

## **SAINT-GOBAIN GROUP EMPLOYEE SHARE OFFERING COUNTRY SUPPLEMENT FOR FINLAND**

*Saint-Gobain expects to implement an offering of its shares under the umbrella of the Saint-Gobain Group employee share offering, subject to the decision by its CEO expected to take place on March 11, 2024. You will find below a brief summary of the expected terms of the offering, local offering information and principal tax consequences relating to the offering.*

### **Summary of the Offering**

**to be read in conjunction with the employee brochure and the subscription form**

#### ***A share capital increase reserved for employees***

Saint-Gobain shares are expected to be offered to all eligible employees of participating Saint-Gobain Group companies, pursuant to Saint-Gobain's capital increase reserved to such employees. In your country, the Saint-Gobain Group Employee Share Offering is expected to be offered as a “classic” plan.

If the number of requested shares exceeds the offered shares, the number of shares requested may be reduced. In this event, each participant will be notified personally.

#### ***Eligibility***

All current employees of Saint-Gobain and the employees of its participating direct and indirect majority-owned subsidiaries, in each case subject to a minimum employment condition of three months. Such three-month period may either be on a continuous or discontinuous basis. The relevant period for measuring a discontinuous three-month period is from January 1, 2023 through the last day of the subscription period, and such employee must be employed as of that day.

#### ***Subscription period***

The subscription period is expected to start on March 11, 2024 and last until March 25, 2024 (inclusive). In order to participate in the offering, you would need to subscribe by March 25, 2024 at the latest.

#### ***Subscription price***

The subscription price for the Saint-Gobain shares will be at a 20% discount from the “reference price”. The reference price is based on an average of the opening price of Saint-Gobain shares over the 20 trading days preceding the date of the decision to determine the price, expected to take place on March 11, 2024.

Payment will be requested in euros.

### ***Employer's contribution***

If you decide to invest in the “classic” plan, your employer will contribute to your investment an additional, proportional amount as follows:

Interval	Contribution - %	Amount in the interval	Maximum contribution
0 – 500 €	75 %	500 €	375 €
501 – 1 500 €	50 %	1 000 €	500 €
1 501 – 5 000 €	25 %	3 500 €	875 €
5 001 € –	0 %	0 €	0 €
Total		5 000 €	1 750 €

### ***Your investment is capped***

The maximum amount you can invest is 25% of your gross annual compensation (including bonuses) for 2023 or an estimate of the 2024 gross annual compensation. The employer matching contribution will not count toward the 25% limit.

### ***Method of payment***

Payment is to be made in euros. Your employer will send you an invoice for the payment of the subscription price.

### ***Custody of your shares***

Your shares will be subscribed and held on your behalf by a collective shareholding vehicle, known as a Fonds Commun de Placement d'Entreprise or FCPE, which is commonly used in France for the conservation of shares held by employee-investors. Your investment will be held in the “Saint-Gobain Avenir Monde” compartment of the FCPE “Saint-Gobain PEG Monde”. You will be issued units of the FCPE corresponding to the shares you will have subscribed.

### ***Your investment will be subject to a five-year lock-up period***

In consideration of the benefits granted under this offering, your investment is subject to a lock-up period of approximately five years (ending on May 1, 2029), during which you will not be able to redeem your investment unless you qualify for an early exit (see “Early exit events” below).

### ***Early exit events***

You may request redemption of your investment during the above-mentioned lock-up period in the following circumstances only:

1. Marriage of the employee;
2. Where a child is born or a child arrives at the home in view of being adopted, provided the employee's household is already financially responsible for at least two children;
3. In the event of divorce or separation, when this event is accompanied by a court decision specifying that the sole or shared ordinary place of residence of at least one child is at the domicile of the employee concerned;
4. Where the employee, his or her spouse or children, suffers from a disability as defined by French law;
5. Death of the employee or his or her spouse;
6. Termination of the employment contract;
7. Where the employee, his or her children, or spouse, allocates the amounts saved to create certain businesses as provided for by French law;
8. Where the employee allocates the amounts saved to the acquisition or enlargement of his or her principal residence; and
9. Domestic violence committed against the employee by his/her spouse, partner, civil partner, or his/her former spouse, partner or civil partner.

