

NOTICE OF MEETING 2019

Combined ordinary and extraordinary
general meeting

THURSDAY, JUNE 6 2019 AT 3:00 PM

GRAND AUDITORIUM OF THE PALAIS DES CONGRÈS
PORTE MAILLOT — 75017 PARIS





SAINT-GOBAIN DESIGNS,
MANUFACTURES AND DISTRIBUTES
MATERIALS AND SOLUTIONS
WHICH ARE KEY INGREDIENTS IN
THE WELLBEING OF EACH OF US
AND THE FUTURE OF ALL.

Summary

1	Saint-Gobain in 2018	4
	1.1 Operating Performance	5
	1.2 Financial Results	9
	1.3 Shareholder Policy	11
	1.4 Strategy: implementation of the “Transform & Grow” program	11
	1.5 Outlook	12
2	Governance	13
	2.1 Presentation of the Board of Directors	13
	2.2 Proposed renewal of the term of Directors	18
	2.3 Presentation of the Group Management	23
	2.4 Executive corporate officers' compensation ("Say on Pay")	24
3	Agenda for the General Meeting and overview of the proposed resolutions	45
	3.1 Agenda for the General Meeting	45
	3.2 Board of Directors' report and text of the proposed resolutions	47
4	How to participate in the General Meeting	70
5	Request for documents and to be convened through the internet	75

Please contact the Investor Relations Department:

 **By phone:** +33 1 47 62 33 33

 **By mail:**
Compagnie de Saint-Gobain
Investor Relations Department
Les Miroirs
18 avenue d'Alsace - 92400 Courbevoie

 **By e-mail:** actionnaires@saint-gobain.com

 **Website:** www.saint-gobain.com

General Meeting web page:
<http://www.saint-gobain.com/fr/finance/assemblee-generale>

Message from the Chairman and Chief Executive Officer



“Your involvement in the meeting is important to us at Saint-Gobain and we sincerely hope that you will be able to take part. You will find all the information you need to that effect in this document.”

Dear Shareholders,

2018 was a very positive year for Saint-Gobain. Our operating results have grown significantly, especially in the second six months, thanks to globally buoyant markets, strong sale price dynamics, and the solutions to the industrial problems which impacted the Group's profitability in the first six months. This growth was seen across all our businesses and geographical regions.

2018 was also marked by the development and announcement of our “Transform and Grow” plan. This plan has been effective since January 1, 2019, and is being systematically deployed across the whole Group. It will allow us to provide our customers with a better service, to strengthen our competitiveness and to accelerate our growth whilst maintaining the strategic course we have set.

“Transform & Grow” has two pillars: a new organization, and the optimization of our asset portfolio by investing in an offensive acquisitions and divestments policy. It is creating new prospects by increasing customer proximity while allowing greater integration of our offers, reinforces the synergies between our businesses and makes us better equipped to seize the opportunities connected with digital technology.

All the developments of 2018 and the Group's outlook will be outlined in detail at the General Meeting, to which I have the pleasure to invite you on behalf of Compagnie de Saint-Gobain.

The General Meeting will be held at 3:00 pm on Thursday June 6, 2019 in the Grand Auditorium of the Palais des Congrès, Porte Maillot (Paris 17th arrondissement).

Thank you in advance for the consideration you will give to the resolutions on which you will be voting, and please accept my sincerest regards.

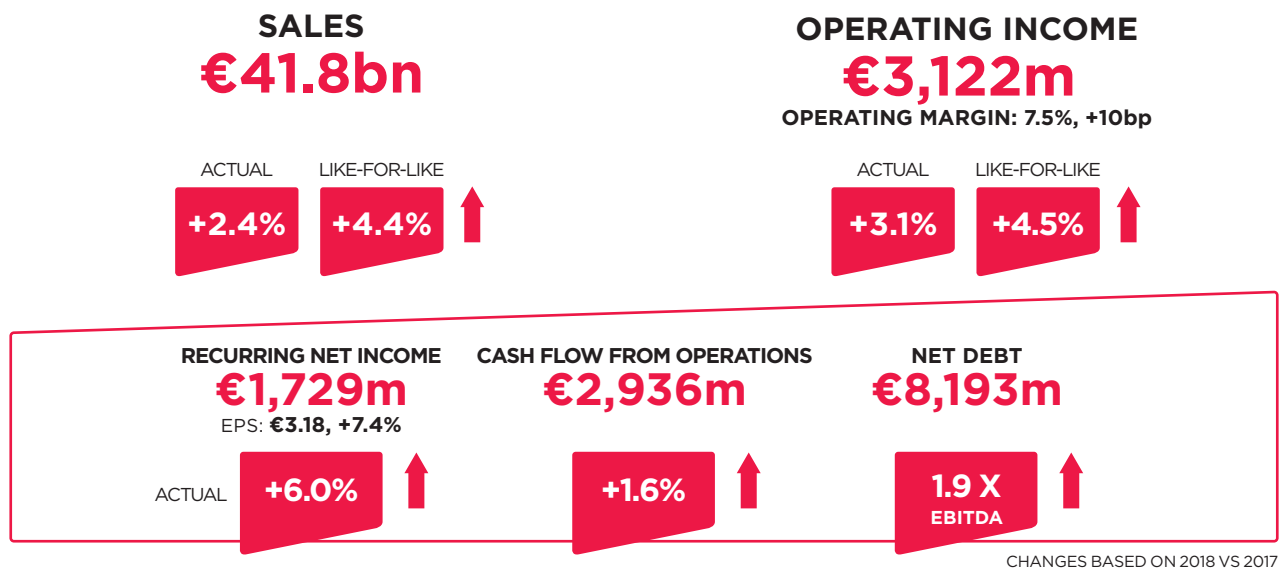
Pierre-André de Chalendar

Chairman and Chief Executive Officer

SAINT-GOBAIN IN 2018

The 2018 consolidated financial statements were approved and adopted by Saint-Gobain's Board of Directors at its meeting of February 21, 2019. The consolidated financial statements were audited and certified by the Statutory Auditors.

2018 Key Figures



Increase in operating income ⁽¹⁾ of 4.5% with H2 up 7.2%

- Solid organic growth at 4.4%, including 4.8% in Q4. Strong pricing dynamic, up 3.0%; acceleration in H2, up 3.5%;
- Like-for-like increase in operating income of 7.2% in H2, clearly above the level achieved in H1; increase of 4.5% over the full year;
- Significant operating margin growth in H2 to 7.9%;
- Further increase in recurring net income ⁽²⁾ of 6.0%; net income at €420 million after €2.0 billion in asset impairment;
- Slight rise in cash flow from operations ⁽³⁾; acceleration in growth capex led by emerging countries;
- Acceleration of portfolio rotation: selective acquisition strategy targeting small and mid-sized businesses for €768 million; significant divestments completed or announced for a total of over €2.4 billion in sales as part of the €3 billion target already announced; within the context of the new organization, new strategic review of the business portfolio launched which will lead to an additional dynamic of divestments and acquisitions;
- 2018 dividend up to €1.33 per share, to be wholly paid in cash.

(1) Like-for-like.

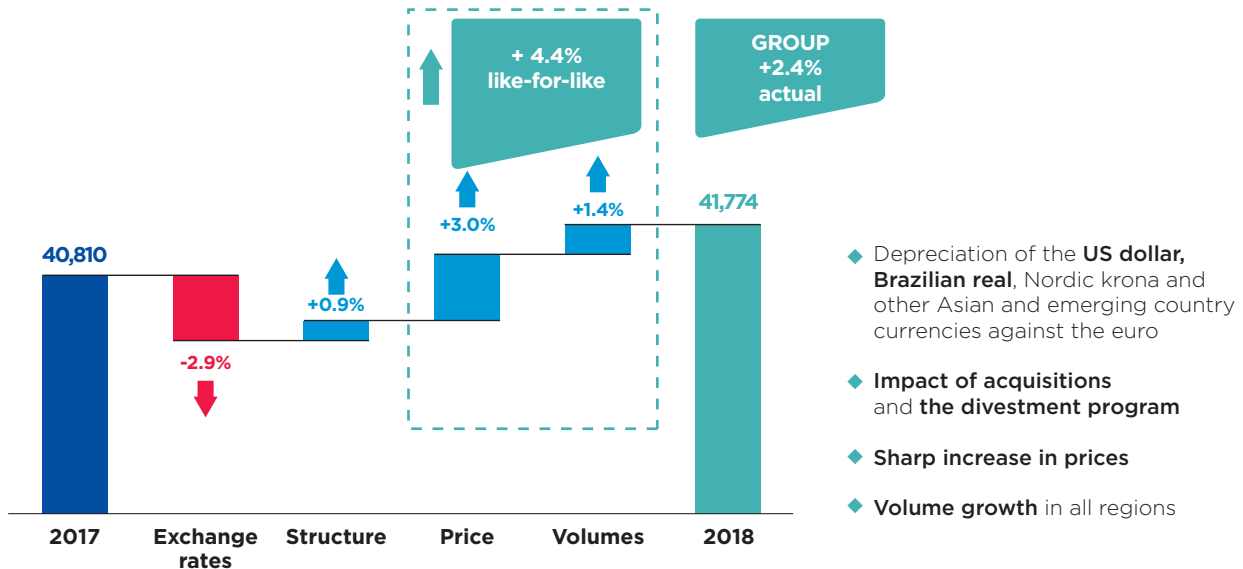
(2) Recurring net income: net attributable income excluding capital gains and losses on disposals, asset write-downs, material non-recurring provisions and Sika income.

(3) Cash flow from operations excluding the tax impact of capital gains and losses on disposals, asset write-downs and material non-recurring provisions, less capital expenditure.

1.1 Operating Performance

NET SALES IN 2018

(in €m)



The Group's 2018 **sales** totaled **€41,774 million**, up 2.4% on a reported basis and **up 4.4% like-for-like**. Organic growth was driven both by prices (up 3.0%), accelerating in the second half (up 3.5%), and by volumes (up 1.4%), progressing in all regions. All Business Sectors delivered significant price increases amid continued raw material and energy inflation.

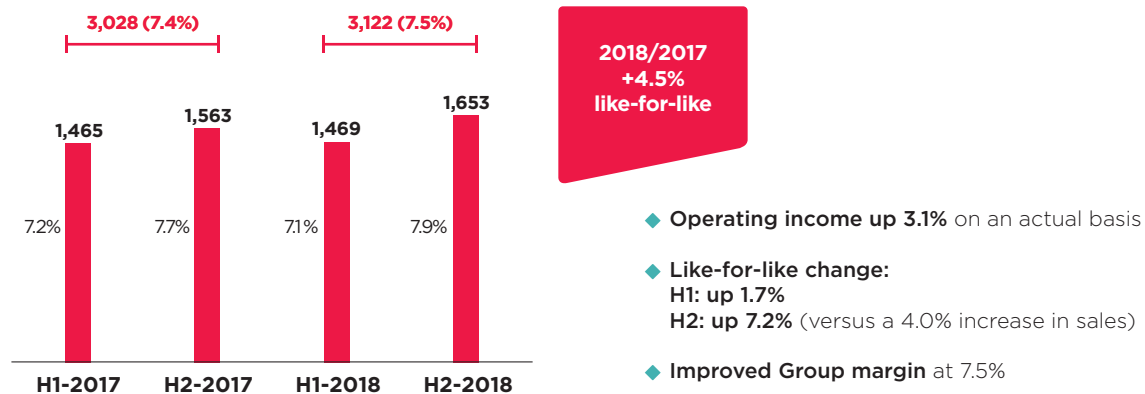
The **Group structure impact** added 0.9% to overall growth and essentially corresponds to the consolidation of acquisitions in Asia and emerging countries (KIMMCO, Megaflex, Isoroc Poland), in new niche technologies and services (TekBond, Scotframe, Maris, HKO), and to consolidate our strong positions (Glava, Kirson, Wattex, bolt-on acquisitions in Building Distribution including Per Strand in Norway).

The smaller positive Group structure impact of 0.4% in the second half reflects the acceleration in the Group's portfolio optimization program, with in particular the disposal of the Pipe business in Xuzhou, China, the EPS insulating foam business in Germany, and glazing installation operations in the UK. It should be noted that in light of the now hyperinflationary environment in Argentina, this country which represents less than 1% of the Group's consolidated sales, is excluded from the like-for-like analysis as of July 1, 2018.

However, overall growth was tempered by a negative 2.9% **currency effect** over the year, albeit with a smaller negative 1.5% impact in the second half resulting mainly from the appreciation of the US dollar against the euro, despite the continued depreciation of the Brazilian real, Nordic krona and other Asian and emerging country currencies.

OPERATING INCOME

(in €m and % of sales)



As expected, like-for-like **operating income** improved significantly in the second half, rising 7.2%, bringing growth over the full year to 4.5%. The Group's operating margin (operating income expressed

as a percentage of sales) widened to 7.5% from 7.4% in 2017, with 7.9% in the second half (versus 7.7% in second-half 2017).

The acceleration of the Group's transformation continues, with the new organizational structure in place as of January 1, 2019 (see Section 1.4 below). The Group has reviewed its asset impairment tests. In this context, given the current situation and the downward revisions to the outlook for certain businesses and countries, impairment amounts to €2.0 billion and mainly concerns Distribution in the UK, Pipe, Lapeyre and Distribution in Germany.

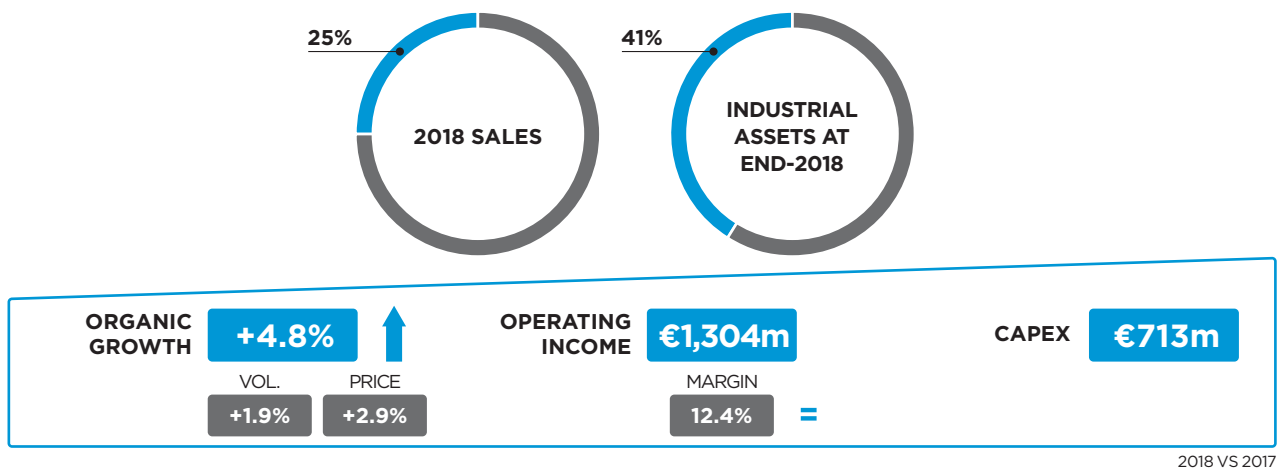
Saint-Gobain recorded a capital gain of €781 million on the Sika transaction in 2018 and became the Company's largest shareholder, with 10.75% of the capital.

The Group continued to implement its strategic priorities in 2018:

- ◆ **€1.67 billion in capital expenditure**, versus €1.54 billion in 2017, with an acceleration in growth capex in emerging countries;
- ◆ **around €300 million in cost savings** versus 2017 as part of the €1.2 billion cost reduction program for 2017-2020, with a particular focus on Industry 4.0 and digitalization.

1.1.1 Operating performance by Business Sector

A) Innovative Materials



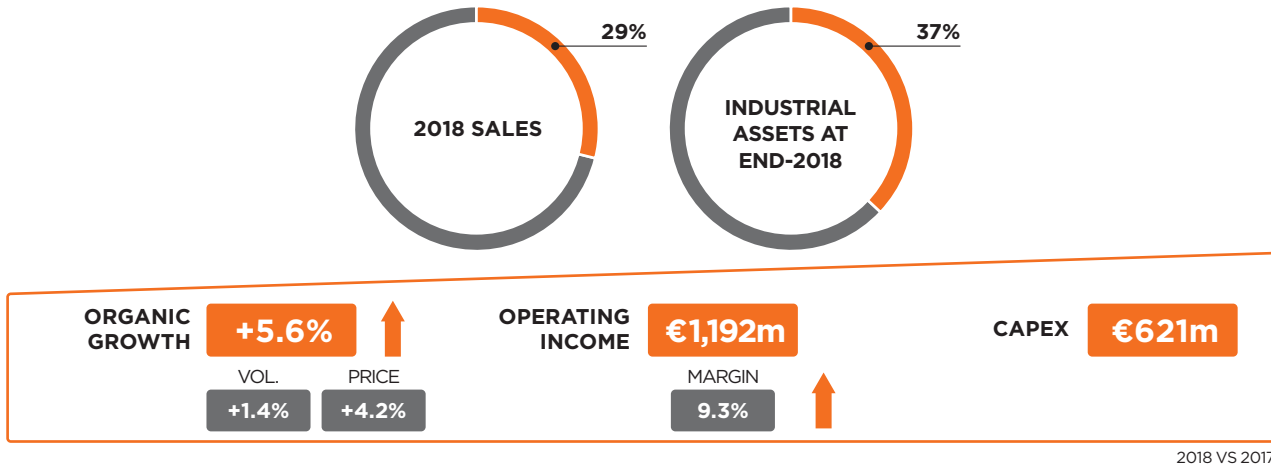
Innovative Materials sales climbed 4.8% like-for-like over the year and 3.6% in the second half. The operating margin for the Business Sector remained stable over the year at 12.4% and stood at 12.5% in the second half.

◆ **Flat Glass** like-for-like sales increased 2.8% over the year (up 2.1% in the second half). Automotive glass advanced in line with the division over the year, buoyed by growth in Latin America despite a significant downturn in European and Chinese markets in the fourth quarter. Recent industrial and innovation investments continue to ramp up. Sales linked to the construction market in Europe, Asia and emerging countries progressed, driven by prices. Following the restart of production at the three float glass facilities under repair in 2018 (Poland, Romania and Egypt), India started up its fifth float line in the

second half of the year. The operating margin rallied sharply in the second half at 9.8% (after 8.0% in the first half), in a context of improved industrial performance and price increases. Over the year, the operating margin was 8.9% versus 10.1% in 2017.

◆ **High-Performance Materials (HPM)** sales rose 7.2% on a like-for-like basis (up 5.2% in the second half), driven by all businesses and all regions, especially Asia and emerging countries. The strategy of allocating capital to niche technologies and fast-growing markets is paying off. Despite a higher comparison basis in the second half, HPM continued to deliver growth. The operating margin increased sharply to 16.3% from 15.1% in 2017 on the back of good volumes, particularly in Ceramics in the first half.

B) Construction Products

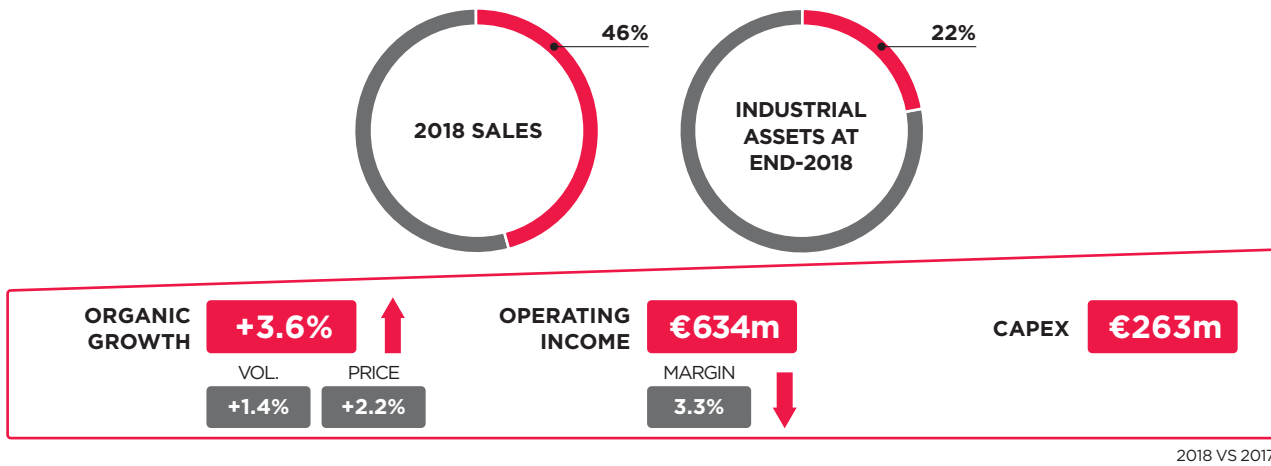


Construction Products (CP) reported 5.6% organic growth, with 4.2% in the second half. The operating margin progressed to 9.3% versus 9.1% in 2017.

◆ **Interior Solutions** like-for-like sales moved up 5.5% over the year and 3.9% in the second half in the context of an acceleration in sales prices. All regions advanced, especially Asia and emerging countries. The strong pricing dynamic in North America intensified in the second half. The operating margin came in at 10.5% in 2018 (versus 9.5% in 2017), benefiting in particular from a positive price-cost spread in terms of raw materials and energy.

◆ **Exterior Solutions** reported 5.7% organic growth over the year and 4.8% in the second half. Amid strong inflation in raw material and transport costs, Exterior Products in the US successfully implemented significant price increases in the second half, against a high comparison basis in terms of volumes (weather-related impacts in 2017). Pipe advanced over the year thanks to the increase in its second-half sales and efforts to improve its competitiveness. Mortars recorded an increase in sales led by Asia and emerging countries, with a pick-up in Brazil. The operating margin was 7.5% for the year versus 8.4% in 2017, affected by the spread between prices and raw material and energy costs for Exterior Products in the US, which improved significantly in the second half.

C) Building Distribution



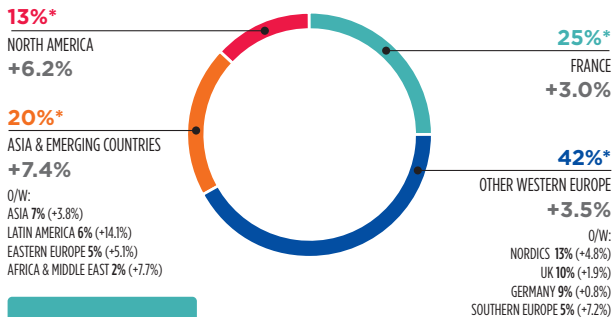
Building Distribution delivered 3.6% organic growth in 2018 and 4.0% in the second half which benefited from a positive calendar effect of around 0.5%. France had a good year in a growing market. Nordic countries enjoyed robust growth throughout the year, while Germany progressed slightly. The UK saw a decline in volumes and increased competitive pressure on margins, despite a sharp rise in prices. Brazil remained hesitant over the year and stabilized in

the second half. Despite a rise in operating margin in France and Nordic countries, the Business Sector operating margin came out at 3.3% for the year (versus 3.4% in 2017) with a second half at 3.9%, affected by the contraction in the UK. The acceleration in digitalization investments took around 20 basis points off the margin between 2017 and 2018.

1.1.2 Operating performance by region

SALES TRENDS BY REGION

(% change 2018/2017 like-for-like sales)

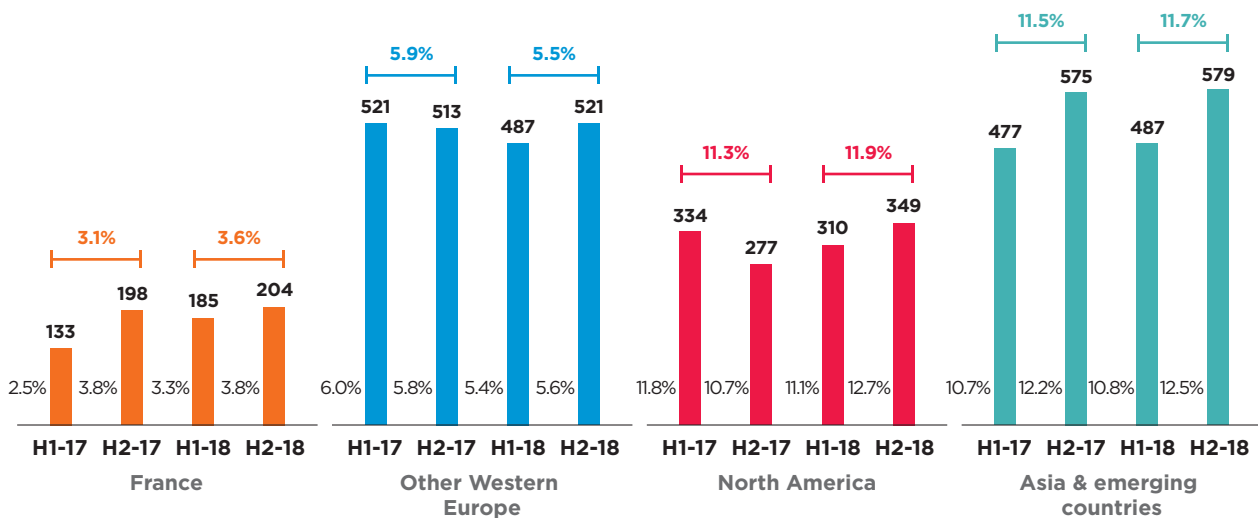


* Breakdown of 2018 sales.

- ◆ The growth momentum in **France** continued, with like-for-like sales up 3.0% over the year (up 2.9% in the second half) in a market that remains constrained by the lack of skilled labor. The operating margin widened to 3.6% in 2018 from 3.1% in 2017.
- ◆ **Other Western European countries** reported like-for-like sales growth of 3.5% over the year and 3.3% in the second half. Nordic countries continued to enjoy good momentum. Germany remained hesitant, affected by disruptions in the automotive market, significantly down in the second half of the year. The UK reported further organic growth led by pricing, with declining volumes in an uncertain environment. As a result, the operating margin narrowed to 5.5% in 2018 from 5.9% in 2017.
- ◆ **North America** climbed 6.2% like-for-like, with 2.6% in the second half against a high comparison basis in Exterior Products and HPM. Construction and industrial markets continued to trend well. The operating margin improved, at 11.9% in 2018 versus 11.3% in 2017, aided notably by price increases.
- ◆ **Asia and emerging countries** continued to advance, posting robust organic growth of 7.4% (6.7% in the second half), with a positive contribution from all regions and particularly Brazil, which saw an improvement from the prior year. The operating margin continued to rise, up to 11.7% in 2018 from 11.5% in 2017.

OPERATING INCOME BY REGION

(in €m and % of sales)



1.2 Financial Results

Consolidated **sales** increased by 4.4% like-for-like, with a positive 3.0% price impact. On a reported basis, sales were up 2.4% with a negative 2.9% **currency impact**, albeit with a smaller negative impact of 1.5% in the second half due mainly to the appreciation of the US dollar against the euro, despite the continued depreciation of the Brazilian real, Nordic krona and other Asian and emerging country currencies. The positive 0.9% **Group structure impact** essentially reflects the consolidation of acquisitions made in Asia

and emerging countries, in new niche technologies and services, and to consolidate our strong positions. The smaller positive Group structure impact of 0.4% in the second half is attributable to the acceleration in the portfolio optimization program.

Operating income rose 3.1% on a reported basis despite a negative currency effect, and by 4.5% like-for-like. The operating margin stood at 7.5% of sales *versus* 7.4% of sales in 2017. **EBITDA** climbed 2.1% to €4,324 million, stable at 10.4% of sales.

Business income

(in €m)	2017	2018	2018/2017	Like-for-like change
Operating income	3,028	3,122	+3.1%	+4.5%
Non-operating costs	(337)	(284)		
<i>o/w provision for asbestos-related litigation</i>	(90)	(90)		
<i>o/w other expenses</i>	(247)	(194)		
Other operating expenses	(180)	(2,040)		
<i>o/w disposal gains (losses)</i>	57	(3)		
<i>o/w asset write-downs</i>	(237)	(2,037)		
Business income	2,511	798	-68.2%	

Non-operating costs totaled €284 million *versus* €337 million in 2017, reflecting on the one hand a one-off gain of €180 million relating to the Sika transaction and on the other, a rise in restructuring costs relating to Pipe. Non-operating costs also include a €90 million accrual to the provision for asbestos-related litigation involving CertainTeed in the US, unchanged from 2017. The launch of the "Transform & Grow" program resulted in additional expenses of around €60 million.

The net balance of capital gains and losses, asset write-downs and corporate acquisition fees represented an expense of €2,040 million *versus* an expense of €180 million in 2017. The Group

reviewed its asset impairment tests in light of the current situation and the downward revision to the outlook for certain businesses and countries. The UK faces uncertainty due to Brexit in a more competitive environment. Restructuring measures continue at Pipe and Lapeyre. The value of the Distribution business in Germany has been adjusted in the context of its divestment. In 2018, asset write-downs represented €2,037 million, of which €750 million relates to the Distribution business in the UK, €511 million to Pipe (including €223 million in first-half 2018, in particular in China), €372 million to Lapeyre and €212 million to the Distribution business in Germany. As a result, **business income** was down 68.2%.

Net income

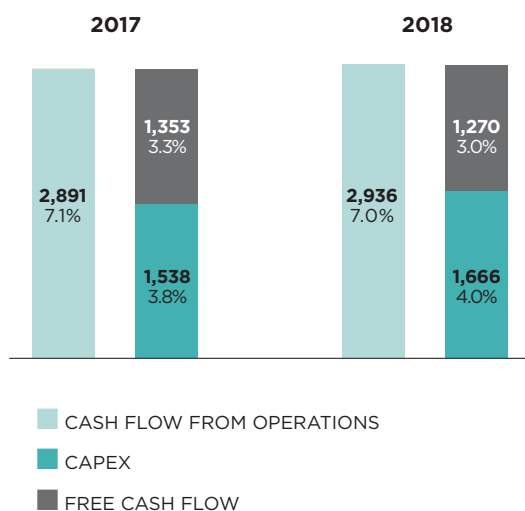
(in €m)	2017	2018	2018/2017
Business income	2,511	798	
Net financial income (expense)	(448)	189	
<i>o/w Sika</i>		601	
<i>o/w finance costs</i>	(448)	(412)	
<i>Average cost of gross debt (at December 31)</i>	2.8%	2.3%	
Income tax	(438)	(490)	
<i>Tax rate on recurring net income</i>	25%	24%	
Net attributable income	1,566	420	-73.2%
Recurring net income	1,631	1,729	+6.0%
Recurring EPS (in EUR)	2.96	3.18	+7.4%

The Group reported **net financial income** of €189 million in 2018 *versus* a net financial expense of €448 million in 2017. The interest cost on pensions fell (thanks to prior-year contributions), as well as the average cost of gross debt, down to 2.3% from 2.8% at December 31, 2017; net financial income also includes a €601 million gain resulting from the Sika transaction.

