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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

542 039 532 R.C.S. Nanterre

Notice of meeting

Shareholders of Compagnie de Saint-Gobain (the "**Company**") are convened to the Ordinary and Extraordinary General Meeting on Thursday, June 2, 2022 at 3:00 p.m. at Salle Pleyel, 252 rue du Faubourg-Saint-Honoré 75008 Paris, France, to vote on the following agenda and draft resolutions:

Agenda

- 1 - Approval of the Company's non-consolidated financial statements for 2021.
- 2 - Approval of the Company's consolidated financial statements for 2021.
- 3 - Appropriation of income and determination of the dividend.
- 4 - Renewal of Mr. Pierre-André de CHALENDAR's term of office as a Director.
- 5 - Ratification of the co-optation of Ms. Lina GHOTMEH as a Director.
- 6 - Appointment of Mr. Thierry DELAPORTE as a Director.
- 7 - Approval of the compensation components paid during the period from January 1st to June 30th, 2021 included, or granted in respect of the same period, to the Chairman and Chief Executive Officer, Mr. Pierre-André de CHALENDAR.
- 8 - Approval of the compensation components paid during the period from January 1st to June 30th, 2021 included, or granted in respect of the same period, to the Chief Operating Officer, Mr. Benoit BAZIN.
- 9 - Approval of the compensation components paid during the period from July 1st to December 31st, 2021, or granted in respect of the same period, to the Chairman of the Board of Directors, Mr. Pierre-André de CHALENDAR.
- 10 - Approval of the compensation components paid during the period from July 1st to December 31st, 2021, or granted in respect of the same period, to the Chief Executive Officer, Mr. Benoit BAZIN.
- 11 - Approval of the information relating to the corporate officers' and Director's compensation referred to in L. 22-10-9 I of the French Commercial Code and included in the report of the Board of Directors on corporate governance.
- 12 - Approval of the compensation policy of the Chairman of the Board of Directors for 2022.
- 13 - Approval of the compensation policy of the Chief Executive Officer for 2022.
- 14 - Approval of the compensation policy of the Directors for 2022.
- 15 - Appointment of Deloitte & Associés as Statutory Auditors.
- 16 - Authorization given to the Board of Directors to trade in the Company's shares.
- 17 - Authorization given to the Board of Directors to grant stock options exercisable for existing or new shares without preferential subscription rights, representing up to a maximum of 1.5% of the share capital, with a maximum of 10% of this limit for executive corporate officers of the Company, with these limit of 1.5% and sub-limit of 10% being common to this resolution and the eighteenth resolution.
- 18 - Authorization given to the Board of Directors to grant free existing shares representing up to a maximum of 1.2% of the share capital, with a maximum of 10% of this limit for executive corporate officers of the Company, with these limit of 1.2% and sub-limit of 10%, being set off respectively against those specified in the seventeenth resolution.
- 19 - Powers to carry out formalities.

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Ordinary Meeting:

First resolution (*Approval of the Company's non-consolidated financial statements for 2021*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the report of the Statutory Auditors, approve the Company's non-consolidated financial statements for the year ended December 31, 2021 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

Second resolution (*Approval of the Company's consolidated financial statements for 2021*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the report of the Statutory Auditors, approve the Company's consolidated financial statements for the year ended December 31, 2021 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

Third resolution (*Appropriation of income and determination of the dividend*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having noted that the financial statements prepared as at December 31, 2021 and approved by this General Meeting show net income of 2021 amounting to €1,458,100,354.66 and retained earnings at December 31, 2021 amounting to €6,546,262,507.62, yielding total distributable earnings of €8,004,362,862.28, approve the proposals made by the Board of Directors with respect to the appropriation of profits, and resolve to allocate distributable earnings as follows:

- to dividend distribution:
- a first dividend of €104,385,382.40, in accordance with Article 20 paragraph 4, 2° of the Company's by-laws,
- an additional dividend of €746,355,484.16, representing a total dividend payment of €850,740,866.56,
- the appropriation of €7,153,621,995.72 to retained earnings.

The calculation of the above total amount for distribution is based on the number of shares carrying dividend rights as of January 31, 2022, i.e. 521,926,912 shares, which may fluctuate if the number of shares carrying dividend rights changes between January 31, 2022 and the ex-dividend date, in particular as a function of the number of treasury shares held.