The above is a summary of the current early exit provisions permitted under French law. The early exit events are to be interpreted and applied in a manner consistent with French law. Before relying or attempting to rely on any of these early exit events, you should consult with your employer to make sure that your case meets all the requirements of French law.

Employees must present a request for redemption within a period of six months after the occurrence of such event, except in the event of death, disability, domestic violence committed against you or termination of the employment contract (in which case, the request may be made at any time). For further information, please contact your human resource office.

### ***Dividends***

Any dividends paid with respect to shares, while such shares remain in the FCPE, will be reinvested by the FCPE in additional Saint-Gobain shares. The dividends will not be paid out directly to you. These reinvested dividends will result in the issuance of additional units (or fractions thereof) to you. The shares subscribed in this 2024 plan will be entitled to receive dividends distributed as of 2025 and subsequent years (they will not be eligible to receive dividends paid in 2024 in respect of 2023).

### ***Voting rights***

As long as the shares are held by the FCPE, the voting rights pertaining to such shares will be exercised by the supervisory board of the FCPE on behalf of the employees.

### ***Redemption***

Your investment will become available upon the expiry of the lock-up period of approximately five years, or earlier, if you qualify for an early exit. At that time you may request the redemption of your investment (in cash or Saint-Gobain shares) or you may continue to hold your shares through the FCPE, after which you will be free to redeem your investments at any time.

**Tax Information for Employees**  
**Resident in Finland**

*The following summary sets forth general principles in effect on November 2023 that are expected to apply to employees (i) who are, and shall remain until disposal of their investment, working and resident in Finland for the purposes of the tax laws of Finland and the French Republic and the Convention between Finland and the French Republic for the avoidance of double taxation dated 11 September 1970, as amended (the "Treaty"), (ii) who are and shall remain until the disposal of their investment entitled to the benefits of the Treaty, (iii) who have an employment contract with a company controlled by Saint-Gobain, and (iv) who are subject to the social security scheme of Finland.*

*Please note that neither Saint-Gobain nor your employer is providing you with, and will not provide you with, any personal, financial, or tax advice. Please note that FCPE is not recognised by Finnish tax law or commonly used in Finland for the conservation of shares held by employee-investors. The below summary is based solely on our understanding of the currently limited Finnish tax practice. This summary is given for informational purposes only and should not be relied upon as being either complete or conclusive. For definitive advice, employees should consult their own tax advisors regarding the tax consequences of participating in the Saint-Gobain Employee Offering.*

*The tax consequences listed below are described in accordance with Finnish and certain French tax laws and tax practices, as well as the Treaty, all of which are applicable in November 2023. These laws, practices, and the Treaty may change over time even with retroactive effect.*

**A. Taxation in France**

You should not be subject to taxation or social charges in France upon subscription. Under currently applicable French law, provided your investment is held through the classic compartment of the FCPE and such compartment reinvests any dividends that may be distributed by Saint-Gobain, you should not be subject to tax or social charges on such dividends in France; any gains realized upon your investment should not be subject to taxation or social charges in France.

**B. Taxation in Finland**

***Upon subscription***

Taxes or social security charges should not be due upon subscription on the discount or the matching contribution. In accordance with the current taxation practice, the taxation and social security charges should be deferred until the end of the lock-up period or an early exit event.

***Dividends***

In accordance with the current taxation practice, you should not be subject to taxation or social security charges when the FCPE receives and reinvests potential dividends during the lock-up

period. Instead, taxation should, as a starting point, be deferred until the end of the lock-up period or early exit event (see below “*Upon redemption*”).

