

# THE ANNUAL CLASSIC SHARE PLAN 2025

**The Annual  
Classic Share  
Plan** exclusive  
to Saint-Gobain  
employees





Dear colleagues,

As you know, we have profoundly transformed the Group over the past few years, and this transformation has opened up new opportunities for growth. We have rapidly expanded our geographical presence on high-potential markets such as North America, Asia-Pacific and emerging countries. We have built a platform of excellence in construction chemistry. And we have always made “sustainability” central to our decisions and action. As a result, Saint-Gobain is now stronger and more resilient. Despite a difficult economic and geopolitical context, our performance in 2024 is proof of this, with strong recognition from the financial markets and unfailing support from our shareholders.

We can therefore be collectively proud of how far we’ve come, and confident in our ability to work together to make the most of the challenges ahead, while strengthening our position as world leader in sustainable construction.

The 38th Group Savings Plan (PEG) gives you the opportunity to become a shareholder in the Group, thus playing a key role in implementing our strategy and achieving our long-term goals, in particular through the director who represents you on the Board of Directors. And you exercise your voting rights at the Annual General Meeting. In 2024, almost 53,000 of you seized this opportunity. The Group’s employees currently hold nearly 9% of Saint-Gobain’s capital and are collectively its largest shareholder.

The subscription campaign will run from 10 to 24 March 2025. You will find details of the offer in the documents provided. This year, the PEG offer is available in 57 countries.

With the subscription price at a 20% discount to the reference price, you will be given preferential and attractive terms when buying Saint-Gobain shares.

I would like to thank you for your commitment and the confidence you will place in our Group again this year.

Kind regards,

**Benoit Bazin**

Chairman and Chief Executive Officer of the Saint-Gobain Group



# THE ANNUAL CLASSIC SHARE PLAN 2025

Following on from the previous share plan offers, this year Saint-Gobain<sup>1</sup> is offering the “Annual Classic Share Plan 2025” for employees. This enables you to buy Saint-Gobain shares at a 20% discount. Plus, your employer will make a matching contribution of up to 100% (see panel on the right) of your own personal investment to boost its growth potential further.

## How to subscribe? There’s nut-thing to it!

Look out for details of briefings taking place in your company, or visit the Saint-Gobain intranet at <http://peg.saint-gobain.com>

Please contact the Shares Helpline on **0044 247656 1777** or email [IrelandShares@saint-gobain.com](mailto:IrelandShares@saint-gobain.com) to obtain a subscription pack. Once completed please email the subscription form to the above email address and follow this up with a bank transfer. Please note we no longer accept payment over the phone by Debit Card.

<sup>1</sup> Refers to Compagnie de Saint-Gobain.

## And remember...

This is a one off lump sum investment payable at the time of subscription.

## Put another way

- Saint-Gobain shares are issued to the Saint-Gobain Avenir Monde Fund at a 20% discount to the average opening price of Saint-Gobain shares between (10<sup>th</sup> February and 7<sup>th</sup> March 2025). The subscription price will be available on 10<sup>th</sup> March 2025 and will be posted on the intranet at <http://peg.saint-gobain.com/>
- The Annual Classic Share Plan enables you to subscribe for units in this fund to take advantage of the discounted share price.

| YOU INVEST          | WE ADD | OUR MAXIMUM |
|---------------------|--------|-------------|
| Up to €100          | 100%   | €100        |
| €100 up to €1,200   | 50%    | €550        |
| €1,200 up to €7,000 | 25%    | €1,450      |

- You can invest up to 25% of your total annual gross pay excluding share proceeds (salary, overtime, bonus and any other cash payments made through payroll) for the current tax year.



| If you earn | Your maximum personal investment is 25% of your salary | Saint-Gobain will make a matching contribution of 100% on the first €100 | 50% on the next €1,100 | 25% on any additional investment up to €7,000 | Total matching contribution made by Saint-Gobain | Making your total investment |
|-------------|--|--|------------------------|---|--|------------------------------|
| €30,000     | €7,500   | €100   | €550                   | €1,450  | €2,100   | €9,600                       |