The income tax rate on recurring net income was 24% compared to 25% in 2017, due mainly to the reduction in the US tax rate. **Income tax** totaled €490 million *versus* €438 million in 2017.

CASH FLOW FROM OPERATIONS⁽¹⁾ AND CAPEX

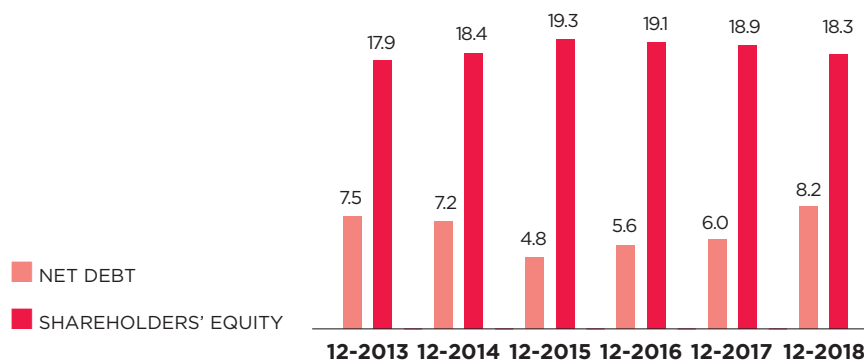
(in €m and % of sales)



(1) Excluding the tax impact of capital gains on disposals, asset write-downs and material non-recurring provisions.

NET DEBT AND SHAREHOLDERS' EQUITY

(in €b)



NET DEBT/SHAREHOLDERS'EQUITY	42%	39%	25%	29%	32%	45%
NET DEBT/EBITDA ⁽¹⁾	1.8	1.8	1.2	1.4	1.4	1.9

STRONG BALANCE SHEET MAINTAINED

(1) EBITDA = operating income + operating depreciation/amortization over a 12-month period.

Net debt increased to €8.2 billion from €6.0 billion at December 31, 2017, with in particular €1.7 billion of acquisitions (including Sika for approximately €930 million) and €532 million in share buybacks.

Recurring net income (excluding capital gains and losses, asset write-downs, material non-recurring provisions and Sika income) rose 6.0% to €1,729 million.

Net attributable income came in at €420 million in 2018 *versus* €1,566 million in 2017, owing to asset write-downs.

Cash flow from operations remained stable at €3,023 million; before the tax impact of capital gains and losses on disposals, asset write-downs and material non-recurring provisions, cash flow from operations was 1.6% higher at €2,936 million.

Capital expenditure was increased to €1,666 million in 2018 *versus* €1,538 million in 2017, with a focus on growth capex in emerging countries and on digitalization. Consequently, **free cash flow** fell 6.1% to €1,270 million in 2018, or 3.0% of sales (3.3% of sales in 2017).

Operating working capital requirements (WCR) came in at €3,227 million (€3,140 million at December 31, 2017), or 29 days of sales, in line with our objective of less than 30 days.

Investments in securities totaled €1,699 million in 2018 (€641 million in 2017), including approximately €930 million relating to the Sika transaction (on a net basis after the disposal of 6.97% of shares) and €768 million in targeted acquisitions made to consolidate leading positions, notably Per Strand in Norway (Building Distribution) and Hankuk Glass in South Korea; to develop innovative niches with Kaimann (technical insulation) and HyComp (composite solutions for aerospace markets); and to establish a foothold in new countries with KIMMCO in Insulation in Kuwait.

Net debt represents 45% of consolidated equity compared to 32% at end-2017.

The net debt to EBITDA ratio was 1.9 compared to 1.4 at December 31, 2017.

1.3 Shareholder policy

In 2018, the Group bought back 12.8 million shares, an acceleration on 2017 (8.3 million shares), contributing to the reduction in the number of shares outstanding to 543.9 million at December 31, 2018 (550.8 million at December 31, 2017).

At its meeting of February 21, 2019, Compagnie de Saint-Gobain's Board of Directors decided to recommend to the June 6, 2019

Shareholders' Meeting to pay in cash an **increased dividend of €1.33 per share**. This dividend represents **42% of recurring net income** and a dividend yield of 4.6% based on the closing share price at December 31, 2018 (€29.165). The ex-dividend date has been set at June 10 and the dividend will be paid on June 12, 2019.

1.4 Strategy: implementation of the “Transform & Grow” program

New organization put into place

The new organization is being swiftly put into place. It intends to align the Group more closely with its end markets, taking into account the regional dimension of the majority of our markets and the global nature of our most innovative businesses. The new structure consists of five reporting units, with four regional businesses and a global High Performance Solutions unit.

These five reporting units replaced the three Business Sectors and 14 delegations as from January 1, allowing for a more agile Group leveraging new opportunities from our digital transformation, and for simplified decision-making processes which will enhance competitiveness. Tailoring this business model to regional and market specificities will allow us to accelerate profitable growth, and streamlined management structures will result in a leaner organization, with increased synergies at country and market level, to the benefit of customers (refer to Chapter 1, Section 5 of Saint-Gobain 2018 Registration Document for further information regarding the “Transform & Grow” program).

Acceleration of the rotation of the portfolio

- ◆ **€768 million in acquisitions** in 2018: 27 fully consolidated acquisitions of small and mid-sized businesses;
- ◆ **divestments completed or signed to date represent sales of over €500 million**: Pipe in China (Xuzhou plant), EPS insulating foam in Germany, glazing installation operations in the UK, Silicon Carbide, Glassolutions in Norway and Sweden;
- ◆ the process to **divest the Distribution business in Germany** representing **€1.9 billion** in sales is well under way;
- ◆ **a strategic review of the business portfolio is in progress** in the context of the new organization, which will lead to an additional dynamic of divestments and acquisitions.

Positive impact on the operating margin

As a result of the new organizational structure and the acceleration of the rotation of its portfolio, the Group expects a positive impact on the operating margin **of more than 100 basis points**:

- ◆ positive operating margin impact of around **40 basis points** relating to the divestment of businesses representing sales of more than €3 billion by the end of 2019;
- ◆ positive operating margin impact of around **60 basis points** relating to the new organization, thanks to cost savings of €250 million by 2021 (including more than €50 million in 2019), in addition to our existing €1.2 billion cost savings program for 2017-2020 (annual savings of €300 million on average).

1.5 Outlook

The Group expects the following trends for its new reporting units in 2019:

- ◆ **High Performance Solutions:** industrial markets should remain supportive, particularly in the US, despite uncertainties on the automotive market in Europe and China;
- ◆ **Northern Europe:** should progress despite uncertainties in the UK with the increased risk of a no-deal Brexit;
- ◆ **Southern Europe, Middle East and Africa:** overall growth expected for the Region, with a construction market in France which should be supported by renovation while new construction could be down from the second half;
- ◆ **Americas:** market growth in both North and Latin America;
- ◆ **Asia:** further growth.

Saint-Gobain will continue its disciplined approach with regard to its free cash flow and its financial strength. In particular, it will maintain:

- ◆ its **focus on sales prices** amid continued inflationary pressure on costs;
- ◆ its **cost savings program**, with the aim of unlocking additional savings of around **€300 million** (calculated on the 2018 cost base), as well as **more than €50 million in 2019** as part of the “Transform and Grow” program;
- ◆ its **capital expenditure program** close to the 2018 level, with a focus on growth capex outside Western Europe and also on productivity and continued digital transformation;
- ◆ its **commitment to invest in R&D** to support its differentiated, high value-added strategy;
- ◆ its **focus on high levels of free cash flow generation**.

The Group is targeting a further like-for-like increase in operating income in 2019.

For further information, refer to Chapter 5, Section 1 of Saint-Gobain 2018 Registration Document available on the website www.saint-gobain.com.

IMPORTANT DISCLAIMER – FORWARD-LOOKING STATEMENTS

These forward-looking statements are either trends or objectives, and are not to be considered as projected results. Although Saint-Gobain believes that the expectations reflected in such forward-looking statements are based on reasonable assumptions as at the time of publishing this document, investors are cautioned that these statements are not guarantees of its future performance. Actual results may differ materially from the forward-looking statements as a result of a number of known and unknown risks, uncertainties and other factors, many of which are difficult to predict and are generally beyond the control of Saint-Gobain, including but not limited to the risks described in Section 1 of Chapter 6, of Saint-Gobain 2018 Registration Document. Accordingly, readers of this document are cautioned against relying on these forward-looking statements. These forward-looking statements are made as of the date of this document. Saint-Gobain disclaims any intention or obligation to complete, update or revise these forward-looking statements, whether as a result of new information, future events or otherwise.

2

GOVERNANCE

2.1 Presentation of the Board of Directors

As of April 1, 2019, the Board of Directors of Compagnie de Saint-Gobain consists of 14 members appointed for a renewable four-year term. It includes one Director representing employee shareholders and two employee Directors, appointed in accordance with the law, and one Lead Independent Director in charge of overseeing the efficient running of the Company's governance bodies.

The Board of Directors comprises a proportion of **73% of independent Directors** satisfying the criteria set by the AFEP-MEDEF corporate governance code for French listed companies, to which Compagnie de Saint-Gobain refers, and a proportion of **42%**

of women. The Board of Directors held nine meetings in 2018. The **global attendance** rate of the Directors in office as of April 1, 2019 at these meetings was **94%**.

For further information about the composition and the functioning of the Board of Directors, refer to Section 1 of Chapter 5 *Corporate Governance* of Compagnie de Saint-Gobain 2018 Registration Document available on the website www.saint-gobain.com (the "2018 Registration Document").



73%

INDEPENDENT DIRECTORS,
COMMITTEE CHAIRMEN
ALL INDEPENDENT



94%

ATTENDANCE RATE



1 LEAD INDEPENDENT
DIRECTOR



42%

WOMEN



2 EMPLOYEE DIRECTORS
AND
1 DIRECTOR REPRESENTING
EMPLOYEE SHAREHOLDERS

2.1.1 Composition of the Board of Directors of Compagnie de Saint-Gobain

Information as of April 1, 2019 ⁽¹⁾.



**PIERRE-ANDRÉ
DE CHALENDAR**

Chairman of the Board of Directors
**Member of the Strategy and Corporate
Social Responsibility Committee**

Date of first election: June 2006

Number of shares held: 186,465

**Other offices and duties held outside
the Group:**

- Director of BNP Paribas*

Compagnie de Saint-Gobain
« Les Miroirs »
18 Avenue d'Alsace
92400 Courbevoie

**Chairman and Chief
Executive Officer
of Compagnie de
Saint-Gobain**

60 years old

French



LYDIE CORTES

Employee Director

Date of first election: May 2018

Number of shares held: 2,005

Other offices and duties held:

None

Saint-Gobain Weber France
Route de Lyon
01960 Servas

**Product safety
coordinator,
Saint-Gobain Weber
France**

48 years old

French

* Listed company.

(1) The full biography of each Director, the list of offices in which they serve or have served over the past five years and the staggering of the Directors' terms of office are provided in Section 1.1 of Chapter 5 Corporate Governance of the 2018 Registration Document.



IÊDA GOMES YELL

Independent Director
Member of the Nomination and Remuneration Committee

Date of first election: June 2016

Number of shares held: 800

Other offices and duties held:

- Director and member of the Audit & Risk Committee and of the Strategy Committee of Bureau Veritas*
- Director and member of the Nominating and Corporate Governance Committee and Remuneration Committee of Exterran Corporation* (United States)
- Director and Chairman of the Governance Committee of InterEnergy Holdings**
- Director and member of the Compliance Committee of Odebrecht SA (Brasil)

*Compagnie de Saint-Gobain
 « Les Miroirs »
 18 Avenue d'Alsace
 92400 Courbevoie*

Research fellow and Director of companies

62 years old

Brazilian and English



ANNE-MARIE IDRAC

Independent Director
Chair of the Nomination and Remuneration Committee

Date of first election: June 2011

Number of shares held: 827

Other offices and duties held:

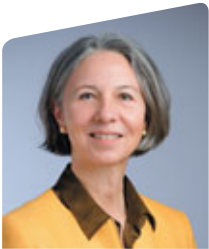
- Director of Air-France KLM*
- Director of Bouygues*
- Director of Total*

*Compagnie de Saint-Gobain
 « Les Miroirs »
 18 Avenue d'Alsace
 92400 Courbevoie*

Director of companies

67 years old

French



PAMELA KNAPP

Independent Director
Member of the Audit and Risk Committee

Date of first election: June 2013

Number of shares held: 818

Other offices and duties held:

- Member of the Supervisory Board, the Nomination, Remuneration and Governance Committee and the Finance and Audit Committee of Peugeot SA*
- Director of HKP Group AG (Switzerland)
- Director and member of the Audit Committee of Panalpina World Transport (Holding) Ltd.* (Switzerland)
- Director and member of the Audit Committee of NV Bekaert* (Belgium)
- Member of the Supervisory Board and Audit Committee of Lanxess AG* (Germany)

*Compagnie de Saint-Gobain
 « Les Miroirs »
 18 Avenue d'Alsace
 92400 Courbevoie*

Director of companies

61 years old

German



AGNÈS LEMARCHAND

Independent Director
Member of the Audit and Risk Committee

Date of first election: June 2013

Number of shares held: 2,252

Other offices and duties held:

- Director of Solvay* (Belgium)
- Director of BioMérieux*
- Chairman of Orchard SAS

*Compagnie de Saint-Gobain
 « Les Miroirs »
 18 Avenue d'Alsace
 92400 Courbevoie*

Director of companies

64 years old

French



FRÉDÉRIC LEMOINE

Director
Member of the Strategy and Corporate Social Responsibility Committee

Date of first election: April 2009

Number of shares held: 3,600

Other offices and duties held:

- Chairman of Allegro Cantabile
- Director of Pictet Alternative Advisors Holding SA (Switzerland)

*Compagnie de Saint-Gobain
 « Les Miroirs »
 18 Avenue d'Alsace
 92400 Courbevoie*

Chairman of Allegro Cantabile

53 years old

French



DOMINIQUE LEROY

Independent Director

Date of first election: November 2017

Number of shares held: 1,000

Other offices and duties held:

- CEO of Proximus* (Belgium)
- Member of the Supervisory Board and the Governance and Appointments Committee of Ahold Delhaize* (the Netherlands)

*Compagnie de Saint-Gobain
 « Les Miroirs »
 18 Avenue d'Alsace
 92400 Courbevoie*

Chief Executive Officer of Proximus*

54 years old

Belgian

* Listed company.

** Foreign company.



JACQUES PESTRE

Director representing employee shareholders

Date of first election: June 2011

Number of shares held: 3,447

Other offices and duties held:

None

*SGDB France
Immeuble le Mozart,
13/15 rue Germaine Tailleferre
75940 Paris cedex 19*

Senior Vice President of SGDB France, in charge of Point.P

62 years old

French



JEAN-DOMINIQUE SENARD

Lead Independent Director

Independent Director

Chairman of the Strategy and CSR Committee

Date of first election: June 2012

Number of shares held: 4,425

Other offices and duties held:

- Chairman of the Board of Directors of Renault*
- Chief Executive Officer of Michelin* ⁽¹⁾

*Renault
13-15 quai Le Gallo
92100 Boulogne-Billancourt*

Chairman of the Board of Directors of Renault*

66 years old

French

(1) As was announced by the Michelin Group on February 9, 2018, Jean-Dominique Senard will step down as Chief Executive Officer of Michelin at the end of the General Shareholders' Meeting of May 17, 2019.



DENIS RANQUE

Director

Member of the Nomination and Remuneration Committee

Date of first election: June 2003

Number of shares held: 888

Other offices and duties held:

- Chairman of the Board of Directors of Airbus* (the Netherlands)
- Director of CMA-CGM

*Airbus
42 avenue Raymond Poincaré
75116 Paris*

Chairman of the Board of Directors of Airbus*

67 years old

French



PHILIPPE THIBAUDET

Employee Director

Date of first election: June 2018

Number of shares held: 495

Other offices and duties held:

None

*Saint-Gobain Isover
19 rue Paul Sabatier
71102 Chalon-sur-Saône*

EHS Officer, Saint-Gobain Isover

38 years old

French



GILLES SCHNEPP

Independent Director

Member of the Audit and Risk Committee

Date of first election: June 2009

Number of shares held: 800

Other offices and duties held:

- Chairman of the Board of Directors of Legrand*

*Legrand
128 avenue du Maréchal de Lattre de Tassigny
87045 Limoges cedex*

Chairman of the Board of Directors of Legrand*

60 years old

French



PHILIPPE VARIN

Independent Director

Chairman of the Audit & Risks Committee

Date of first election: June 2013

Number of shares held: 3,026

Other offices and duties held:

- Chairman of the Board of Directors of Orano*
- Chairman of the Board of Directors of Areva

*Orano
1 place Jean Millier
92400 Courbevoie*

Chairman of the Board of Directors of Orano* and Chairman of the Board of Directors of Areva

66 years old

French

* Listed company.

2.1.2 The Board of Directors' Committees

The Board has established three Committees aimed at improving its operations and effectively contributing to the preparation of its deliberations: the **Audit and Risk Committee**, the **Nomination and Remuneration Committee**, and the **Strategy and Corporate Social Responsibility Committee**. These Committees do not have their own decision-making authority (barring specific provision otherwise provided for by the internal rules of the Board of Directors as regards the Audit and Risk Committee's approval of non-audit services assigned to the Statutory Auditors), and report to the Board regarding their activities, conclusions and proposals.

The activities of these three Committees in 2018 are described in Section 1.2.3 of Chapter 5 *Corporate Governance* of the 2018 Registration Document.

At its meeting on November 22, 2018, the Board of Directors, on the proposal of the Nomination and Remuneration Committee, decided to appoint Ms. Dominique Leroy*, independent Director, and, in accordance with the AFEP-MEDEF Code recommendations, Ms. Lydie Cortes, employee Director, as members of the Nomination and Remuneration Committee upon completion of the General Meeting of June 6, 2019.

The Nomination and Remuneration Committee and the Audit and Risk Committee are composed of 2/3rd and 100% of independent Directors respectively, including their respective Chairman, in compliance with the recommendations of the AFEP-MEDEF Code.

* Subject to the renewal of her term of office as Director at the General Meeting of June 6, 2019.

The following table shows the composition of the Board of Directors' Committees as of April 1, 2019:

Composition of the Board of Directors' Committees

BOARD OF DIRECTORS' COMMITTEES	Pierre-André de Chalendar	Lydie Cortes ⁽¹⁾	Iéda Gomes Yell*	Anne-Marie Idrac*	Pamela Knapp*	Agnès Lemarchand*	Frédéric Lemoine	Dominique Leroy*	Jacques Pestre ⁽²⁾	Denis Ranque	Gilles Schnepf*	Jean-Dominique Senard* ⁽³⁾	Philippe Thibauter ⁽¹⁾	Philippe Varin*	Number of meetings held in 2018	Attendance rate
Audit and Risk Committee				●	●						●		●		4	100 %
Nomination and Remuneration Committee		●	●						●						4	92 %
Strategy and Corporate Social Responsibility Committee	●					●						●			6	100 %

● Chairman of a committee.

● Member of a committee.

* Independent Director according to the criteria set out in the recommendation 8.5 of AFEP-MEDEF Code.

(1) Employee Director appointed pursuant to the law not included in the ratio of Directors' independence, in compliance with the recommendations of the AFEP-MEDEF Code.

(2) Director representing employee shareholders, appointed pursuant to the law, not included in the calculation of Director independence ratio at the Board of Directors, in compliance with the recommendations of the AFEP-MEDEF Code.

(3) Lead Independent Director.

2.1.3. Lead Independent Director

The Board of Directors, taking into account the development of the practice within companies in France chaired by a combined Chairman of the Board/CEO and the expectation of certain investors expressed during the dialogue that the Company has with them, has created the role of Lead Independent Director, a position held by Jean-Dominique Senard, an independent Director, since June 8, 2017. The Lead Independent Director oversees in particular the efficient running of the Company's governance bodies.

Responsibilities

His responsibilities, which are described in the internal rules of the Board of Directors, are the following:

- ◆ prevent and manage conflicts of interest: the Lead Independent Director is responsible for preventing the occurrence of situations of conflicts of interest. He brings to the attention of the Board of Directors possible conflicts of interest that he is aware of concerning the Directors;
- ◆ lead the assessment of the organization and the operations of the Board of Directors which is periodically carried out;
- ◆ convene, chair, organize and report to the Chairman and Chief Executive Officer on the meetings of the Directors held without the presence of the Executive Directors ("executive sessions"). These sessions may be held during or at the close of a meeting of the Board of Directors, as the case may be such sessions may be co-chaired with the Chairman of the Nomination and Remuneration Committee in the event it is a different person and for matters falling under the responsibility of the Nomination and Remuneration Committee (in particular succession plans and the Executive Director's compensation);
- ◆ be a point of contact of the shareholders of Compagnie de Saint-Gobain on governance matters, and meet them at the request of the Chairman and Chief Executive Officer;
- ◆ ensure that the Directors receive the relevant information to exercise their duties under the best possible conditions, in accordance with the provisions of the internal rules of the Board of Directors;
- ◆ more generally, ensure compliance with the internal rules of the Board of Directors is honored.

In the course of his duties, the Lead Independent Director has the right to:

- ◆ suggest to the Chairman and Chief Executive Officer the addition of points to the agenda of any meeting of the Board of Directors;
- ◆ request to the Chairman and Chief Executive Officer to convene the Board of Directors on a specific agenda;
- ◆ convene and chair the meetings of the Board of Directors in the event of the temporary inability or death of the Chairman and Chief Executive Officer; and
- ◆ attend, as the case may be, the meetings of the Committees of which he is not a member to the extent strictly necessary to accomplish his duties and upon the approval of the Chairman of the relevant Committee.

The Lead Independent Director reports to the Board of Directors on the completion of his mission on an annual basis.

Activities during fiscal year 2018

In 2018, the Lead Independent Director attended all meetings of the Board of Directors and the Strategy and Corporate Social Responsibility Committee, which he chairs, as well as half of the meetings of the Nomination and Remuneration Committee.

At the meeting of the Board of Directors on February 21, 2019, Jean-Dominique Senard presented a review of his activity as Lead Independent Director for fiscal year 2018. This included:

- ◆ working with the Chairman of the Nomination and Remuneration Committee to examine the independence status of the Directors and of potential independent Directors, in light of the criteria set out in the AFEP-MEDEF code (including through the review of conflict of interests questionnaires and the analysis of business relationships);
- ◆ verifying the existence and content of succession plans for the Chairman and Chief Executive Officer in the event of an unanticipated vacancy as well in the long term, and discussing them with the Chairman and Chief Executive Officer; presenting this work to the members of the Nomination and Remuneration Committee and to the Board together with the Chairman of the Nomination and Remuneration Committee;
- ◆ chairing, or co-chairing with the Chairman of the Nomination and Remuneration Committee depending on the topics being addressed (notably the "Transform & Grow" Transformation Program and the appointment of a Chief Operation Officer), meetings of the Board held without the Executive Directors present ("executive sessions") (see Section 1.2.2 of Chapter 5 *Corporate Governance* of the 2018 Registration Document);
- ◆ conducting the assessment of the organization and operation of the Board and the Committees, which took place as follows:

The Lead Independent Director reviewed the draft questionnaire to be submitted to the Directors prepared by the General Secretary, all Directors having had the opportunity to speak with the Lead Independent Director on this topic.

The Lead Independent Director spoke with the Chairman and Chief Executive Officer and the Chairman of the Nomination and Remuneration Committee, and individually with Directors who wished so, about the Directors' individual contributions to the work of the Board, in light of their skills and their respective participation in discussions.

The Lead Independent Director also presented the results of the Board's self-assessment to the Directors at an executive session and led the debate in order to draw conclusions. This was an opportunity to raise again the topic of separation or combination of the roles of Chairman of the Board of Directors and Chief Executive Officer (see Section 1.2.4 of Chapter 5 *Corporate Governance* of the 2018 Registration Document);
- ◆ at the request of the Chairman and Chief Executive Officer, meeting and engaging in dialogue with several shareholders about Saint-Gobain's principles of governance, in preparation for the 2018 General Shareholders' Meeting, and at the end of 2018, in preparation for the 2019 General Shareholders' Meeting;
- ◆ discussing with the Chairman of the Nomination and Remuneration Committee the appropriateness of and conditions for reconfiguring that Committee;
- ◆ reviewing the draft agendas for the meetings of the Board of Directors and the Committees in fiscal year 2019;
- ◆ reviewing the Section "Composition and operation of the Board of Directors" of Chapter 5 *Corporate Governance* of the 2018 Registration Document.

2.2 Proposed renewal of the term of directors

2.2.1 Changes in the composition of the Board of Directors in 2018 and renewals proposed to the General Meeting

The following table shows the changes in the composition of the Board of Directors in fiscal year 2018 and the renewals proposed to the General Meeting of June 6, 2019:

	General Meeting of June 7, 2018	General Meeting of June 6, 2019
Cessation of duties	None ⁽¹⁾	None
Proposed Renewal	Pierre-André de Chalendar	Anne-Marie Idrac (June 2011) ⁽³⁾ Dominique Leroy (November 2017) ⁽²⁾ Jacques Pestre (June 2011) ⁽⁴⁾ Denis Ranque (June 2003)
Proposed nomination/ ratification	Dominique Leroy ⁽²⁾	None

(1) Lydie Cortes and Philippe Thibaudet, Directors representing employees, were appointed by the Company's Works Council to replace Pascal Lai and Alain Destrain, at the conclusion of the General Shareholders' Meeting of June 7, 2018.

(2) Independent Director, co-opted on November 23, 2017 following the resignation of Olivia Qiu on June 30, 2017.

(3) Independent Director.

(4) Director representing employee shareholders.

The following table shows the changes in the composition of the Board of Directors with regard to independence, representation of women, and representation of foreign members during fiscal year 2018, and as envisaged by the end of the General Meeting of June 6, 2019, subject to the renewal of the Directors listed above:

	As from General Shareholders' Meeting of June 8, 2017	As from General Shareholders' Meeting of June 7, 2018	As from General Shareholders' Meeting of June 6, 2019 (contemplated)
Percentage of independents⁽¹⁾	73%	73%	73%
Percentage of women⁽²⁾	42%	42%	42%
Percentage of foreign nationals⁽³⁾	27%	27%	27%

(1) In compliance with computation rules set by the AFEP-MEDEF Code.

(2) Excluding employee Directors, in accordance with the law.

(3) Excluding employee Directors appointed under specific mandatory legal provisions.

2.2.2 Proposed renewal of directors

Information as of April 1, 2019.



Director of Companies

67 years old

Compagnie de Saint-Gobain
« Les Miroirs »
18 Avenue d'Alsace
92400 Courbevoie

ANNE-MARIE IDRAC

Independent Director

Chair of the Nomination and Remuneration Committee

Date of first election: June 2011

Number of shares held: 827

Attendance rate in 2018:

- Board of Directors: 100%
- Nomination and Remuneration Committee: 100%

Expertise and experience :

Ms. Anne-Marie Idrac is a graduate of Institut d'études politiques of Paris and an alumna of École Nationale d'Administration.

As a civil administrator, she held various positions from 1974 to 1995 in the Ministry of Public Works in the areas of environment, housing, urban development and transport, specifically as Chief Executive Officer of the Établissement Public d'Aménagement de Cergy-Pontoise (1990-1993), then Director of Land Transport (1993-1995).

In 1995, she was appointed Junior Minister for Transport, a position she held until June 1997.

She was elected Member of Parliament for Yvelines in 1997 and 2002, and Regional Council Member for Île-de-France from 1998 to 2002.

From 2002 to 2006, Ms. Anne-Marie Idrac was Chairman and Chief Executive Officer of RATP, then Chairman of SNCF from 2006 to 2008.

In March 2008, she was appointed Junior Minister for Foreign Trade, a position she held until November 2010.

Ms. Anne-Marie Idrac was also President of the European-France Movement from 1999 to 2005 and member of the Economic and Social Council from 2004 to 2008. She is also Chairman of the Advisory Board of the School of Public Affairs of Sciences Po Paris and Deputy Chair of the Robert Schuman Foundation.

Ms. Anne-Marie Idrac has been a Director of Compagnie de Saint-Gobain since June 2011.

Offices and duties held outside the Saint-Gobain Group:

- Director of Air-France KLM*
- Director of Bouygues*
- Director of Total*

Director since 2011 and Chair of the Nomination and Remuneration Committee, Ms. Anne-Marie Idrac brings to the Board of Directors her experience as an executive officer of large groups and Director of international industrial groups as well as her skills in strategy, management and corporate social responsibility.

Ms. Anne-Marie Idrac is expected to remain Chair of the Nomination and Remuneration Committee following the General Shareholders' Meeting of June 6, 2019, subject to the renewal of her term.

The renewal of Ms. Anne-Marie Idrac's term is subject to the approval of the 4th Resolution.

* Listed company.



**Chief Executive Officer
of Proximus* (Belgium)**

54 years old

Compagnie de Saint-Gobain
« Les Miroirs »
18 Avenue d'Alsace
92400 Courbevoie

DOMINIQUE LEROY

Independent Director

Date of first election: November 2017

Number of shares held: 1,000

Attendance rate in 2018:

- Board of Directors: 78%

Expertise and experience:

Holder of a Master's in Commercial Engineering and Management from the Solvay Business School (1987), Ms. Dominique Leroy spent 24 years in various roles at Unilever. Having started out in marketing, finance and client development, between 1999 and 2006 she was appointed first Director of Operations Division, then Director of Logistics and finally Director of Client Development at Unilever Foods Belgium. Up to 2011, she was then Director of Client Development and member of the Management Committee, then Managing Director of Unilever Benelux, where she also sat on the Management Committee from 2008 to 2011.

In 2011, she joined Proximus Group (formerly Belgacom) as Vice President with responsibility for sales and e-business for the Consumer Business Unit, before becoming its Executive Vice President in June 2012. Since January 2014, Ms. Dominique Leroy has been CEO of Proximus Group, listed on the first market of Euronext Brussels.