The dividend on each share carrying dividend rights will be €1.63. The ex-dividend date will be June 6, 2022 and the dividend will be paid as from June 8, 2022. It is specified that in the event that the Company holds some of its own shares on the ex-dividend date, the corresponding dividend amounts not paid on these will be allocated to retained earnings.

In accordance with the law, the General Meeting notes that dividends paid in the last three fiscal years preceding fiscal year 2021 are as presented in the table below:

Fiscal year	Number of shares on which a dividend was paid	Dividend per share (in euros)	Total dividends distributed (in euros)
2018	538,631,594	1.33	716,380,020.02
2019	0	0	0
2020	530,613,949	1.33	705,716,552.17

Dividends distributed in 2019 and 2021, for the years 2018 and 2020 respectively, for individual shareholders who are French tax residents were subject to a single standard tax rate of 30%, or, by option, to the application of the income tax progressive scale following the 40% deduction provided for under Article 158, 3.2° of the French General Tax Code and social taxes.

No dividend has been distributed in 2020, in respect of fiscal 2019.

Fourth resolution (*Renewal of Mr. Pierre-André de CHALENDAR's term of office as a Director*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, and having noted that the term as Director of Mr. Pierre-André de CHALENDAR expires at the close of this General Meeting, resolve to reelect him as Director.

This term of office is approved for a period of four years expiring at the close of the General Meeting to be called to approve the financial statements for the year ending December 31, 2025.

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Fifth resolution (*Ratification of the co-optation of Ms. Lina GHOTMEH as a Director*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, ratify the co-optation of Ms. Lina GHOTMEH as Director decided by the Board of Directors held on November 25, 2021, to replace Mr. DENIS RANQUE, who resigned as Director.

This term of office is approved for the remainder of Mr. Denis RANQUE's term of office, expiring at the close of the General Meeting to be called to approve the financial statements for the year ending December 31, 2022.

Sixth resolution (*Appointment of Mr. Thierry DELAPORTE as a Director*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, resolve to appoint Mr. Thierry DELAPORTE as Director.

This appointment is made for a term of four years expiring at the close of the General Meeting to be called to approve the financial statements for the year ending December 31, 2025.

Seventh resolution (*Approval of the compensation components paid during the period from January 1st to June 30th, 2021 included, or granted in respect of the same period, to the Chairman and Chief Executive Officer, Mr. Pierre-André de CHALENDAR*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 22-10-34 II of the French Commercial Code, and having considered the report of the Board of Directors, approve the compensation components paid during the period from January 1st to June 30th, 2021 included, or granted in respect of the same period, to the Chairman and Chief Executive Officer of the Company, Mr. Pierre-André de CHALENDAR, as set out in the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code.

Eighth resolution (*Approval of the compensation components paid during the period from January 1st to June 30th, 2021 included, or granted in respect of the same period, to the Chief Operating Officer, Mr. Benoit BAZIN*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 22-10-34 II of the French Commercial Code, and having considered the report of the Board of Directors, approve the compensation components paid during the period from January 1st to June 30th, 2021 included, or granted in respect of the same period, to the Chief Operating Officer of the Company, Mr. Benoit BAZIN, as set out in the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code.

Ninth resolution (*Approval of the compensation components paid during the period from July 1st to December 31st, 2021, or granted in respect of the same period, to the Chairman of the Board of Directors, Mr. Pierre-André de CHALENDAR*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 22-10-34 II of the French Commercial Code, and having considered the report of the Board of Directors, approve the compensation components paid during the period from July 1st to December 31st, 2021, or granted in respect of the same period, to the Chairman of the Board of Directors of the Company, Mr. Pierre-André de CHALENDAR, as set out in the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code.

Tenth resolution (*Approval of the compensation components paid during the period from July 1st to December 31st, 2021, or granted in respect of the same period, to the Chief Executive Officer, Mr. Benoit BAZIN*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 22-10-34 II of the French Commercial Code, and having considered the report of the Board of Directors, approve the compensation components paid during the period from July 1st to December 31st, 2021, or granted in respect of the same period, to the Chief Executive Officer of the Company, Mr. Benoit BAZIN, as set out in the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code.