# How it works

**Below are a few more things that we need to point out about how your investment will work, and even more importantly, how any return on your investment will be calculated.**

- The Saint-Gobain Avenir Monde Fund holds units in a sub fund comprised of a minimum of 95% Saint-Gobain shares and the balance is invested in liquidities and/or money market vehicles.
- At the end of the five year investment period (15<sup>th</sup> May 2030) you can either:
  - keep your investment in the Saint-Gobain Avenir Monde Fund, where its value will continue to go up or down in line with the Saint-Gobain share price;
  - sell your units and receive an amount in cash corresponding to the number of units held, multiplied by the Saint-Gobain share price on the date of withdrawal.
- 50% of the discount on your personal investment and the company matching contribution will be subject to Irish income tax, Universal Social Charge (USC) and Pay Related Social Insurance (PRSI) at the subscription date. A capital gains tax liability may arise at the end of the five year investment period. Further details regarding the tax treatment can be found in the Annual Classic Share Plan 2025 Tax Note for Employees in Ireland.
- Any dividends will be reinvested to purchase more units for you in the Fund. The dividends received will be liable to income tax, USC and PRSI (if applicable) when paid to the Fund. Further details regarding the tax treatment can be found in the tax note.

## A quick calculation

If you participate in the Annual Classic Share Plan 2025, you take the same risks as other shareholders. As with any investment in shares, **the price of Saint-Gobain shares can go down as well as up** and the potential for making a gain must be balanced against the possibility of making a loss.

See right for some examples of how your investment might perform. These examples assume that the Saint-Gobain share price is €80, which means that the subscription price, at a 20% discount, would be €64.

If you invest €500, your employer will add a matching contribution of €300 (€100 at the 100% matching rate and €200 at the 50% matching rate, totalling €800). At a subscription price of €64 then 12 units would be purchased on your behalf.

According to Irish tax rules, a taxable benefit arises at the date of subscription in 2025 and you will be liable to pay income tax, USC and PRSI at 50% on the discount and company matching contribution. Let's assume that the dividends reinvested during the five year holding period resulted in you receiving 2 additional units. On 14<sup>th</sup> May 2030 your fund would be valued.

The following three illustrations show what you might get back if the units were disposed of for cash (or converted to directly held Saint-Gobain shares) and the share price dropped to €70, stayed roughly the same or increased to €90.

| If the share price at the end is | €70    | €80    | €90    |
|----------------------------------|--------|--------|--------|
| Your units would be worth        | €1,015 | €1,160 | €1,305 |

At the end of the five year holding period on 14<sup>th</sup> May 2030, a capital gains tax liability may arise on any gain your investment has made at this time if you choose to dispose of the units for cash (or convert to directly held Saint-Gobain shares).

The taxable gain would be equal to the difference between the value of your investment at this date and your original contribution plus the amount already subject to income tax. For a higher rate income tax payer (who also pays USC at the highest 8% rate and PRSI at 4.1%), after deduction of total tax liabilities (income tax, USC and PRSI at the date of subscription and capital gains tax at the date of disposal of the units for cash/conversion to directly held shares):

|  | €70  | €80    | €90    |
|--|------|--------|--------|
| Your net proceeds could be                           | €884 | €1,000 | €1,140 |
| Your net profit could be                             | €384 | €529   | €674   |
| This is equivalent to a net return (over five years) | 77%  | 106%   | 135%   |
| or approx (per year)                                 | 15%  | 21%    | 27%    |

According to Irish tax rules, the benefit subject to income tax (PAYE), USC and PRSI at the date of subscription must be calculated by reference to the closing price of Saint-Gobain shares at the closing date for subscription, 24<sup>th</sup> March 2025. The above examples assume a closing price on 24<sup>th</sup> March 2025 of €80.

