



This English-language version of the Internal rules of the Board of Directors is a free translation of the original French version. In the event of a conflict of interpretation, reference should be made to the French version which is the authentic text.

**INTERNAL RULES OF THE BOARD OF DIRECTORS OF
COMPAGNIE DE SAINT-GOBAIN**

Approved on July 24, 2003

(updated on July 29, 2021)

These internal rules aim to set out the organization and functioning of Compagnie de Saint-Gobain's Board of Directors.

They are to be applied in conjunction with the rules and duties laid out in applicable legal and regulatory provisions and the Company's bylaws, which have not been reproduced below.

They implement the recommendations of the AFEP-MEDEF Corporate Governance Code for French listed companies.

I – Meetings of the Board of Directors

The Board of Directors holds at least seven scheduled meetings each year.

At each year-end, an annual work program is drawn up by the Chairman of the Board of Directors and given to the Directors for the following year.

The draft minutes of each meeting are sent to the Directors at the same time as the agenda for the next meeting. They are approved at that meeting, and the final minutes are then sent with the agenda for the next meeting.

Except for meetings held to approve the annual financial statements of the Company, the annual consolidated financial statements and the annual management report, Directors who take part in a Board meeting using videoconferencing or other telecommunication technology enabling them to be identified and participate actively in the discussion are deemed to be present for calculation of the quorum and voting majority

II – Prior and on-going information of the Directors

Each time a meeting is called, Directors are provided with a selection of financial analyses and a range of press articles concerning the Saint-Gobain Group published since the last Board meeting.

The text of explanations and presentations scheduled on the agenda for a meeting is sent to the Directors before the meeting.

The draft Universal Registration Document for the Saint-Gobain Group, the draft consolidated financial statements and the draft annual and half-year financial statements are sent to the Directors before the meeting at which they are to be considered.

The information file provided to the Directors at each meeting includes, among other things, an analysis of the Saint-Gobain Group's operating income and its net debt at the end of the previous month, as well as details of the Saint-Gobain share performance compared with the CAC 40 and an industry index.

One Board meeting is held at a different Group site each year to give the Directors an opportunity to visit that site.

Between meetings, the Directors receive copies of all press releases issued by the Company along with any relevant information about events or transactions that are material for the Saint-Gobain Group.

Directors have the right to ask for any other documents that they consider necessary to make an informed contribution to the Board's discussions; the request is made to the Chairman of the Board of Directors, who may submit the request to the Board for a decision.

Directors may also ask to meet with the senior management of the Saint-Gobain Group and to request that no executive corporate officers are present; in the latter case, notice is first given to the Chairman of the Board of Directors and the Chief Executive Officer¹, and the Chairman may submit the request to the Board for a decision.

¹ Article 12.4 of the AFEP MEDEF Code

III – Decisions of the Board of Directors

The Board of Directors examines all issues that fall within its remit, as specified in the applicable laws and regulations and the Company's bylaws, particularly on the following subjects:

The Board of Directors meets annually to review and approve the budget for the Saint-Gobain Group.

It reviews and approves the strategic orientations of the Saint-Gobain Group at least once a year and monitors their implementation, taking into account the social and environmental challenges of its business.²

All capital expenditures, restructuring, disposals, acquisitions and financial investment and divestment projects in individual amounts greater than €150 million must be submitted to the Board for prior approval, along with any material transactions that fall outside the Saint-Gobain Group's stated strategy.

For urgent matters where timing constraints do not allow to call a Board meeting, the Chairman of the Board of Directors provides the Directors with all relevant information by the most efficient method to obtain their opinion.

Once a year, the Board of Directors dedicates an item on its agenda to a discussion about its operation. In addition, an assessment of its organization and operation is carried out periodically at the initiative of the lead independent Director; this assessment is added to the agenda of a subsequent Board meeting.

Every year, the Board of Directors also reviews each Director's situation in relation to the independence criteria set out in the AFEP-MEDEF Code, based on a report prepared by the Nomination and Remuneration Committee. The results of the review are reported to shareholders in the annual report.

Non-executive Directors may meet during or after a Board meeting, without the executive corporate officers being present, to assess their performance and consider the future of the Saint-Gobain Group's General Management.

² Article L. 225-35 of the French Commercial Code (article 169 of the "loi Pacte")

IV – Role of the Chairman of the Board of Directors

The Chairman organizes and directs the work of the Board of Directors and sets the agenda³. The Chairman sets the schedule and agenda for Board meetings, convenes them and chairs them.

