBH458)	65 bps

The Offer will expire at 5:00 p.m. (London time) on 13 May 2022 (the **Expiration Deadline**) unless extended, re-opened or terminated by the Offeror as provided in the Tender Offer Memorandum.

The Offeror is not under any obligation to accept for purchase any Notes tendered pursuant to the Offer. The acceptance for purchase by the Offeror of Notes tendered pursuant to the Offer is at the sole discretion of the Offeror and tenders may be rejected by the Offeror for any reason.

Rationale for the Offer

The purpose of the Offer is to manage the Offeror's debt profile proactively and provide liquidity for investors in the Notes.

Details of the Offer

The validly tendered Notes will be accepted for purchase in full by the Offeror on an any and all basis. Purchases of Notes will not be pro-rated.

Purchase Price

The Offeror will, on the Tender Offer Settlement Date, pay for Notes accepted by it for purchase pursuant to the Offer a price (the **Purchase Price**) to be determined at or around 11:00 a.m. (London time) (the **Pricing Time**) on 16 May 2022 (the **Pricing Date**) in the manner further described in the Tender Offer Memorandum.

The Purchase Price will be determined by the Offeror, after consultation with the Dealer Manager, in accordance with market convention and expressed as a percentage of the principal amount of the Notes (and rounded to the nearest 0.001 per cent. with 0.0005 per cent. being rounded upwards).

Specifically, the Purchase Price applicable to the Notes will equal (a) the value of all remaining payments of principal and interest on the Notes up to and including maturity, discounted to the Tender Offer Settlement Date at a discount rate equal to the relevant Purchase Yield, minus (b) Accrued Interest in respect of the Notes, in line with market convention.

Tender Instructions

In order to participate in the Offer, and be eligible to receive the Purchase Price and the Accrued Interest Payment pursuant to the Offer, Noteholders must validly tender their Notes by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender Agent by the Expiration Deadline. See “*Procedures for participating in the Offer*” in the Tender Offer Memorandum for further information.

Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes when such intermediary would need to receive instructions from a Noteholder in order for that Noteholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer by the deadlines specified in the Tender Offer Memorandum. The deadlines set by any such intermediary and each Clearing System for the submission and withdrawal of Tender Instructions will be earlier than the relevant deadlines specified in the Tender Offer Memorandum.

Tender Instructions will be irrevocable except in the limited circumstances described in the Tender Offer Memorandum.

Expected Timetable of Events

The following table sets out the expected dates and times of the key events relating to the Offer. This is an indicative timetable and is subject to change. All times are London time.

<u>Date and time</u>	<u>Number of Business Days from and including Launch Date</u>	<u>Event</u>
6 May 2022	Day 1	<i>Launch Date</i> Announcement of Offer. Tender Offer Memorandum available (subject to the offer and distribution restrictions set out in “ <i>Offer and Distribution Restrictions</i> ” in the Tender Offer Memorandum) from the Tender Agent.
13 May 2022, 5:00 p.m.	Day 6	<i>Expiration Deadline</i> Final deadline for receipt of valid Tender Instructions by the Tender Agent in order for Noteholders to be able to participate in the Offer.
At or around 11:00 a.m. (the Pricing Time) on 16 May 2022, or such other date as the Offeror may determine (the Pricing Date) As soon as reasonably practicable after the Pricing Time	Day 7	<i>Pricing Date (T)</i> Expected determination of each Purchase Yield and the Purchase Price. Announcement of whether the Offeror will accept valid tenders of Notes pursuant to the Offer and, if so accepted, (i) the aggregate principal amount of Notes accepted for purchase, (ii) the Purchase Yield, (iii) the Purchase Spread, (iv) the Purchase Price, (v) the Accrued Interest and (vi) the Tender Offer Settlement Date.
18 May 2022	Day 9	<i>Expected Settlement Date of Tender (T+2)</i> Expected settlement date for the Offer.

The above dates and times are subject, where applicable, to the right of the Offeror to extend, re-open, amend, and/or terminate the Offer. Noteholders are advised to check with any bank, securities broker or other intermediary through which they hold Notes whether such intermediary would require receipt of instructions to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer before the deadlines specified in the Tender Offer Memorandum. **Noteholders are advised to read carefully the Tender Offer Memorandum for full details of, and information on the procedures for participating in the Offer.**

Questions and requests for assistance in connection with (i) the Offer, may be directed to the Dealer Manager, and (ii) the delivery of Tender Instructions, may be directed to the Tender Agent, the contact details for both of which are set out below.

This announcement is released by Compagnie de Saint-Gobain and contains information that qualified or may have qualified as inside information for the purposes of Article 7 of the Market Abuse Regulation (EU) 596/2014 as it forms part of UK domestic law by virtue of the European

Union (Withdrawal) Act 2018 (**UK MAR**), encompassing information relating to the Offer described above. For the purposes of UK MAR and Article 2 of Commission Implementing Regulation (EU) 2016/1055, this announcement is made by Paul Thomson, *Directeur Droit des Financements* of Compagnie de Saint-Gobain.

NatWest Markets N.V. (Telephone +33-173249880; Attention: Liability Management; Email: liabilitymanagement@natwestmarkets.com) is acting as Dealer Manager and Kroll Issuer Services Limited (Telephone: +44 20 7704 0880; Attention: Thomas Choquet; Email: saintgobain@is.kroll.com) is acting as Tender Agent.

