

Compagnie de Saint-Gobain - Annual General Meeting of June 8, 2023



Detailed voting results on the resolutions

Number of shares with voting rights: 511,856,497

Number of exercisable voting rights: 566,515,616

No. of shareholders present and represented: 726

No. of shareholders having voted by post or through the Internet: 11,527

Total: 12,253 shareholders

No. of shares held by shareholders present and represented: 713,276 (i.e., 0.14% of the no. of shares with voting rights)

No. of shares held by shareholders having voted by post: 353,432,044

Total: 354,145,320 shares and 69.19% of the no. of shares with voting rights

No. of votes cast by shareholders present and represented: 1,093,054 (i.e., 0.19% of voting rights)

No. of votes cast by shareholders having voted by post: 404,736,251

Total: 405,829,305 voting rights representing 71.64% of exercisable voting rights

Res. No	Resolution Title	Type	Result	% FOR	% AGAINST	Number of voting rights FOR	Number of voting rights AGAINST	Number of voting rights ABS.	Total of voting rights
ORDINARY MEETING									
1	Approval of the Company's non-consolidated financial statements for 2022	Ordinary	Approved	99.76%	0.24%	403,971,246	959,365	898,694	405,829,305
2	Approval of the Company's consolidated financial statements for 2022	Ordinary	Approved	99.79%	0.21%	404,062,822	866,631	899,852	405,829,305
3	Appropriation of income and determination of the dividend	Ordinary	Approved	99.76%	0.24%	404,674,156	974,358	180,791	405,829,305
4	Renewal of Ms. Dominique Leroy's term of office as a Director	Ordinary	Approved	93.78%	6.22%	379,551,019	25,187,446	1,090,840	405,829,305
5	Appointment of Ms. Jana Revedin as a Director	Ordinary	Approved	99.60%	0.40%	402,469,740	1,636,215	1,723,350	405,829,305
6	Approval of the compensation components paid during the 2022 fiscal year, or granted in respect of the same fiscal year, to Mr. Pierre-André de Chalendar, Chairman of the Board of Directors	Ordinary	Approved	99.33%	0.67%	402,892,538	2,737,269	199,498	405,829,305
7	Approval of the compensation components paid during the 2022 fiscal year, or granted in respect of the same fiscal year, to Mr. Benoit Bazin, Chief Executive Officer	Ordinary	Approved	93.11%	6.89%	374,819,963	27,741,510	3,267,832	405,829,305
8	Approval of the information relating to the corporate officers' and Directors' 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	Ordinary	Approved	95.06%	4.94%	385,566,093	20,045,943	217,269	405,829,305
9	Approval of the compensation policy of the Chairman of the Board of Directors for 2023	Ordinary	Approved	93.69%	6.31%	380,041,307	25,587,266	200,732	405,829,305
10	Approval of the compensation policy of the Chief Executive Officer for 2023	Ordinary	Approved	84.40%	15.60%	337,218,515	62,315,713	6,295,077	405,829,305
11	Approval of the compensation policy of the Directors for 2023	Ordinary	Approved	99.04%	0.96%	401,802,993	3,880,338	145,974	405,829,305
12	Determination of the total annual compensation of the Directors	Ordinary	Approved	99.09%	0.91%	401,910,312	3,691,535	227,458	405,829,305
13	Authorization given to the Board of Directors to trade in the Company's shares	Ordinary	Approved	99.15%	0.85%	402,140,906	3,451,391	237,008	405,829,305