In consultation with the relevant Committee's Chairmen, the Chairman sets the schedule and agenda of meetings of Committees of the Board of Directors and convenes them.

The Chairman ensures that the Company's governing bodies function properly, that the Directors are able to fulfill their duties, and, in particular, that they have all the necessary information.⁴

The Chairman convenes, chairs, coordinates and reports to the Chief Executive Officer on meetings of the Directors without the presence of the executive corporate officers, which may be held during or at the end of a Board meeting, where appropriate, co-chaired by the lead independent Director (or the Chairman of the Nomination and Remuneration Committee when matters falling within the remit of this Committee, in particular compensation components for the Chief Executive Officer, are discussed).

The Chairman reports on the work of the Board of Directors to the General Shareholders' Meeting and chairs such meeting.⁵

V – Board of Directors Committees

The work and decisions of the Board of Directors are prepared in their respective areas by Committees (the Audit and Risk Committee, the Nomination and Remuneration Committee and the Corporate Social Responsibility Committee), composed of Directors appointed by the Board. The Chairman and the Chief Executive Officer may attend their meetings, except when the matter concerns them. In this case, they do not participate in the discussions and deliberations on such matters.

Committee members may participate in meetings by videoconference or other telecommunication technology enabling them to be identified and ensuring their effective participation. They are then considered present at these Committee meetings.

To fulfill their duties, these Board Committees may commission technical studies by outside experts at Compagnie de Saint-Gobain's expense and consult Saint-Gobain Group executives after notifying the Chief Executive Officer and the Chairman of the Board of Directors⁶, who may

³ Applicable law and article 14 of the by-laws

⁴ Article 12, paragraph 2 of the by-laws

⁵ Articles 14 and 18 of the by-laws

⁶ Article 12.4 of the AFEP MEDEF Code

submit the request to the Board for a decision. They report to the Board on the opinions and information obtained.

The Chairman of each Board Committee designates the person responsible for acting as secretary of the Committee.

The Board of Directors Committees and their respective rules are the following:

AUDIT AND RISK COMMITTEE

Formation

The Audit and Risks Committee is set up at the discretion of the Board of Directors, which determines its composition, prerogatives, powers and operating rules, in compliance with the applicable legal provisions, and appoints its Chairman.

Composition

It is made up of at least three directors, none of whom is executive corporate officer within the Saint-Gobain Group, and at least two-thirds of whom, including the Chairman, are independent directors within the meaning of the criteria set out in the AFEP-MEDEF Code. Its members must have financial or accounting expertise.

Prerogatives

Acting under the sole and collective responsibility of the members of the Board of Directors, it reports regularly to the Board on the performance of its duties, its work, conclusions and proposals, and, on matters within its remit, provides the Board with its opinions and makes any observations and recommendations that may be useful to the Board's deliberations, informing the Board without delay of any difficulties encountered.

Unless otherwise provided by these rules or by law, it has no decision-making powers of its own.

Responsibilities

- Without encroaching on the role of the Board of Directors, the Audit and Risk Committee is primarily responsible for overseeing the following matters:
 - the process of preparing financial and non-financial accounting information⁷ ;
 - the efficiency of the internal control and risk management systems ;
 - work performed by the Statutory Auditors on the financial statements of the Company and the Group;
 - Statutory Auditors independence.

- It ensures that any questions relating to the preparation and control of financial and non-financial accounting information are followed up, that the accounting policies used to prepare the financial statements are both appropriate and applied consistently from one period to the next, and that the internal procedures used to collect and control accounting and financial information provide the necessary assurance in this regard.

- It reviews the annual and consolidated financial statements, and the interim consolidated financial statements, as presented by General Management, prior to their examination by the Board of Directors.

- It reviews the scope of consolidation and, if applicable, the reasons why any companies have been excluded.

- It reviews significant risks, including those of a social and environmental nature, and off-balance sheet commitments, based on an explanatory report prepared by the Chief Financial Officer.

- It receives updates from the General Management on organization and operation of the risk management system.

- It reviews the internal control action plan and receives updates at least once a year on the plan's results.

- It makes recommendations concerning the organization of the internal audit function and receives a copy of the internal audit program as well as executive summaries of the internal audit reports.

- It reviews the external Statutory Auditors' work plan and conclusions of their checks. It receives a post-audit report

⁷ Article 16.2 of the AFEP MEDEF Code

prepared by the Statutory Auditors concerning their main observations and the accounting options selected for preparation of the financial statements.