At Proximus Group, she also chairs the Boards of Directors of BICS and Be-Mobile and is a Director of Proximus Art. Ms. Dominique Leroy is currently an independent member of the Supervisory Board and the Governance and Appointments Committee of Ahold Delhaize. She chairs the International Advisory Board of the Solvay Brussels School of Economics and Management.

Ms Dominique Leroy was also, until 2018, Director and Chair of the Audit Committee of Lotus Bakeries.

Ms. Dominique Leroy has been an independent Director of Compagnie de Saint-Gobain since November 2017.

Offices and duties held outside the Saint-Gobain Group:

- Chief Executive Officer of Proximus* (Belgium)
- Member of the Supervisory Board and member of the Governance and Appointments Committee of Ahold Delhaize* (the Netherlands)

Director coopted in November 2017, Ms. Dominique Leroy brings to the Board of Directors her experience as a non-French executive officer of a listed group and her operational knowledge of the distribution sector and of digital transformation matters as well as her skills in governance, management and strategy.

Ms. Dominique Leroy is expected to become a member of the Nomination and Remuneration Committee following the General Shareholders' Meeting of June 6, 2019, subject to the renewal of her term.

The renewal of Ms. Dominique Leroy's term is subject to the approval of the 5th Resolution.

* Listed company.



Chairman of the Board of Directors of Airbus*

67 years old

Airbus
42 avenue Raymond Poincaré
75116 Paris

DENIS RANQUE

Director

Member of the Nomination and Remuneration Committee

Date of first election: June 2003

Number of shares held: 888

Attendance rate in 2018:

- Board of Directors: 89%
- Nomination and Remuneration Committee: 75%

Expertise and experience:

Mr. Denis Ranque is an alumnus of École Polytechnique and of École des Mines.

He began his career at the Ministry of Industry, where he held several positions in the energy sector, before joining the Thomson Group in 1983 as Planning Director.

The following year he was transferred to the Electronic Tubes Division, first as Director of the "Space" activity then, starting 1986, as Director of the Hyperfrequency Tubes Department. Two years later, this division became a subsidiary of Thomson Tubes Électroniques, for which he was appointed Chief Executive Officer in 1989.

In April 1992, he was appointed Chairman and Chief Executive Officer of Thomson Sintra "Submarine activities". Four years later, he became Chief Executive Officer of Thomson Marconi Sonar, the sonar systems joint venture of THOMSON-CSF and GEC-MARCONI.

In January 1988, Mr. Denis Ranque was appointed Chairman and Chief Executive Officer of the THOMSON-CSF Group, which in 2000 took the name THALES, that he left in 2009 due to a change in shareholder control. He is currently Chairman of the Board of Directors of Airbus. Mr. Denis Ranque has served as Chairman of the Board of Mines Paris Tech, of the Cercle de l'Industrie and Association Nationale Recherche et Technologie. He is currently Chairman of the Haut Comité de Gouvernement d'Entreprise (High Committee on Corporate Governance) and Chairman of the Board of Directors of the Fondation École polytechnique.

Mr. Denis Ranque has been a Director of Compagnie de Saint-Gobain since June 2003.

Offices and duties held outside the Saint-Gobain Group:

- Chairman of the Board of Directors of Airbus* (the Netherlands)
- Director of CMA-CGM

Director since 2003, Mr. Denis Ranque brings to the Board of Directors his experience as a former executive officer of major international groups, his knowledge of industrial matters and in particular of Saint-Gobain Group's businesses, as well as his expertise on governance matters and his skills in finance, management and strategy.

Mr. Denis Ranque is expected to remain a member of the Nomination and Remuneration Committee following the General Shareholders' Meeting of June 6, 2019, subject to the renewal of his term.

The renewal of Mr. Denis Ranque's term is subject to the approval of the 6th Resolution.

* Listed company.



**Senior Vice President
of SGDB France, in charge
of Point.P.**

62 years old

*SGDB France
Immeuble le Mozart
13/15 rue Germaine Tailleferre
75940 Paris cedex 19*

JACQUES PESTRE

Director representing employee shareholders

Date of first election: June 2011

Number of shares held: 3,447

Attendance rate in 2018:

- Board of Directors: 100%

Expertise and experience:

Mr. Jacques Pestre is a graduate of École Supérieure de Commerce de Toulouse. Joining the Saint-Gobain Group more than 30 years ago, he began his career in 1980 within the Insulation Division as a field sales representative, then as Director of Sales (1982-1984), before being appointed Southwest Regional Director of Isover.

In 1987, Mr. Jacques Pestre was appointed Regional Director of Saint-Gobain Flat Glass, a position he held until 1988, before being appointed as Agency Head of Miroiteries de l'Ouest. From 1989 to 1995, Mr. Jacques Pestre was Chief Executive Officer of Somir SA. From 1995 to the end of August 2011, Mr. Jacques Pestre successively served as Operational Sales Director for Point.P BMSO (until 2000), Regional President for the Point.P Group (until 2007) then Area President for the POINT.P Group (2010), Senior Vice President in charge of Specialist Brands of SGDB France.

Since September 2011, Mr. Jacques Pestre has been Deputy CEO of SGDB France responsible for the POINT.P brand.

Mr. Jacques Pestre also serves as Chairman, Chairman of the Board of Directors or Director in the following companies of the Saint-Gobain Group Building Distribution Sector: DOCKS DE L'OISE, SONEN (since 2012), BMSO, BMCE, COMASUD, BMRA, Méridionale des Bois et Matériaux MBM, and CIBOMAT.

Mr. Jacques Pestre has been a Director of Compagnie de Saint-Gobain since June 2011 and Chairman of the Supervisory Board of FCPE "Saint-Gobain PEG France".

Offices and duties held outside the Saint-Gobain Group:

None

Director since 2011, Mr. Jacques Pestre brings to the Board of Directors his in-depth knowledge of the Saint-Gobain Group, in which he has spent his entire career, and its businesses - particularly in the Building Distribution Sector - as well as his skills in management and corporate social responsibility.

The renewal of Mr. Jacques Pestre's term is subject to the approval of the 7th Resolution.

2.3 Presentation of the Group Management

2.3.1 Chairman and Chief Executive Officer and Chief Operating Officer

The General Management of Compagnie de Saint-Gobain consists of the Chairman and Chief Executive Officer and, since January 1, 2019, of a Chief Operating Officer. The operational organization of the Saint-Gobain Group's Management is provided by an Executive Committee chaired by the Chairman and Chief Executive Officer.

2.3.1.1 Chairman and Chief Executive Officer

Since the combination of the offices of Chief Executive Officer of Compagnie de Saint-Gobain with Chairman of the Board of Directors on June 3, 2010, the position of Chairman and Chief Executive Officer has been held by Pierre-André de Chalendar, whose term as Director was renewed by the General Shareholders' Meeting of June 7, 2018.

The Chairman and Chief Executive Officer is vested with the broadest authority to act under all circumstances on behalf of Compagnie de Saint-Gobain within the scope of its corporate purpose and subject to the limits set by law, the bylaws and/or internal rules of the Board of Directors (see Section 1.2.2 of Chapter 5 and Section 1.1 of Chapter 9 of the 2018 Registration Document). On the balance of powers within the Board of Directors to ensure proper compliance with the rules of governance, see Section 1.2.1 of Chapter 5 of the 2018 Registration Document.

2.3.1.2 Chief Operating Officer

At its meeting on November 22, 2018, the Board of Directors, on the proposal of the Chairman and Chief Executive Officer and upon the recommendation of the Nomination and Remuneration Committee, appointed Benoit Bazin as Chief Operating Officer effective January 1, 2019. More specifically, he is in charge of the Saint-Gobain

Group's transformation program announced on November 26, 2018 and the management of the four regions: Northern Europe; Southern Europe, Middle-East and Africa; the Americas and Asia-Pacific (see Section 2 of Chapter 1 of the 2018 Registration Document). He also participates in meetings of the Board of Directors.

Benoit Bazin is a graduate of the École Polytechnique and Ponts Paris Tech and specialized in economics at the Institut d'Études Politiques of Paris. He also holds a Master of Science degree from the Massachusetts Institute of Technology.

In 1995, he joined the French Ministry of Economy and Finance as rapporteur to the Interministerial Committee for Industrial Restructuring. He then moved to the Treasury Department, where he was responsible for State investments in the aeronautics, electronics and defense industries.

Benoit Bazin joined Saint-Gobain in 1999 as Director of the Abrasives Branch Plan. In September 2000, he was appointed Director of Planning of Compagnie de Saint-Gobain. In 2002, he became General Manager of North America and Agglomerates and Abrasives Worldwide in the Abrasives Branch. In 2005, he was appointed Chief Financial Officer of Compagnie de Saint-Gobain. From 2009 to the end of 2015, Benoit Bazin managed the Building Distribution Sector and, from 2016 to the end of 2018, the Construction Products Sector. He was Senior Vice President of Compagnie de Saint-Gobain from 2010 to the end of 2018.

In addition, Benoit Bazin was a Director and member of the Essilor Audit and Risk Committee from 2009 to 2017, and Chairman of the Audit and Risk Committee from May 2016 to March 2017.

The Chief Operating Officer is subject to the same power limitations as the Chairman and Chief Executive Officer.

2.3.2 Executive Committee

As part of the transformation of the Saint-Gobain Group announced on November 26, 2018, the General Management Committee was replaced since January 1, 2019 by an Executive Committee, which now comprises 14 members. Its new composition reflects the new organizational structure of the Saint-Gobain Group, which aims to increase the Group's proximity to its end markets. In addition to the Chairman and Chief Executive Officer and the Chief Operating

Officer, the Saint-Gobain Group's main operational and functional managers are members of the Executive Committee (see Section 3 of Chapter 1 of the 2018 Registration Document).

The mission of the Executive Committee is to review operational management, coordinate project management and implement Saint-Gobain Group's strategy. It meets every month.

2.4 Executive corporate officers' compensation (“Say on Pay”)

2.4.1 Compensation and benefits allocated to the Chairman and Chief Executive Officer

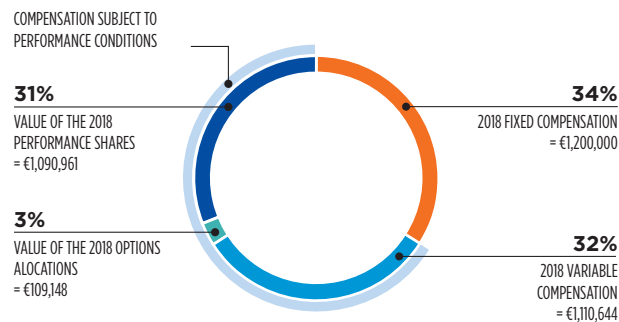
2.4.1.1 Compensation components paid or granted to Mr. Pierre-André de Chalendar, Chairman and Chief Executive Officer, in respect of fiscal year 2018, subject to the approval of the General Shareholders' Meeting of June 6, 2019 (“Say on Pay” ex post)

The so-called “Sapin II” law (*loi relative à la transparence, à la lutte contre la corruption et à la modernisation de la vie économique*), enacted on December 9, 2016, requires that the fixed, variable and exceptional components of overall compensation and benefits of any kind paid or granted to executives Directors in respect of the past fiscal year, be submitted to the approval of the Ordinary Shareholders' Meeting each year. This vote is binding (in contrast to an advisory vote).

In accordance with the law, the components of the compensation paid or granted in respect of fiscal year 2018 to Pierre-André de Chalendar, Compagnie de Saint-Gobain's Chairman and Chief Executive Officer, are subject to the approval of your General Meeting (8th Resolution). These components, described below, were decided by the Board of Directors at its meetings on February 22, 2018, November 22, 2018 and February 21, 2019, upon proposal of the Nomination and Remuneration Committee and pursuant to the Compensation policy – namely, the principles and criteria applying to the determination, distribution and allocation of the compensation components – for the Chairman and Chief Executive Officer approved by the General Shareholders' Meeting of June 7, 2018 (7th Resolution).

Summary of the compensation components paid or granted in respect of fiscal year 2018

The following chart shows the distribution of the various components of the compensation of Pierre-André de Chalendar, Chairman and Chief Executive Officer, paid or granted in respect of fiscal year 2018.



Overall, Pierre-André de Chalendar's total compensation (fixed and variable) amounted to €2,310,644 for 2018, a decrease of 10.69% compared to 2017.

For further information about the various components of the compensation paid or granted to Pierre-André de Chalendar in respect of fiscal year 2018, and the characteristics of the long-term incentive policy (stock options and performance shares) of which Pierre-André de Chalendar is one of the beneficiaries, refer to Chapter 5 *Corporate Governance* Sections 2.2 and 2.4 of the 2018 Registration Document.

Table prepared in accordance with Article L.225-100 of the French Commercial Code (“Say on pay” ex post)

Compensation components paid or granted to Pierre-André de Chalendar, Chairman and Chief Executive Officer, in respect of 2018 (Article L.225-100 of the French Commercial Code) (“Say on pay” ex post)		
Compensation components paid or granted in respect of 2018	Amount or book value submitted to vote (in EUR)	Description
Fixed compensation	Amount due: €1,200,000	In accordance with the Compensation policy approved by the General Shareholders' Meeting of June 7, 2018 (7 th Resolution).
Annual variable compensation	Amount due: €1,110,644 (Board of Directors' meeting of February 21, 2019)	<p>At its February 22, 2018 meeting, the Board of Directors decided, based on the recommendations of the Nomination and Remuneration Committee, to maintain the cap on the amount of Pierre-André de Chalendar's variable compensation in respect of fiscal year 2018 unchanged at 170% of his fixed compensation, and fixed the quantifiable and qualitative objectives detailed below, determining, up to a limit of 2/3 and 1/3 respectively, the variable portion of his compensation (cap and structure unchanged since 2014).</p> <p>Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at its February 21, 2019 meeting, determined Pierre-André de Chalendar's variable compensation as follows, taking into account the extent to which the objectives outlined below have been achieved:</p> <ul style="list-style-type: none"> ◆ the portion of the variable compensation based on the fulfillment of the four quantifiable objectives (return on capital employed (ROCE), Group operating income, Group recurring earnings per share and operating free cash flow) amounted to €578,000, corresponding to an achievement rate of 42.50% (see details in Section 2.2.2 (b) of Chapter 5 <i>Corporate Governance</i> of the 2018 Registration Document); ◆ the amount of the variable portion of the three qualitative objectives (continuation of the digital transformation of the Group, implementation of the corporate social responsibility policy and continuation of the Group's development strategy) amounted to €532,644, corresponding to an overall achievement rate of the qualitative objectives of 78.33% (see details in Section 2.2.2 (b) of Chapter 5 <i>Corporate Governance</i> of the 2018 Registration Document). <p>On this basis, his 2018 annual variable compensation totaled €1,110,644, corresponding to an achievement rate of 54.44%.</p> <p>Overall, Pierre-André de Chalendar's total compensation (fixed and variable) amounted to €2,310,644 for 2018, a decrease of 10.69% compared to 2017.</p> <p><i>Pursuant to the law, payment of the variable compensation is subject to the approval of the Ordinary Shareholders' Meeting of June 6, 2019.</i></p>
Deferred variable compensation	None	Pierre-André de Chalendar has not been granted any deferred variable compensation.
Multi-year variable compensation	None	Pierre-André de Chalendar has not been granted any multi-year variable compensation.
Exceptional compensation	None	Pierre-André de Chalendar has not been granted any exceptional compensation.
Stock options	Amount allocated: €109,148 (valuation based on method used to prepare the consolidated financial statements)	<p>On November 22, 2018, based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors decided, as in 2018, to grant Pierre-André de Chalendar 58,000 stock options, i.e., less than the sub-cap set by the General Shareholders' Meeting of June 2, 2016. <i>Cap on the Chairman and Chief Executive Officer's total compensation</i></p> <p>On February 22, 2018, the Board of Directors decided, that the grants of stock options, performance shares and performance units to the Chairman and Chief Executive Officer could not, at the time of their allocation, represent a value (according to IFRS) greater than 85% (compared to 100% in previous years) of his total maximum gross compensation for the same year (fixed compensation plus maximum variable compensation for the same year).</p> <p>In 2018, these allocations represented a total value (according to IFRS) at the time of their grant of €1,200,108, corresponding to 37% of his total maximum gross compensation for 2018.</p>

Compensation components paid or granted to Pierre-André de Chalendar, Chairman and Chief Executive Officer, in respect of 2018 (Article L.225-100 of the French Commercial Code) ("Say on pay" ex post)

Compensation components paid or granted in respect of 2018	Amount or book value submitted to vote (in EUR)	Description
Stock options (continued)		<p><i>Main characteristics of the 2018 Plan</i></p> <p>The performance criteria applicable to the stock options plan implemented on November 22, 2018 entail, as since 2015, an internal performance condition, linked to Saint-Gobain Group's Return on Capital Employed, including goodwill, and a relative performance condition linked to the performance of the Saint-Gobain stock price compared to the performance of the CAC 40 stock market index. Furthermore, following dialogue with investors, as announced in 2016, the stock option and performance share plans put in place since 2017 by the Board of Directors, on the proposal of the Nomination and Remuneration Committee, include a criterion relating to corporate social responsibility. These criteria have been considered relevant by the Board of Directors as they reflect the operational, financial and non-financial performance of the Saint-Gobain Group and ensure an alignment of the beneficiaries with the interest of Saint-Gobain shareholders.</p> <p>As in 2017, the Board of Directors decided at its meeting of November 22, 2018, on the proposal of the Nomination and Remuneration Committee, to apply the same exact conditions, weighted and calculated in the same way to all 2018 long-term compensation plans (stock options and performance shares).</p> <p>Exercise of the stock options is subject to fulfillment of the following cumulative conditions:</p> <ul style="list-style-type: none"> ◆ service condition: to be an employee or a Director of a Saint-Gobain Group company throughout the period up to the exercise date of the stock options, without interruption, except in a number of defined specific cases such as death, disability (as defined in paragraphs (2) and (3) of Article L.341-4 of the French Social Security Code), no-fault termination, negotiated departure, retirement, transfer to another position within the Group, or change of control of the grantee's host company to outside the Group; ◆ performance condition linked to the following three criteria: <ul style="list-style-type: none"> ◆ 65% of the options initially allocated are subject to the criteria of Return On Capital Employed, including goodwill, of the Saint-Gobain Group ("ROCE"), ◆ 20% of the options initially allocated are subject to a criterion linked to the performance of the Saint-Gobain stock price versus the performance of the CAC 40 stock market index, and ◆ 15% of the options initially allocated are subject to a criterion linked to corporate social responsibility. This criterion, resulting from dialogue with investors, comprises the following three indicators, all quantifiable and published each year as key CSR indicators, each applying to 5% of the options initially allocated: the total recordable accident rate - more than 24 hours' lost and non lost time (TRAR), the reduction rate of CO2 emissions and the senior executives diversity index. <p>The ROCE performance will be calculated as follows:</p> <ul style="list-style-type: none"> ◆ if the arithmetic average ROCE for the years 2019, 2020 and 2021 is greater than 13%, all the options subject to the ROCE performance will be exercisable; ◆ if the arithmetic average ROCE for the years 2019, 2020 and 2021 ranges between 10% and 13%, the percentage of options subject to the ROCE performance to be exercisable will be equal to: $[\text{average of 2019, 2020 and 2021 ROCE} - 10\%] / [13\% - 10\%]$; ◆ if the arithmetic average ROCE for the years 2019, 2020 and 2021 is less or equal to 10%, no options subject to the ROCE performance will be exercisable. <p>Stock price performance will be calculated by comparing the average opening listing price of the Saint-Gobain stock price and the CAC 40 index over the six months prior to November 22, 2018 to the average for over the six months prior to November 22, 2022, as follows:</p> <ul style="list-style-type: none"> ◆ if the Saint-Gobain stock price performance is at least 10% greater than that of the CAC 40 index, all the options subject to the stock price performance will be exercisable; ◆ if the Saint-Gobain stock price performance ranges between 0% and +10% compared to that of the CAC 40 index, the percentage of options subject to the stock price performance to be exercisable will be equal to: $2/3 + 1/3 * [(\text{Saint-Gobain stock price performance} / \text{CAC 40 index performance})^{(1)} - 100\%] / [110\% - 100\%]$; ◆ if the Saint-Gobain stock price performance is lower than that of the CAC 40 index, no options subject to the stock price performance will be exercisable.

(1) Saint-Gobain stock price performance/CAC 40 index performance (the Saint-Gobain stock price performance compared to that of the CAC 40 index) is equal to: 100% + difference between the Saint-Gobain stock price performance and the CAC 40 index performance, both expressed as a percentage.

Compensation components paid or granted to Pierre-André de Chalendar, Chairman and Chief Executive Officer, in respect of 2018 (Article L.225-100 of the French Commercial Code) (“Say on pay” ex post)

Compensation components paid or granted in respect of 2018	Amount or book value submitted to vote (in EUR)	Description
Stock options (continued)		<p>The performance of the corporate social responsibility criterion will be calculated as follows: <i>Total recordable accident rate – more than 24 hours’ lost time and non lost time – (“TRAR”)</i> ^{(1) (2)}</p> <p>The TRAR performance will be calculated as follows:</p> <ul style="list-style-type: none"> ◆ if the arithmetic average TRAR for the years 2019, 2020 and 2021 is lower than 2.5, all the options subject to the TRAR will be exercisable; ◆ if the arithmetic average TRAR for the years 2019, 2020 and 2021 ranges between 2.5 and 2.8, the percentage of options subject to the TRAR to be exercisable will be calculated by linear interpolation; ◆ if the arithmetic average TRAR for the years 2019, 2020 and 2021 is greater than 2.8, no options subject to the TRAR will be exercisable. <p>Reduction of the Group’s CO2 emissions between 2017 and 2021 ^{(3) (4)}</p> <p>The performance of the reduction of the Group’s CO2 emissions between 2017 and 2021 will be calculated as follows:</p> <ul style="list-style-type: none"> ◆ if the reduction of the Group’s CO2 emissions between 2017 and 2021 is greater than 6.2%, all the options subject to the reduction rate of the Group’s CO2 emission will be exercisable; ◆ if the reduction of the Group’s CO2 emissions between 2017 and 2021 ranges between 4.8% and 6.2%, the percentage of options subject to the reduction rate of the Group’s CO2 emission exercisable will be calculated by linear interpolation; ◆ if the reduction of the Group’s CO2 emissions between 2017 and 2021 is lower than 4.8%, no options subject to the reduction rate of the Group’s CO2 emission will be exercisable. <p>Senior executives diversity index ^{(5) (6)}</p> <p>The performance of the senior executives diversity index will be calculated as follows:</p> <ul style="list-style-type: none"> ◆ if the arithmetic average of the diversity index for the years 2019, 2020 and 2021 is greater than 90%, all the options subject to the diversity index will be exercisable; ◆ if the arithmetic average of the diversity index for the years 2019, 2020 and 2021 ranges between 85% and 90%, the percentage of options subject to the diversity index exercisable will be calculated by linear interpolation; ◆ if the arithmetic average of the diversity index for the years 2019, 2020 and 2021 is lower than 85%, no options subject to the diversity index will be exercisable. <p>The performance conditions applying to stock options granted by the Group are demanding as evidenced by the achievement rates of the latest three stock option plans for which the performance condition has been determined (0% for the 2014 plan, 58.9% for the 2013 plan and 16.5% for the 2012).</p> <p><u>Rules for holding shares</u></p> <p>As for previous years, the Chairman and Chief Executive Officer is required to retain a number of Saint-Gobain shares equal to at least 50% of the net capital gain on the underlying shares (after deducting social charges and taxes) at the time he exercises the 2018 options, until the cessation of his duties. However, this obligation will cease to apply if and when the total number of Saint-Gobain shares he personally holds in registered form, on the day the options are exercised, represents the equivalent of five years’ gross fixed compensation (based on the opening price quoted for Saint-Gobain shares on the option exercise date and the amount of his gross compensation applicable at that time).</p> <p>Percentage of share capital represented by the allocation of stock-options to the Chairman and Chief Executive Officer: approximately 0.01%.</p> <p>Date of authorization by the General Shareholders’ Meeting: June 2, 2016 (13th Resolution).</p> <p>Date of the Board’s grant decision: November 22, 2018.</p>

(1) *Total recordable accident rate – more than 24 hours’ lost time and non lost time – for a million hours worked by the permanent and temporary employees and by permanent subcontractors of the Saint-Gobain Group.*

(2) *In light of the improved 2017 results, in which the TRAR decreased from 3.3 in 2016 to 2.6 in 2017, the Group, when implementing the 2018 plan, set the objective of on consolidating the performance achieved at a TRAR level of 2.5.*

(3) *The results will be assessed based on iso-production.*

(4) *The Group set the objective of reducing Group CO2 emissions by at least 20% by 2025 compared with the level measured for the year 2010.*

(5) *Index corresponding to the proportion of the Group’s senior executives satisfying at least one of the three following diversity characteristics: being non-French, having diverse professional experiences (having worked at Saint-Gobain in two countries different from the country of origin or at least in three different sectors, or having an experience of more than 12 years outside the Saint-Gobain Group), being a woman.*

(6) *The Group set a general objective of maintaining a minimum of 90% of senior executives meeting one of the three abovementioned criteria and a target for 2025 of 25% of its senior executives being female.*

Compensation components paid or granted to Pierre-André de Chalendar, Chairman and Chief Executive Officer, in respect of 2018 (Article L.225-100 of the French Commercial Code) ("Say on pay" ex post)

Compensation components paid or granted in respect of 2018	Amount or book value submitted to vote (in EUR)	Description
Performance shares	Amount allocated: €1,090,961 (valuation based on method used to prepare the consolidated financial statements)	<p>On November 22, 2018, the Board of Directors decided, as in 2017, to grant Pierre-André de Chalendar 67,000 performance shares, i.e. less than the sub-cap set by the General Shareholders' Meeting of June 2, 2016 and less than the 10% cap on the overall grants of performance shares and performance units decided by the Board.</p> <p>Refer to the "Stock options" item above for the cap on grants to the Chairman and Chief Executive Officer relative to his overall compensation.</p> <p><u>Main characteristics of the 2018 Plan</u></p> <p>The performance criteria applicable to the performance share plan implemented on November 22, 2018 and their respective weightings are strictly identical to those applying to stock options and will be calculated in the same way (see above).</p> <p>Vesting of performance shares is subject to fulfillment of a service condition that applies for the entire duration of the acquisition period in a manner similar to that stipulated for stock options above (see above).</p> <p>The performance conditions applying to performance shares allocated by the Group are demanding as evidenced by the achievement rates of the latest three performance share plans for which the performance condition has been determined (86.4% for the 2014 plan, 89.2% for the 2013 plan and 65.5% for the 2012 plan).</p> <p>The performance condition relating to the 2015 plan will be determined in November 2019, since it includes, in addition to the ROCE criterion, a relative external criterion that is assessed over a 4-year period ending in November 2019.</p> <p><u>Rules for holding shares</u></p> <p>The Chairman and Chief Executive Officer is required to retain 50% of the performance shares he received in 2018, that will be delivered to him, until the cessation of his duties. However, this obligation will cease to apply if and when the total number of Saint-Gobain shares he personally holds in registered form, at the delivery date of the performance shares, represents the equivalent of five years' gross fixed compensation (based on the average opening price quoted for Saint-Gobain shares in the twenty trading days preceding the delivery date of the performance shares and the amount of his gross compensation applicable at that time).</p> <p>Percentage of share capital represented by the allocation of performance shares to the Chairman and Chief Executive Officer: approximately 0.01%.</p> <p>Date of authorization by the General Shareholders' Meeting: June 2, 2016 (14th Resolution).</p> <p>Date of the Board's grant decision: November 22, 2018.</p>
Performance units	None	No performance units were allocated to Pierre-André de Chalendar in 2017.
Directors' attendance fees	None	Pierre-André de Chalendar is not paid any Directors' fees.
In-kind benefits	Amount due: €3,673 (book value)	Pierre-André de Chalendar has use of a company car.

Compensation components paid or granted to Pierre-André de Chalendar, Chairman and Chief Executive Officer, in respect of 2018, voted at the General Shareholders' Meeting of June 7, 2018 as related-party agreements and undertakings

Compensation components	Amounts paid or granted in 2018 (in EUR)	Description
Compensation for loss of office	None	<p>See paragraph "Compensation for loss of office" on page 33 below.</p> <p>Date of renewal of the authorization by the Board of Directors: February 22, 2018.</p> <p>Date of approval by the General Shareholders' Meeting: June 7, 2018 (8th Resolution).</p>
Non-compete indemnity	None	<p>See paragraph "non-compete indemnity" on page 33 below.</p> <p>Date of renewal of the authorization by the Board of Directors: February 22, 2018.</p> <p>Date of approval by the General Shareholders' Meeting: June 7, 2018 (8th Resolution).</p>
Supplementary pension plan	None	<p>See paragraph "Supplementary pension plan" on page 34 below.</p> <p>Date of renewal of the authorization by the Board of Directors: February 22, 2018.</p> <p>Date of approval by the General Shareholders' Meeting: June 7, 2018 (9th Resolution).</p>

2.4.1.2 Compensation policy for the Chairman and Chief Executive Officer, subject to the approval of the General Shareholders' Meeting of June 6, 2019 ("Say on Pay" ex ante)

General principles of the Compensation policy applicable to the Chairman and Chief Executive Officer

The so-called "Sapin II" law (*loi relative à la transparence, à la lutte contre la corruption et à la modernisation de la vie économique*), enacted on December 9, 2016 requires that the Compensation policy for the Executive Directors, *i.e.*, the principles and criteria applying to the determination, distribution and allocation of fixed, variable and exceptional components of their total compensation and the benefits of any kind attributable to them in respect of their mandate, be submitted every year to the approval of the Ordinary General Shareholders' Meeting. This vote is binding (as opposed to an advisory vote).

The Compensation policy applicable to the Chairman and Chief Executive Officer is decided by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee.

The Board of Directors and the Nomination and Remuneration Committee are committed to ensuring that the Chairman and Chief Executive Officer's compensation complies at all times with the recommendations of the AFEP-MEDEF corporate governance code for French listed companies and in particular meets transparency and performance measurement requirements. They also ensure that it evolves taking into account the Group's performance and market practices.

The Chairman and Chief Executive Officer's compensation package is determined by taking into account all pay components (fixed compensation, annual variable compensation, long term compensation, compensation for loss of office and pension benefits), with a view to achieving a balanced mix of these components.

When setting the various components of the Chairman and Chief Executive Officer's compensation, the Board of Directors also takes into consideration benchmarks of CAC 40 companies comparable to Saint-Gobain in terms of sales, workforce and international scope of operations.