# Your questions answered...

## Am I guaranteed to get all the units I apply for?

No, the number of shares available for this year's offer is limited to 8,999,952 million so there is a possibility that the offer will be oversubscribed. If this happens Saint-Gobain will scale down your allocation and part of your contribution will be refunded to you.

## What is the maximum investment I can make?

Your contribution must not exceed 25% of your total annual gross pay excluding share proceeds (i.e. salary, overtime, bonus and other cash payments made through payroll, excluding any proceeds received through payroll in connection with the maturity or early redemption of any other Saint-Gobain share plan) for the current tax year. The employer contribution<sup>2</sup> does not count towards this 25% limit.

## Are there any charges for managing my investment?

Saint-Gobain will pay the bulk of the financial management and administration expenses involved in looking after your savings. However, there will be a small charge upon redemption which will automatically be deducted from your proceeds.

## Can any employee invest in the Annual Classic Share Plan 2025?

You must have a minimum of three months' service with your company or with the Saint-Gobain group of companies ("the Saint-Gobain Group"), at the closing date of the subscription window. The stated three months must be between 24<sup>th</sup> December 2024 to 24<sup>th</sup> March 2025 and you must also still be in employment with the Saint-Gobain group on 24<sup>th</sup> March 2025. You may, of course, participate even if you have not done so in previous years.

## Do I have to wait until May 2030 to redeem my investment?

Under normal circumstances, yes. Your investment will be locked in for five years, i.e. until 15<sup>th</sup> May 2030. After that you can decide to redeem your investment or continue to hold your units in the Saint-Gobain Avenir Monde Fund - you'll receive details of your options nearer the time.

## What happens if I leave Saint-Gobain before the end of the investment period?

If you leave Saint-Gobain prior to the maturity date or one of the special circumstances detailed below occurs, you can choose either to cash in your investment or leave it in the Saint-Gobain Avenir Monde Fund. Redemption requests must be sent to the Saint-Gobain UK and Ireland Company Secretarial Department, whose contact details are provided at the end of this Guide.

## Are there any circumstances in which I can redeem my investment early?

You will be allowed to redeem your investment early in the event of:

1. Your death.
2. As a result of certain share reorganisations

<sup>2</sup> The employer contribution consists of additional units in the Saint-Gobain Avenir Monde Fund to the value(s) described above.

## Will I receive dividends or be able to vote?

No, any dividends on your investment in the Saint-Gobain Avenir Monde Fund will not be paid directly to you - they will be reinvested in the Fund thereby increasing the number of units you hold. You will not be able to vote (instead, voting rights on Saint-Gobain shares held on your behalf will be exercised by the Fund's Supervisory Board).

Please note that the maturity date of 15<sup>th</sup> May 2030 is prior to the usual date for the dividend payment in that year. Dividends are only payable on the shareholding at the time the dividend is calculated so any shares sold prior to this will not attract a dividend payment.

Note that you will not be able to receive any dividends in 2025 with respect to the financial year commencing 1<sup>st</sup> January 2024 in respect of any investment that you make in the Annual Classic Share Plan 2025.

## What about taxes?

Please read the relevant Annual Classic Share Plan 2025 Tax Note for Employees for details of your liability for income tax, USC and PRSI.

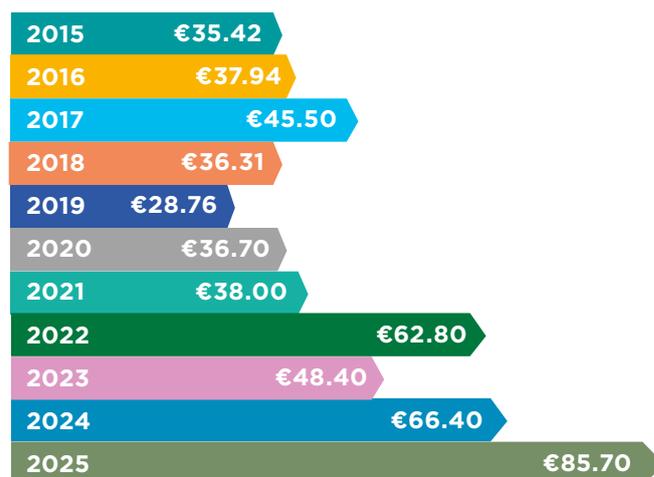
## Who looks after my investment?

