

SAINT-GOBAIN GROUP EMPLOYEE SHARE OFFERING COUNTRY SUPPLEMENT FOR LITHUANIA

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 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, 2024 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 March 25, 2024.

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 euro.

Employer's contribution

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

| Personal investment interval (eur) | Matching percent (%) | Amount in the interval | Maximum matching (euros) |
|------------------------------------|----------------------|------------------------|--------------------------|
| 0 – 500 | 75% | 500 | 375 |
| 501 – 1,500 | 50% | 1,000 | 500 |
| 1,501 – 5,000 | 25% | 3,500 | 875 |
| 5,001 and more | 0 | 0 | 0 |
| TOTAL | | | 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, where offered, will not count toward the 25% limit.

Method of payment

Payment is to be made in euro. You may pay by any one of the following methods:

- by direct wire transfer to the employer’s bank account (to be specified by the employer) before May 24, 2024;
- by way of making a deduction from your salary (if the amount is not greater than your one month salary), such deduction will start to occur in May 2024 and can be made in several instalments (not more than 6), according to your individual request to employer;
- combination of both payment methods (payment partially through salary deduction and partially through wire transfer).

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; and
8. Where the employee allocates the amounts saved to the acquisition or enlargement of his or her principal residence.
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 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 Lithuania

The following summary sets forth general principles that are expected to apply to employees who are resident in Lithuania for the purposes of the tax laws of Lithuania, but may not apply in all specific cases. 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 Lithuanian tax law and tax practices, all of which are applicable at the time of the offering. These laws and practices may change over time.

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 Lithuania

Upon subscription

The share price discount is calculated as the difference between the market price of the shares on the day of the capital increase and the subscription price (i.e. the price factually paid by employee).

According to the provisions of the Lithuanian tax legislation, the share price discount provided to the employee under the employee share subscription plan is treated as taxable income in kind received by employee. The share price discount is subject to personal income tax at the time of transfer of ownership of the shares to the employee. Personal income tax rates are 20% and 32%. In 2024 the rate of 32% will be applicable only to the

amount of employment income exceeding 60 state average salaries per year (in 2024 it should be EUR 114,162¹). Applicable tax should be paid and declared by the employee.

According to the prevailing practice social security and health insurance contributions are not applicable provided that the foreign entity's (issuer's) costs are not charged back to the employer.

Matching contribution granted by the employer upon subscription of shares in 2024 will be subject to the following taxes:

- personal income tax (20% and 32%, depending on the annual gross amount of the employment related income). The rate of 32% will be applicable only to the amount exceeding 60 state average salaries per year (in 2024 it should be EUR 114,162¹ per year);*
- employee health insurance tax (6.98%);*
- employee social security tax* (12.52%);*
- employer social security tax (1.45%);*
- employer contributions to unemployment guarantee fund and long-term employment fund (0.32%).*

**In 2024 annual taxable amount will be capped up to EUR 114,162¹.*

Applicable taxes should be calculated and paid by the employer.

Dividends

Reinvested dividends are subject to taxation at the time of reinvestment. That is, additional FCPE units issued shall be taxed as dividends at personal income tax rate of 15%. No employee or employer social charges apply.

Upon redemption

Capital gains (defined as the difference between the redemption proceeds and the market price at the date of transfer of ownership of shares to employees) are subject to personal income tax. Acquisition price of the FCPE units that were issued as a result of reinvested dividends is equal to the market price of the FCPE units at the moment of reinvestment of dividends. The total amount of capital gains received from the sale of securities (including redemption of units) during the calendar year, not exceeding EUR 500, is not subject to personal income tax. Any gains in excess of EUR 500 are subject to personal income tax at rates of 15% and 20% (the rate of 20% will be applicable to the amount of income (excluding employment related income, dividends and self-employment income) exceeding

¹ To be approved by the Parliament of the Republic of Lithuania by the end of December 2023.

*120 state average salaries per year (in 2024 it should be approx. EUR 228,324 per year).
Applicable tax should be paid by the employee.*

No employee or employer social charges apply.

OTHER

Reporting obligations

The employee has an obligation to submit an annual income tax return to the Lithuanian Tax Authorities by the 1st of May following the taxable year if the taxable income (i.e. subscription discount, capital gains from the redemption of the units or dividends) is received.

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