The Board also seeks to ensure that the allocation of long-term compensation instruments, (stock options, performance shares and performance units, as the case may be) to the Chairman and Chief Executive Officer in a given year does not represent a disproportionate portion of his total maximum compensation for that year and conditions these allocations to demanding caps and holding rules (see Section 2.4.1.1 above for the application of this policy in 2018).

Principles and criteria applying to the determination, distribution and allocation of the compensation components of the Chairman and Chief Executive Officer, for the 2019 fiscal year

The following table describes the principles and criteria applying to the determination, distribution and allocation of the compensation components of the Chairman and Chief Executive Officer for 2019, submitted to the approval of your General Shareholders' Meeting in accordance with Article L.225-37-2 of the French Commercial Code (9th Resolution).

Table prepared in accordance with Article L.225-37-2 of the French Commercial Code (“Say on Pay” ex ante)

Principles and criteria applying to the determination, distribution and allocation of the compensation components of the Chairman and Chief Executive Officer, for 2019, submitted to the approval of the Ordinary General Shareholders' Meeting (Article L.225-37-2 of the French Commercial Code)		
Compensation components attributable to the Chairman and Chief Executive Officer	Cap	Description
Fixed compensation	-	<p>The fixed compensation of the Chairman and Chief Executive Officer is commensurable with his experience and responsibilities as Chairman and Chief Executive Officer, and shall be compared with fixed compensation offered by similar large companies in terms of sales, workforce and international scope of operations.</p> <p>The fixed portion of the Chairman and Chief Executive Officer's compensation is €1,200,000 for the duration of his term, which was renewed by the General Shareholders' Meeting of June 7, 2018.</p>
Annual variable compensation	170% of the fixed compensation	<p>The Board of Directors decided to maintain the cap on the annual variable part of the compensation of the Chairman and Chief Executive Officer unchanged at 170% of his fixed compensation (cap unchanged since 2014).</p> <p>The amount of the variable compensation for 2019 will be decided by the Board of Directors in 2020 based on the achievement of quantifiable and qualitative objectives that it established, respectively at 2/3 and 1/3 of the variable portion of his compensation (structure unchanged since 2014).</p> <p>As regards the quantifiable objectives, the Board decided to maintain for 2019, the following four quantifiable objectives, each counting for 25%, deemed relevant for assessing the operational and financial performance of the Saint-Gobain Group and its strategy (unchanged since the renewal of his mandate in 2010): the rate of return on capital employed (ROCE), the operating income of the Group, the recurring net income of the Group per share and the <i>operating free</i> cash flow.</p> <p>In addition, the Board retained the following qualitative objectives, deemed relevant to the extent that they reflect the implementation of strategic orientations for 2019: implementation of the “Transform & Grow” transformation program, continuation of the digital transformation of the Group and implementation of the corporate social responsibility policy.</p> <p><i>In accordance with the law, the payment of the annual variable compensation will be conditioned to the approval of the 2020 Ordinary Shareholders' Meeting.</i></p>
Deferred variable compensation	None	<p>The Board of Directors does not intend to grant deferred variable compensation to the Chairman and Chief Executive Officer in 2019.</p>
Multi-year variable compensation	None	<p>The Board of Directors does not intend to grant multi-year compensation to the Chairman and Chief Executive Officer in 2019.</p>
Exceptional compensation	None	<p>The Board of Directors does not intend to grant exceptional compensation to the Chairman and Chief Executive Officer in 2019.</p> <p><i>In accordance with the law, the payment of any exceptional compensation would be conditioned to the approval of the 2020 Ordinary Shareholders' Meeting.</i></p>
Indemnity for taking up office	-	<p>The Board of Directors reserves the option, should a new Chief Executive Officer be recruited outside the Group, to grant him/her an indemnity for taking up office to compensate for his/her loss of benefits, in compliance with current practices, such as the annual variable compensation and/or long-term compensation components which he/she was entitled to as part of his/her previous duties. This indemnity for taking up office could take the form of payments in cash and/or allocation of securities subject to performance conditions.</p>

Principles and criteria applying to the determination, distribution and allocation of the compensation components of the Chairman and Chief Executive Officer, for 2019, submitted to the approval of the Ordinary General Shareholders' Meeting (Article L.225-37-2 of the French Commercial Code)

Compensation components attributable to the Chairman and Chief Executive Officer	Cap	Description
<p>Long-term compensation</p>	<p>Cap for grants of long-term compensation instruments to the Chairman and CEO, i.e., stock options, performance shares and performance units (valuation based on IFRS standards) set at 85% of his 2019 total maximum gross compensation</p> <p>and</p> <p>Cap for allocation to the Chairman and CEO fixed at 10% of the overall grants of performance shares and performance units in 2019</p> <p>and</p> <p>Caps for allocation to the executive corporate officers provided by Resolutions 23 (stock options) and 24 (performance shares) submitted to the vote of the General Shareholders' Meeting of June 6, 2019 (similar to those provided by the 2016 General Shareholders' Meeting)</p>	<p>The Board of Directors has decided that grants of stock options, performance shares and performance units to the Chairman and Chief Executive Officer in 2019, could not, at the time of their grant, represent a value (in accordance with the IFRS standards) greater than 85% of his total maximum gross compensation for the 2019 fiscal year (fixed compensation plus maximum variable compensation for the 2019 fiscal year).</p> <p><i>The grants of stock options, performance shares and performance units to the Chairman and Chief Executive Officer for the 2018 and 2017 fiscal years represented a value of less than 40% and 70% respectively of his total maximum gross compensation for such fiscal years.</i></p> <p>In addition, the Board of Directors has decided that the Chairman and Chief Executive Officer may not receive more than 10% of the overall grants of performance shares and performance units allocated under the long-term compensation plans in 2019.</p> <p>The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, proposes to the General Shareholders' Meeting to maintain, despite the appointment of a second executive corporate officer, the sub-cap on the granting of stock options to executive corporate officers at 10% of the cap set by the 23rd Resolution proposed to your General Meeting (such cap being also applicable to the 24th Resolution proposed to your General Meeting relative to the grant of performance shares which provides a sub-cap at 10% for the allocation to the executive corporate officers, which is also maintained) and to maintain unchanged the caps related to the issuance of stock options and performance shares.</p> <p>The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, proposes to your General Meeting to subject the exercise of the stock options and the vesting of the performance shares to a service condition and performance conditions based at minimum on the following criteria historically used for the Group's long-term compensation plans:</p> <ul style="list-style-type: none"> ◆ an internal performance criterion (Group ROCE); ◆ a relative performance criterion (the stock market performance of the Saint-Gobain share vis-à-vis the CAC 40 index); ◆ a criterion related to corporate social responsibility introduced in 2017. <p>In the context of the implementation in 2019 of long-term compensation plans, the Board of Directors intends, on the recommendation of the Nomination and Remuneration Committee, to maintain the same weighting of the criteria as the one adopted since 2017 for all the plans, as well as similar methods of assessment, namely:</p> <ul style="list-style-type: none"> ◆ 65% for the internal performance criterion (ROCE), to be assessed in a linear manner in relation to the brackets set by the Board for the following three years; ◆ 25% for the relative performance criterion (stock market performance of the Saint-Gobain share vis-à-vis the CAC 40 stock market index), with the application of the "no pay below index" principle and ◆ 15% for the criterion relating to corporate social responsibility, to be assessed in a linear manner in relation to the brackets that will be set by the Board taking into account the Group's published objectives. <p>These criteria have been considered relevant by the Board of Directors as they reflect the operational, financial and non-financial performance of the Saint-Gobain Group and ensure an alignment of the beneficiaries with the interest of Saint-Gobain shareholders.</p> <p>The duration of vesting periods applicable under long-term compensation plans shall not be shorter than three years.</p> <p>In the event that the Board of Directors should decide in 2019 to implement in favor of certain beneficiaries a plan of performance units instead of performance shares, as in the past, the grants of performance units will be subject to the same service and performance conditions as the grants under performance share plans which would be implemented in 2019 in favor of other beneficiaries of long-term compensation plans.</p> <p>As in the past, the Board will set for the executive corporate officers, for any allocation in 2019 under long-term compensation plans, a demanding obligation to retain shares resulting from the exercise of stock options or vested performance shares or to reinvest in shares upon exercise of performance units, that the executive corporate officers will be required to retain in registered form until the cessation of their duties.</p>

Principles and criteria applying to the determination, distribution and allocation of the compensation components of the Chairman and Chief Executive Officer, for 2019, submitted to the approval of the Ordinary General Shareholders' Meeting (Article L.225-37-2 of the French Commercial Code)

Compensation components attributable to the Chairman and Chief Executive Officer	Cap	Description
Consequences of departure of the Director on his stock options, performance shares and performance units	-	<p>a) In the event of his departure as Director as a result of death, disability or retirement, as provided in the rules of the relevant long-term compensation plans, the Chairman and Chief Executive Officer will not be deprived of his right to exercise stock options and performance units or to receive the performance shares that he has been granted on his departure date;</p> <p>b) In the event of his departure as Director for other reasons, with the exception of the following, which will lead to forfeiture of all his rights:</p> <ul style="list-style-type: none"> ◆ dismissal for serious misconduct or gross negligence separate from his duties, and ◆ resignation (other than in the 12 months following a merger or demerger affecting Compagnie de Saint-Gobain, the acquisition of control of Compagnie de Saint-Gobain or a material change in the Group's strategy leading to a major refocusing of its activity). <p>the Board of Directors may, at the proposal of the Nomination and Remuneration Committee, decide to waive the service condition and to maintain, purely on a pro rata temporis basis, his benefit of all or part of the stock options, performance shares and performance units that he holds on his departure date and for which the minimum exercise period has not elapsed or which have not been delivered on that date, as the case may be.</p> <p>Any such decision by the Board of Directors must be justified in accordance with the AFEP-MEDEF code. The exercise of stock options and performance units, and the allocation of performance shares, would nonetheless remain subject in this case to the fulfillment of the performance condition(s) stipulated in the rules of the relevant plans.</p>
Directors' attendance fees	None	The Chairman and Chief Executive Officer is not paid any Directors' fees.
In-kind benefits	-	The Chairman and Chief Executive Officer has use of a company car.

Compensation components authorized by the General Shareholders' Meeting of June 7, 2018 as related-party agreements and undertakings

Description

Compensation for loss of office	<p>In the event of forced termination of office, irrespective of the form of termination under the following circumstances:</p> <p>a) he is removed from office or his mandate as Chairman and Chief Executive Officer is not renewed on expiry, other than at his own initiative or as a result of gross or willful misconduct or serious misconduct not related to his duties as Chief Executive Officer; or</p> <p>b) he is forced to resign within the twelve months following:</p> <ul style="list-style-type: none"> ◆ the date of approval by the shareholders of a merger or demerger affecting Compagnie de Saint-Gobain, or ◆ the effective date on which a third party or group of third parties acting in concert acquires control of Compagnie de Saint-Gobain (in accordance with Article L.233-3 of the French Commercial Code), or ◆ the announcement by Compagnie de Saint-Gobain's management bodies of a significant change in the Group's strategy leading to a major refocusing of its business. <p>Pierre-André de Chalendar would be able to receive compensation not to exceed the double of the sum of the fixed portion of his annual compensation received as of the date of termination of his duties, and the average annual variable compensation received or receivable in respect of his last three full fiscal years in office.</p> <p>In any case, no compensation for loss of office would be due if Pierre-André de Chalendar were to leave Compagnie de Saint-Gobain at his own initiative under circumstances other than those described above, or if, upon leaving the Company under one of the circumstances described above, he were eligible to retire during the twelve months following termination of his duties as Chairman and Chief Executive Officer and to receive a pension under the so-called "SGPM" defined benefit plan.</p> <p>In no case may the sum of the indemnity for termination of office and the non-compete indemnity described below exceed twice Pierre-André de Chalendar's gross annual total compensation.</p> <p>The indemnity for loss of office shall be subject to fulfillment of a performance condition defined as the allocation by the Board of Directors of a variable part of compensation at least equal to one-half of the average maximum amount fixed for this variable part for the last three full fiscal years during which he will be Chairman and Chief Executive Officer and ending prior to the date on which he ceases his duties.</p> <p>This performance condition is challenging, as demonstrated by the overall completion rate of the objectives corresponding to the variable part of his compensation for the past two fiscal years, which in 2018 totaled 54.44%, and 80% in 2017.</p> <p>Payment of the compensation for termination of office will be dependent on the Board of Directors' acknowledgement, under the conditions set out by the legislation in force, of the fulfilment of this performance condition as of the date his duties are terminated.</p> <p>Date of authorization by the Board of Directors: February 22, 2018. Date of approval by the General Shareholders' Meeting: June 7, 2018 (8th Resolution).</p>
Non-compete indemnity	<p>Pierre-André de Chalendar has signed a firm and binding non-compete undertaking in favor of Compagnie de Saint-Gobain with a term of one year as from the date of his loss of office as Chairman and Chief Executive Officer.</p> <p>In consideration for this undertaking, in the event of his loss of office as Chairman and Chief Executive Officer for any reason whatsoever, he would receive a non-compete indemnity equal to one year's total gross compensation. Gross annual compensation is considered as comprising the same fixed and variable amounts used to calculate his compensation for loss of office referred to above.</p> <p>Under no circumstances will the sum of the indemnity under the non-compete agreement and the compensation for loss of office exceed twice Pierre-André de Chalendar's total gross annual compensation.</p> <p>It should be noted that the non-compete undertaking is a means of protection for Saint-Gobain, a non-compete indemnity being a mandatory compensation for the restrictions imposed.</p> <p>The Board of Directors reserves the right to unilaterally waive application of the non-compete agreement no later than on the date of termination of the Chairman and Chief Executive Officer's duties, in which case he will be released from any commitment and no amount will be due to him on this account.</p> <p>Date of authorization by the Board of Directors: February 22, 2018. Date of approval by the General Shareholders' Meeting: June 7, 2018 (8th Resolution).</p>

Compensation components authorized by the General Shareholders' Meeting of June 7, 2018 as related-party agreements and undertakings

Description

Supplementary pension arrangements

Pierre-André de Chalendar is a beneficiary under the defined benefit pension plan applicable to all employees and managers of Compagnie de Saint-Gobain who, as he did, joined the Company prior to January 1, 1994, date on which this plan was closed to new entrants. It is a so-called differential type system, according to Article 39 of the General Tax Code.

As of December 31, 2018, 218 retired former employees of Compagnie de Saint-Gobain were receiving benefits under the plan - so-called "SGPM" - and a further 25 active employees will be entitled to benefits on retirement.

To benefit from the plan, Pierre-André de Chalendar will have to retire at 60 or over on a full pension under the compulsory government-sponsored schemes after contributing to the SGPM plan for at least 15 years. If he leaves Compagnie de Saint-Gobain before fulfilling these conditions, he will not be able to claim this benefit, unless forced to terminate his activity for health reasons.

Benefits under the plan are determined so that retirees receive a guaranteed total income in retirement. The guaranteed amount depends on the retiree's years of service (up to 35 years) and is determined on a declining scale for each tranche of gross annual compensation excluding exceptional or temporary payments.

Benefits received by the retiree under other basic and compulsory pension plans during the period are deducted from the guaranteed amount for the purpose of calculating the plan's total guaranteed benefits.

Pierre-André de Chalendar's pension will be based on his final year's fixed compensation and his years of service with the Group, calculated as from October 1, 1989, the date on which he joined the Saint-Gobain Group. If he were to leave after completing the maximum number of pensionable years of service under the "SGPM" plan, Pierre-André de Chalendar would be entitled to total guaranteed pension benefits (including pension benefits paid under the basic and compulsory pension schemes) representing a guaranteed replacement rate of approximately 47% of his final year's fixed compensation. The seniority-based supplementary pension benefits under the "SGPM" plan that would be paid by Compagnie de Saint-Gobain, which corresponds to the difference between these guaranteed total benefits and the amount of benefits paid under the basic and compulsory pension schemes, would therefore be approximately 36% of his latest fixed compensation set in the event of retirement at maximum seniority.

Pierre-André de Chalendar's maximum supplementary retirement payout is significantly lower than the AFEP-MEDEF code's recommended ceiling, which is 45% of the sum of the fixed and variable compensations.

In accordance with Article L.225-42-1 of the French Commercial Code based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at its meeting of February 22, 2018, decided upon the **performance condition to which the annual increase in Pierre-André de Chalendar's retirement benefits is subject**, defined as follows: allocation by the Board of Directors of a variable compensation component at least equal to one-half of the average maximum amount fixed for that variable portion for the last three full fiscal years. Fulfillment of this performance condition determining the increase in rights as of October 1 is ascertained each year by the Board of Directors, in accordance with the law.

Date of authorization by the Board of Directors: February 22, 2018.

Date of approval by the General Shareholders' Meeting: June 7, 2018 (9th Resolution).

Health and personal risk insurance

Pierre-André de Chalendar continues to benefit in full from the Group's health and personal risk insurance policies entered into with GAN and Mutuelle Malakoff Médéric, respectively, which all the employees of Compagnie de Saint-Gobain also benefit from.

Date of authorization by the Board of Directors: February 22, 2018.

Date of approval by the General Shareholders' Meeting: June 7, 2018 (10th Resolution).

2.4.2 Compensation policy for the Chief Operating Officer, subject to the approval of the General Shareholders' Meeting of June 6, 2019 ("Say on Pay" ex ante)

General principles of the Compensation policy applicable to the Chief Operating Officer

The general principles governing the determination of the Compensation policy of the Chief Operating Officer are the same as the ones applicable to the Chairman and Chief Executive Officer (see Section 2.4.1.2 page 29 above).

Principles and criteria applying to the determination, distribution and allocation of the compensation components of the Chief Operating Officer, for the 2019 fiscal year

At its meeting on November 22, 2018, the Board of Directors, on the proposal of the Chairman and Chief Executive Officer and the recommendation of the Nomination and Remuneration Committee, appointed Benoit Bazin as Chief Operating Officer effective January 1, 2019 (see Section 2.3.1.2 above). On the proposal of the Nomination and Remuneration Committee, the Board also decided on the Compensation policy for the Chief Operating Officer (including the related-party agreements granted to him, described below). On the proposal of the Nomination and Remuneration Committee, the Board of Directors set the quantifiable and qualitative objectives to be applied to the variable portion of his compensation for the 2019 fiscal year at its meeting of February 21, 2019, during which it approved the financial statements for the year ended December 31, 2018, approved the 2019 budget and adopted the Compensation policy of the Chairman and Chief Executive Officer.

The employment contract for Benoit Bazin, who joined the Saint-Gobain Group on September 1, 1999, has been suspended since January 1, 2019 and for the duration of his term of office as Chief Operating Officer.

The tables below show, respectively, the principles and criteria applying to the determination, distribution and allocation of the compensation components of the Chief Operating Officer for the 2019 fiscal year, to be submitted to the approval of the General Shareholders' Meeting of June 6, 2019 pursuant to Article L.225-37-2 of the French Commercial Code (10th Resolution).

Principles and criteria applying to the determination, distribution and allocation of the compensation components of the Chief Operating Officer, for the 2019 fiscal year, submitted to the approval of the Ordinary General Shareholders' Meeting (Article L.225-37-2 of the French Commercial Code)		
Compensation components attributable to the Chief Operating Officer	Cap	Description
Fixed compensation	-	The fixed compensation of the Chief Operating Officer is commensurate with his experience and responsibilities as Chief Operating Officer and shall be compared with fixed compensation offered by similar large companies in terms of net sales, workforce and international scope of operations. <i>In accordance with these principles, on November 22, 2018, on the proposal of the Nomination and Remuneration Committee, the Board of Directors decided to set that fixed compensation at €750,000 for 2019. The Committee noted, based on an external firm's study, that this level was at the median for industrial CAC 40 companies comparable to Saint-Gobain in terms of size: net sales, workforce and international scope of operations.</i>
Annual variable compensation	120% of the fixed compensation	The Board of Directors decided to set the cap for the annual variable portion of the compensation of the Chief Operating Officer at 120% of his fixed compensation. The amount of the variable compensation for the 2019 fiscal year will be decided by the Board of Directors in 2020 based on the achievement of quantifiable and qualitative objectives that it established, respectively, at 2/3 and 1/3 of the variable portion of his compensation. As regards the quantifiable objectives, the Board decided to adopt the same quantifiable objectives for the 2019 fiscal year as those applicable to the Chairman and Chief Executive Officer, i.e. the following four objectives, each counting for 25%, deemed relevant for assessing the operational and financial performance of the Saint-Gobain Group and its strategy: the rate of return on capital employed (ROCE), the operating income of the Group, the recurring net income of the Group per share and the operating Free Cash Flow. In addition, the Board retained the same qualitative objectives, as those applicable to the Chairman and Chief Executive Officer, deemed relevant to the extent that they reflect the implementation of strategic orientations for the 2019 fiscal year: implementation of the "Transform & Grow" transformation program, continuation of the digital transformation of the Group and implementation of the corporate social responsibility policy. <i>In accordance with the law, the payment of the annual variable compensation will be conditioned to the approval of the 2020 Ordinary Shareholders' Meeting.</i>
Deferred variable compensation	None	The Board of Directors does not intend to grant deferred variable compensation to the Chief Operating Officer in 2019.
Multi-year variable compensation	None	The Board of Directors does not intend to grant variable multi-year compensation to the Chief Operating Officer in 2019.
Exceptional compensation	None	The Board of Directors does not intend to grant exceptional compensation to the Chief Operating Officer in 2019. <i>In accordance with the law, the payment of the exceptional compensation would be conditioned to the approval of the 2020 Ordinary Shareholders' Meeting.</i>
Indemnity for taking up office	None	The Board of Directors did not grant any compensation for assuming the duties of Chief Operating Officer.

Principles and criteria applying to the determination, distribution and allocation of the compensation components of the Chief Operating Officer, for the 2019 fiscal year, submitted to the approval of the Ordinary General Shareholders' Meeting (Article L.225-37-2 of the French Commercial Code)

Compensation components attributable to the Chief Operating Officer	Cap	Description
Long-term compensation	<p>Caps for grants of long-term compensation instruments to the COO, i.e. stock options, performance shares and performance units (valuation based on IFRS standards) set at (i) 85% of his 2019 maximum gross annual compensation and (ii) 50% of the Chairman and CEO's grants and</p> <p>Cap for allocation to the COO fixed at 5% of the overall grants the performance shares and performance units in 2019 and</p> <p>Caps for allocation to the executive corporate officers provided by Resolutions 23 (stock options) and 24 (performance shares) submitted to the vote of the General Shareholders' Meeting of June 6, 2019 (similar to those provided by the 2016 General Shareholders' Meeting)</p>	<p>The Board of Directors has decided that grants of stock options, performance shares and performance units to the Chief Operating Officer in 2019, could not, at the time of their grant, represent a value (in accordance with the IFRS standards) greater than 85% of his total maximum gross compensation for the 2019 fiscal year (fixed compensation plus maximum variable compensation for the 2019 fiscal year). Any grants of stock options, performance shares and performance units to the Chief Operating Officer will be capped at 50% of the grants to the Chairman and Chief Executive Officer.</p> <p>In addition, the Board of Directors has decided that the Chief Operating Officer may not receive more than 5% of the overall grants of performance shares and performance units allocated under the 2019 long-term compensation plans.</p> <p>For any allocation in 2019 under long-term compensation plans, the Board will set for the Chief Operating Officer a demanding obligation to retain shares resulting from the exercise of stock options or vested performance shares or to reinvest in shares upon the exercise of performance units, which the Chief Operating Officer will be required to hold in registered form until the end of his duties.</p> <p>The characteristics of the long-term compensation plans for the Chief Operating Officer will be identical to the ones described for the Chairman and Chief Executive Officer. (see Section 2.4.1.2 above page 31).</p>
Consequences of the departure of the Chief Operating Officer on his stock options and performance shares granted during his term of office as Chief Operating Officer	-	<p>a) In the event of termination of his office as executive corporate officer, the Chief Operating Officer (or his heirs in the event of death) shall be deprived of his right to exercise stock options or receive performance shares and other long-term compensation instruments granted to him during his term as Chief Operating Officer for which the minimum exercise period, or the acquisition period, will not have expired as of the date of termination of his office as executive corporate officer (with the exception of events of death, disability or retirement, in which case the long-term compensation instruments will be maintained as stated in the related rules for the long-term compensation plans).</p> <p>b) The Board of Directors shall nevertheless have the option, on the proposal of the Nomination and Remuneration Committee, to maintain, exclusively on a prorata temporis basis, the benefit of stock options, performance shares and other long-term compensation instruments granted to him during his office as Chief Operating Officer for which the minimum exercise period or the acquisition period, as the case may be, will not have expired as of the date of termination of his office as executive corporate officer.</p> <p>Such decision by the Board of Directors shall occur no later than the day of the termination of office. Any such decision by the Board of Directors must be justified in accordance with the AFEP-MEDEF Code.</p> <p>The exercise of stock options and the vesting of performance shares and other long-term compensation instruments would nonetheless remain subject in this case to the fulfillment of the performance conditions stipulated in the rules of the relevant plans.</p> <p>c) By exception, the Board of Directors shall not have the option to maintain this benefit in the following cases:</p> <ul style="list-style-type: none"> ◆ dismissal for gross or serious misconduct or serious misconduct not related to his duties; and ◆ resignation from the duties of executive corporate officer which does not constitute a case of "Forced Resignation". "Forced Resignation" means a resignation from the duties of executive corporate officer that occurs within the twelve months following: <ul style="list-style-type: none"> ◆ the date of approval by the shareholders of a merger or demerger affecting Compagnie de Saint-Gobain, or ◆ the effective date on which a third party or group of investors acting in concert acquires control of Compagnie de Saint-Gobain (in accordance with Article L.233-3 of the French Commercial Code), or ◆ the announcement by Compagnie de Saint-Gobain's management bodies of a significant change in the Group's strategy leading to a major refocusing of its business.
Directors' attendance fees	None	The Chief Operating Officer is not paid any Directors' fees.
In-kind benefits	-	The Chief Operating Officer has use of a company car.

2.4.3 Related-party agreements and undertakings to the benefit of Benoit Bazin

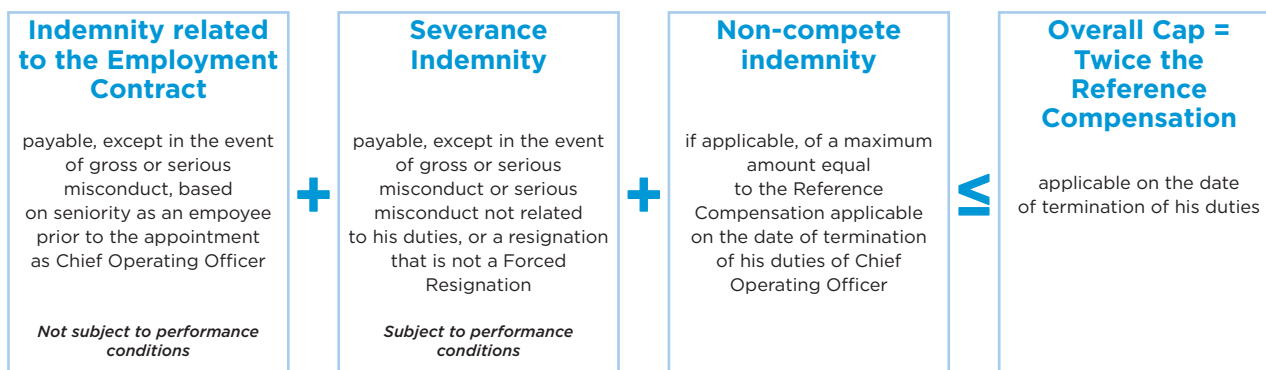
At its meeting of February 22, 2018 and at the proposal of the Nomination and Remuneration Committee, the Board of Directors authorized the benefit of the following related-party agreements and undertakings to Benoit Bazin, Chief Operating Officer: a non-compete agreement, a termination indemnity, the continuation of the benefit of his supplementary defined-benefit pension plan and life insurance and health care plans.

The benefit of such related-party agreements and undertakings is justified by the fact that Benoit Bazin’s employment contract has been suspended since January 1, 2019, as part of his appointment as Chief Operating Officer. Benoit Bazin joined the Saint-Gobain Group more than 19 years ago (see pages 40 to 42 below).

According to these related-party agreements and undertakings, a Severance Indemnity (as defined below) shall be due in the event of termination of his employment contract (i) under conditions giving rise to payment of the Indemnity related to the Employment Contract (as defined below) or (ii) by resignation from his employment contract occurring after a Forced Resignation (as defined below), provided that the notification of the termination of his employment contract occurs within 12 months following the termination of his duties as Chief Operating Officer.

No Severance Indemnity will be due if the termination of the office or employment contract occurs because of a gross or serious misconduct or serious misconduct not related to his duties, or a resignation that is not a Forced Resignation. Similarly, no Severance Indemnity will not be due if he has the possibility to claim retirement benefits.

In any case, the amount of the Severance Indemnity will be such that the sum of the Indemnity related to the Employment Contract, the non-competition indemnity - if applicable - and the Severance Indemnity cannot, under no circumstances, be greater than twice the Reference Compensation (as defined below).



The tables below show the commitments made to the Chief Operating Officer and corresponding on the one hand to compensation components, indemnities or benefits due or to be due upon termination of his duties, falling within the scope of Article L.225-42-1 of the French Commercial Code, and on the other hand, to his continuing benefit during his term of the Group's health and personal risk insurance policies. These commitments, that are also described in the Statutory Auditors' special report on related-party agreements and undertakings included on pages 40 to 42 below, are subject to the approval of your General Meeting (11th to 13th resolutions).