Eleventh resolution (*Approval of the information relating to the corporate officers' and Director's compensation referred to in Article L. 22-10-9 I of the French Commercial Code and included in the report of the Board of Directors on corporate governance*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 22-10-34 I of the French Commercial Code, and having considered the report of the Board of Directors, approve the information referred to in Article L. 22-10-9 I of the French Commercial Code, as set out in the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code.

Twelfth resolution (*Approval of the compensation policy of the Chairman of the Board of Directors for 2022*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 22-10-8 II of the French Commercial Code, and having considered the report of the Board of Directors, approve the compensation policy of the Chairman of the Board of Directors for 2022, as set out in the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code.

Thirteenth resolution (*Approval of the compensation policy of the Chief Executive Officer for 2022*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 22-10-8 II of the French Commercial Code, and having considered the report of the Board of Directors, approve the compensation policy of the Chief Executive Officer for 2022, as set out in the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code.

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Fourteenth resolution (*Approval of the compensation policy of the Directors for 2022*).— The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L. 22-10-8 II of the French Commercial Code, and having considered the report of the Board of Directors, approve the compensation policy of the Directors for 2022, as set out in the report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code.

Fifteenth resolution (*Appointment of Deloitte & Associés as Statutory Auditor*). — The General Meeting, having considered the report of the Board of Directors, resolves to appoint Deloitte & Associés, 6, place de la Pyramide, 92908 Paris La Défense Cedex, as Statutory Auditor, replacing PricewaterhouseCoopers Audit, 63 rue de Villiers, 92200 Neuilly-sur-Seine, whose term of office expires at the end of this General Meeting.

This mandate is granted for a period of six financial years, which will end at the end of the General Meeting called to approve the accounts for the financial year ending 31 December 2027.

Sixteenth resolution (*Authorization given to the Board of Directors to trade in the Company's shares*). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, authorize the Board of Directors to buy back or arrange for the buyback of Company shares, in accordance in particular with Articles L.22-10-62 et seq. of the French Commercial Code, European (EU) Regulation No. 596/2014 dated April 16, 2014, and the delegated regulations taken for its application, the French Financial Markets Authority (AMF)'s General Rules and the latter's authorization of a market practice, for the purpose of:

- the allotment of free shares, the grant of stock options, and the allotment 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 attaching 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 Company's share capital,
- enabling an independent investment services provider to ensure the management of the market of the Company share under liquidity agreements that comply with the ethical code recognized by the French Financial Markets Authority,
- their cancellation granted in the twenty-sixth resolution by the Ordinary and Extraordinary General Meeting of June 3, 2021,
- carrying out any market practice that may become authorized by the French Financial Markets Authority and, more generally, for any other transaction authorized under the relevant laws or regulations.

Shares may be purchased, sold, transferred or exchanged at any time on one or more occasions, except during a public tender offer period involving Company's shares, and by any means, provided that laws and regulations in force are complied with, on or off the stock market, over the counter, in whole or in part in blocks of shares, by public tender offer in cash or in shares, by using options or derivatives, either directly or indirectly through the intermediation of an investment services provider, or in any other way.

The shareholders set the maximum purchase price at one hundred euros (€100) per share and decide that the maximum number of shares that may be bought back since the beginning of the share buyback program may not exceed 10% of the total number of shares making up the share capital of the Company as of the date of this General Meeting, it being specified that the number of shares acquired with a view to retaining them for subsequently delivering them as payment or in exchange as part of mergers, split-ups or contributions may not exceed 5% of the Company's share capital as of such date, and that the Company may not hold more than 10% of its share capital, either directly or indirectly.

For information purposes, as at March 1, 2022, the theoretical maximum amount of funds that the Company would have been able to invest in these purchases was €5,240,175,900, which corresponds to 52,401,759 shares bought at a price of one hundred euros (€100) each.

The General Meeting of shareholders delegates authority to the Board of Directors, in the event of transactions on the Company's share capital, and in particular an increase in capital through the capitalization of reserves, the allocation of free shares, a stock split or reverse stock split, the distribution of reserves or any other assets, impairment of share capital or any other transaction involving share capital or shareholders' equity, the ability to adjust the maximum price above-mentioned to take into account the impact of these transactions on the stock value.

