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### Compagnie de Saint-Gobain

A French *Société anonyme* with a share capital of €2,178,733, 804  
Registered office: « Tour Saint-Gobain », 12, place de l'Iris, 92400 Courbevoie, France  
Registry of Commerce and Companies of Nanterre n°542 039 532

## Summary table of financial authorizations in force on the date of the General Shareholders' Meeting of June 4, 2020

Purpose of the resolution and type of securities concerned	Source (Resolution No.)	Authorization duration and expiration	Maximum par value of the capital increase
<b>Issuances with preferential subscription right</b>			
Capital increase (ordinary shares or securities giving access to shares in the Company or its subsidiaries) (A)	2019 AGM 15 <sup>th</sup> resolution	26 months (August 2021)	€437 million excluding adjustments, i.e. approximately 20% of the share capital <sup>(1)</sup>  (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 <sup>th</sup> resolution	26 months (August 2021)	€109 million, excluding adjustments, i.e. approximately 5% of the share capital  Included in the Global Cap <sup>2</sup>
<b>Issuance without preferential subscription right</b>			
Capital increase, by public offer, with the option to grant 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, where applicable, by subsidiaries would grant entitlement (C)	2019 AGM 16 <sup>th</sup> resolution	26 months (August 2021)	€218 million (shares), excluding adjustments, i.e. approximately 10% of the share capital <sup>(1)</sup>  Included in the Global Cap  (C)+(D)+(E)+(I) limited to €218 million <sup>2</sup>
Capital increase, by private placement, through issuance of ordinary shares or securities giving access to shares in the Company or its subsidiaries, or where applicable shares in the Company, to which securities to be issued by subsidiaries would grant entitlement (D)	2019 AGM 17 <sup>th</sup> resolution	26 months (August 2021)	€218 million (shares), excluding adjustments, i.e. approximately 10% of the share capital <sup>(1)</sup>  Allocation to the cap of (C), included in the Global Cap <sup>2</sup>
Capital increase (ordinary shares or securities giving access to shares in the Company with shares as primary securities) in compensation for contributions in kind (E)	2019 AGM 19 <sup>th</sup> resolution	26 months (August 2021)	10% of the share capital, i.e. approximately €218 million, excluding adjustments  Allocation to the cap of (C), included in the Global Cap <sup>2</sup>
<b>Issuances reserved for Group employees and executive corporate officers</b>			
Capital increase (equity securities) through the Group Savings Plan (F)	2019 AGM 22 <sup>th</sup> resolution	26 months (August 2021)	€48 million, excluding adjustments, i.e. approximately 2.2% of the share capital <sup>3</sup>

Purpose of the resolution and type of securities concerned	Source (Resolution No.)	Authorization duration and expiration	Maximum par value of the capital increase
Allocation of stock options for new or existing shares (G)	2019 AGM 23 <sup>th</sup> resolution	38 months (August 2022)	1.5% of the share capital on the date of the 2019 AGM, i.e. approximately €33 million, with a sub-cap of 10% of this limit of 1.5% for executive corporate officers <sup>(2)</sup>  (G)+(H), limited to 1.5% of the share capital
Free allocation of existing performance shares (H)	2019 AGM 24 <sup>th</sup> resolution	38 months (August 2022)	1.2% of the share capital on the date of the 2019 AGM, i.e. approximately €26 million with a sub-cap of 10% of this limit of 1.2% for executive corporate officers (allocation to the sub-cap of (G) applicable to the executive corporate officers) <sup>(4)</sup>  Allocation to the cap of (G)
<b>Other</b>			
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 <sup>th</sup> resolution	26 months (August 2021)	For each issuance, legal limit of 15% of the initial issuance <sup>(1)</sup> Allocation to the cap of (C) and/or included in the Global Cap depending of the initial issuance <sup>(2)</sup>
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 <sup>th</sup> resolution	26 months (August 2021)	10% of the share capital per 12-month period <sup>(1)</sup> Issuance carried out pursuant to (C) or (D) depending on the type of the share capital increase  Allocation to the cap of (C), included in the Global Cap <sup>(2)</sup>
<b>Share buyback program</b>			<b>Features</b>
Share buyback <sup>(6)</sup>	2019 AGM 14 <sup>th</sup> resolution	18 months (December 2020)	10% of the total number of shares making up the share capital at the date of the General Shareholders' Meeting <sup>(6)</sup>  Maximum purchase price per share: €80
Cancellation of shares	2019 AGM 25 <sup>th</sup> resolution	26 months (August 2021)	10% of the share capital per 24-month period <sup>(7)</sup>

(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 Resolutions (A), (C), (D) and (I).

(2) No use of the delegation of authority in 2019.

(3) Confirmation of the issuance of 5,999,997 shares in May 2019 by the Chairman and Chief Executive Officer acting pursuant to the delegation of authority granted by the Board of Directors on November 22, 2018 based on the seventeenth Resolution of the Shareholders' Meeting of June 8, 2017 to implement a capital increase via the Group Savings Plan.

(4) Allocation of 1,251,770 existing performance shares by the Board of Directors on November 21, 2019.

(5) The objectives of the program are as follows: cancellation, delivery of shares upon exercise of the rights attached to securities giving access in any way to the allocation of shares in the Company or in the context of external growth, merger, demerger and contribution transactions, market animation under a liquidity agreement, allocation of free shares, granting of stock options, or sale of shares as part of an Employee Group Savings Plan or other similar schemes, hedging against the potential dilutive impact of free share allocations, the granting of stock options and employee share subscriptions under the Group Savings Plan or other similar schemes, the implementation of any market practice that may become authorized by the French Financial Markets Authority (Autorité des marchés financiers) and, more generally, for any other transaction authorized under the relevant laws and regulations.

(6) See Section 1.3 of Chapter 7 of Saint-Gobain's 2019 Universal Registration Document, available on [www.saint-gobain.com](http://www.saint-gobain.com) for a description of the implementation of the share buyback program in 2019.

(7) Cancellation of (i) six million shares resulting in a reduction of the share capital by an aggregate face value of €24,000,000, decided by the Board of Directors on June 6, 2019, effective on June 14, 2019, and (ii) 2,211,754 shares resulting in a reduction of the share capital by an aggregate face value €8,847,016, decided by the Board of Directors of November 21, 2019, effective November 29, 2019 (see Section 1.3.1 of Chapter 7 of Saint-Gobain's 2019 Universal Registration Document, available on [www.saint-gobain.com](http://www.saint-gobain.com)).

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**Summary table of financial authorizations submitted for approval to the  
General Shareholders' Meeting convened to be held on June 4, 2020**

Purpose of the resolution and type of securities concerned	Source (Resolution No.)	Authorization duration and expiration	Maximum par value of the capital increase
Share buyback <sup>(1)</sup>	2020 AGM 14 <sup>h</sup> resolution	18 months (December 2021)	10% of the total number of shares making up the share capital at the date of the General Shareholders' Meeting Maximum purchase price per share: €80

*(1) The objectives of the program are as follows: cancellation, delivery of shares upon exercise of the rights attached to securities giving access in any way to the allocation of shares in the Company or in the context of external growth, merger, demerger and contribution transactions, market animation under a liquidity agreement, allocation of free shares, granting of stock options, or sale of shares as part of an Employee Group Savings Plan or other similar schemes, hedging against the potential dilutive impact of free share allocations, the granting of stock options and employee share subscriptions under the Group Savings Plan or other similar schemes, the implementation of any market practice that may become authorized by the French Financial Markets Authority (Autorité des marchés financiers) and, more generally, for any other transaction authorized under the relevant laws and regulations.*