Compensation components authorized by the General Shareholders' Meeting of June 6, 2019 as related-party agreements and undertakings	Description
Severance indemnity	<p>The Board of Directors authorized the insertion in Benoit Bazin's employment contract, which is suspended as of January 1, 2019 during the term of his office, of a severance indemnity ("Severance Indemnity"). This Severance Indemnity shall be due in the event of termination of his employment contract (i) under conditions giving rise to the payment of the Indemnity related to the Employment Contract (as defined below) or (ii) by a resignation from his employment contract occurring after a Forced Resignation, provided that the notification of the termination of his employment contract occurs within 12 months following the termination of his duties as Chief Operating Officer.</p> <p>No Severance Indemnity will be due if the termination of the office or employment contract occurs because of a gross or serious misconduct or serious misconduct not related to his duties, or a resignation that is not a Forced Resignation. Similarly, no Severance Indemnity will not be due if he has the possibility to claim retirement benefits.</p> <p>In the event of a Forced Resignation from his duties as Chief Operating Officer, Benoit Bazin may notify the Company that this Forced Resignation also constitutes a notice of resignation from his salaried functions; there will be no grounds for payment by the Company of an Indemnity related to the Employment Contract. However, a Forced Resignation shall trigger the payment of the Severance Indemnity within the limits and conditions set out in this section.</p> <p>A Severance Indemnity constitutes a contractual indemnity. It shall be paid in addition to the Indemnity related to the Employment Contract, which is linked to the seniority acquired as an employee and is not subject to performance conditions. The Severance Indemnity is subject to the performance conditions described below.</p> <ul style="list-style-type: none"> ◆ Amount: Its gross amount is such that the sum of the Indemnity related to the Employment Contract, the non-compete indemnity (if applicable) and the Severance Indemnity cannot, under any circumstances, be greater than twice the Reference Compensation (as defined below) (the "Overall Cap"). <p>The gross amount of the Severance Indemnity shall be equal to the difference between, on the one hand, two times the amount of the Reference Compensation, and, on the other hand, the sum of the Indemnity related to the Employment Contract and, if applicable, the non-compete indemnity.</p> <ul style="list-style-type: none"> ◆ Performance condition: The benefit of the Severance Indemnity shall be subject to the fulfillment of a performance condition defined as the allocation by the Board of Directors, on average for all previous full fiscal years (not exceeding three) during which he held the position of Chief Operating Officer that ended prior to the date of termination of his duties, with a variable compensation component at least equal to half of the maximum amount set for that variable portion. In the event that, at the date of termination of duties of Chief Operating Officer, there is not at least one full fiscal year during which he held the position of Chief Operating Officer that ended prior to the date of termination of his duties, the Board of Directors shall assess the performance condition as regards to the fulfillment of the objectives of the variable portion for the current fiscal year as of the date of termination of his duties as Chief Operating Officer, on a <i>prorata temporis</i> basis as appropriate. <p>The payment of the Severance Indemnity shall be subject to the prior recognition by the Board of Directors, after consultation with the Nomination and Remuneration Committee, of the fulfillment of said performance condition assessed on the date of termination of his duties as Chief Operating Officer, and the waiver of all proceedings and actions by Benoit Bazin.</p> <p>Date of authorization by the Board of Directors: November 22, 2018. Date of submission to the General Shareholders' Meeting's approval: June 6, 2019 (11th Resolution).</p>

Compensation components authorized by the General Shareholders' Meeting of June 6, 2019 as related-party agreements and undertakings

Description

Non-compete indemnity

The Board of Directors authorized the insertion of a non-compete clause in Benoit Bazin's employment contract, which was suspended starting January 1, 2019 during the term of office. This clause stipulates a firm and irrevocable non-compete commitment from Benoit Bazin to the benefit of Compagnie de Saint-Gobain, for a period of one year following the termination of his employment contract, for any reason whatsoever, provided that such termination occurs within 12 months following the termination of his office as Chief Operating Officer.

◆ *Amount:* In consideration of this undertaking, Benoit Bazin shall receive a non-compete indemnity, including any paid leave indemnity, of an **amount equal** to, unless it is reduced under the circumstances specified in the following paragraph, Benoit Bazin's **gross total annual compensation** as Chief Operating Officer, defined as the sum of the fixed portion of his compensation, on an annual basis, as Chief Operating Officer received on the date of termination of his duties, and of the average of the variable portion of his annual compensation as Chief Operating Officer paid or to be paid for all previous full fiscal years in office (not exceeding three) during which he held the position of Chief Operating Officer that ended prior to the date of termination of his duties (this total gross annual compensation is defined as the "Reference Compensation").

Without prejudice to the Overall Cap defined in the description of the Severance Indemnity above, **the combination of this non-compete indemnity, the statutory indemnity or the indemnity related to the collective bargaining agreement that would be paid to Benoit Bazin in the event of dismissal, and any other indemnity related to the termination of his employment contract** (the statutory indemnity and any other indemnity are jointly defined, with the exception of the Severance Indemnity, as the "Indemnity related to the Employment Contract") **may not be greater than two times the Reference Compensation.** For this purpose, in the event of a termination of his employment contract resulting in the payment of an Indemnity related to the Employment Contract, the gross amount of the non-compete indemnity due to Benoit Bazin shall, if necessary, be reduced proportionally in light of the surplus amount.

◆ *Payment:* This non-compete indemnity shall be paid monthly starting from the departure of Benoit Bazin.

The payment of the non-compete indemnity would be excluded if Benoit Bazin claimed his retirement benefits. In any event, no indemnity will be paid beyond the age of 65.

◆ *Waiver option:* However, the Board of Directors reserves its right to unilaterally waive application of the non-compete commitment no later than two months following the termination of the office of the Chief Operating Officer. In this case, the Chief Operating Officer would be released from any commitment and no sum would be due to him in this respect.

Date of authorization by the Board of Directors: November 22, 2018.

Date of submission to the General Shareholders' Meeting's approval: June 6, 2019 (11th Resolution).

Supplementary pension arrangements

By decision of the Board of Directors, Benoit Bazin continues to fully benefit from the supplementary defined-benefit pension plan set up in 2012 under identical conditions to those applicable to all participants in the pension plan, subject to the following clarifications:

◆ **since Benoit Bazin joined** the Saint-Gobain Group on September 1, 1999, he accumulated 19 years and 4 months of seniority under the "2012" **pension plan when his term of office came into effect and his** employment contract was suspended on January 1, 2019;

◆ in accordance with the law (7th and 8th paragraphs of Article L.225-42-1 of the French Commercial Code), **the annual increase in Benoit Bazin's potential rights under the "2012" supplementary pension plan** as from January 1, 2019 and during his term of office as Chief Operating Officer **shall be subject to a performance condition** defined as follows: allocation by the Board of Directors, on average, for all previous full fiscal years (not exceeding three) during which he held the position of Chief Operating Officer that ended prior to the date of assessment of the fulfillment of the performance condition, with a variable compensation component at least equal to half of the maximum amount set for that variable portion (condition similar to the one applicable to the Severance Indemnity described above);

◆ the Board of Directors noted that the supplementary pension plan called "2012" is more restrictive than Article L.225-42-1, paragraph 8 of the French Commercial Code, according to which the potential rights attached to a supplementary pension plan cannot increase annually for executive corporate officers by more than 3% of the annual compensation used as a reference for calculating the pension paid under that plan;

◆ the satisfaction of the performance condition that determines the increase in Benoit Bazin's rights shall be assessed by the Board of Directors for the first time when one full fiscal year during which he has held the position of Chief Operating Officer is available. It shall be determined by the Board of Directors in the first quarter of each year until he reaches the 20-year seniority limit set by the "2012" supplementary pension plan.

Date of authorization by the Board of Directors: November 22, 2018.

Date of submission to the General Shareholders' Meeting's approval: June 6, 2019 (12th Resolution).

Health and personal risk insurance

By decision of the Board of Directors, Benoit Bazin continues to benefit in full from the Group's health and personal risk insurance policies entered into with GAN and Mutuelle Malakoff Médéric respectively during his term of office.

Date of authorization by the Board of Directors: November 22, 2018.

Date of submission to the General Shareholders' Meeting's approval: June 6, 2019 (13th Resolution).

2.4.4 Statutory Auditors' special report on related-party agreements and undertakings

(Annual General Meeting for the approval of the financial statements for the year ended December 31, 2018)

This is a free translation into English of the Statutory Auditors' special report on related party agreements and undertakings issued in French and is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders,

COMPAGNIE DE SAINT-GOBAIN S.A.

Les Miroirs
18, avenue d'Alsace
92400 Courbevoie
France

In our capacity as Statutory Auditors of Compagnie de Saint-Gobain, we hereby report to you on related party agreements and undertakings.

It is our responsibility to report to you, based on the information provided to us, on the main terms and conditions of agreements and undertakings, and the reasons put forward for their benefit to the Company that have been disclosed to us or that we may have identified as part of our engagement, as well as the reasons given as to why they are beneficial for the Company, without commenting on their relevance or substance or identifying any undisclosed agreements or undertakings. Under the provisions of Article R.225-31 of the French Commercial Code (*Code de commerce*), it is your responsibility to determine whether the agreements and undertakings are appropriate and should be approved.

Where applicable, it is also our responsibility to provide you with the information required by Article R.225-31 of the French Commercial Code (*Code de commerce*) in relation to the implementation during the year of agreements and undertakings already approved by the Annual General Meeting.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying that the information given to us is consistent with the underlying documents.

Agreements and undertakings to be submitted for the approval of the Annual General Meeting

Agreements and undertakings authorized during the year ended December 31, 2018

In accordance with Article L.225-40 of the French Commercial Code (*Code de commerce*), we were informed of the following agreements and undertakings, which have been subject to the prior authorization of your Board of Directors.

Undertakings given to Benoit Bazin concerning the compensation and benefits potentially due, in certain cases, on the termination of his duties as Chief Operating Officer

Nature and conditions

On the recommendation of the Nomination and Remuneration Committee, at its meeting of November 22, 2018, the Board of Directors authorized the insertion in Benoit Bazin's employment contract, which has been suspended since January 1, 2019 during the term of his office, of a severance indemnity ("Severance Indemnity"). This Severance Indemnity shall be due in the event of termination of his employment contract (i) under conditions giving rise to the payment of the Indemnity related to the Employment Contract or (ii) by a resignation from his employment contract occurring after a Forced Resignation, provided that the notification of the termination of the employment contract occurs within 12 months following the termination of his duties as Chief Operating Officer.

No Severance Indemnity will be due if the termination of the office or employment contract occurs because of a gross or serious misconduct or serious misconduct not related to his duties, or a resignation that is not a Forced Resignation. Similarly, no Severance Indemnity will be due if he has the possibility to claim retirement benefits.

In the event of a Forced Resignation from his duties as Chief Operating Officer, Benoit Bazin may notify the Company that this Forced Resignation also constitutes a notice of resignation from his salaried functions; there will be no grounds for payment by the Company of an Indemnity related to the Employment Contract. However, a Forced Resignation shall trigger the payment of the Severance Indemnity within the limits and conditions set out in this section.

A Severance Indemnity constitutes a contractual indemnity. It shall be made in addition to the Indemnity related to the Employment Contract, which relates to the seniority acquired as an employee and is not subject to performance conditions. The Severance Indemnity is subject to the performance conditions described below.

Amount of the Severance Indemnity

The gross amount of the Severance Indemnity is such that the sum of the Indemnity related to the Employment Contract, the non-compete indemnity (if applicable) and the Severance Indemnity cannot, under any circumstances, be greater than twice the amount of the Reference Compensation (the "Overall Cap").

The gross amount of the Severance Indemnity shall be equal to the difference between, on the one hand, twice the amount of the Reference Compensation, and, on the other hand, the sum of the Indemnity related to the Employment Contract and, if applicable, the non-compete indemnity.

Performance condition

The benefit of the Severance Indemnity shall be subject to the fulfillment of a performance condition defined as the allocation by the Board of Directors, on average for all previous full fiscal years (not exceeding three) during which he held the position of Chief Operating Officer that ended prior to the date of termination of his duties, with a variable compensation portion at least equal to half of the maximum amount set for that variable portion. In the event that, at the date of termination of duties of Chief Operating Officer, there is not at least one full fiscal year during which he held the position of Chief Operating Officer that ended prior to the date of termination of his duties, the Board of Directors shall assess the performance condition as regards to the fulfillment of the objectives of the variable portion for the current fiscal year as of the date of termination of his duties as Chief Operating Officer, on a *pro rata temporis* basis as appropriate.

The payment of the Severance Indemnity shall be subject to the prior recognition by the Board of Directors, after consultation with the Nomination and Remuneration Committee, of the fulfillment of said performance condition assessed on the date of termination of his duties as Chief Operating Officer, and the waiver of all proceedings and actions by Benoit Bazin.

On the recommendation of the Nomination and Remuneration Committee, at its meeting on November 22, 2018, the Board of Directors also authorized the insertion of a non-compete clause in Benoit Bazin's employment contract, which has been suspended since January 1, 2019 during the term of his office. This clause stipulates a firm and irrevocable non-compete commitment from Benoit Bazin to the benefit of Compagnie de Saint-Gobain, for a period of one year following the termination of his employment contract, for any reason whatsoever, provided that such termination occurs within 12 months following the termination of his duties as Chief Operating Officer.

Amount of the non-compete indemnity

In consideration of this undertaking, Benoit Bazin shall receive a non-compete indemnity, including the paid leave indemnity, of an amount equal to, unless it is reduced under the circumstances specified in the following paragraph, Benoit Bazin's gross total annual compensation as Chief Operating Officer, defined as the sum of the fixed portion of his compensation, on an annual basis, as Chief Operating Officer received on the date of termination of his duties, and of the average of the variable portion of his annual compensation as Chief Operating Officer paid or to be paid for all previous full fiscal years in office (not exceeding three) during which he held the position of Chief Operating Officer that ended prior to the date of termination of his duties (this total gross annual compensation is defined as the "Reference Compensation").

Without prejudice to the Overall Cap defined in the description of the Severance Indemnity above, the combination of this non-compete indemnity, the statutory indemnity or the indemnity related to the collective bargaining agreement that would be paid to Benoit Bazin in the event of dismissal, and any other indemnity related to the termination of the employment contract (the statutory indemnity and any other indemnity are jointly defined, with the exception of the Severance Indemnity, as the "Indemnity related to the Employment Contract") may not be greater than twice the amount of the Reference Compensation. For this purpose, in the event of a termination of the employment contract resulting in the payment of an Indemnity related to the Employment Contract, the gross amount of the non-compete indemnity due to Benoit Bazin shall, if necessary, be reduced proportionally in light of the surplus amount.

Payment

This non-compete indemnity shall be paid monthly starting from the departure of Benoit Bazin.

The payment of the non-compete indemnity would be excluded if Benoit Bazin claimed his retirement benefits. In any event, no indemnity will be paid beyond the age of 65.

Waiver option

The Board of Directors reserves its right to unilaterally waive the implementation of the non-compete commitment no later than two months following the termination of the office of the Chief Operating Officer. In this case, the Chief Operating Officer would be relieved from any commitment and no sum would be due to him in this respect.

Person concerned

Benoit Bazin - Chief Operating Officer

Reason explaining why the undertakings are beneficial for the Company

Your Board of Directors explained that these undertakings are beneficial for the Company as Benoit Bazin's employment contract has been suspended since January 1, 2019 when he was appointed as Chief Operating Officer, which is why these undertakings were given since that date.

Pension plan for Benoit Bazin in his capacity as executive corporate officer

Nature and conditions

On the recommendation of the Nomination and Remuneration Committee, at its meeting on November 22, 2018, the Board of Directors decided that Benoit Bazin continues to fully benefit from the supplementary defined-benefit pension plan set up in 2012 under identical conditions to those applicable to all participants in the pension plan, subject to the following clarifications:

- ◆ since Benoit Bazin joined the Saint-Gobain Group on September 1, 1999, he accumulated 19 years and 4 months of seniority under the "2012" pension plan when his term of office came into effect and his employment contract was suspended on January 1, 2019;

- ◆ in accordance with the law (7th and 8th paragraphs of Article L.225-42-1 of the French Commercial Code), the annual increase in Benoit Bazin's potential rights under the "2012" supplementary pension plan as from January 1, 2019 and during his term of office as Chief Operating Officer shall be subject to a performance condition defined as follows: allocation by the Board of Directors, on average, for all previous full fiscal years (not exceeding three) during which he held the position of Chief Operating Officer that ended prior to the date of assessment of the fulfillment of the performance condition, with a variable compensation portion at least equal to half of the maximum amount set for that variable portion (condition similar to the one applicable to the Severance Indemnity described above);
- ◆ the Board of Directors noted that the "2012" supplementary pension plan is more restrictive than required by Article L.225-42-1, paragraph 8 of the French Commercial Code, according to which the potential rights attached to a supplementary pension plan cannot increase annually for executive corporate officers by more than 3% of the annual compensation used as a reference for calculating the pension paid under that plan;
- ◆ the satisfaction of the performance condition that determines the increase in Benoit Bazin's rights shall be assessed by the Board of Directors for the first time when one full fiscal year during which he has held the position of Chief Operating Officer is available. It shall be determined by the Board of Directors in the first quarter of each year until he reaches the 20-year seniority limit set by the "2012" supplementary pension plan.

Person concerned

Benoit Bazin - Chief Operating Officer

Reason explaining why the undertakings are beneficial for the Company

Your Board of Directors explained that this undertaking is beneficial for the Company as Benoit Bazin's employment contract has been suspended since January 1, 2019 when he was appointed as Chief Operating Officer, which is why these undertakings were given since that date.

Benefits under the Group health and personal risk insurance contracts applicable to employees of Compagnie de Saint-Gobain to be maintained for Benoit Bazin in his capacity as executive corporate officer

Nature and conditions

On the recommendation of the Nomination and Remuneration Committee, at its meeting on November 22, 2018, the Board of Directors decided that Benoit Bazin continues to benefit in full from the Group's health and personal risk insurance policies entered into with GAN and Mutuelle Malakoff Médéric respectively during his term of office.

Person concerned

Benoit Bazin - Chief Operating Officer

Reason explaining why the undertakings are beneficial for the Company

Your Board of Directors explained that this undertaking is beneficial for the Company as Benoit Bazin's employment contract has been suspended since January 1, 2019 when he was appointed as Chief Operating Officer, which is why this undertaking was given since that date.

Agreements and undertakings previously approved by the Annual General Meeting

Agreements and undertakings approved during the year ended December 31, 2018

a) Which were implemented during the year

Pursuant to Article R.225-30 of the French Commercial Code, we were informed that the following agreements and undertakings, already approved by the Annual General Meeting of June 7, 2018, were implemented during the year.

Nature and date of approval by the Annual General Meeting	Person(s)/entity(ies) concerned	Implementation in the year ended December 31, 2017
Group health and personal risk insurance contract for employees and corporate officers Approved by the Annual General Meeting of: June 7, 2018 (Statutory Auditors' special report of March 12, 2018)	Chairman and Chief Executive Officer: Pierre-André de Chalendar	On the recommendation of the Nomination and Remuneration Committee, at its meeting on February 22, 2018, the Board of Directors decided that Pierre-André de Chalendar would continue to benefit in full from the Group health and personal risk insurance contracts entered into with GAN and Mutuelle Malakoff Médéric respectively. Payment of €9,122, made by the Company for Pierre André de Chalendar's insurance coverage in respect of 2018.

b) Which were not implemented during the year

Furthermore, we were informed that the following agreements and undertakings, already approved by the Annual General Meeting of June 7, 2018, remained in force but were not implemented during the year.

Undertakings given to Pierre-André de Chalendar concerning the compensation and benefits potentially due, in certain cases, on the termination of his duties as Chairman and Chief Executive Officer

Nature and conditions

On the recommendation of the Nomination and Remuneration Committee, at its meeting of February 22, 2018, the Board of Directors authorized the renewal of benefits payable to Pierre-André de Chalendar on the termination of his duties as Chairman and Chief Executive Officer ("compensation for termination of office") of Compagnie de Saint-Gobain ("the Company").

The terms and conditions of this compensation for termination of office are as follows:

1. The compensation for termination of office will be paid in the event of the forced termination of Pierre-André de Chalendar's duties as Chairman and Chief Executive Officer, irrespective of the form of termination under the following circumstances:
 - a. he is removed from office or his appointment as Chairman and Chief Executive Officer is not renewed, other than at his own initiative or as a result of gross or willful misconduct (by reference to case law relating to employment matters) or serious misconduct not related to his duties as Chief Executive Officer (in accordance with the case law definition), or
 - b. he is forced to resign within the twelve months following:
 - ◆ the date of approval by the shareholders of a merger or a demerger affecting the Company, or
 - ◆ the date on which a third party or group of third parties acquires control of the Company (in accordance with Article L.233-3 of the French Commercial Code), or
 - ◆ the announcement by the Company's management bodies of a significant shift in the Group's strategy leading to a major change in its business;
2. No compensation for termination of office will be due if Pierre-André de Chalendar leaves the Company (i) at his own initiative in circumstances other than those described in 1. above, or (ii) in one of the circumstances described in 1. above, if he would have been eligible to retire during the following twelve months and to receive a pension under the SGPM supplementary pension plan for engineers and managers;
3. The amount of the compensation for termination of office will be equal to no more than twice the amount of Pierre-André de Chalendar's total gross annual compensation as Chairman and Chief Executive Officer, defined as the sum of the fixed portion of the annual compensation of the Chairman and Chief Executive Officer received as of the date of termination of his duties, and the average annual variable bonus of the Chairman and Chief Executive Officer received or receivable in respect of his last three full fiscal years in office (this total gross annual compensation is defined hereinafter as the "Reference Compensation"). In any case, the sum of the compensation for termination of office and of the non-compete agreement compensation will not exceed twice the amount of the Reference Compensation;
4. Payment of the compensation for termination of office will be subject to fulfilment of performance condition evidenced by the Board of Directors' decision to award him a variable bonus for the last three full fiscal years ended before the termination of his duties as Chairman and Chief Executive Officer at least equal to one half of the maximum bonus.

Payment of the compensation for termination of office will be dependent on the Board of Directors' acknowledgement, under the conditions set out by the legislation in force, of the fulfilment of this performance condition as of the date his duties are terminated.

On the recommendation of the Nomination and Remuneration Committee, at its meeting on February 22, 2018, the Board of Directors authorized the renewal of a firm and irrevocable non-compete undertaking between Pierre-André de Chalendar and the Company for a period of one year from the date on which his functions as Chairman and Chief Executive Officer are terminated in circumstances qualifying him for the compensation for termination of office. In consideration for this undertaking, Pierre-André de Chalendar will receive a compensation equal to the Reference Compensation, it being specified that the amount of the compensation for termination of office due to Pierre-André de Chalendar will, if necessary, be reduced so that the sum of the non-compete agreement compensation and the compensation for termination of office amount will not exceed twice the amount of the Reference Compensation. The Board of Directors reserves the right to unilaterally waive the implementation of the non-compete commitment no later than the day of termination of the Chairman and Chief Executive Officer's duties, in which case he would be released from any commitment and no amounts would be due to him on this account.

Approved by the Annual General Meeting of: June 7, 2018

(Statutory Auditors' special report of March 12, 2018)

Person concerned

Pierre-André de Chalendar – Chairman and Chief Executive Officer

Reason explaining why the undertakings are beneficial for the Company

Your Board of Directors explained that these undertakings are beneficial for the Company as Pierre-André de Chalendar waived his employment contract in 2010 to be appointed as Chairman and Chief Executive Officer, which is why these undertakings have been given and renewed since that date.

Pension plan for Pierre-André de Chalendar in his capacity as non-salaried executive corporate officer

Nature and conditions

On the recommendation of the Nomination and Remuneration Committee, at its meeting on February 22, 2018, the Board of Directors decided, in accordance with Article 17 of the rules and regulations of the SGPM supplementary pension plan for engineers and managers, that Pierre-André de Chalendar would continue to benefit in full from the provisions of said rules and regulations under the same conditions as those applicable to all members of the pension plan, except for the following amendment. In accordance with law (Article L.225-42-1, paragraphs 7 and 8 of the French Commercial Code), the Board of Directors has decided that, as from the renewal of the mandate of Pierre-André de Chalendar, the annual increase of his potential rights under the SGPM supplementary pension plan for engineers and managers will be subject to a performance condition defined as having been allocated by the Board of Directors a variable part of compensation at least equal to one half of the maximum amount fixed for this variable part for the last three full fiscal years during which he will be Chairman and Chief Executive Officer and ending prior to the date on which he ceases his duties (this condition being the same as for the compensation for termination of office described above).

Approved by the Annual General Meeting of: June 7, 2018

(Statutory Auditors' special report of March 12, 2018)

Person concerned

Pierre-André de Chalendar – Chairman and Chief Executive Officer

Reason explaining why the undertakings are beneficial for the Company

Your Board of Directors explained that this undertaking was beneficial for the Company as Pierre-André de Chalendar waived his employment contract in 2010 to be appointed as Chairman and Chief Executive Officer, which is why this undertaking has been given and renewed since that date.

Benefits under the Group health and personal risk insurance contracts applicable to employees of Compagnie de Saint-Gobain to be maintained for Pierre-André de Chalendar in his capacity as non-salaried executive corporate officer

Nature and conditions

On the recommendation of the Nomination and Remuneration Committee, at its meeting on February 22, 2018, the Board of Directors decided that Pierre-André de Chalendar will continue to benefit in full from the Group health and personal risk insurance contracts entered into with GAN and Mutuelle Malakoff Médéric respectively.

Approved by the Annual General Meeting of: June 7, 2018

(Statutory Auditors' special report of March 12, 2018)

Person concerned

Pierre-André de Chalendar – Chairman and Chief Executive Officer

Reason explaining why the undertakings are beneficial for the Company

Your Board of Directors explained that this undertaking was beneficial for the Company as Pierre-André de Chalendar waived his employment contract in 2010 to be appointed as Chairman and Chief Executive Officer, which is why this undertaking has been given and renewed since that date.

Neuilly-sur-Seine and Paris La Défense, March 14, 2019

The Statutory Auditors

PricewaterhouseCoopers Audit

KPMG Audit
Department of KPMG S.A.

Edouard Sattle

Cécile Saint-Martin

Jean-Paul Thill

Bertrand Pruvost

3

AGENDA FOR THE GENERAL MEETING AND OVERVIEW OF THE PROPOSED RESOLUTIONS

3.1 Agenda for the General Meeting

Ordinary General Meeting

1st resolution: Approval of the Company's non-consolidated financial statements for 2018.

2nd resolution: Approval of the Company's consolidated financial statements for 2018.

3rd resolution: Appropriation of income and determination of the dividend.

4th resolution: Renewal of Ms. Anne-Marie Idrac's term of office as Director.

5th resolution: Renewal of Ms. Dominique Leroy's term of office as Director.

6th resolution: Renewal of Mr. Denis Ranque's term of office as Director.

7th resolution: Renewal of Mr. Jacques Pestre's term of office as Director representing employee shareholders.

8th resolution: Approval of the components of compensation paid or granted to the Chairman and Chief Executive Officer, Mr. Pierre-André de Chalendar, in respect of 2018.

9th resolution: Approval of the components of the Compensation policy of the Chairman and Chief Executive Officer for 2019.

10th resolution: Approval of the components of the Compensation policy of the Chief Operating Officer for 2019.

11th resolution: Approval of the commitments to pay compensation for loss of office and other benefits to Mr. Benoit Bazin in the event that his term of office as Chief Operating Officer is terminated under certain circumstances.

12th resolution: Approval of the post-employment benefit obligations towards Mr. Benoit Bazin.

13th resolution: Approval of the decision to allow Mr. Benoit Bazin to continue to be covered by the death, disability and health insurance plans for employees of Compagnie de Saint-Gobain in his capacity as an Executive Director.

14th resolution: Authorization given to the Board of Directors to trade in the Company's shares.

Extraordinary Meeting

15th resolution: Delegation of authority granted to the Board of Directors to increase the share capital through the issue, with preferential subscription rights for existing shareholders, 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 thirty-seven million euros (shares) excluding any adjustment, representing approximately 20% of the share capital, the amounts specified in the sixteenth, seventeenth, eighteenth, nineteenth and twentieth 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 the sixteenth, seventeenth and eighteenth resolution 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.

16th resolution: Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights for existing shareholders but with the possibility of granting a priority period for such shareholders, by public offering, 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 eighteen million euros (shares) excluding any applicable adjustment, representing approximately 10% of the share capital, the amounts specified in the seventeenth, eighteenth and nineteenth 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 seventeenth and eighteenth 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 fifteenth resolution.

17th resolution: Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights for existing shareholders, 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 private placement referred to in Article L.411-2 II of the French Monetary and Financial Code, up to a maximum nominal amount of two hundred eighteen 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 sixteenth resolution.

18th resolution: Delegation of authority granted to the Board of Directors to increase the number of securities to be issued in the event that the issue of shares, with or without preferential subscription rights, or securities giving access to the share capital, is oversubscribed, within the legal and regulatory limits (15% of the original issue to date) and subject to the limits specified in the resolutions which decided the initial issue.

19th resolution: Authorization to increase the share capital by up to a maximum of 10%, excluding any applicable adjustment, and without preferential subscription rights, in consideration of contributions in kind consisting of equity securities or securities giving access to share capital, the amounts of the share capital increase and of the issuance of securities being set off against the limit specified in the sixteenth resolution.

20th resolution: 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 nine million euros excluding any applicable adjustment, representing approximately 5% of the share capital, such amount being set off against the limit specified in the fifteenth resolution.

21st resolution: Authority granted to the Board of Directors to set, in accordance with the terms determined by the Shareholders Meeting, the issue price by the Company of shares or securities giving access to the share capital, without preferential subscription rights for existing shareholders, by public offering or private placement referred to in Article L.411-2 II of the French Monetary and Financial Code, up to 10% of the share capital per twelve-month period.

22nd resolution: Delegation of authority granted to the Board of Directors to carry out equity or equity-linked securities issues, without preferential subscription rights, reserved for the members

of the employee savings plans, up to a maximum nominal amount of forty-eight million ninety thousand euros excluding any applicable adjustment, representing approximately 2.2% of the share capital.

23rd 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 Directors of the Company, with these limit of 1.5% and sub-limit of 10% being common to this resolution and the twenty-fourth resolution.

24th 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 Directors of the Company, with these limit of 1.2% and sub-limit of 10%, being set off respectively against those specified in the twenty-third resolution.

25th resolution: Authorization given to the Board of Directors to reduce the share capital by canceling Company shares representing up to 10% of the capital of the Company per 24 month period.

26th resolution: Powers to carry out formalities.

3.2 Board of Directors' report and text of the proposed resolutions

The 1st to 14th resolutions that you are invited to vote upon are governed by the rules applicable to Ordinary General Meetings, while the 15th to 26th resolutions are governed by the rules applicable to Extraordinary General Meetings.

Each proposed resolution is preceded by the corresponding extract from the Board of Directors' report describing the purpose of such proposed resolution.

1ST TO 3RD RESOLUTIONS

APPROVAL OF COMPANY'S NON-CONSOLIDATED AND CONSOLIDATED FINANCIAL STATEMENTS - APPROPRIATION OF INCOME AND DETERMINATION OF DIVIDEND (€1.33 PER SHARE)

Shareholders are requested to approve Compagnie de Saint-Gobain's non-consolidated financial statements which report net income of €669 million (1st resolution) and consolidated financial statements of the Saint-Gobain Group which report net income (Group share) of €420 million (2nd resolution) for the fiscal year ended December 31, 2018.

