



SAINT-GOBAIN GROUP EMPLOYEE SHARE OFFERING COUNTRY SUPPLEMENT FOR SOUTH AFRICA

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. 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 on or by 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 rands.

During the life of your investment, the value of the Saint-Gobain shares will be affected by fluctuations in the currency exchange rate between the euro and the rand. As a result, if the value of the euro strengthens relative to the rand, the value of the shares expressed in rands will increase. On the other hand, if the value of the euro weakens relative to the rand, the value of the shares expressed in rand will decrease.

Employer's contribution

Your employer will contribute to your investment an additional, proportional amount as follows:

The employer will match the contribution of an eligible employee, up to a maximum of ZAR 17 790 for the purpose of subscribing to the Classic Plan 2024 only. It is noted that this company contribution will be paid together with the subscription amount over to Amundi by no later than 06 May 2024.

The 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 towards the 25% limit.

Method of payment

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

The employer will deduct the subscription amount, including the tax (if any) on the company matching from the subscribing employee's salary in respect of the full amount towards the investment on 25 April 2024. The company will pay over the full employee subscription over to Amundi directly. The following payment option is available to the employee –

1. Employee subscriptions not more than the first R500.00 will be deducted from the employee's April 2024 salary once-off OR
2. Deduction over the period April 2024 to December 2024 ONLY for subscriptions up to R500.00 (taxes will be deducted once off and not over 9 months).





3. All other subscriptions above R500.00 will also have a once-off salary deduction in April 2024 (in other words, if you subscribe for anything above R500.00 then the entire subscription amount is deducted once off in your April salary).
4. However, if the employees' PEG contribution plus tax on the company matching exceeds the employee's April 2024 salary, we allow the employee to make an EFT from their own personal bank account to the Saint-Gobain bank account within 72 hours of subscription since the company will be the one to pay over the full subscription amount to Amundi. All EFTs must be made by 26 April 2024.

Custody of your shares

Your shares will be subscribed for 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 for.

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

In consideration for 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 of your spouse, disability, domestic violence committed against you as described above 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 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 South Africa

The following summary sets forth general principles that are expected to apply to employees who are resident in South Africa for the purposes of the tax laws of South Africa, 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 South African 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 South Africa

Upon subscription (discount and matching contribution)

The discount is not taxable upon subscription.

The matching contribution is taxable.

Dividends

Dividends are not paid directly to the employee but are reinvested to acquire additional units for the employee. Therefore, these are not taxable during the holding period i.e.





before they are redeemed. The value will, however, add to the taxable amount upon redemption.

Upon redemption

At redemption, Saint-Gobain Payroll Manager will apply for a tax directive from SARS pertaining to the gained value as the gained value is taxable in South Africa at the employee's individual marginal tax rate (maximum 45%). The gained value is the difference between the amount contributed by the employee for the Units upon subscription and the market value of the Units at the date of early redemption or the end of the lock-up period. This tax is payable at the end of the lock-up period even if the employee does not redeem their investment after the lock-up period.

If employees choose to continue to hold the FCPE Units after the end of the lock-up period and subsequently redeem the Units at a future date, there will be Capital Gains Tax ("CGT") (currently at a maximum effective rate of 18%) payable on the difference between the proceeds on disposal/redemption of the Unit and the market value of the Unit at the end of the lock-up period. The CGT gain or loss will be calculated on the difference between the proceeds on disposal and the market value of the Units at redemption date, which is treated as the base cost. Employees are required to account for CGT in their personal income tax returns. This CGT is payable in addition to the income tax payable at the end of the lock-up period.

OTHER

Reporting obligations

There are no reporting obligations. The company portion reflects on the IRP5 when employee purchases the shares, and again upon redemption.

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