The General Meeting of shareholders gives full powers to the Board of Directors with powers to sub-delegate under the conditions set out by law, to use this authorization, in particular to give any and all orders, enter into any and all agreements, allocate or reallocate the shares acquired to the objectives pursued under the applicable legal and regulatory conditions, set the terms and conditions under which the rights of holders of securities giving access to the share capital or other rights giving access to the share capital will be preserved, if applicable, in accordance with legal and regulatory provisions and, if applicable, contractual provisions providing for other cases of adjustment, prepare all documents and press releases, carry out any and all formalities and make all appropriate declarations to the authorities, and in general take all necessary measures.

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The authorization is granted for a period of eighteen (18) months as from the date of this General Meeting. It supersedes, for the unexpired period and cancels any unused portion of the authorization granted in the seventeenth resolution of the Ordinary and Extraordinary General Meeting of June 3, 2021.

Seventeenth resolution (Authorization given to the Board of Directors to grant stock options exercisable for existing or new shares without preferential subscription rights, representing up to a maximum of 1.5% of the share capital, with a maximum of 10% of this limit for executive corporate officers of the Company, with these limit of 1.5% and sub-limit of 10% being common to this resolution and the eighteenth resolution). — The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, and having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with French company law, in particular Articles L. 225-177 et seq. of the French Commercial Code:

1/ authorize the Board of Directors to grant on one or more occasions, the proportions and timing of which will be decided at the Board of Directors' sole discretion, to the beneficiaries specified below, stock options that give the right, as it determines, either to purchase existing shares in the Company arising from buy-backs previously carried out by the Company under conditions provided by law, or to subscribe for new shares in the Company;

2/ resolve that this authorization given to the Board of Directors is valid for a period of thirty-eight (38) months from the date of this General Meeting;

3/ resolve that the beneficiaries of these stock options can only be employees, selected employees or categories of employees, and Directors – as defined in Article L. 225-185 of the French Commercial Code – both of the Company and of French and foreign companies and economic interest groupings that are directly or indirectly affiliated to the Company as specified in Article L. 225-180 of the French Commercial Code;

4/ resolve that the total number of stock options granted under this authorization, whether they are options to subscribe for or purchase shares, may not confer rights to subscribe for or to purchase a total number of shares representing more than 1.5% of the share capital of the Company on the date of this General Meeting, it being specified that this limit will be set off against the limit set in the eighteenth resolution of this General Meeting relative to free allocations of shares and that this percentage of 1.5% will constitute a global limit which shall apply both to the shares resulting from the exercise of stock options granted under, and within the limits of, this resolution and to the share allocations made pursuant to, and within the limits of, the eighteenth resolution of this General Meeting; noting that this limit will be supplemented by the nominal amount of shares that may be issued to preserve the rights of the beneficiaries of stock subscription or purchase options, or allocations of free shares, in accordance with the French legal and regulatory provisions or contractual stipulations providing for other types of adjustments;

5/ resolve that the total number of stock options granted under this authorization to executive corporate officers of the Company, whether they are options to subscribe for or purchase shares, may not represent more than 10% of the 1.5% limit set in the previous paragraph, it being specified that this number of shares will be set off against the one set in the fifth paragraph of the eighteenth resolution of this General Meeting relative to allocations of free shares and that this percentage of 10% will constitute a global sub-limit which shall apply to both stock options granted to executive corporate officers of the Company under, and within the limits of, this resolution and to the allocations of free shares to executive corporate officers of the company pursuant to, and within the limits of, the eighteenth resolution of this General Meeting;

6/ resolve that the Board of Directors shall set the criteria for granting the stock options, decide on the list or categories of beneficiaries of the stock options and the number of stock options granted within the limits mentioned above, and, in particular the performance conditions to which options granted under long-term remuneration plans will be subject. The performance conditions must be serious and demanding, to be met over a minimum period of three consecutive years. They may correspond to the Company's internal performance targets or performance compared with external benchmarks. They will be disclosed in full in the Universal Registration Document for the fiscal year during which the options will be granted;

7/ resolve that if options either to purchase or subscribe for shares are granted, the Board of Directors shall set the exercise price of options for share purchase or the subscription price to be paid by beneficiaries on the date that the options are granted, with no discount, and which shall not be lower than the average of the opening prices for Saint-Gobain shares during the 20 stock market trading sessions preceding the date of the decision by the Board of Directors nor, in the case of share purchase options, the average purchase price of the shares held by the Company under Articles L.225-208 and L.225-209 of the French Commercial Code on the date of the decision by the Board of Directors;