Further details on the 2018 results of the Saint-Gobain Group are provided in the section headed "Saint-Gobain in 2018" on pages 4 to 12 of this document, and in Chapter 4 of the 2018 Registration Document, which can be found online at www.saint-gobain.com (the "2018 Registration Document").

Based on the Company's net income for 2018 of €669 million and retained earnings of €5,580 million, creating distributable earnings of €6,249 million, the General Meeting is invited to set the total dividend at **€1.33 per share**, compared to €1.30 for fiscal year 2017, yielding a **total dividend to shareholders of €724 million**⁽¹⁾, and to carry forward approximately €5,525 million (3rd resolution).

The **ex-dividend date will be June 10, 2019** and the **dividend of €1.33 per share will be paid as from June 12, 2019**.

For individual shareholders who are French tax residents, dividends received will be 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.

First resolution: (*Approval of the Company's non-consolidated financial statements for 2018*): 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, 2018 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 2018*): 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, 2018 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, 2018 and approved by this meeting show net income of 2018 amounting to €669,184,020.05 and retained earnings at December 31, 2018 amounting to €5,580,381,117.64, yielding total distributable earnings

of €6,249,565,137.69, 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 €108,916,301.20, in accordance with Article 20 paragraph 4, 2° of the Company's by-laws,
 - ◆ an additional dividend of €615,377,101.78, representing a total dividend payment of €724,293,402.98;
- ◆ the appropriation of €5,525,271,734.71 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, 2019, i.e. 544,581,506 shares, which may fluctuate if the number of shares carrying dividend rights changes between January 31, 2019 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 €1.33. The ex-dividend date will be June 10, 2019 and the dividend will be paid as from June 12, 2019. It is specified that in the event that the Company holds some of its own shares after the ex-dividend date, the corresponding dividend amounts not paid on these will be allocated to retained earnings.

(1) This amount is calculated as of January 31, 2019 based on 546,585,004 shares entitling to dividend in respect of the 2018 fiscal year less 2,003,498 treasury shares and may vary if the number of shares entitling to dividend changes between January 31, 2019 and the ex-dividend date, depending in particular on the number of treasury shares held.

In accordance with the law, the General Meeting notes that dividends paid in the last three fiscal years preceding fiscal year 2018 are as presented in the table below:

Fiscal year	Number of shares on which a dividend was paid	Dividend per share (in EUR)	Total dividends distributed (in EUR)
2015	548,857,730	1.24	680,583,585.20
2016	550,907,388	1.26	694,143,308.88
2017	544,211,604	1.30	707,475,085.20

Dividends distributed in 2016 and 2017, for the years 2015 and 2016 respectively, were fully eligible for the 40% deduction provided for under Article 158, 3.2° of the French General Tax Code.

As for dividends distributed in 2018 in respect of the 2017 financial year, for individual shareholders who are French tax residents, dividends received pursuant to this resolution will be 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.

4TH TO 7TH RESOLUTIONS

RENEWAL OF THE TERMS OF OFFICE OF MS. ANNE-MARIE IDRAC, MS. DOMINIQUE LEROY, MR. DENIS RANQUE AND MR. JACQUES PESTRE

On the proposal of the Nomination and Remuneration Committee, the Board of Directors, at its meeting of November 22, 2018, unanimously decided to propose the renewal of the terms of office of the following four Directors which expires at the close of the General Meeting of June 6, 2019:

- ◆ Ms. Anne-Marie IDRAC (**4th resolution**);
- ◆ Ms. Dominique LEROY (**5th resolution**);
- ◆ Mr. Denis RANQUE (**6th resolution**); and
- ◆ Mr. Jacques PESTRE, representing employee shareholders (**7th resolution**).

The terms of office of these Directors are proposed to be renewed for a period of four years expiring upon completion of the Ordinary General Meeting convened to approve the financial statements for the fiscal year ended December 31, 2022, unless any of these Directors reach the age limit in which case his or her term of office would end at the close of the General Meeting held to approve the financial statements for the year in which he or she reached the age limit in accordance with the Company bylaws.

The biographical profiles of these Directors, as well as a summary of changes in the composition of the Board of Directors, are provided on pages 18 to 22 of this document.

Fourth resolution: (*Renewal of Ms. Anne-Marie Idrac's term of office as 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 Ms. Anne-Marie Idrac expires at the close of this General Meeting, resolve to reelect her 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, 2022.

Fifth resolution: (*Renewal of Ms. Dominique Leroy's term of office as 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 Ms. Dominique Leroy expires at the close of this General Meeting, resolve to reelect her 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, 2022.

Sixth resolution: (*Renewal of Mr. Denis Ranque's term of office as 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. Denis Ranque 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, 2022.

Seventh resolution: (*Renewal of Mr. Jacques Pestre's term of office as Director representing employee shareholders*): 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. Jacques Pestre expires at the close of this General Meeting, resolve to elect him as Director representing employee shareholders.

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, 2022.

8TH RESOLUTION

APPROVAL OF THE COMPONENTS OF COMPENSATION PAID OR GRANTED TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER, MR. PIERRE-ANDRÉ DE CHALENDAR, IN RESPECT OF 2018 (“SAY ON PAY” EX POST)

In compliance with Article L.225-100 of the French Commercial Code, the Board of Directors submits to the approval of your General Meeting the compensation components paid or granted in respect of fiscal year 2018 to Mr. Pierre-André de Chalendar, Chairman and Chief Executive Officer (**8th resolution**).

These components, decided by the Board of Directors upon recommendation of the Nomination and Remuneration Committee, are described in the report of the Board of Directors on corporate governance (see pages 140 to 151 of the 2018 Registration Document) and in paragraph 2.4.1.1 of the “Governance” section, on pages 24 to 28 of this document.

Eighth resolution: *(Approval of the components of compensation paid or granted to the Chairman and Chief Executive Officer, Mr. Pierre-André de Chalendar, in respect of 2018):* The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L.225-100 of the French Commercial Code, and having considered the report of the Board

of Directors, approve the components of compensation paid or granted to the Company’s Chairman and Chief Executive Officer, Mr. Pierre-André de Chalendar, in respect of 2018, as presented in the report of the Board of Directors on corporate governance referred to in Article L.225-37 of the French Commercial Code.

9TH RESOLUTION

APPROVAL OF THE COMPONENTS OF THE COMPENSATION POLICY FOR THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER FOR 2019 (“SAY ON PAY” EX ANTE)

In compliance with Article L.225-37-2 of the French Commercial Code, the Board of Directors submits to the approval of your General Meeting the principles and criteria of determination, distribution and allocation of the fixed, variable and exceptional components composing the total compensation and benefits of any kind attributable to the Chairman and Chief Executive Officer in respect of his mandate for the 2019 fiscal year, and forming the Compensation policy applying to him (**9th resolution**).

These principles and criteria, decided by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, are provided to you in the report of the Board of Directors on corporate governance (see pages 152 to 156 of the 2018 Registration Document) and in paragraph 2.4.1.2 of the “Governance” section, on pages 29 to 34 of this document.

Ninth resolution: *(Approval of the components of the Compensation policy of the Chairman and Chief Executive Officer for 2019):* The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L.225-37-2 of the French Commercial Code, and having considered the report of the Board of Directors, approve the principles and criteria of the

determination, distribution and allocation of the fixed, variable and exceptional components composing the total compensation and benefits of any kind attributable, in respect of his mandate, to the Chairman and Chief Executive Officer, as presented in the report of the Board of Directors on corporate governance referred to in Article L.225-37 of the French Commercial Code.

10TH RESOLUTION

APPROVAL OF THE COMPONENTS OF THE COMPENSATION POLICY FOR THE CHIEF OPERATING OFFICER FOR 2019 (“SAY ON PAY” EX ANTE)

In compliance with Article L.225-37-2 of the French Commercial Code, the Board of Directors submits to the approval of your General Meeting the principles and criteria of determination, distribution and allocation of the fixed, variable and exceptional components composing the total compensation and benefits of any kind attributable to the Chief Operating Officer in respect of his mandate for the 2019 fiscal year, and forming the Compensation policy applying to him (**10th resolution**).

These principles and criteria, decided by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, are provided to you in the report of the Board of Directors on corporate governance (see pages 157 to 162 of the 2018 Registration Document) and in paragraph 2.4.2 of the “Governance” section, on pages 35 to 36 of this document.

Tenth resolution: *(Approval of the components of the Compensation policy of the Chief Operating Officer for 2019):* The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L.225-37-2 of the French Commercial Code, and having considered the report of the Board of Directors, approve the principles and criteria of the determination,

distribution and allocation of the fixed, variable and exceptional components composing the total compensation and benefits of any kind attributable, in respect of his mandate, to the Chief Operating Officer, as presented in the report of the Board of Directors on corporate governance referred to in Article L.225-37 of the French Commercial Code.

11TH TO 13TH RESOLUTIONS

APPROVAL OF RELATED-PARTY AGREEMENTS AND UNDERTAKINGS TO THE BENEFIT OF BENOIT BAZIN

In compliance with the procedure for related-party agreements and undertakings, the Board of Directors submits to the approval of your General Meeting the commitments taken to the benefit of Benoit Bazin, Chief Operating Officer, and corresponding, on the one hand, to compensation components, indemnities or benefits due or to be due upon termination of his duties and, on the other hand, to his continuing benefit during his term of the Group's health and personal risk insurance policies (**11th to 13th resolutions**).

These commitments are presented to you in paragraph 2.4.3 of the "Governance" section of this document (on pages 37 to 39) and are described in the same terms in the Statutory Auditors' special report on related-party agreements and undertakings (on pages 40 to 42).

Eleventh resolution: (*Approval of the commitments to pay compensation for loss of office and other benefits to Mr. Benoit Bazin in the event that his term of office as Chief Operating Officer is terminated under certain circumstances*): The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the special report of the Statutory Auditors on related party agreements and commitments presented in accordance with Article L.225-40 of the French Commercial Code, approve in accordance with Article L.225-42-1 of the French Commercial Code the commitments described therein concerning the compensation for loss of office and other benefits that would be payable to Mr. Benoit Bazin in connection with the termination of his duties as Chief Operating Officer in certain circumstances.

Twelfth resolution: (*Approval of the post-employment benefit obligations towards Mr. Benoit Bazin*): The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the special report of the Statutory

Auditors on related party agreements and commitments presented in accordance with Article L.225-40 of the French Commercial Code, approve in accordance with Article L.225-42-1 of the French Commercial Code the agreement described therein concerning Mr. Benoit Bazin pension entitlement.

Thirteenth resolution: (*Approval of the decision to allow Mr. Benoit Bazin to continue to be covered by the death, disability and health insurance plans for employees of Compagnie de Saint-Gobain in his capacity as an Executive Director*): The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the special report of the Statutory Auditors on related party agreements and commitments presented in accordance with Article L.225-40 of the French Commercial Code, approve the continuation to the benefit of Mr. Benoit Bazin of the death, disability and health insurance policy for employees of Compagnie de Saint-Gobain which is described in such special report.

14TH RESOLUTION

AUTHORIZATION GIVEN TO THE BOARD OF DIRECTORS TO TRADE IN SAINT-GOBAIN SHARES

The purpose of the **14th resolution** is to renew the **annual authorization given to the Board of Directors to trade in Saint-Gobain shares**.

The main characteristics of the requested authorization are as follows:

- securities in question: ordinary shares;
- maximum number of shares that may be acquired: 10% of the total number of shares making up the share capital as of the date of the General Meeting;
- maximum purchase price per share: €80, subject to adjustment in the event of a transaction involving the Company's share capital or shareholders' equity.

The objectives of the share buyback program are detailed in the text of the resolution and in the program description, available on Saint-Gobain's website (<https://www.saint-gobain.com/en/finance/general-meeting>).

Implementation of the share buyback program for fiscal year 2018 is described in Chapter 7 *Capital and ownership structure*, Section 1.3, of the 2018 Registration Document.

This resolution rules out the option for the Company of pursuing execution of its share buyback program while a public tender offer for the Company's shares is in progress.

This share buyback program can be carried out within 18 months of the date of this General Meeting, that is until December 6, 2020. This authorization shall replace, as from its adoption, the one granted in the 12th resolution of the General Meeting of June 7, 2018, and shall cancel any unused portion.

Fourteenth 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.225-209 *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;
- ◆ canceling shares, either wholly or partially, subject to the approval by this General Meeting of the twenty-fifth resolution below;
- ◆ 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 €80 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, 2019, the theoretical maximum amount of funds that the Company would have been able to invest in these purchases was €4,372,680,000, which corresponds to €54,658,500 shares bought at a price of €80 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.

The authorization is granted for a period of eighteen 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 twelfth resolution of the Combined General Meeting of June 7, 2018.

15TH TO 22ND RESOLUTIONS

FINANCIAL AUTHORIZATIONS TO BE GIVEN TO THE BOARD OF DIRECTORS WITH A VIEW TO INCREASING THE SHARE CAPITAL

As is the case every two years, you are requested to approve a set of resolutions, giving the Board of Directors authority to increase the Company's share capital, immediately or over time, for a limited period of 26 months, it being specified that these authorizations only apply to issuances of shares or securities giving access to the share capital, and excluding preference shares (**15th to 22nd resolutions**).

These resolutions are intended to provide the Board of Directors with flexibility in the choice of the possible issuances and to adapt, at the specific moment, the nature of the financial instruments to be issued depending on the Company's needs and the interest of its shareholders. They also make it possible to carry out these transactions quickly taking advantage of opportunities offered by the French or foreign financial markets.

Please note that the resolutions 15th to 21st exclude the possibility for the Board of Directors to decide to increase the Company's share capital immediately or over time while a public tender offer for the Company's shares is in progress.

15TH RESOLUTION

ISSUE OF SHARES OR SECURITIES GIVING ACCESS TO THE SHARE CAPITAL OF THE COMPANY OR SUBSIDIARIES, WITH PREFERENTIAL SUBSCRIPTION RIGHTS

Under the **15th resolution**, you are requested to delegate to the Board of Directors authority to potentially increase the Company's share capital, either immediately or over time, through the issuance of the following securities, **with preferential subscription rights for existing shareholders**:

- Company shares; or
- securities governed by Articles L.228-92 paragraph 1 or L.228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or over time, to the share capital of the Company or subsidiaries.

The maximum **nominal amount of the share capital increases** that may be carried out immediately or over time under the 15th resolution will be set at **four hundred thirty-seven million euros** (representing approximately **20%** of the share capital), subject to adjustment in the event of financial transactions involving the Company's share capital or shareholders' equity, pursuant to the legal and regulatory provisions, and any applicable contractual stipulations. The nominal amount of share capital increases to be carried out pursuant to the 16th, 17th, 18th, 19th and 20th resolutions will be set off against the aforementioned limit or the one set out in a resolution of the same kind that might succeed the 15th resolution for the validity period of such resolutions.

The **maximum nominal amount of the issuances of debt securities giving access to the share capital of the Company or its subsidiaries** that may be carried out under the 15th resolution will be set at **one and half billion euros**, the nominal amount of such same type of securities that can be carried out under the 16th, 17th and 18th resolutions will be set off against the aforementioned limit or the one set out in a resolution of the same kind that might succeed the 15th resolution for the validity period of such resolutions.

Fifteenth resolution: *(Delegation of authority granted to the Board of Directors to increase the share capital through the issue, with preferential subscription rights for existing shareholders, 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 thirty-seven million euros (shares) excluding any adjustment, representing approximately 20% of the share capital, the amounts specified in the sixteenth, seventeenth, eighteenth, nineteenth and twentieth 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 the sixteenth, seventeenth and eighteenth resolution 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 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.225-129-2, L.225-132, L.225-133, L.225-134, L.228-91 and L.228-92 to L.228-93 of the French Commercial Code, and after having confirmed that the share capital is entirely paid up:

- 1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to decide to increase the share capital on one or more occasions, at its sole initiative, in such proportion and at such times as it deems appropriate, except during a public tender offer period involving Company's shares, on the French, foreign and/or international markets, by issuing, with preferential subscription rights:
 - (i) Company shares, or
 - (ii) securities governed by Articles L.228-92 paragraph 1 or L.228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or over time, at any time or on a set date, through subscription, conversion, exchange, reimbursement, presentation of a warrant or any other manner, to the Company's share capital or that of other companies of which the Company owns more than half of the share capital directly or indirectly (Subsidiaries), including equity securities giving the right to the allocation of debt securities,

it being specified that:

- ♦ the shares may be paid up either in cash, or by offsetting receivables, or by incorporating reserves, profits or premiums,
 - ♦ securities (other than shares) may be denominated in euros, foreign currencies or any monetary unit established by reference to a set of currencies;
- 2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of 26 months from the date of this General Meeting;
 - 3/ Set the following conditions in the event that the Board of Directors uses this delegation of authority:
 - a) the maximum nominal amount of the share capital increases that may be carried out immediately or over time at four hundred thirty-seven million euros, to be supplemented by the total nominal amount of shares that may be issued, where applicable, to preserve the rights of holders of securities giving access to the Company's share capital or of the beneficiaries of stock purchase or subscription options or allocations of free shares, pursuant to the legal and regulatory provisions or the contractual stipulations providing for other types of adjustments, it being specified that the nominal amount of the shares that may be issued pursuant to the sixteenth, seventeenth, eighteenth, nineteenth and twentieth resolutions of this meeting will be set off against this limit,
 - b) the maximum nominal amount of the securities in the form of debt securities giving access to the Company's share capital or that of its Subsidiaries at one and half billion euros or the equivalent in any other currency or monetary unit established in reference to several currencies on the issue decision date, it being specified that the nominal amount of the securities in the form of debt securities giving access to the Company's share capital or of its Subsidiaries that may be issued pursuant to the sixteenth, seventeenth and eighteenth resolutions of this meeting will be set off against this limit; that this amount is independent of the amount of debt securities the issuance of which falls within the competence of the Board of Directors pursuant to the provisions of the French Commercial Code;

- 4/ In the event of use of this delegation of authority by the Board of Directors:
- a) resolve that shareholders will have an irreducible preferential right to subscribe shares and securities giving access to the share capital issued pursuant to this resolution in proportion to the number of their shares,
 - b) acknowledge that the Board of Directors has the power to institute a right for shareholders to subscribe shares issued pursuant to this resolution on a reducible basis,
 - c) resolve that if the subscriptions on an irreducible basis, and as applicable, on a reducible basis, have not absorbed the total value of the issue of shares or securities giving access to the share capital carried out pursuant to this resolution, the Board of Directors may, at its discretion, in accordance with the law, freely distribute all or part of the unsubscribed shares, offer them in whole or in part to the public and/or limit the issue to the amount of the subscriptions received, provided that, in the case of equity securities, it amounts to at least three-quarters of the issue decided,
 - d) resolve that Company stock warrants' issuances may be carried out by free allocation to the holders of the existing shares, on the understanding that fractional allocation rights will not be either negotiable nor assignable, and that the corresponding securities will be sold,
 - e) acknowledge that this delegation entails automatically, for the benefit of the bearers of securities issued giving access to the share capital, the waiver of the shareholders to their preferential subscription right to the equity securities to which the securities issued entitle, immediately or over time;
- 5/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this delegation of authority and in particular to:
- ◆ decide to issue shares or securities giving access, immediately or over time, to the share capital of the Company or its Subsidiaries,
 - ◆ determine the securities to be issued, the amount of the share capital increase to be carried out immediately or over time within the limit set in paragraph 3/ a) above and, as the case may be, that of the issue of securities in the form of debt securities giving access to the share capital of the Company or of its Subsidiaries within the limit set in paragraph 3/ b) above,
- the issue price, the amount of the issue premium, the procedure for paying up the shares and the terms and conditions of the share capital increase to be carried out immediately or over time,
- ◆ determine the characteristics of the securities to be created, and modify such characteristics, as applicable, for the lifetime of such securities,
 - ◆ set, if necessary, any conditions for the exercise of the rights attaching to the shares and securities giving access to the share capital and in particular set the date as from which the new shares will vest in all their rights,
 - ◆ provide for the possibility to suspend the exercise of the rights attaching to the securities in accordance with the regulations in force,
 - ◆ provide, as the case may be, for the reimbursement, buyback or exchange terms of the securities giving access to the share capital,
 - ◆ 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 accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,
 - ◆ at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each capital increase,
 - ◆ generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation of authority, as well as in relation to exercise of the rights attaching to such securities, record the completion of each capital increase and amend the by-laws accordingly;
- 6/ Acknowledge that this delegation of authority supersedes, for the unexpired period, and cancels any unused portion of, the delegation granted in the twelfth resolution of the Combined General Meeting of June 8, 2017.

16TH RESOLUTION

ISSUE BY PUBLIC OFFERING OF SHARES OR SECURITIES GIVING ACCESS TO THE SHARE CAPITAL OF THE COMPANY OR SUBSIDIARIES, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS

Under the **16th resolution**, you are requested to delegate to the Board of Directors authority to potentially increase the Company's share capital, either immediately or over time, **by public offering**, through the issuance, **without preferential subscription rights** but with the possibility of granting a priority period for existing shareholders, of the following securities:

- Company shares; or
- securities governed by Articles L.228-92 paragraph 1 or L.228-93 paragraphs 1 and 3 of the French Commercial Code, giving access, immediately or over time, to the share capital of the Company or its subsidiaries.

The **maximum nominal amount of the share capital increases** that may be carried out immediately or over time under the 16th resolution will be set at **two hundred eighteen million euros** (representing approximately **10%** of the share capital), subject to adjustment in the event of financial transactions involving the Company's share capital or shareholders' equity, pursuant to the legal and regulatory provisions, and any applicable contractual stipulations.

The **maximum nominal amount of the issuances of debt securities giving access to the share capital of the Company or its subsidiaries** that may be carried out under the 16th resolution will be set at **one and half billion euros**.

The nominal amount of the issuances carried out under the 17th, 18th and 19th resolutions will be set off against the aforementioned limit or the one set out in a resolution of the same kind that might succeed the 16th resolution for the validity period of such resolutions.

The nominal amount of the issuances carried out under the 16th resolution will be set off against the global corresponding maximum amounts specified in the 15th resolution or those to be specified by a resolution of the same kind that might succeed it during the validity period of the 16th resolution.

Sixteenth resolution: *(Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights for existing shareholders but with the possibility of granting a priority period for such shareholders, by public offering, 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 eighteen million euros (shares) excluding any applicable adjustment, representing approximately 10% of the share capital, the amounts specified in the seventeenth, eighteenth and nineteenth 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 seventeenth and eighteenth 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 fifteenth 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.225-129-2, L.225-135, L.225-136, L.225-148, R.225-119 and L.228-91 to L.228-93 of the French Commercial Code:

1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to decide to increase the share capital by public offering, on one or more occasions, on the French, foreign, and/or international markets, at its sole initiative, in such proportion and at such times as it deems appropriate, except during a public tender offer period involving Company's shares, by issuing:

- (i) Company shares, or
- (ii) securities governed by Articles L.228-92 paragraph 1 or L.228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or over time, at any time or on a set date, through subscription, conversion, exchange, reimbursement, presentation of a warrant or any other manner, to the Company's share capital or that of other companies of which the Company owns more than half of the share capital directly or indirectly (Subsidiaries), including equity securities giving the right to the allocation of debt securities,

it being specified that:

- ◆ the shares may be paid up either in cash, or by offsetting receivables, or by incorporating reserves, profits or premiums,
- ◆ the securities (other than shares) may be denominated in euro, foreign currencies or monetary units of any kind established by reference to a basket of currencies,
- ◆ shares and/or securities giving access to the Company's share capital can be issued in consideration for shares which may be tendered to the Company as part of public exchange offers initiated by the Company in France or abroad according to local rules (for example in the context of an Anglo-Saxon reverse

merger) on securities in compliance with the conditions set forth in Article L.225-148 of the French Commercial Code;

2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of 26 months from the date of this General Meeting;

3/ Set the following conditions in the event that the Board of Directors uses this delegation of authority:

a) the maximum nominal amount of the share capital increases that may be carried out immediately or over time at two hundred eighteen million euros, to be supplemented by the total nominal amount of the shares that may be issued, where applicable, to preserve the rights of holders of securities giving access to Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares, in accordance with French legal and regulatory provisions or the contractual stipulations providing for other types of adjustments, it being specified that (i) the nominal amount of the shares issued, as applicable, pursuant to the seventeenth, eighteenth and nineteenth resolutions of this meeting will be set off against this limit and (ii) the nominal amount of the shares that may be issued pursuant to this delegation will be set off against the global limit set in paragraph 3/ a) of the fifteenth resolution of this meeting or, as applicable, the global limit set out in a resolution of the same kind that might succeed such resolution, for the validity period of this delegation,

b) the maximum nominal amount of the securities in the form of debt securities giving access to the Company's share capital or that of its Subsidiaries at one and half billion euros or the equivalent in any other currency or monetary unit established in reference to several currencies on the issue decision date, that this amount is independent of the amount of debt securities the issuance of which falls within the competence of the Board of Directors pursuant to the provisions of the French Commercial Code, it being specified that (i) the nominal amount of the securities in the form of debt securities giving access to the Company's share capital or of its Subsidiaries that may be issued pursuant to the seventeenth and eighteenth resolutions of this meeting will be set off against this limit and (ii) the nominal amount of the securities in the form of debt securities giving access to the Company's share capital or of its Subsidiaries that may be issued pursuant to this delegation will be set off against the global limit set in paragraph 3/ b) of the fifteenth resolution of this meeting or, as applicable, the global limit set out in a resolution of the same kind that might succeed such resolution, for the validity period of this delegation;

4/ In the event that the Board of Directors uses this delegation of authority, resolve to:

a) cancel the preferential subscription rights of existing shareholders for shares and securities that may be issued pursuant to this resolution, whether issued by the Company itself or by a Subsidiary,

- b)** allow the Board of Directors, pursuant to Article L.225-135, paragraph 5 of the French Commercial Code the option to grant shareholders, for all or part of an issuance carried out pursuant to this delegation, a priority period for subscription which may not be shorter than the period set by applicable laws and regulations, which will not give rise to the creation of negotiable rights, which may be exercised pro rata to the number of shares held by each shareholder, and which may potentially be supplemented by a reducible subscription, it being specified that the unsubscribed securities will be offered to the public in France or abroad, and accordingly delegate to the Board of Directors authority to set the period and terms and conditions thereof within the above limit;
- 5/** Acknowledge that this delegation automatically entails automatically the waiver by the shareholders, in favor of the holders of the securities giving access to share capital issued pursuant to this resolution, of their preferential subscription right to the equity securities to which the issued securities give entitlement immediately or over time;
- 6/** Resolve (i) that the issue price of the equity securities will be at least equal to the minimum price provided for by the provisions of laws and regulations applicable on the date of issue and that (ii) the issue price of the securities giving access to the Company's share capital will be such that the amount immediately perceived by the Company increased, as the case may be, by the amount to be perceived later, be for every share issued as a result of the issue of such securities, at least equal to the amount listed in (i) above;
- 7/** Resolve that if the subscriptions, including, as applicable, those of shareholders, have not absorbed the total value of the issue, the Board of Directors may limit the issue to the amount of the subscriptions received, provided that, in the event of issue of shares or securities with shares as primary securities, it amounts to at least three quarters of the issue decided;
- 8/** Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this delegation of authority and in particular to:
- ◆ decide to issue shares or securities giving access, immediately or over time, to the share capital of the Company or its Subsidiaries,
 - ◆ determine the securities to be issued, the amount of the share capital increase to be carried out immediately or over time within the limit set in paragraph 3/ a) above and, as the case may be, that of the issue of securities in the form of debt securities giving access to the share capital of the Company or of its Subsidiaries within the limit set in paragraph 3/ b) above, the issue price in accordance with paragraph 6/ above, the amount of the issue premium, the procedure for paying up the shares and the terms and conditions of the share capital increase that may be carried out immediately or over time,
 - ◆ determine the characteristics of the securities to be created, and modify such characteristics, as applicable, for the lifetime of such securities,
 - ◆ set, if necessary, any conditions for the exercise of the rights attaching to the shares and securities giving access to the share capital and in particular set the date as from which the new shares will vest in all their rights,
 - ◆ provide for the possibility to suspend exercise of the rights attaching to the securities giving access to the share capital in accordance with the regulations in force,
 - ◆ in the event of an issuance of securities to remunerate securities contributed in connection with a public offer having an exchange component, draw up the list of securities contributed to the exchange, set the terms of the issuance, the exchange ratio and, where applicable, the amount of the cash balance to be paid without the terms and conditions of the price determination of this resolution being applicable and determine the terms and conditions of the issuance,
 - ◆ provide, as the case may be, for the reimbursement, buyback or exchange terms of the securities giving access to the share capital,
 - ◆ 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 accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,
 - ◆ at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each capital increase,
 - ◆ generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation of authority, as well as in relation to exercise of the rights attaching to such securities, record the completion of each capital increase and amend the by-laws accordingly;
- 9/** Acknowledge that this delegation of authority supersedes, for the unexpired period, and cancels any unused portion of, the delegation granted in the thirteenth resolution of the Combined General Meeting of June 8, 2017.

17TH RESOLUTION

ISSUE BY PRIVATE PLACEMENT OF SHARES OR SECURITIES GIVING ACCESS TO THE SHARE CAPITAL OF THE COMPANY OR SUBSIDIARIES, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS

Under the **17th resolution**, you are requested to delegate to the Board of Directors authority to potentially increase the Company's share capital, either immediately or over time, **by private placement** referred to in Article L.411-2 II of the French Monetary and Financial Code, through the issuance, **without preferential subscription rights**, of the same securities than those referred to in the 16th resolution.

The purpose of this resolution is to enable the Board of Directors to carry out a share capital increase under the best possible conditions in a context of financial market volatility, particularly when pricing conditions and speed of execution - in order to take advantage of market windows - are an essential condition for successful share capital increase.

The **maximum nominal amount of the share capital increases** that may be carried out immediately or over time under the 17th resolution will be set at **two hundred eighteen million euros** (representing approximately **10%** of the share capital), subject to adjustment in the event of financial transactions involving the Company's share capital or shareholders' equity, pursuant to the legal and regulatory provisions, and any applicable contractual stipulations.

The **maximum nominal amount of the issuances of debt securities giving access to the share capital of the Company or its subsidiaries** that may be carried out under the 17th resolution will be set at **one and half billion euros**.

The nominal amount of the issuances carried out under the 17th resolution will be set off against the corresponding maximum amounts specified in the 16th resolution and the global corresponding maximum amounts specified in the 15th resolution or those to be specified by a resolution of the same kind that might succeed it during the validity period of the 17th resolution.