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EXTRAORDINARY MEETING									
14	Delegation of authority granted to the Board of Directors to increase the share capital through the issue, with preferential subscription rights, of Company shares or securities giving access to the share capital of the Company or its subsidiaries through the issue of new shares, up to a maximum nominal amount of four hundred and twelve million euros (shares) excluding any adjustment, representing approximately 20% of the share capital, the amounts specified in the fifteenth, sixteenth, seventeenth, eighteenth, and nineteenth resolutions being set off against this limit, and one and half billion euros (securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries), the amounts specified in fifteenth, sixteenth, and seventeenth resolutions for the issuance of securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries being set off against this limit	Extraordinary	Approved	99.38%	0.62%	403,208,384	2,511,449	109,472	405,829,305
15	Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights but with the possibility of granting a priority period for shareholders, by public offering other than those referred to in Article L.411-2 of the French Monetary and Financial Code, Company shares or securities giving access to new shares in the Company or its subsidiaries, or new shares in the Company to which entitlement would be granted by securities to be issued, where applicable, by subsidiaries, up to a maximum nominal amount of two hundred and six million euros (shares) excluding any applicable adjustment, representing approximately 10% of the share capital, the amounts specified in the sixteenth, seventeenth, and eighteenth resolutions being set off against this limit, and one and a half billion euros (securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries), the amounts specified in the sixteenth, and seventeenth resolutions for the issuance of securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries being set off against this limit, the amounts of the share capital increase and the issue of debt securities being set off against the corresponding maximum amounts specified in the fourteenth resolution	Extraordinary	Approved	93.04%	6.96%	377,453,149	28,247,251	128,905	405,829,305
16	Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights, Company shares or securities giving access to new shares in the Company or its subsidiaries, or new shares in the Company to which entitlement would be granted by securities to be issued, where applicable, by subsidiaries, by public offering referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, up to a maximum nominal amount of two hundred and six million euros (shares) excluding any applicable adjustment, representing approximately 10% of the share capital, and one and a half billion euros (securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries), the amounts of the share capital increase and the issue of debt securities being set off against the corresponding maximum amounts specified in the fifteenth resolution	Extraordinary	Approved	90.95%	9.05%	368,977,306	36,730,831	121,168	405,829,305
17	Delegation of authority granted to the Board of Directors to increase the number of securities to be issued in the event that the issue, with or without preferential subscription rights, of shares or securities giving access to the share capital, is oversubscribed, within the legal and regulatory limits (15% of the initial issue at the date of this Meeting) and subject to the limits specified in the resolutions which decided the initial issue	Extraordinary	Approved	90.01%	9.99%	365,154,917	40,531,511	142,877	405,829,305
18	Delegation of authority granted to the Board of Directors to increase, without preferential subscription rights, the share capital by up to a maximum of 10%, excluding any applicable adjustment, in consideration of contributions in kind consisting of equity securities or securities giving access to the share capital, the amounts of the share capital increase and of the issuance of securities being set off against the limit specified in the fifteenth resolution	Extraordinary	Approved	98.47%	1.53%	399,483,019	6,214,518	131,768	405,829,305

Compagnie de Saint-Gobain - Annual General Meeting of June 8, 2023



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19	Delegation of authority granted to the Board of Directors to increase the share capital through the capitalization of share premiums, reserves, profits, or other amounts, up to a maximum nominal amount of one hundred and three million euros excluding any applicable adjustment, representing approximately 5% of the share capital, such amount being set off against the limit specified in the fourteenth resolution	Extraordinary	Approved	99.93%	0.07%	405,355,814	279,736	193,755	405,829,305
20	Authority granted to the Board of Directors to set, in accordance with the terms determined by the General Meeting, the issue price by the Company of shares or securities giving access to the share capital, by public offering without preferential subscription rights, up to 10% of the share capital per 12-month period	Extraordinary	Approved	91.66%	8.34%	371,842,737	33,854,596	131,972	405,829,305
21	Delegation of authority granted to the Board of Directors to carry out, without preferential subscription rights, equity securities issues reserved for the members of the employee savings plans, up to a maximum nominal amount of fifty-two million euros excluding any applicable adjustment, representing approximately 2.5% of the share capital	Extraordinary	Approved	96.27%	3.73%	390,503,635	15,129,463	196,207	405,829,305
22	Authorization given to the Board of Directors to reduce the share capital by cancelling Company shares representing up to 10% of the capital of the Company per 24-month period	Extraordinary	Approved	98.54%	1.46%	399,705,012	5,940,585	183,708	405,829,305
23	Amendments to the bylaws relating to the increase of the minimum number of Company shares to be held by Directors	Extraordinary	Approved	99.76%	0.24%	404,734,324	965,741	129,240	405,829,305
24	Powers to carry out formalities	Extraordinary	Approved	>99.99%	<0.01%	405,621,365	16,530	191,410	405,829,305

Results in accordance with article R. 22-10-30 of the French Commercial Code