- It conducts the Statutory Auditor selection process, expresses an opinion on the amount of proposed statutory audit fees requested for performing tasks connected with a statutory audit, submits the results of the selection process to the Board and puts forward candidate Statutory Auditors for appointment by the General Shareholders' Meeting.
- It approves, with regard to rules in force and in accordance with the procedures implemented within the Group, under the responsibility of the Board of Directors, the services other than the certification of the financial statements that can be assigned to the Statutory Auditors and members of their network to be provided to Compagnie de Saint-Gobain and other Saint-Gobain Group entities.
- Each year it reviews the Statutory Auditors statement of independence, the amount and breakdown of the fees paid to them and to the members of their network by the Saint-Gobain Group over the past year, by category of service, as well as the percentage of these fees in their turnover, and reports to the Board its opinion concerning the Statutory Auditors' independence.

Functioning

The Audit and Risks Committee meets at least three times a year. Its meetings are held prior to Board meetings at which the annual and consolidated financial statements and the half-yearly consolidated financial statements are discussed.

In order to carry out its duties, the Committee hears the Statutory Auditors, the Chief Financial Officer and, where necessary, the Deputy Chief Financial Officers and the Director of Internal Audit and Control, in the absence of the General Management if it deems this appropriate.

NOMINATION AND REMUNERATION COMMITTEE

Formation

The Nomination and Remuneration Committee is set up at the discretion of the Board of Directors, which determines its composition, prerogatives, powers and operating rules, and appoints its Chairman.

Composition

It is made up of at least three directors, none of whom holds a position in the Saint-Gobain Group. The majority of its members, including the Chairman, are independent directors within the meaning of the criteria set out in the AFEP-MEDEF Code, and one employee director is a member⁸.

Prerogatives

It reports to the Board of Directors on its work, conclusions and proposals and, on matters within its remit, provides the Board with advice and makes any observations and recommendations that may be useful to the Board's deliberations.

It has no decision-making powers of its own.

Responsibilities

- The Nomination and Remuneration Committee is responsible for making proposals to the Board of Directors in all cases where one or more seats on the Board fall vacant or the terms of one or more Directors are due to expire. The Committee organizes the procedure to select candidates for election as independent Directors, based on the criteria set out in the AFEP-MEDEF Code.
- It reviews annually each Director's situation in relation to the independence criteria set out in the AFEPMEDEF Code, and reports its conclusions to the Board.
- Through its Chairman, it obtains assurance from the Chief Executive Officer that a candidate has been identified for succession to his/her position in the event that it falls vacant for an unforeseen reason, and that enough potential successors are available to step in when they might be needed.

⁸ Article 18.1 of the AFEP MEDEF Code

- It recommends candidates to the Board in the event that the position of Chairman and Chief Executive Officer falls vacant for any reason.
- It reviews any proposals by Chief Executive Officer for the appointment of one or more Chief Operating Officers, and reports its conclusions to the Board.
- It makes recommendations to the Board concerning the amount and terms and conditions of the compensation of the Chairman of the Board of Directors and concerning the determination of the other aspects of such position.
- It makes recommendations to the Board of Directors concerning the amount and terms and conditions of the compensation of executive corporate officers, in particular the criteria for the variable portion of the Chief Executive Officer's compensation, and, where applicable, of the Chief Operating Officers, and concerning the determination of the other aspects of their positions.
- It discusses the Saint-Gobain Group's overall stock option and performance share policy and whether options should be exercisable for new or existing shares, and reviews General Management's proposals concerning stock option and performance share plans for the Saint-Gobain Group employees.
- It reviews the Chief Executive Officer's recommendations concerning his implementation of long-term compensation plans.
- It makes recommendations concerning the granting of stock options, performance shares and long-term compensation to the Chief Executive Officer and other members of the Saint-Gobain Group General Management.

Functioning

The Nomination and Remuneration Committee meets at least twice a year. Its meetings are held prior to Board meetings at which a matter falling within its remit is placed on the agenda.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Formation

The Corporate Social Responsibility Committee is set up at the discretion of the Board of Directors, which determines its composition, prerogatives, powers and operating rules, and appoints its Chairman.

Composition

It is made up of at least three directors.

Prerogatives

It reports to the Board of Directors on its work, conclusions and proposals and, on matters within its remit, provides the Board with advice and makes any observations and recommendations that may be useful to the Board's deliberations.

It has no decision-making powers of its own.

Responsibilities

The Corporate Social Responsibility Committee is responsible for reviewing the Corporate Social Responsibility roadmap, its potential for improvement and the related topics proposed by its members.

It ensures that Corporate Social Responsibility topics are taken into account when defining and implementing the Group's strategy.