Seventeenth resolution: *(Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights for existing shareholders, 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 private placement referred to in Article L.411-2 II of the French Monetary and Financial Code, up to a maximum nominal amount of two hundred eighteen 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 sixteenth 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.225-129-2, L.225-135, L.225-136, R.225-119 and L.228-91 to L.228-93 of the French Commercial Code and L.411-2 of the French Monetary and Financial Code:

1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to decide to increase the share capital, on one or more occasions, on the French, foreign, and/or international markets, at its sole initiative, in such proportion and at such times as it deems appropriate, except during a public tender offer period involving Company's shares, by an offer as provided under L.411-2 of the French Monetary and Financial Code by issuing:

- (i) Company shares, or
- (ii) securities governed by Articles L.228-92 paragraph 1 or L.228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or over time, at any time or on a set date, through subscription, conversion, exchange, reimbursement, presentation of a warrant or any other manner, to the Company's share capital or that of other companies of which the Company owns more than half of the share capital directly or indirectly, (Subsidiaries), including equity securities giving the right to the allocation of debt securities,

it being specified that:

- ◆ the shares may be paid up either in cash, or by offsetting receivables, or by incorporating reserves, profits or premiums,
 - ◆ the securities (other than shares) may be denominated in euro, foreign currencies or monetary units of any kind established by reference to a basket of currencies;
- 2/** Resolve that this delegation of authority to the Board of Directors is valid for a period of 26 months from the date of this General Meeting;
 - 3/** Set the following conditions in the event that the Board of Directors uses this delegation of authority:
 - a)** the maximum nominal amount of the share capital increases that may be carried out immediately or over time at two hundred eighteen million euros, to be supplemented by the total nominal amount of the shares that may be issued, where applicable, to preserve the rights of holders of securities giving access to Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares, in accordance with French legal and regulatory provisions or the contractual stipulations providing for other types of adjustments, it being specified that the nominal amount of the shares that may be issued pursuant to this delegation will be set off against the limit set in paragraph 3/ a) of the sixteenth resolution of this meeting and the global limit set in paragraph 3/ a) of the fifteenth resolution of this meeting or, as applicable, the limits set out in the resolutions of the same kind that might succeed such resolutions, for the validity period of this delegation,
 - b)** the maximum nominal amount of the securities in the form of debt securities giving access to the Company's share capital or that of its Subsidiaries at one and half billion euros or the equivalent in any other currency or monetary unit established in reference to several currencies on the issue decision date, that this amount is independent of the amount of debt securities the issuance of which falls within the competence of the Board of Directors pursuant to the provisions of the French Commercial Code, it being specified that the nominal amount of the securities in the form of debt securities giving access to the Company's share capital or of its Subsidiaries that may be issued pursuant to this delegation will be set off against the

limit set in paragraph 3/ b) of the sixteenth resolution of this meeting and the global limit set in paragraph 3/ b) of the fifteenth resolution of this meeting or, as applicable, the limits set out in the resolutions of the same kind that might succeed such resolutions, for the validity period of this delegation;

- 4/ Decide to cancel the preferential subscription rights of existing shareholders for shares and securities that may be issued pursuant to this resolution, whether issued by the Company itself or by a Subsidiary;
- 5/ Acknowledge that this delegation automatically entails automatically the waiver by the shareholders, in favor of the holders of the securities giving access to share capital issued pursuant to this resolution, of their preferential subscription right to the equity securities to which the issued securities give entitlement immediately or over time;
- 6/ Resolve (i) that the issue price of the equity securities will be at least equal to the minimum price provided for by the provisions of laws and regulations applicable on the date of issue and that (ii) the issue price of the securities giving access to the Company's share capital will be such that the amount immediately perceived by the Company increased, as the case may be, by the amount to be perceived later, be for every share issued as a result of the issue of such securities, at least equal to the amount listed in (i) above;
- 7/ Resolve that if the subscriptions, including, as applicable, those of shareholders, have not absorbed the total value of the issue, the Board of Directors may limit the issue to the amount of the subscriptions received, provided that, in the event of issue of shares or securities with shares as primary securities, it amounts to at least three quarters of the issue decided;
- 8/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this delegation of authority and in particular to:
 - ◆ decide to issue shares or securities giving access, immediately or over time, to the share capital of the Company or its Subsidiaries,

- ◆ determine the securities to be issued, the amount of the share capital increase to be carried out immediately or over time within the limit set in paragraph 3/ a) above and, as the case may be, that of the issue of securities in the form of debt securities giving access to the share capital of the Company or of its Subsidiaries within the limit set in paragraph 3/ b) above, the issue price in accordance with paragraph 6/ above, the amount of the issue premium, the procedure for paying up the shares and the terms and conditions of the share capital increase that may be carried out immediately or over time,
- ◆ determine the characteristics of the securities to be created, and modify such characteristics, as applicable, for the lifetime of such securities,
- ◆ set, if necessary, any conditions for the exercise of the rights attaching to the shares and securities giving access to the share capital and in particular set the date as from which the new shares will vest in all their rights,
- ◆ provide for the possibility to suspend exercise of the rights attaching to the securities giving access to the share capital in accordance with the regulations in force,
- ◆ provide, as the case may be, for the reimbursement, buyback or exchange terms of the securities giving access to the share capital,
- ◆ 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 accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,
- ◆ at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each capital increase,
- ◆ generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation of authority, as well as in relation to exercise of the rights attaching to such securities, record the completion of each capital increase and amend the by-laws accordingly.

18TH RESOLUTION

OVER-ALLOTMENT OPTION

Under the **18th resolution**, you are requested to delegate to the Board of Directors authority to potentially **increase the number of securities to be issued in the event of over-subscription** of the issuance of shares, with or without preferential subscription rights, or securities giving access to the share capital under the 15th, 16th, 17th or 22nd resolutions, within the legal and regulatory limits (15% of initial issuances on the date of the General Meeting) and the specific, and if need be, global limits specified in the resolutions determining the initial issuances or specified in the same kind of resolutions that might succeed them during the validity period of the 18th resolution.

Eighteenth resolution: *(Delegation of authority granted to the Board of Directors to increase the number of securities to be issued in the event that the issue of shares, with or without preferential subscription rights, or securities giving access to the share capital, is oversubscribed, within the legal and regulatory limits (15% of the original issue to date) and subject to the limits specified in the resolutions which decided the initial issue):* 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 Article L.225-135-1 of the French Commercial Code:

- 1/ Delegate to the Board of Directors the authority, with powers to sub-delegate under the conditions set out by law, if it confirms oversubscription during the issue of shares or of securities giving access to share capital with or without preferential subscription

rights pursuant to the fifteenth, sixteenth, seventeenth or twenty-second resolutions, for purposes of resolving to increase the number of shares to be issued at the same price as that applied to the initial issue, within the timeframe and limits stipulated by applicable regulations on the issue date (at the date of this General Meeting, within thirty days after the close of subscriptions and within the limit of 15% of the initial issue), to grant an over-allocation option consistent with market practices;

- 2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of 26 months from the date of this General Meeting;
- 3/ Decide that the nominal amount of the capital increases that may be carried out immediately or over time and, as the case may be, of the issues of securities in the form of debt securities giving access to the Company's share capital or other

companies, carried out pursuant to this resolution, will be set off against the specific and, as the case may be, global limit(s), specified in the resolution by virtue of which the initial issue was decided, and against the amount of the limits provided by any resolution of the same kind that might succeed, during the validity period of this delegation, the resolution pursuant to which the initial issue was decided;

- 4/ Accordingly, grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this authorization;
- 5/ Acknowledge that this delegation of authority supersedes, for the unexpired period, and cancels any unused portion of, the delegation granted in the fourteenth resolution of the Combined General Meeting of June 8, 2017.

19TH RESOLUTION

CONSIDERATION FOR CONTRIBUTIONS IN KIND (CAPITAL STOCK OR SECURITIES GIVING ACCESS TO THE SHARE CAPITAL)

Under the **19th resolution**, you are requested to authorize the Board of Directors to potentially increase the Company's share capital, **without preferential subscription rights, in payment for contributions in kind consisting of equity securities or securities giving access to the share capital, outside the scope of a public exchange offer**, through the issue of shares of the Company, and/or any securities giving access to the Company's share capital with shares as primary securities (it being specified that it is not envisaged, in the context of this 19th resolution, to issue securities whose secondary securities would be a debt security), up to a maximum of **10%** of the Company's share capital as of the date of this General Meeting, subject to adjustment in the event of financial transactions involving the Company's share capital or shareholders' equity, pursuant to the legal and regulatory provisions and any applicable contractual stipulations.

The nominal amount of the share capital increases that may be carried out immediately or over time under the 19th resolution will be set off against the limit specified in the 16th resolution and the global limit specified in the 15th resolution or those to be set by a resolution of the same kind that might succeed it during the validity period of the 19th resolution.

Nineteenth resolution: *(Authorization to increase the share capital by up to a maximum of 10%, excluding any applicable adjustment, and without preferential subscription rights, in consideration of contributions in kind consisting of equity securities or securities giving access to share capital, the amounts of the share capital increase and of the issuance of securities being set off against the corresponding limits specified in the sixteenth 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 Article L.225-147 of the French Commercial Code:

- 1/ Authorize the Board of Directors, with powers to sub-delegate under the conditions set out by law, to increase the share capital, at its sole initiative, in such proportion and at such times as it deems appropriate, except during a public tender offer period, within the limit of 10% of the Company's share capital as of the date of this General Meeting, with a view to providing consideration for contributions in kind made to the Company and consisting of equity securities or securities giving access to share capital, provided that the provisions of Article L.225-148 of the French Commercial Code relating to contributions of securities as part of a public exchange offer do not apply, through the issue of shares of the Company, and/or any securities giving access to the Company's share capital with shares as primary securities;
- 2/ Resolve that this authorization to the Board of Directors is valid for a period of 26 months from the date of this General Meeting;
- 3/ Resolve that the maximum nominal amount of the capital increases that may be carried out immediately or over time pursuant to this resolution will be set off against the limit mentioned in paragraph 3/ a) of the sixteenth resolution of this meeting and on the amount of the global limit provided in paragraph 3/ a) of the fifteenth resolution of this meeting or, as applicable, the limits set out in resolutions of the same kind that might succeed said resolutions for the validity period of this authorization, noting that this limit will be supplemented by the nominal amount of shares that may be issued to preserve the rights of holders of securities giving access to the Company's share capital or 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;
- 4/ Acknowledge that this authorization automatically entails the waiver by the shareholders, in favor of the holders of the issued securities giving access to the share capital, of their preferential subscription right to the equity securities to which the issued securities give entitlement;
- 5/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this authorization and in particular to:
 - ◆ decide to issue shares and/or securities giving access to the Company's share capital, as consideration for the contributions,

- ◆ rule on the report of the contribution auditor(s), and on the evaluation of the contributions and the granting of specific benefits, decide on the value of the contributions and the consideration for such contributions, as well as on any balance that may need to be paid in cash,
 - ◆ decide on the characteristics of the securities issued as consideration for contributions in kind, and modify such characteristics, as applicable, for the lifetime of such securities,
 - ◆ set, as applicable, the conditions for the exercise of the rights attaching to shares and securities, and in particular set the date as from which the new shares will vest in all their rights,
 - ◆ provide for the possibility to suspend the exercise of the rights attaching to the securities in accordance with the regulations in force,
 - ◆ provide, as the case may be, for the reimbursement, buyback or exchange terms of the securities giving access to the share capital,
 - ◆ 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 accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,
 - ◆ at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each capital increase,
 - ◆ and generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation as well as in relation to the exercise of the rights attaching to such securities, record the completion of each capital increase and amend the by-laws accordingly;
- 6/ Acknowledge that this authorization supersedes, for the unexpired period, and cancels any unused portion of, the authorization granted in the fifteenth resolution of the Combined General Meeting of June 8, 2017.

20TH RESOLUTION

SHARE CAPITAL INCREASE THROUGH THE CAPITALIZATION OF PREMIUMS, RESERVES, PROFITS, AND FREE ALLOCATION OF SHARES TO THE EXISTING SHAREHOLDERS

Under the **20th resolution**, you are requested to delegate to the Board of Directors authority to potentially increase the Company's share capital **by the capitalization of premiums, reserves, profits or other, up to a maximum nominal amount of one hundred nine million euros** (representing approximately **5%** of the share capital), subject to adjustment in the event of financial transactions involving the Company's share capital or shareholders' equity, pursuant to the legal and regulatory provisions and any applicable contractual stipulations. The nominal amount of the share capital increases that may be carried out under the 20th resolution will be set off against the limit specified in the 15th resolution or the one to be specified by a resolution of the same kind that might succeed it during the validity period of the 20th resolution.

Twentieth resolution: (*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 nine million euros excluding any applicable adjustment, representing approximately 5% of the share capital, such amount being set off against the limit specified in the fifteenth resolution*): The shareholders in Extraordinary Meeting, fulfilling conditions of quorum and majority of Ordinary Meetings, having considered the report of the Board of Directors and in accordance with French company law, in particular Article L.225-130 of the French Commercial Code:

- 1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to increase share capital on one or more occasions, at its sole initiative, in such proportion and at such times as it deems appropriate, except during a public tender offer period involving Company's shares, through the capitalization of share premiums, reserves, profits or other amounts, as possible in accordance with the law and the by-laws, by the issue or allocation of free shares or by increasing the nominal value of existing shares, or by a combination of the two;
- 2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of 26 months from the date of this General Meeting;
- 3/ Resolve, in the event of the issue and allocation of free shares, that the rights forming fractional shares will not be negotiable nor assignable, and that the corresponding shares will be sold in accordance with the terms set by the Board of Directors, with the amounts resulting from the sale being allocated to the holders of the rights under the conditions set by applicable legal and regulatory provisions;
- 4/ If the Board of Directors uses this delegation of authority, resolve that the total amount of the capital increases carried out as a result of the capitalization of share premiums, reserves, profits or other amounts may not exceed the amount of the share premiums, reserves, profits or other amounts existing at the time of the capital increase, within the limit of a maximum amount of one hundred nine million euros, it being specified that this maximum nominal amount will be supplemented by the nominal amount of shares to be issued to preserve the rights of holders of securities giving access to the Company's share capital or of the beneficiaries of stock subscription or purchase options or allocations of free shares, in accordance with legal and regulatory provisions or contractual stipulations, providing for other types of adjustments, and that the nominal amount of capital increases carried out pursuant to this delegation will be set off against the global limit referred to in paragraph 3/ a) of the fifteenth resolution of this General Meeting or, as applicable, to the global limit set by a resolution of the same kind that

might succeed such resolution for the term of validity of this delegation;

- 5/ 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:
 - ◆ set the amount and kind of the sums to be capitalized, set the number of new shares to be issued and/or the amount by which the nominal amount of existing shares will be increased, set the date after which the shares will fully vest, or when the increase in the nominal value of the existing shares will take effect,
 - ◆ 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 accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,
 - ◆ decide in the event of allocation of free shares whether the shares that are allocated pursuant to this delegation as a result of old shares entitling to a double voting right will benefit or not from this right at the time they are issued,
 - ◆ at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each share capital increase,
 - ◆ generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation of authority, as well as in relation to exercise of the rights attaching to such securities, record the completion of each capital increase and amend the by-laws accordingly;
- 6/ Acknowledge that this delegation of authority supersedes, for the unexpired period, and cancels any unused portion of, the delegation granted in the sixteenth resolution of the Combined General Meeting of June 8, 2017.

21ST RESOLUTION

SETTING OF THE ISSUE PRICE UP TO 10% OF THE SHARE CAPITAL

Under the **21st resolution**, you are requested to authorize the Board of Directors to **set the issue price** by the Company of shares or securities giving access to the share capital, up to **10%** of the share capital on the day of the issue per twelve-month period, in the case of an issuance **without preferential subscription rights** carried out pursuant to the sixteenth and seventeenth resolutions, by public offering or private placement. It is specified that the nominal amount of the share capital increases carried out under the 21st resolution will reduce the corresponding limits of the 16th or 17th resolution, as the case may be.

The issue price of the shares issued may then derogate from the pricing conditions provided for in said resolutions but may not be lower, at the discretion of the Board of Directors, (a) than the average price of the Saint-Gobain share on the Euronext Paris regulated market, weighted for trading volumes, on the last trading day preceding the setting of the issue price or (b) than the average price of the Saint-Gobain share on the Euronext Paris regulated market, weighted for trading volumes, on the trading day at the time of the setting of the issue price, in both cases, potentially reduced by a maximum discount of 5% (maximum legal discount applicable to issuances without preferential subscription rights provided for in 16th and 17th resolutions).

The purpose of this resolution is to enable the Board of Directors to carry out a share capital increase under the best possible conditions in a context of financial market volatility.

Twenty-first resolution: (*Authority granted to the Board of Directors to set, in accordance with the terms determined by the Shareholders Meeting, the issue price by the Company of shares or securities, giving access to the share capital, without preferential subscription rights for existing shareholders, by public offering or private placement referred to in Article L.411-2 II of the French Monetary and Financial Code, up to 10% of the share capital per twelve-month period*): 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 Article L.225-136,1^o, paragraph 2, of the French Commercial Code:

- 1/ Authorize the Board of Directors, with the power of sub-delegation to the extent authorized by law, in the case of an issuance without preferential subscription rights carried out pursuant to the sixteenth or seventeenth resolutions of this Shareholders' Meeting, to derogate from the pricing conditions provided for in said resolutions and to set the issue price as follows:
 - ◆ the issue price may not be lower, at the discretion of the Board of Directors, (a) than the average price of the Saint-Gobain share on the Euronext Paris regulated market, weighted for trading volumes, on the last trading day preceding the setting of the issue price or (b) than the average price of the Saint-Gobain share on the Euronext Paris regulated market, weighted for trading volumes, on the trading day at the time of the setting of the issue price, in both cases, potentially reduced by a maximum discount of 5%;
 - ◆ the issue price of securities other than shares will be such that the amount received immediately by the Company plus any amount to be received subsequently by the Company will, for each share issued as a consequence of the issue of such securities, be at least equal to the amount referred to in the above paragraph;
- 2/ Resolve that the nominal amount of the share capital increases that may be carried out immediately or over time, the price of which may be set in accordance with this authorization, may not exceed 10% of the share capital on the day of the issue per twelve-month period, it being specified that this amount will reduce the corresponding limits of the sixteenth or seventeenth resolution, as the case may be;
- 3/ Acknowledge that, in the event the Board of Directors uses this authorization, it will prepare an additional report, certified by the Statutory Auditors, describing the definitive terms of the transaction and providing information enabling an assessment of the effective impact on shareholder positions.

22ND RESOLUTION

CONTINUING DEVELOPMENT OF EMPLOYEE SHARE OWNERSHIP

The **22nd resolution** falls within the context of the continuing development of Compagnie de Saint-Gobain's employee share ownership, which has been a constant aim of the Company for 32 consecutive years, thereby strengthening the sense of belonging of the employees of the Saint-Gobain Group, enabling them to be more closely associated with its future growth and performance.

Under the **22nd resolution**, you are requested to delegate to the Board of Directors authority to potentially increase the Company's share capital, **without preferential subscription rights, to be reserved for members of the Saint-Gobain Group employee savings plans (PEG)**. Under certain conditions, the Saint-Gobain Group Savings Plan offers the opportunity to members who are employees and former employees of French and foreign companies belonging to the Group, to acquire or subscribe, directly or indirectly, Company shares at a maximum discount of 20% off the average reference price preceding the date of the decision establishing the subscription period, made by the Board of Directors or by the individual delegated for this purpose. The delegation of authority would be granted for up to a maximum nominal amount of forty-eight million ninety thousand euros (representing **approximately 2.2% of the share capital**), subject to adjustment in the event of financial transactions involving the Company's share capital or shareholders' equity, pursuant to the legal and regulatory provisions and any applicable contractual stipulations, for a period of twenty-six months.

Twenty-second resolution: *(Delegation of authority granted to the Board of Directors to carry out equity or equity-linked securities issues, without preferential subscription rights, reserved for the members of the of the employee savings plans, up to a maximum nominal amount of forty-eight million ninety thousand euros excluding any applicable adjustment, representing approximately 2.2% of the share capital):* 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 on the one hand with the legal provisions of French company law, in particular Articles L.225-129-2, L.225-129-6, L.225-138-1 of the French Commercial Code and on the other hand, those of Articles 3332-18 *et seq.* of the French Labor Code:

- 1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to decide to increase the share capital on one or more occasions, at its sole initiative, in such proportion and at such times as it deems appropriate through the issuance of equity securities reserved for the members of one or more employee savings plans set up within the Company or a company or group of companies, French or foreign, that are related to it within the meaning of Article L.225-180 of the French Commercial Code and that are included in the scope of consolidation or combination of the Company's accounts pursuant to Article L.3344-1 of the French Labour Code;
- 2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of 26 months from the date of this General Meeting;
- 3/ Resolve to cancel the preferential subscription rights of shareholders for equity securities that may be issued pursuant to this resolution, in favor of the beneficiaries referred to in paragraph 1/ above;
- 4/ Set, if the Board of Directors uses this delegation, the maximum nominal amount of the equity securities that may thus be issued at forty-eight million ninety thousand euros, it being specified that this maximum nominal amount will be supplemented by the nominal amount of any shares that may be issued in order to preserve, in accordance with laws and regulations or any contractual stipulations providing for other types of adjustments, the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares;
- 5/ Resolve that the subscription price of the equity shares issued pursuant to this delegation will be set in accordance with the conditions specified in Article L.3332-19 of the French Labor Code and may not be greater than the average of the opening trading prices the Saint-Gobain share on the Euronext Paris regulated market during the twenty stock market trading sessions preceding the date of the decision by the Board of Directors or its delegate setting the date for the opening of the subscription period, nor less than 20% of this average, and that the Board of Directors or its delegate will have the possibility to set the subscription price or prices within the aforementioned limit, to reduce the discount or decide not to grant any discount, in particular to take into account the applicable regulations in the countries where the offer will be made;
- 6/ Resolve, in accordance with Article L.3332-21 of the Labor Code, that the Board of Directors may allocate, to the beneficiaries listed above, free shares or securities giving access to the share capital to be issued or already issued, as part of the contribution which may be paid in application of the regulation(s) of the savings plan(s), and/or as part of the discount, provided their equivalent financial value is taken into account, evaluated at the subscription price, does not cause the limits provided in Articles L.3332-11 and L.3332-19 of the French Labor Code to be exceeded;
- 7/ Authorize the Board of Directors, pursuant to this delegation, to sell shares to the members of the savings plans in accordance with Article L.3332-24 of the French Labor Code, it being specified that the price of the shares sold pursuant to this delegation may not be greater than the average of the opening trading prices for the Saint-Gobain share on the Euronext Paris regulated market during the twenty stock market trading sessions preceding the date of the decision of the Board of Directors or its delegate setting the date for the opening of the stock sales, nor less than over 20% of this average, and that the nominal amount of the shares sold with discount in favor of the members of the savings plans referred to in this resolution will be set off against the limit mentioned in paragraph 4/ above;
- 8/ 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:
 - ◆ resolve to issue Company shares,

- ◆ set the list of companies to which the aforementioned beneficiaries may subscribe the equity securities,
 - ◆ resolve that the subscriptions may be carried out directly by the beneficiaries, members of a group or company savings plan, or through mutual funds or other structures or entities permitted by applicable law or regulations,
 - ◆ set the conditions that the beneficiaries must satisfy,
 - ◆ set the issue prices in application of this resolution,
 - ◆ set the terms and conditions of subscription, in particular the subscriptions opening and closing dates,
 - ◆ determine the characteristics of the securities to be created, and modify such characteristics, as applicable, for the lifetime of such securities,
 - ◆ set, as applicable, the conditions for exercise of the rights attaching to shares and securities, and in particular set the date as from which the new shares will vest in all their rights,
 - ◆ 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 accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company's share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,
 - ◆ record or arrange for the recording of the completion of the share capital increase for the amount of equity securities that are actually subscribed and set or arrange the setting of the terms and conditions for the reduction of subscriptions in the event they exceed the amount of the issue,
 - ◆ at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required to fund the legal reserve after each capital increase, and in the event of new shares are issued and granted for free as part of the contribution and/or the discount, charge, as the case may be, to the reserves, profits or issue premiums of its choice, the amount necessary to pay up said shares,
 - ◆ generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued under this delegation of authority as well as in relation to the exercise of the rights attaching to such securities and amend the by-laws accordingly;
- 9/ Acknowledge that this delegation of authority supersedes, for the unexpired period, and cancels any unused portion of, the delegation granted in the seventeenth resolution of the Combined General Meeting of June 8, 2017.

23RD AND 24TH RESOLUTIONS

AUTHORIZATION GIVEN TO THE BOARD TO GRANT OPTIONS FOR STOCK PURCHASE OR SUBSCRIPTION OPTIONS AND FREE EXISTING SHARES

The objective of the Group's long-term Compensation policy is to retain and motivate Group's Senior Management, officers and employees, and to associate them with the Group's performance, in particular through conditional allocations of stock purchase, subscription options, performance shares or performance units to reflect their fulfillment of the Group's long-term strategy (see Section 2.4, Chapter 5 *Corporate Governance* of the 2018 Registration document).

The Board of Directors requests your authorization, for a period of 38 months, to grant **stock purchase or subscription options (23rd resolution)** and to grant **free existing shares (24th resolution)**, to employees or certain categories of employees, and to executive corporate officers and Directors of the Saint-Gobain Group, under the conditions listed below. These new authorizations will replace the authorizations granted by the General Meeting of June 2, 2016, and will invalidate the unused portions thereof.

Main characteristics of the requested authorizations

Limits and sub-limits

It is proposed that the validity period of the two authorizations remains unchanged at 38 months, as well as the limits for the allocation of stock options and performance shares. **For these 38 months:** the limit applicable to the stock option awards would then be **1.5%** of the share capital as of the date of the General Meeting, which would also constitute a global limit applicable to the allocations of free existing shares, which themselves have a limit totaling **1.2%** of the share capital as of that same date; the sub-limit of 10% of each of said limits in respect of allocations made to the Company's executive corporate officers will also remain unchanged despite the appointment of a second executive corporate officer.

Allocations to executive corporate officers shall be decided by the Board, at the proposal of the Nomination and Remuneration Committee, in consideration of all components of their compensation, consistent with the recommendations of the AFEP-MEDEF corporate governance code for French listed companies.

It should be noted that these limits do not take into consideration any adjustments likely to be applied in the event of completion of transactions involving the Company's share capital or shareholders' equity, in order to preserve the rights of the beneficiaries of stock-options or free share allocations during the vesting period.

Conditions of future plans

The exercise of the stock options and the vesting of the performance shares will be subject to a **service condition** and will not be possible unless the recipient employee or executive corporate officer is present in that capacity on the exercise date of the options, or during the entire vesting period of the performance shares, except in the case of death, disability as defined in paragraphs (2) and (3) of Article L.341-4 of the French Social Security Code (*Code de la sécurité sociale*), no-fault layoff, contract termination, retirement, transfer to another position within the Group.

To provide guidance to the Board of Directors, in accordance with the recommendations of the AFEP-MEDEF corporate governance code for French listed companies to which the Company refers (in particular recommendation 24.3.3), the 23rd and 24th resolutions provide that the **performance conditions** to which the granting of stock options and the vesting of performance shares under long-term remuneration plans must be subject, must be serious and challenging, **to be met over a minimum period of three consecutive years**, and may correspond to internal performance targets and/or performance with external benchmarks. When authorizing the long-term remuneration plans, the Board will be responsible for setting, in addition to the number of options or performance shares conditionally allocated, the allocation criteria, determining the identity of the grantees, as well as setting the most appropriate performance conditions considering the situation as well as the Company's specific characteristics, in accordance with the authorizations you are invited to adopt and the principles noted below.

To illustrate implementation of this policy, the long-term compensation plans implemented by the Board of Directors in November 2018 (see Section 2.4, Chapter 5 *Corporate Governance* of the 2018 Registration document) entail, as since 2015, **an internal performance condition linked to Saint-Gobain Group's Return on Capital Employed (including goodwill) (ROCE)** – applied since 2007 – and **a relative performance condition linked to the performance of the Saint-Gobain stock price compared to the performance of the CAC 40 stock market index** – ensuring **an alignment of the beneficiaries with the interest of Saint-Gobain shareholders**.

Furthermore, following dialogue with investors, the stock option and performance share plans put in place since 2017 by the Board of Directors, on the proposal of the Nomination and Remuneration Committee, include **a criterion relating to corporate social responsibility**.

It should be noted that the exercise of stock options is also subject to an additional and implicit performance condition, being the **exercise price of the options**, which must be set by the Board of Directors **with no discount**, based on the average of the twenty opening stock market prices for Saint-Gobain shares preceding its decision, pursuant to the 23rd resolution.

As in the past, the performance conditions of the stock option and performance share plans have always been set **at demanding levels**, as evidenced by the achievement rates for the three latest stock option plans for which the performance condition has been determined (0% for the 2014 plan, 58.9% for the 2013 plan and 16.5% for the 2012 plan), and the three latest performance share plans for which the performance condition has been determined (86.4% for the 2014 plan, 89.2% for the 2013 plan and 65.5% for the 2012 plan). It is specified that the performance condition relating to the 2015 plan will be determined in November 2019, since it includes, in addition to the ROCE criterion, a relative external criterion that is assessed over a 4-year period ending in November 2019.

In the future, the Board intends to continue to apply a service condition and performance conditions based at minimum on the following criteria historically used for the Group's long-term compensation plans:

- **an internal performance criterion (Group ROCE);**
- **a relative performance criterion (the stock market performance of the Saint-Gobain share vis-à-vis the CAC 40 index);**
- **a criterion related to corporate social responsibility introduced in 2017.**

If these criteria cease to be relevant, the Board will set criteria of comparable difficulty, in order to implement consistent compensation instruments over the long term.

The Board of Directors will have the authority to set a retention period for grantees of performance shares, for a period that it will freely determine in accordance with the law.

All conditions applied will be disclosed in their entirety in the Registration document for the financial year during which the options and/or shares will be allocated, in accordance with the Company's transparency policy. **For the 2019 plan, see Section 2.4.1.2 related to the 2019 compensation policy for the Chairman and Chief Executive Officer, subsection "long-term compensation" page 31 of this document.**

As in the past, the Board of Directors will have the authority to establish, when allocating performance shares as part of long-term remuneration plans for certain grantees other than senior executives (defined as members of the Executive Committee or any other equivalent committee that might replace the latter) a threshold number of shares above which these performance conditions apply (historically set at 100 shares. This number is not destined to be increased).

