

Compagnie de Saint-Gobain - Annual General Meeting of June 06, 2019

Voting results

Number of shares with voting rights: 544 624 891

Number of exercisable voting rights: 599 726 769

No. of shareholders present and represented: 4 969

No. of shareholders having voted by post or through the Internet: 3 288 ; total 8 257 (including 6 077 received through the Internet)

No. of shares held by shareholders present and represented: 8 149 463 i.e. 1,5% of the no. of shares with voting rights;

No. of shares held by shareholders having voted by post: 319 020 230 (including 124 932 228 through the Internet)

i.e. total 327 169 693 shares and 60,07% of the no. of shares with voting rights

No. of votes cast by shareholders present and represented: 13 085 449 i.e. 2,18% of voting rights;

No. of votes cast by shareholders having voted by post: 366 254 477 (including 125 170 699 received through the Internet)

i.e. total 379 339 926 voting rights representing 63,25% of exercisable voting rights

Res. N°	Resolution Title	Type	Result	% FOR	% AGAINST	% ABS.	Number of voting rights FOR	Number of voting rights AGAINST	Number of voting rights ABS.	Total of voting rights
ORDINARY MEETING										
1	Approval of the Company's non-consolidated financial statements for 2018	Ordinary	Approved	99.89%	0.08%	0.04%	378 903 748	288 697	147 481	379 339 926
2	Approval of the Company's consolidated financial statements for 2018	Ordinary	Approved	99.82%	0.14%	0.04%	378 663 374	532 721	143 831	379 339 926
3	Appropriation of income and determination of the dividend	Ordinary	Approved	99.55%	0.41%	0.04%	377 648 698	1 547 141	144 087	379 339 926
4	Renewal of Ms. Anne-Marie IDRAC's term of office as Director	Ordinary	Approved	97.17%	2.79%	0.04%	368 586 404	10 598 419	155 103	379 339 926
5	Renewal of Ms. Dominique LEROY's term of office as Director	Ordinary	Approved	88.79%	11.07%	0.14%	336 792 695	42 002 632	544 599	379 339 926
6	Renewal of Mr. Denis RANQUE's term of office as Director	Ordinary	Approved	93.40%	6.56%	0.04%	354 286 396	24 897 738	155 792	379 339 926
7	Renewal of Mr. Jacques PESTRE's term of office as Director representing employee shareholders	Ordinary	Approved	99.42%	0.54%	0.04%	377 130 039	2 044 003	165 884	379 339 926
8	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	Ordinary	Approved	93.94%	6.02%	0.04%	356 328 664	22 850 602	160 660	379 339 926
9	Approval of the components of the compensation policy of the Chairman and Chief Executive Officer for 2019	Ordinary	Approved	86.75%	13.20%	0.05%	329 094 339	50 058 863	186 724	379 339 926
10	Approval of the components of the compensation policy of the Chief Operating Officer for 2019	Ordinary	Approved	96.79%	3.17%	0.04%	367 168 619	12 007 535	163 772	379 339 926
11	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	Ordinary	Approved	93.57%	6.39%	0.04%	354 956 298	24 223 609	160 019	379 339 926
12	Approval of the post-employment benefit obligations towards Mr. Benoit BAZIN	Ordinary	Approved	98.87%	1.09%	0.04%	375 061 002	4 117 831	161 093	379 339 926
13	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	Ordinary	Approved	99.90%	0.06%	0.04%	378 968 980	223 226	147 720	379 339 926
14	Authorization given to the Board of Directors to trade in the Company's shares	Ordinary	Approved	99.78%	0.18%	0.04%	378 490 221	700 236	149 469	379 339 926
EXTRAORDINARY MEETING										
15	Delegation of authority 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 amount representing approx. 20% of the share capital	Extraordinary	Approved	99.28%	0.68%	0.04%	376 614 746	2 574 084	151 096	379 339 926

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16	Delegation of authority to issue, without preferential subscription rights for existing shareholders but with the possibility of granting a priority period, by public offering, Company shares or securities giving access to new shares in the Company or its subsidiaries, up to a maximum amount representing approx. 10% of the share capital	Extraordinary	Approved	95.63%	4.33%	0.04%	362 749 135	16 434 758	156 033	379 339 926
17	Delegation of authority to issue, without preferential subscription rights for existing shareholders, Company shares or securities giving access to new shares in the Company or its subsidiaries, by private placement, up to a maximum amount representing approx. 10% of the share capital	Extraordinary	Approved	92.07%	7.89%	0.04%	349 242 818	29 945 962	151 146	379 339 926
18	Delegation of authority to increase the number of securities (shares or securities giving access to the share capital) to be issued in the event that the issue, with or without preferential subscription rights, is oversubscribed, within the legal and regulatory limits and subject to the limits specified in the initial resolution	Extraordinary	Approved	92.32%	7.61%	0.07%	350 224 915	28 867 870	247 141	379 339 926
19	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 the share capital	Extraordinary	Approved	96.05%	3.90%	0.05%	364 347 716	14 806 314	185 896	379 339 926
20	Delegation of authority to increase the share capital through the capitalization of share premiums, reserves, profits or other amounts, up to a maximum amount representing approx. 5% of the share capital	Ordinary	Approved	99.89%	0.07%	0.05%	378 917 786	246 703	175 437	379 339 926
21	Authority granted 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, up to 10% of the share capital per 12-month period	Extraordinary	Approved	96.25%	3.70%	0.05%	365 103 579	14 049 192	187 155	379 339 926
22	Delegation of authority 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 amount representing approx. 2.2% of the share capital	Extraordinary	Approved	98.12%	1.84%	0.05%	372 196 195	6 963 741	179 990	379 339 926
23	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	Extraordinary	Approved	96.46%	3.49%	0.05%	365 911 794	13 245 412	182 720	379 339 926
24	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	Extraordinary	Approved	95.47%	4.48%	0.05%	362 158 015	16 995 529	186 382	379 339 926
25	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	Extraordinary	Approved	99.63%	0.22%	0.15%	377 953 611	835 766	550 549	379 339 926
26	Powers to carry out formalities	Extraordinary	Approved	99.94%	0.01%	0.05%	379 112 343	47 668	179 915	379 339 926

(Results in accordance with article R225-106-1 of the French Commercial Code)