DISCLAIMER This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial adviser. Noteholders should consult with their own advisers as needed to assist them in making an investment decision and to advise them whether they are legally permitted to tender Notes pursuant to the Offer. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender Notes in the Offer. None of the Offeror, the Dealer Manager, the Tender Agent, or any director, officer, employee, agent or affiliate of any such person, is acting for any Noteholder, or will be responsible to any Noteholder for providing any protections which would be afforded to its clients or for providing advice in relation to the Offer, and accordingly none of the Offeror, the Dealer Manager, the Tender Agent or any director, officer, employee, agent or affiliate of any such person, makes any recommendation whatsoever regarding this announcement, the Offer, or any recommendation as to whether Noteholders should tender their Notes for purchase pursuant to the Offer.

Offer and Distribution Restrictions

The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required by the Offeror and the Dealer Manager to inform themselves about, and to observe, any such restrictions. Nothing in this announcement or the Tender Offer Memorandum or the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Notes (and tenders of Notes in the Offer will not be accepted from Noteholders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Offer to be made by a licensed broker or dealer and the Dealer Manager or any of its affiliates is such a licensed broker or dealer in any such jurisdiction, the Offer shall be deemed to be made by the Dealer Manager or such affiliate, as the case may be, on behalf of the Offeror in such jurisdiction.

United States

The Offer has not been and will not be registered under the United States Securities Act of 1933, as amended (the **Securities Act**) or with any securities regulatory authority of any state or other

jurisdiction of the United States and the Notes may not be tendered in the Offer within the United States or to, or for the account or benefit of, U.S. Persons except pursuant to an effective registration statement under the Securities Act or an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, in each case in accordance with any applicable securities laws of any state of the United States. The Offer is not being made, and will not be made, directly or indirectly in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of or of any facilities of a national securities exchange of, the United States or to any U.S. Person or in transactions that are not “offshore transactions” (as defined in, and in reliance on, Regulation S under the Securities Act (each, an **Offshore Transaction**)). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Notes may not be tendered in the Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States or by U.S. Persons. Accordingly, copies of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any persons located or resident in the United States or to any U.S. Persons. Any purported tender of Notes in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a person located in the United States or by a U.S. Person, by any person acting for or on the account or benefit of any person located in the United States or U.S. Person, or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States or for a U.S. Person will be invalid and will not be accepted.

Each holder of Notes participating in the Offer will represent that either it is not a U.S. Person and is not located in the United States and is not participating in the Offer from the United States, or it is acting on a non-discretionary basis for a principal that is located outside the United States and is not a U.S. Person and is participating and giving instructions to participate in the Offer in Offshore Transactions from outside the United States. For the purposes of this and the above two paragraphs, United States means the United States of America, its territories and possessions, (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

United Kingdom

The communication of this announcement, Tender Offer Memorandum and any other documents or materials relating to the Offer are not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the **FSMA**). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may be communicated to (1) those persons who are existing members or creditors of the Offeror or other persons within Article 43 of the FSMA (Financial Promotion) Order 2005, as amended, and (2) to any other persons to whom these documents and/or materials may lawfully be communicated.

Belgium

Neither this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Offer have been, or will be, submitted to, or notified to, or approved by, the Belgian Financial Services and Markets Authority (*Autorité des services et marchés financiers/Autoriteit voor Financiële Diensten en Markten*) and, accordingly, the Offer may not be made in Belgium by way of a public offering, as defined in Article 3 of the Belgian Law of 1 April 2007 on takeover bids (*loi relative aux offres publiques d'acquisition/wet op de openbare overnamebiedingen*), as amended or replaced from time to time. Accordingly, the Offer may not be, and is not being, advertised, and neither this announcement, the Tender Offer Memorandum nor any brochure, any other material or document relating thereto (including any memorandum, information circular, brochure or any similar document) may, have or will be distributed, directly or indirectly, to any person located and/or resident within Belgium, other than those who qualify as qualified investors (*investisseurs qualifiés/gekwalificeerde beleggers*) within the meaning of Article 2, e), of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the **Prospectus Regulation**) acting on their own account. Accordingly, the information contained in this announcement or the Tender Offer Memorandum or in any brochure or any other document or material relating thereto may not be used for any other purpose, including for any offering in Belgium, except as may otherwise be permitted by law, and shall not be disclosed or distributed to any other person in Belgium.

France

This announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer are only addressed to and are only directed at qualified investors within the meaning of the Prospectus Regulation in France. Each person in France who receives any communication in respect of the Offer contemplated in this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Offer will be deemed to have represented, warranted and agreed to and with the Dealer Manager and the Offeror that it is a qualified investor within the meaning of Article 2(e) of the Prospectus Regulation.

Italy

None of the Offer, this announcement, the Tender Offer Memorandum or any other document or materials relating to the Offer have been or will be submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa (CONSOB)* pursuant to Italian laws and regulations. The Offer is being carried out in Italy as an exempted offer pursuant to Article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the **Financial Services Act**) and Article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Accordingly, Noteholders or beneficial owners of the Notes that are located in Italy can tender Notes for purchase pursuant to the Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes and/or the Offer.