8/ note that this authorization entails the express waiver by the shareholders, in favor of the beneficiaries of the stock options to subscribe for shares, of their pre-emptive right to subscribe for the shares which will be issued from time to time upon the exercise of the stock options. The share capital increase resulting from the exercise of the stock options to subscribe for shares will be definitively carried out solely by the declaration of the exercise of the option together with the subscription forms and the release payment which may be made in cash or by offsetting against claims on the Company;

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9/ resolve that the Board shall set the term of the options, which shall expire at the latest ten years after their grant date;

10/ give full powers to the Board of Directors either to use this authorization or delegate its use to any person, under the conditions provided by law, and in particular to:

- determine whether the stock options granted give the right to purchase existing shares and/or to subscribe for new shares in the Company and, where applicable, change its choice before the beginning of the exercise period of the stock options,
- determine the identity of the beneficiaries, or the category of beneficiaries, of the stock options granted among the employees and executive corporate officers of the Company or the companies and groupings set out above and the number of stock options granted to each of them,
- set the exercise dates or periods of the stock options,
- resolve, for the stock options granted to executive corporate officers of the Company as specified in Article L.225-185 of the French Commercial Code, either that they may not be exercised by the persons concerned before cessation of their duties, or to set the number of shares resulting from the exercise of stock options that such executive corporate officers of the Company shall be required to retain in registered form until cessation of their duties,
- set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company's share capital or shareholders' equity, in particular in the event of change in the nominal value of the share, capitalization of reserves, profits or share premiums, allocation of free shares, a stock split or reverse stock split, distribution of reserves, premiums or any other assets, impairment of share capital or any other transaction involving share capital or shareholders' equity (including in the event of a tender offer and/or a change of control) and set any other modalities enabling, where applicable, the preservation of the rights of the beneficiaries (including adjustments in cash),
- provide for the possibility to suspend the exercise of the rights attaching to the stock options to purchase or subscribe for shares in accordance with the regulations in force,
- at its sole discretion, in the event of increases in the share capital, charge issue costs to the related premiums and deduct from this amount the amounts required in order to raise the legal reserve to one-tenth of the new share capital after each increase,
- in the event of an increase in share capital, set the dividend-entitlement dates for newly issued shares resulting from the exercise of the stock options, have the capital increase recorded and amend the bylaws to reflect the new share capital,
- and generally, enter into any and all agreements, take any and all action and, in the event of increases in the share capital, carry out any and all formalities necessary in connection with the issue, the listing of the shares, the due and proper completion and the financial servicing of the shares issued pursuant to this authorization;

11/ notes that this authorization supersedes, for the unexpired period, and cancels any unused portion of, the authorization given in the twenty-third resolution of the Ordinary and Extraordinary General Meeting of June 6, 2019.

Eighteenth resolution (Authorization given to the Board of Directors to grant free existing shares representing up to a maximum of 1.2% of the share capital, with a maximum of 10% of this limit for executive corporate officers of the Company, with these limit of 1.2% and sub-limit of 10%, being set off respectively against those specified in the seventeenth resolution).

— The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with French company law, in particular Articles L.225-197-1 et seq. of the French Commercial Code:

1/ authorize the Board of Directors to allocate, for no consideration, existing shares of the Company, on one or more occasions, based solely on its deliberations, in such proportion and at such times as it deems appropriate, in favor of the beneficiaries identified below;

2/ resolve that this authorization to the Board of Directors is valid for a period of thirty-eight (38) months from the date of this General Meeting;

3/ resolve that the beneficiaries of these allocations of free shares may only be, on the one hand, employees or certain employees, or certain categories of personnel, and on the other hand Directors as provided by Article L. 225-197-1 II of the French Commercial Code, both of the Company and of the French and foreign companies or groupings directly or indirectly affiliated to it therewith in accordance with Article L.225-197-2 I of the French Commercial Code;

4/ resolve that the total number of free shares allocated pursuant to this authorization may not represent more than 1.2% of the share capital of the Company as of the date of this Meeting, noting that this limit will be set off against the limits set in the seventeenth resolution of this General Meeting, relative to stock purchase or subscription options (or, as applicable, to the limits set by a resolution of the same kind that might succeed such resolution during the validity period of this authorization), and that the percentage set in such resolution constitutes a global limit applicable to allocations made pursuant to and within the limits set forth in this resolution and the options granted pursuant to and within the limits set forth in the seventeenth resolution of this General Meeting; noting that this limit will be supplemented by the nominal amount of the existing shares that may be allocated to preserve the rights of beneficiaries of free shares allocations, in accordance with the French legal and regulatory provisions or contractual stipulations providing for other types of adjustments.