Administration is handled by Amundi who are an asset management specialist based in France. Twice a year (February and August) and after every transaction an updated statement of the balance of your savings will be available to view online.

## Are Saint-Gobain shares likely to rise in value over the next five years?

Nobody can guarantee what will happen to the value of shares. **Prices can go down as well as up** and past performance is no guarantee of future performance.

The graph below shows the trend in Saint-Gobain's share price each January since 2015.



## How do I know the value of my savings during the five year period?

You can view your account on the Amundi website, [www.amundi-ee.com/account/#login](http://www.amundi-ee.com/account/#login) (using your ID and password which will be supplied to you by Amundi). Furthermore, twice a year (February & August) your statement will be available to view online if you have registered.

## Your questions answered, continued...

### Understanding risk

If you participate in the Annual Classic Share Plan 2025, you take the same risks as other shareholders. As with all investments, the price of Saint-Gobain shares fluctuates and the potential for making a gain must be balanced against the possibility of making a loss.

### Where do I get more information?

Please contact your company's share scheme co-ordinator with any questions or to request an electronic copy version of the subscription pack. If you decide to invest in the Annual Classic Share Plan 2025 you can also find information on bubble ([www.sgbubble.com](http://www.sgbubble.com)) or contact the Saint-Gobain UK and Ireland Company Secretarial Department regarding administrative issues such as redemptions, address changes or statement queries. If you wish to subscribe please contact the shares department to obtain a subscription pack and once completed please email the subscription form to [irelandshares@saint-gobain.com](mailto:irelandshares@saint-gobain.com) and follow this up with a bank transfer. **Please note we no longer accept payment over the phone by Debit Card.**

**Shares Helpline: 0044 247 656 1777**  
**Email: [IrelandShares@saint-gobain.com](mailto:IrelandShares@saint-gobain.com)**  
**Intranet: <http://peg.saint-gobain.com/>**  
**bubble: [www.sgbubble.com](http://www.sgbubble.com)**

### DISCLAIMER

Although referred to as an "annual" Plan a decision is made each year whether the Plan will go ahead and therefore it cannot be guaranteed it will operate each year and the final decision whether (and when) the plan will launch rests with the shareholders of Compagnie de Saint-Gobain.

Important financial information is also available from the Saint-Gobain Group website <http://www.saint-gobain.com/en> and the Company Secretarial Department at the address above. This information includes half-year and annual results, together with other information about the Saint-Gobain Group's business activities. You may wish to study this important information before taking a decision to invest in the Annual Classic Share Plan 2025.

The offering is designed to fall within Article 1.4(i) of the EU Prospectus Regulation 2017/1129/EC and Article 1.4(i) of the UK Prospectus Regulation, which, in each case, is the exemption from producing a prospectus for employee offerings. Translated copies of the 'Regulations' and 'Information Notice' relating to the Fonds Commun de Placement D'Entreprise (Collective employee shareholding plan) (FCPE), and the 'Rider to the Rules and Regulations for the Saint-Gobain Group Savings Plan Established 22/01/1988' (which constitute the documents for the purposes of Article 1.4(i)) are available upon request from the Company Secretarial Department. In the event of any conflict, the French version will prevail.

### IMPORTANT - INFORMATION:

If you change your residential address please email [ukshares@saint-gobain.com](mailto:ukshares@saint-gobain.com) confirming your old address and new address.

If you have a change of name please supply evidence of your previous name and current name.

The above is to ensure that your records are kept up to date and that you receive any important correspondence which may be sent to you from either Amundi and / or Saint-Gobain in relation to your shares held

**IT IS YOUR RESPONSIBILITY TO KEEP YOUR RECORDS UPDATED.**