Functioning

The Corporate Social Responsibility Committee meets at least four times a year.

VI – Lead Independent Director

The Board of Directors may appoint a lead independent Director from among the Board's independent Directors. The lead independent Director remains in office for the duration of the term as Director. The lead independent Director may be reappointed and may be removed at any time by the Board of Directors

Duties of the lead independent Director

The lead independent Director's main responsibility is to oversee the efficient running of the Company's governance bodies. As such, the lead independent Director is in charge of:

- preventing and managing conflicts of interest: the lead independent Director is responsible for preventing the occurrence of situations of conflicts of interest. The lead independent Director informs the Board of Directors of any known conflicts of interest concerning the Directors.
- conducting the periodic assessment of the organization and operation of the Board of Directors.
- at the Chairman's request, serving as a point of contact for Compagnie de Saint-Gobain's shareholders on governance issues and, where appropriate, meet with them.
- in conjunction with the Chairman of the Board of Directors, ensuring that the Directors receive the information they need to perform their duties under the best possible conditions, in accordance with these internal rules.
- more generally, ensuring compliance with the internal rules of the Board of Directors.

Means available to the lead independent Director

In the course of the assigned duties, the lead independent Director has the right to:

- propose to the Chairman the addition of points to the agenda of any Board meeting;
- ask the Chairman to convene the Board of Directors on a specific agenda, including for a meeting without the presence of executive corporate officers;
- convene and chair the Board meetings in the event of the temporary inability or death of the Chairman; and
- attend, where applicable, meetings of the Committees of which the lead independent Director is not a member to the extent strictly necessary to accomplish the assigned duties and upon the approval by the Chairman of the Board of Directors.

Once a year, the lead independent Director reports the actions taken to the Board of Directors. The Chairman of the Board of Directors may invite

the lead independent Director to General Meetings to report on actions taken.

VII – Duties of the Directors

Directors have regular access to inside information within the meaning of financial market laws and regulations and comply with insider trading prevention provisions.

Closed periods are also set each year, during which Directors are prohibited from trading directly or indirectly and from derivative transactions in Compagnie de Saint-Gobain's securities.

These closed periods cover the thirty days preceding the Board meetings at which the annual and half-year consolidated financial statements are reviewed, the fifteen days preceding the publication of quarterly revenue figures, and the day following the publication of the annual and half-year results.

The Board Secretary sends the precise calendar of the closed periods to the Directors each year.

Directors must declare to the French Financial Markets Authority (Autorité des marchés financiers) any trades they have executed involving Compagnie de Saint-Gobain's securities, in compliance with applicable regulations.

Directors hold their Compagnie de Saint-Gobain shares in registered form.

Beyond the obligation of discretion provided by law, Directors are bound by a general duty of confidentiality with regard to the documents and information communicated to them before or during the meetings, as well as on the deliberations of the Board of Directors, until they have been made public.

They must seek to avoid any actual or potential conflict of interest, whether direct or indirect. If any such conflict of interest should arise, they must inform the Chairman of the Board of Directors and the lead independent Director and refrain from participating in discussions and votes on the topics in question.

The Chief Executive Officer must consult the Board before accepting any new appointment in a publicly traded company.

VIII - Compensation of the Directors and reimbursement of expenses

The Board of Directors distributes among the Directors, except the Chairman and the Chief Executive Officer, who do not receive any compensation in this respect, the annual amount allocated by the General Meeting as compensation for the activities of the Directors⁹.

The amounts granted in respect of the fixed-base amount are paid pro rata temporis when terms of office begin or end during the course of a fiscal year.

The compensation is paid in two half-yearly installments in arrears, with any balance available from the annual amount distributed at the beginning of the next fiscal year based on variable parts allocated to each Director depending both on his/her participation to Board and Committees meetings held during the prior fiscal year.

Upon submission of the necessary supporting documents, Directors may be reimbursed for travel expenses and any expenses incurred in performing their duties as Directors of the Company.

IX - Other provisions

All Directors may receive additional training on the Saint-Gobain Group's specific characteristics, business lines, operating segments and social and environmental responsibilities if they consider it necessary¹⁰.

Those appointed to the Audit and Risk Committee may receive training in the accounting, financial and operational aspects specific to the Group's activities if they consider it useful.

Unless impeded, the Directors must attend the General Shareholders' Meeting.

⁹ Article L. 225-45 of the French Commercial Code (article 185 of the "Loi Pacte")

¹⁰ Article 13.1 of the AFEP MEDEF Code