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5/ resolve that the total number of free shares allocated under this authorization to the executive corporate officers of the Company may not represent more than 10% of this limit of 1.2% of the share capital set in the preceding paragraph, noting that this sub-limit will be set off against the one set in paragraph 5/, seventeenth resolution, of this General Meeting relative to stock purchase or subscription options to be granted (or, as applicable, to the maximum sub-limit stipulated by a resolution of the same kind that might succeed such resolution for the validity period of this authorization), and that the 10% proportion set in such resolution constitutes a global and common sub-limit applying to stock allocations made to executive corporate officers of the Company pursuant to and within the limits of this resolution and the options for the purchase or subscription of shares granted to the executive corporate officers of the Company in application and within the limits of the seventeenth resolution of this General Meeting;

6/ resolve that the Board of Directors will set the criteria for allocating such free shares, decide on the list or the categories of beneficiaries of the shares, and determine the number of free shares allocated within the aforementioned limits and the conditions, specifically performance conditions to which shares allocated as part of long-term remuneration plans will be subject. These performance conditions must be serious and challenging, to be met over a minimum period of three consecutive years, and may correspond to Company's internal performance targets or performance compared with external benchmarks. They will be disclosed in full in the Universal Registration Document for the year during which the shares will be granted. The Board of Directors will, however, have the option of stipulating that for certain beneficiaries who are not senior executives, the performance conditions will only apply above a certain number of shares allocated under long-term remuneration plans;

7/ resolve that free shares allocated under long-term remuneration plans will vest after a minimum vesting period of three years with, should the Board deem it necessary, an obligation for the beneficiaries to retain the shares for a lock-up period which will be freely set in accordance with the law;

8/ resolve that the free shares granted will vest and the faculty to freely sell the shares will nevertheless occur before the expiry of the vesting period or, as applicable, the retention obligation, in the event of a beneficiary becoming disabled as defined in paragraphs 2°) and 3°) of article L. 341-4 of the French Social Security Code (or an equivalent disability under legislation in other countries);

9/ grant full powers to the Board of Directors with powers to sub-delegate under the conditions set out by law to use this delegation and in particular to:

- determine the identity of the beneficiaries, or the category of beneficiaries, of the free shares allocation among the employees and corporate officers of the Company or the companies and groupings set out above and the number of free shares allocated to each of them,
- set the duration of the vesting period and, where applicable, the lock-up period in compliance with applicable laws and pursuant to this authorization,
- for free shares allocated to executive corporate officers of the Company as mentioned in Article L. 225-197-1 II of the French Commercial Code, resolve either that they cannot be sold by the persons concerned before cessation of their duties, or set the number of these shares that such executive corporate officers of the Company shall be required to retain in registered form until cessation of their duties,
- set and make, where applicable, any adjustments to the number of free shares allocated necessary for the preservation of the rights of the beneficiaries, to take into account the impact of any financial transactions on the Company's share capital or shareholders' equity, in particular in the event of change in the nominal value of the share, capitalization of reserves, profits or share premiums, allocation of free shares, a stock split or reverse stock split, distribution of reserves, premiums or any other assets, impairment of share capital or any other transaction involving share capital or shareholders' equity (including in the event of a tender offer and/or a change of control). It is specified that any shares that might be allocated in application of these adjustments will be deemed to have been allocated the same day as that of the initially allocated shares,
- provide for the possibility to temporarily suspend the rights to allocation of free shares,
- and generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary under this authorization;

10/ acknowledge that this authorization supersedes, for the unexpired period, and cancels any unused portion of, the authorization granted in the twenty-fourth resolution of the Ordinary and Extraordinary General Meeting of June 6, 2019.

Nineteenth resolution (Powers to carry out formalities). — The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, give full powers to the bearer of an original, a copy or an extract of the minutes of this Meeting, to carry out all necessary formalities in connection with decisions made by the General Meeting.