If you decide to continue to hold any shares through the FCPE after the end of the lock-up period, dividends, if any are paid, will be reinvested in the FCPE and you will be responsible for verifying the applicable tax treatment and obligations independently. In accordance with analogous application of the current taxation practice, we believe that the dividends should not be subject to taxation or social security charges at the time of reinvestment within the FCPE. Instead, taxation should, as a starting point, be deferred until you redeem your FCPE units and so receive the dividends (see below “*Upon redemption*”).

### ***Upon redemption***

At the end of the lock-up period :

You should only be subject to income tax at the end of the five-year lock-up period (or earlier in the case of early exit). In accordance with the current taxation practice, you should be subject to taxation and social security charges at the end of the five-year lock-up period, irrespective of whether you request redemption of your units or not at such time.

The amount of the taxable income will most likely be the difference between the value of your investment upon termination of the lock-up period (or the value of your investment upon early exit) and the amount of your original investment in the Saint-Gobain Employee Offering in 2024.

The possible gain from the investment should be taxed as earned income at progressive tax rates of up to approximately 55% (in 2024) and subject to the employee’s health care payment (1.48% in 2024).

If the FCPE units are actually redeemed at the end of lock-up period, any potential loss should be deductible from the earned income as costs for the production of income.

However, if an early exit event happens before one year of the lock-up period has passed, the gains could be subject to all customary social security charges. Employee’s customary social security charges would be in total approximately 11 % of the gains (based on the rates in 2024). Correspondingly, the employer would be obliged to pay the employer’s share of the social security charges.

To the extent that tax prepayment withheld by the employer in accordance with your tax card would not suffice for the payment of your taxes for the tax year in question (including tax payable on benefit from investment), you shall take care of payment of any outstanding tax yourself. The employee’s health care payment is included in the withholding percentage stated on your tax card.

After the end of the lock-up period :

If you decide to continue to hold any shares through the FCPE after the end of the lock-up period, you are responsible for verifying the applicable tax treatment and obligations independently. Based on current tax practice, any further gain upon redemption of such shares should, as a starting point, be taxed as capital income at tax rates of 30–34% (in 2024). Any gain or loss should be calculated

as the redemption proceeds less the amount of your investment and the amount taxed as earned income. Alternatively, in lieu of applying the actual acquisition costs, you could potentially choose to apply a presumptive acquisition cost equal to 20% of the sales price, or, if the shares sold have been held for a minimum of ten years, 40% of the sales price. If the presumptive acquisition cost would be used instead of the actual acquisition cost, any selling expenses would be deemed to be included therein, and therefore, could not be deducted in addition to the presumptive acquisition cost. Capital losses are primarily deductible from capital gains arising in the same year and the following five years and secondarily also from other capital income arising in the same year and the following five years. Capital gains of individuals are tax-exempt if the total sales proceeds from the assets sold do not exceed EUR 1,000 during a tax year. The capital losses will not be tax deductible for individuals if the total amount of the acquisition prices of the assets sold does not exceed EUR 1,000 in a tax year. No social security charges should be applicable. The applicable taxes would not be withheld by the employer.

## **OTHER**

### ***Reporting obligations***

During the five-year lock-up period, you are obliged to report your holdings in the FCPE to the tax authorities as assets in your pre-completed tax return. As the dividends reinvested within the FCPE should not be taxed in Finland at the time of reinvestment pursuant to the current practice, you should not be required to report them on the pre-completed tax return. However, please check reporting with your own tax advisor when filing your annual tax return. As a starting point, you have to report the taxable income in the tax return (or check the information on the pre-completed tax return) for the tax year in which the lock-up period ends. In the case of an early exit event, you have to report the taxable income already in the tax return for the tax year in which you receive the taxable benefit from redemption.

After the five-year lock-up period, you are obliged to report your holdings in the FCPE to the tax authorities as assets in your pre-completed tax return. As the dividends reinvested within the FCPE should not be taxed in Finland at the time of reinvestment pursuant to the current practice, you should not be required to report them on the pre-completed tax return. However, please check reporting with your own tax advisor when filing your annual tax return. You must report taxable income in the tax return for the tax year in which you receive a taxable benefit from redemption.

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