With regard to grantees who are executive corporate officers of Compagnie de Saint-Gobain, the Board must also decide whether the options or performance shares may not be exercised or disposed of, respectively, by the persons concerned before the cessation of their duties, or it must set the quantity of registered shares, resulting from the exercise of options where applicable, that they will be required to hold until the cessation of their duties.

2018 Allocations – Performance conditions

As in 2017, the Board of Directors decided at its meeting of November 22, 2018, on the proposal of the Nomination and Remuneration Committee, to apply the same exact conditions, weighted and calculated in the same way to all 2018 long-term compensation plans (stock options and performance shares).

Exercise of the stock options is subject to fulfillment of the following cumulative conditions:

- service condition: to be an employee or a Director of a Saint-Gobain Group company throughout the period up to the exercise date of the stock options, without interruption, except in a number of defined specific cases such as death, disability (as defined in paragraphs (2) and (3) of Article L.341-4 of the French Social Security Code), no-fault termination, negotiated departure, retirement, transfer to another position within the Group, or change of control of the grantee's host company to outside the Group;
- performance condition linked to the following three criteria:
 - ◆ 65% of the options initially allocated are subject to the criteria of Return On Capital Employed, including goodwill, of the Saint-Gobain Group ("ROCE");
 - ◆ 20% of the options initially allocated are subject to a criterion linked to the performance of the Saint-Gobain stock price versus the performance of the CAC 40 stock market index, and
 - ◆ 15% of the options initially allocated are subject to a criterion linked to corporate social responsibility. This criterion, resulting from dialogue with investors, comprises the following three indicators, all quantifiable and published each year as key CSR indicators, each applying to 5% of the options initially allocated: the total recordable accident rate – more than 24 hours' lost and non lost time (TRAR), the reduction rate of CO₂ emissions and the senior executives diversity index.

The ROCE performance will be calculated as follows:

Arithmetic average of the ROCE for the years 2019, 2020 and 2021	Percentage of options initially granted, contingent upon the ROCE (i.e. 65% of allocation), exercisable
Greater than 13%	All
Between 10% and 13%	$[\text{Arithmetic average of 2019, 2020 and 2021 ROCE} - 10\%] / [13\% - 10\%]$
10% or less	None

Stock price performance will be calculated by comparing the average opening listing price of the Saint-Gobain stock price and the CAC 40 index over the six months prior to November 22, 2018 to the average for over the six months prior to November 22, 2022, as follows:

Performance of the Saint-Gobain stock price compared to the CAC 40 index	Percentage of options initially granted, contingent upon stock market performance (i.e. 20% of allocation), exercisable
At least 10% greater	All
Between 0% and +10%	$2/3 + 1/3 * [(\text{Performance of the Saint-Gobain stock} / \text{CAC 40 index})^{(1)} - 100\%] / [110\% - 100\%]$
Lower than the CAC 40 index	None

(1) Saint-Gobain stock price performance/CAC 40 index performance (performance of the Saint-Gobain stock price versus performance of the CAC 40 index) is equal to: $100\% + \text{the difference between the performance of the Saint-Gobain stock price and that of the CAC 40 index, in both cases expressed as a percentage.}$

The performance of the corporate social responsibility criterion will be calculated as follows:

Arithmetic average TRAR of the Group for the years 2019, 2020 and 2021 ^{(1) (2)}	Percentage of options initially granted, contingent upon the TRAR (i.e., 5% of the allocation), exercisable
Less than 2.5	All
Between 2.5 and 2.8	Linear interpolation
Greater than 2.8	None

(1) Total recordable accident rate - more than 24 hours' lost time and non lost time - for a million hours worked by the permanent and temporary employees and by permanent subcontractors of Saint-Gobain Group.

(2) In light of the improved 2018 results, in which the TRAR decreased from 3.3 in 2016 to 2.6 in 2017, the Group set, when implementing the 2018 plan, the objective of consolidating the performance achieved at a TRAR level of 2.5.

Reduction of the Group's CO ₂ emissions between 2017 and 2021 ^{(1) (2)}	Percentage of options initially granted, contingent on the reduction rate of the CO ₂ emissions (i.e. 5% of the allocation), exercisable
Greater than 6.2%	All
Between 4.8% and 6.2%	Linear interpolation
Less than 4.8%	None

(1) The results will be assessed based on iso-production.

(2) The Group set the objective of reducing Group CO₂ emissions by at least 20% by 2025 compared with the level measured for the year 2010.

Arithmetic average of the diversity index for the years 2019, 2020 and 2021 ^{(1) (2)}	Percentage of options initially granted, contingent on the diversity index (i.e. 5% of the allocation), exercisable
Greater than 90%	All
Between 85% and 90%	Linear interpolation
Less than 85%	None

(1) Index corresponding to the proportion of the Group's senior executives satisfying at least one of the three following diversity characteristics: being non-French, having diverse professional experiences (having worked at Saint-Gobain in two countries different from the country of origin or at least in three different sectors, or having an experience of more than 12 years outside the Saint-Gobain Group), being a woman.

(2) The Group set a general objective of maintaining a minimum of 90% of senior executives meeting one of the three abovementioned criteria and a target for 2025 of 25% of its senior executives being female.

The level required to meet 100% of the performance conditions is ambitious but remains motivating for beneficiaries.

A breakdown of these plans, and specifically their allocation and performance conditions, is provided in Section 2.4, Chapter 5 *Corporate Governance* of the 2018 Registration document.

Impact in terms of capital dilution/holding of the share capital

The Board notes that the Group's policy with respect to allocations of stock options and performance shares has always had a very limited impact in terms of capital dilution/holding of the share capital.

The 2018 stock options plan (whose type – subscription or purchase – will be determined by the Board of Directors at the latest on the day before the start of the exercise period) represents 0.05% of the share capital, and therefore has no material impact in terms of dilution. The performance share plan entitles beneficiaries to existing shares and therefore has no impact in terms of dilution.

As at December 31, 2018, the balance of non-exercised stock subscription or purchase options was approximately 1.8 million, and some 4.2 million existing performance shares remained in the process of vesting, *i.e.*, approximately 0.34% and 0.76% of the share capital, respectively, in both cases contingent upon meeting the performance conditions of certain plans, as these calculations include 100% of the allocations for which the achievement of the performance conditions have not yet been determined.

Twenty-third 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 Directors of the Company, with these limit of 1.5% and sub-limit of 10% being common to this resolution and the twenty-fourth 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 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 twenty-fourth 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 twenty-fourth 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 Directors 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 twenty-fourth 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 Directors of the Company under, and within the limits of, this resolution and to the allocations of free shares to Executive Directors of the Company pursuant to, and within the limits of, the twenty-fourth 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 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;

- 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 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 Directors 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 Directors 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, place the capital increase on record and amend the bylaws to reflect the new 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 thirteenth resolution of the Combined General Meeting of June 2, 2016.

Twenty-fourth 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 Directors of the Company, with these limit of 1.2% and sub-limit of 10%, being set off respectively against those specified in the twenty-third 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 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 twenty-third 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 twenty-third 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;
- 5/ Resolve that the total number of free shares allocated under this authorization to the Executive Directors 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/, twenty-third 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 Directors 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 Directors of the Company in application and within the limits of the twenty-third 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 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 Executive Directors 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 Directors 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 Directors 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 fourteenth resolution of the Combined General Meeting of June 2, 2016.

25TH RESOLUTION

POTENTIAL CANCELLATION OF SHARES

Under the **25th resolution**, you are requested to authorize the Board of Directors, for twenty-six months, **to cancel, where appropriate, Company shares** it has acquired under the share purchase authorizations granted by the General Shareholders' Meeting, **up to a maximum of 10% of the Company's share capital** per twenty-four-month period.

Twenty-fifth resolution: *(Authorization given to the Board of Directors to reduce the share capital by canceling Company shares representing up to 10% of the Company's share capital per 24-month period):* The shareholders in Extraordinary Meeting, fulfilling the 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 Article L.225-209 of the French Commercial Code:

- 1/ Authorize the Board of Directors to reduce, on one or more occasions, the share capital by canceling Company shares purchased pursuant to the authorizations given by the General Meetings as part of share buybacks;
- 2/ Resolve that this authorization to the Board of Directors is valid for a period of 26 months from the date of this General Meeting;
- 3/ Resolve that the Board of Directors may, at its sole initiative, cancel, on one or more occasions, all or some of the Company shares purchased under Company share buyback authorizations up to a maximum of 10% of the share capital existing on the date of the transaction, during any twenty-four-month period, and to reduce the Company's share capital accordingly;
- 4/ Give full powers to the Board of Directors with powers to sub-delegate under the conditions set out by law to use this authorization, cancel the shares, complete the reductions in capital, deduct from the available premiums and reserves of its choice the difference between the repurchase value of the cancelled shares and the nominal value, allocate the portion of the legal reserve that has become available as a result of the

capital reduction, and generally approve any agreement, take all measures, carry out all acts and formalities and amend the by-laws accordingly;

5/ Acknowledge that this delegation of authority supersedes, for the unexpired period, and cancels any unused portion of the delegation granted in the nineteenth resolution of the Combined General Meeting of June 8, 2017.

26TH RESOLUTION

POWERS TO CARRY OUT FORMALITIES

The **26th resolution** gives authority to carry out formalities in connection with decisions made by the General Meeting.

Twenty-sixth resolution: (*Powers to carry out formalities*): The shareholders in Extraordinary 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.

Financial authorizations submitted for approval to the General Shareholders' Meeting

Summary

The following table summarizes the scope, term and limits of use of the financial resolutions presented to you above that are submitted to the approval of your General Meeting.

For a summary of the use made of the financial authorizations in effect on the date of the General Meeting, please refer to the document available at the following address: <https://www.saint-gobain.com/en/finance/general-meeting> or in Section 1.2 of Chapter 7 *Capital and ownership structure* of the 2018 Registration Document.

Purpose of the resolution and type of securities concerned	Source (resolution No.)	Authorization duration and expiration	Maximum par value of the capital increase
Issuances with preferential subscription right			
Capital increase (ordinary shares or securities giving access to shares in the Company or its subsidiaries) (A)	2019 AGM 15 th resolution	26 months (August 2021)	€437 million excluding adjustments, <i>i.e.</i> approximately 20% of the share capital ⁽¹⁾ (A)+(B)+(C)+(D)+(E)+(I) limited to €437 million (" Global Cap ")
Capital increase by incorporation of premiums, reserves, profits and free allocation of shares to shareholders (B)	2019 AGM 20 th resolution	26 months (August 2021)	€109 million, excluding adjustments, <i>i.e.</i> approximately 5% of the share capital Included in the Global Cap
Issuance without preferential subscription right			
Capital increase, by public offering, with possibility of granting a priority period for shareholders, through issuance of ordinary shares or securities giving access to shares in the Company or its subsidiaries, or shares in the Company to which securities to be issued by subsidiaries would grant entitlement, where applicable, by subsidiaries (C)	2019 AGM 16 th resolution	26 months (August 2021)	€218 million (shares), excluding adjustments, <i>i.e.</i> approximately 10% of the share capital ⁽¹⁾ Included in the Global Cap (C)+(D)+(E)+(I) limited to €218 million
Capital increase, by private placement, through issuance of ordinary shares or securities giving access to shares in the Company or its subsidiaries, or shares in the Company to which securities to be issued by subsidiaries would grant entitlement, where applicable, by subsidiaries (D)	2019 AGM 17 th resolution	26 months (August 2021)	€218 million (shares), excluding adjustments, <i>i.e.</i> approximately 10% of the share capital ⁽¹⁾ Allocation to the cap of (C), included in the Global Cap
Capital increase (ordinary shares or securities giving access to shares in the Company with shares as primary securities) in compensation for contribution in kind (E)	2019 AGM 19 th resolution	26 months (August 2021)	10% of the share capital, <i>i.e.</i> approximately €218 million, excluding adjustments Allocation to the cap of (C), included in the Global Cap

Issuances reserved for Group employees and Directors

Capital increase (equity securities) through the Group Savings Plan (F)	2019 AGM 22 nd resolution	26 months (August 2021)	€48 million, excluding adjustments, <i>i.e.</i> approximately 2.2% of the share capital
Allocation of stock options for new or existing shares (G)	2019 AGM 23 rd resolution	38 months (August 2022)	1.5% of the share capital on the date of the 2019 AGM, <i>i.e.</i> approximately €33 million, with a sub-cap of 10% of this limit of 1.5% for Executive Directors (G)+(H), limited to 1.5% of the share capital
Free allocation of existing performance shares (H)	2019 AGM 24 th resolution	38 months (August 2022)	1.2% of the share capital on the date of the 2019 AGM, <i>i.e.</i> approximately €26 million with a sub-cap of 10% of this limit of 1.2% for Executive Directors (allocation to the sub-cap of (G) applicable to the Directors) Allocation to the cap of (G)

Other

Option for complementary issuance in case of oversubscription of an issuance of ordinary shares or securities giving access to the share capital with or without preferential subscription right (I)	2019 AGM 18 th resolution	26 months (August 2021)	For each issuance, legal limit of 15% of the initial issuance ⁽¹⁾ Allocation to the cap of (C) and/or included in the Global Cap depending of the initial issuance
Determination of the issue price in the event of a capital increase without preferential subscription right by public offering or private placement (J)	2019 AGM 21 st resolution	26 months (August 2021)	10% of the share capital per 12-month period ⁽¹⁾ Issuance carried out pursuant to (C) or (D) depending on the type of share capital increase Allocation to the cap of (C), included in the Global Cap

Share buyback program

Cancellation of shares	2019 AGM 25 th resolution	26 months (August 2021)	Features 10% of the share capital per 24-month period
------------------------	---	----------------------------	--

(1) Maximum aggregate face value of debt securities giving access to the share capital that may be issued capped at €1.5 billion. Global cap applicable to (A), (C), (D) and (I) resolutions.

4

HOW TO PARTICIPATE IN THE GENERAL MEETING

As a Saint-Gobain shareholder, you are entitled to participate in the General Meeting, irrespective of the number of shares you hold. You may do so by attending the meeting in person, casting a vote in advance or appointing a proxy to represent you at the meeting.

You may request an admission card, cast your vote or give proxy via the internet rather than by mail.

If you hold registered shares, either directly or through an intermediary, you will receive a notice of meeting directly.

Who can participate in the General Meeting?

In order to be entitled to participate in the General Meeting, you must prove that you have the capacity of shareholder by having your **shares entered in the share register** in your name (or in the name of the financial intermediary acting on your behalf if you are not a resident of France) at least two business days prior to the General Meeting, *ie.* at 12:00 a.m. (Paris time) on **Tuesday June 4, 2019**.

Transactions occurring after Friday May 31, 2019 (12:00 a.m., Paris time) will therefore not be counted in determining a shareholders' right to participate in the meeting.

Please read the following instructions carefully.

Registered shares

For shareholders with registered shares, held either directly or through an intermediary, the shares are entered in the accounts

kept by **BNP Paribas Securities Services**, CTO Assemblées Générales, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex.

Bearer shares

For shareholders with bearer shares, the entry is made by the banking or financial intermediary that holds your securities on your behalf (**financial intermediaries**). Entry in such accounts is recorded by a certificate (*attestation de participation*).

If you hold Saint-Gobain bearer shares, your financial intermediary will be your sole contact for the purposes of the General Meeting.

Participate in our sustainable development efforts

Saint-Gobain's environmental vision is to ensure the sustainable development of its activities, while preserving the environment from the impacts of its processes and services over their entire life cycle. In this way, the Group seeks to ensure the conservation and availability of natural resources.

That is why, for its General Meeting, Saint-Gobain offers all its shareholders the tools to enable them to contribute to its sustainable development efforts: availability of General Meeting documents on the Company's website, e-convocation and online voting. Moreover, each year Saint-Gobain broadcasts the discussions of the General Meeting on its website.

Documents available on the Company's website

General Meeting documents that are provided to shareholders according to the French Commercial Code can be viewed or downloaded on the Saint-Gobain website: **<http://www.saint-gobain.com/en/finance/general-meeting>**.

Registered shareholders: choose e-convocation

By opting for e-convocation, *ie.*, receiving the Notice of Meeting by email, you are choosing a simple, fast, secure and economical form of notification. You can contribute to protect the environment in reducing Saint-Gobain's carbon impact by avoiding the printing and mailing paper notices by Post.

It is now too late to opt for e-convocation for the General Meeting of June 6, 2019. To receive e-convocations for subsequent general meetings, simply do the following:

- ◆ either fill in the reply form provided on the last page under the category "Request for registration by internet" (downloadable also from the Saint-Gobain website (**<http://www.saint-gobain.com/en/finance/general-meeting>**) and return it, signed and dated, to BNP Paribas Securities Services (address on the form);
- ◆ or go directly to the "My personal information" then "My subscriptions" tabs on the website **<https://planetshares.bnpparibas.com>**.

If you opted for e-convocation and are still receiving "paper" documentation, it means that your request was either incomplete or illegible. You should renew your request by following the above instructions.

Participate in the General Meeting



I. TO COMPLETE THE FORMALITIES VIA THE INTERNET

For years, Saint-Gobain has given all shareholders the option of using the services of the **VOTACCESS** secure online platform to:

- ◆ **request your admission card** if you wish to attend the meeting in person;
- ◆ **vote online prior to the meeting;**
- ◆ **give or revoke your proxy** to the Chairman of the meeting or to another designated person. In this case, in accordance with Article R.225-79 of the French Commercial Code, you may notify BNP Paribas Securities Services of the person to whom you are giving proxy or, as the case may be, whose proxy you are revoking, by the same process.

The VOTACCESS platform is available for use by shareholders according to the terms and conditions provided below:

A If you hold registered shares

If you hold registered shares in the **accounts kept** by BNP Paribas Securities Services, you must connect to the PlanetShares website (<https://planetshares.bnpparibas.com>) using your usual identifier code, to view your registered shares accounts.

If you hold registered shares with a **financial intermediary**, you should log onto the PlanetShares website by entering the identifier code shown in the top right-hand corner of your postal voting form.

Once you have logged on, you should follow the instructions on the screen to access the VOTACCESS platform, where you may **request**

an admission card or vote online or give proxy to the Chairman of the meeting or another designated person, or revoke your proxy, as applicable.

If you are no longer in possession of your identifier code and/or your password, please phone:

- ◆ 0800 033 333 from a landline in France (toll-free number); or
- ◆ 00 33 1 40 14 80 12 from outside France (for the cost of a local call from a landline).

B If you hold bearer shares

You should ask your financial intermediary whether it is connected to the VOTACCESS platform and, if so, whether access to the platform is subject to specific terms and conditions of use.

In such cases, you can connect to your financial intermediary's Internet portal using your usual identifier codes. Then follow the

instructions given on the screen opposite the account entry for your Saint-Gobain shares to access the VOTACCESS platform. You will then be **able to request an admission card, vote online prior to the meeting, give proxy** to the Chairman of the meeting or another designated person, or revoke your proxy, as applicable.

C Special case: if you hold bearer shares and your qualified intermediary is not connected to the VOTACCESS platform

To **request an admission card** to attend the meeting in person, **vote by mail or give proxy**, you must request a single admission card/postal vote/ proxy request form (*formulaire unique*) from your financial intermediary and return the form **by mail**, as explained below.

If you wish to vote by proxy, you may **give or revoke proxy** *via* the Internet, according to the instructions below:

- ◆ send an email to the following address: **paris.bp2s.france.cts.mandats@bnpparibas.com**
- ◆ this email must contain the following information: Company name (Saint-Gobain), Annual General Meeting date (June 6, 2019), full

name, address and registered share account number for yourself (principal), as well as the full name and, if possible, address of the individual or legal entity you are designating to vote on your behalf (proxy); and

- ◆ ask your financial intermediary that manages the securities account containing your Saint-Gobain shares to confirm your request by writing to BNP Paribas Securities Services, CTO Assemblées Générales, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex (France).

The above email addresses have been set up exclusively to receive requests to give or revoke proxy. Any and all other unrelated requests or information sent to this address will be disregarded.



You may request an admission card, cast your vote, give or revoke proxy *via* the Internet until the day preceding the date of the meeting, i.e. up to 3:00 p.m. (Paris time) on Wednesday 5 June, 2019.

You are advised not to wait until the last minute to start the process you have selected.



II. TO COMPLETE THE FORMALITIES BY MAIL

A To request an admission card

You can request an admission card using the single admission card/postal vote/proxy request form (*formulaire unique*). If you do not directly receive a notice of meeting, such admission card is available upon request through your financial intermediary. Simply tick **box A** at the top of the form, and then sign and date the form and return it in the prepaid envelope if you mail it from France. If you hold registered shares, this form should be returned to BNP Paribas Securities Services. If you hold bearer shares, it should be returned to your financial intermediary. **The form must not in any event be returned to Saint-Gobain.**

If you have not received your admission card by at least the second business day prior to the General Meeting, *i.e.* June 4, 2019, you may obtain one from the admission desks at the General Meeting after 2:00 p.m. by presenting:

- ◆ proof of identity if you hold **registered** shares; or
- ◆ proof of identity and the shareholding certificate (*attestation de participation*) indicating the number of shares held, issued by your financial intermediary at your request and dated June 4, 2019, 12:00 a.m. (Paris time) if you hold bearer shares.

B To vote or give or revoke proxy by mail

For shareholders who will not be attending the meeting in person and wish to vote or give proxy to the Chairman or another designated person or revoke proxy by mail:

- ◆ **if you hold registered shares, either directly or through an intermediary:** sign and date the form provided, and return it duly completed by mail to BNP Paribas Securities Services, CTO Assemblées Générales, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex (France);

- ◆ **if you hold bearer shares:** request a single admission card/postal vote/proxy request form (*formulaire unique*) from your financial intermediary. Once you have signed and dated the form provided, duly completed according to your choice of participation method, simply return it by mail to your financial intermediary, who will attach a certificate (*attestation de participation*) to the form and then forward it to BNP Paribas Securities Services.



To be taken into account, this form and the accompanying certificate must be received by BNP Paribas Securities Services no later than the day before the meeting, *i.e.* at the latest by 3:00 p.m. (Paris time) on June 5, 2019.

You are advised not to wait until the last minute to start the process you have selected.

The admission card, duly completed and signed, should not be directly returned to Compagnie de Saint-Gobain.

Note:

- ◆ Shareholders who have already requested an admission card, given proxy or cast a vote prior to the meeting may not subsequently choose another means of participation or recall their vote.
- ◆ Shareholders who have chosen their means of participation in the meeting, whether or not their vote is already cast, may sell all or part of their shares. **However, if the sale takes place before 12:00 a.m. (Paris time) on Friday May 31, 2019, involving a transfer of share ownership before 12:00 a.m. (Paris time) on**

Tuesday June 4, 2019, BNP Paribas Securities Services will, as appropriate, invalidate or modify the admission card, the proxy instructions, the vote cast or the certificate. To this end, the financial intermediary that manages the shareholder's securities account, in the case of shares not held in the accounts kept by BNP Paribas Securities Services, shall notify BNP Paribas Securities Services of transfer of ownership of the shares and provide all necessary information. Shares sales carried out after 12:00 a.m. (Paris time) on Friday May 31, 2019, involving a transfer of ownership of the shares after 12:00 a.m. (Paris time) on Tuesday June 4, 2019 will not affect the shareholder's chosen method of participation in the meeting or his/her vote.



**Website dedicated to the Saint-Gobain Annual General Meeting:
<https://www.saint-gobain.com/en/finance/general-meeting>**

How to fill out the form?

IF YOU PLAN TO ATTEND THE MEETING IN PERSON:

tick **box A** at the top of the form to request your admission card and sign and date the form at the bottom.

IF YOU ARE UNABLE TO ATTEND THE MEETING AND WISH TO CAST A POSTAL VOTE OR APPOINT A PROXY:

follow the instructions on how to vote, then sign and date the form at the bottom.

IMPORTANT : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side
 Quelle que soit l'option choisie, noircir comme ceci la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this , date and sign at the bottom of the form

A Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I wish to attend the shareholders' meeting and request an admission card : date and sign at the bottom of the form.
 J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

B **COMPAGNIE DE SAINT-GOBAIN**
 S A au Capital de 2 186 340 016 €
 Siège social :
 Les Miroirs, 18 avenue d'Alsace
 92400 COURBEVOIE
 542 039 532 RCS NANTERRE

ASSEMBLEE GENERALE MIXTE convoquée pour le **jeudi 6 juin 2019**
 à **15 heures** au Palais des Congrès, 2, place de la Porte Maillot, 75017 Paris
COMBINED GENERAL MEETING to be held on Thursday June 6th, 2019
 at **3:00 pm** at Palais des Congrès, 2, place de la Porte Maillot, 75017 Paris

CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY
 Identifiant - Account
 Nominatif Registered
 Porteur Bearer
 Vote simple Single vote
 Vote double Double vote
 Nombre d'actions / Number of shares
 Nombre de voix - Number of voting rights

B1 JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
 Cf. au verso (2) - See reverse (2)
 Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci la case correspondante et pour lesquels je vote NON ou je m'abstiens.
 I vote YES all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this , for which I vote NO or I abstain.
 Sur les projets de résolutions non agréés par le Conseil d'Administration ou le Directoire ou la Gérance, je vote en noircissant comme ceci la case correspondant à mon choix.
 On the draft resolutions not approved by the Board of Directors, I cast my vote by shading the box of my choice - like this .

	1	2	3	4	5	6	7	8	9	Qui / Non/No Yes Abst/Abs	Qui / Non/No Yes Abst/Abs
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	A <input type="checkbox"/>	F <input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	B <input type="checkbox"/>	G <input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	C <input type="checkbox"/>	H <input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	D <input type="checkbox"/>	J <input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	E <input type="checkbox"/>	K <input type="checkbox"/>

B2 JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 Cf. au verso (3)
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

B3 JE DONNE POUVOIR A : Cf. au verso (4)
I HEREBY APPOINT : See reverse (4)
 M., Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
 Adresse / Address

ATTENTION : s'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.
CAUTION : if it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)
 Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no change can be made using this proxy form). See reverse (1)

WHATEVER YOUR CHOICE, REMEMBER TO SIGN AND DATE THE FORM HERE.

Date & Signature

Pour être prise en considération, toute formule doit parvenir au plus tard à BNP Paribas Securities Services le 5 juin 2019 avant 15 heures.
 In order to be considered, this completed form must be returned to BNP Paribas Securities Services at the latest on June 5th, 2019 before 3:00 p.m.
 En aucun cas le document ne doit être retourné à la Compagnie de Saint Gobain / In no case, this document must be returned to Compagnie de Saint Gobain

La langue française fait foi / The French version of this document governs; the English translation is for convenience only

TO CAST A POSTAL VOTE:

tick here.

- To vote **YES** to a resolution, leave the box next to the resolution number concerned blank.
- To vote **NO** to a resolution or to abstain from voting on a resolution (which counts as a NO), fill in the box next to the resolution number concerned.

TO GIVE PROXY TO THE CHAIRMAN OF THE GENERAL MEETING TO VOTE ON YOUR BEHALF:
 tick here.

TO GIVE PROXY TO ANY INDIVIDUAL OR LEGAL ENTITY OF YOUR CHOICE WHO WILL REPRESENT YOU AT THE MEETING:
 tick here and indicate your representative's name and contact details.



Whatever your choice, remember to sign and date the form at the bottom of the page.

5

REQUEST FOR DOCUMENTS AND TO BE CONVENED THROUGH THE INTERNET



REQUEST FOR DOCUMENTS

TO BE SENT EXCLUSIVELY TO THE FINANCIAL INTERMEDIARY RESPONSIBLE FOR MANAGING YOUR SECURITIES



I, the undersigned: M. Ms.

Surname and Given Name:

Address:

Postal Code: City: Country:

Email address: Owner of Saint-Gobain shares:

pure registered ⁽¹⁾ administered registered or bearer shares, held in account with ⁽²⁾

request that you send me the Compagnie de Saint-Gobain registration document for fiscal year 2018, containing the Annual Financial Report and the corporate social responsibility report, which is available on Saint-Gobain's website at: www.saint-gobain.com.

In: on: 2019 Signature

(1) Registered in an account with BNP Paribas Securities Services, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex.
(2) Identification of the bank or financial institution holding your securities.

NOTA

A/ The notice of meeting containing the information required by Article R.225-73 of the French Commercial Code has been published in the BALO on March 27, 2019.
B/ The information and documents provided for in Article R. 225-73-1 of the French Commercial Code as well as the summary tables of the current delegations and of the proposed delegations to the General Meeting of Shareholders and the auditor's report will be published on the Company's website: <https://www.saint-gobain.com/en/finance/general-meeting>, no later than the 21st day before the meeting, i.e. May 17, 2018.



REQUEST TO BE CONVENED THROUGH THE INTERNET (for holders of Registered shares ONLY)



TO BE SENT EXCLUSIVELY TO:

BNP Paribas Securities Services
CTO - Services aux émetteurs - Assemblée Saint-Gobain
Grands Moulins de Pantin, 9, rue du Débarcadère - 93761 Pantin Cedex
France



Warning: this document can only be used by holders of registered shares (whether pure or administered)

I, the undersigned*: M. Ms.

Surname and Given Name:

Address:

Postal Code: City: Country:

Email address: Date of birth: [M][M] [D][D] [Y][Y][Y][Y]

Owner of Saint-Gobain shares:

pure registered ⁽¹⁾ administered registered or bearer shares, held in account with ⁽²⁾

request to be convened and receive electronically the next Notices of Meeting and documentation relating to Compagnie de Saint-Gobain's General Meetings for upcoming years.

In: on: 2019 Signature

* All fields must be filled in.
(1) Registered in an account with BNP Paribas Securities Services, Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex.
(2) Identification of the bank or financial institution holding your securities.



COMPAGNIE DE SAINT-GOBAIN

A FRENCH *SOCIÉTÉ ANONYME* WITH A SHARE CAPITAL OF € 2,186,340,016

REGISTERED OFFICE: LES MIROIRS, 18 AVENUE D'ALSACE, 92400 COURBEVOIE

www.saint-gobain.com

LABRADOR +33 (0)1 53 06 30 80 - This document is printed in France by an Imprim'Vert® certified printer on PEFC™ certified paper produced from sustainably managed forest.
PHOTO credits: Cover : © Getty Images / © Saint-Gobain / © Vincent Leroux/TempsMachine

LABRADOR
INFORMATION DESIGN

