SAINT-GOBAIN GROUP EMPLOYEE SHARE OFFERING 2025
COUNTRY SUPPLEMENT FOR GREECE

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 Chairman and CEO expected to take place on March 10, 2025. 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 other materials distributed to you

A share capital increase reserved for employees

The securities to be offered within this Employee Share Offering will be ordinary, newly issued shares of the Compagnie de Saint - Gobain, which is a company incorporated in France, listed on Euronext Paris (the Paris stock exchange), with registered seat at Tour Saint-Gobain 12 place de l'Iris, 92400 Courbevoie . More information on the issuer can be found at https://www.saint-gobain.com/en. 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 exclusively reserved to such employees. In your country, the Saint-Gobain Group Employee Share Offering is expected to be offered as a "classic" plan.

The maximum number of shares to be offered in the context of the 2025 PEG is 8,992,952 ordinary, newly issued shares.

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 measured at the close of the subscription period. 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.

Participation in the offering will have no effect, either positive or negative, on the employment with the Saint-Gobain group. Nothing contained in the present document or in any other materials distributed or made available to employees in connection with this offering shall confer upon them any right or entitlement respecting their employment. Participation in this plan is separate from and does not form part of any employment agreement.

Subscription period

The subscription period is expected to start on March 10, 2025 and last until March 24, 2025 (inclusive). In order to participate in the offering, you would need to subscribe by March 24, 2025.

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 in Euronext Paris over the 20 trading days preceding the date of the decision to determine the price, expected to take place on March 10, 2025.

Payment will be requested in Euros.

Financial aspects

Before making a decision to invest in this offering, you should consult your tax adviser, accountant, lawyer or other professional adviser if you have any queries as to the course you should follow. The decision whether to participate in the offer is entirely personal, having regard to your own particular circumstances and any independent advice which you require. An investment in shares is not risk free and your shares may increase or decrease in value. Saint-Gobain does not provide any recommendation, advice or guarantee that you will make a profit on the shares when you redeem your investment (at expiry of the lock-up period or any other time of redemption).

Employer's contribution (matching contribution)

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

Employer contribution for the classic plan – EURO

PEG PLAN 2025 GREECE		
EMPLOYEE INVESTMENT	**% CONTRIBUTION FROM COMPANY**	**MAX CONTRIBUTION FROM COMPANY**
UP TO € 200	**70%**	**150 €**
FROM €201 UP TO €500	**50%**	**150 €**
	TOTAL MAX COMPANY CONTRIBUTION	**300 €**

Your investment is capped

The maximum amount you can invest is 25% of your gross annual compensation (including bonuses) for 2024 or an estimate of the 2025 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 Euros by the following payment methods. You may combine payment methods if the total payment amount is high.

- Salary deduction in 8 installments starting May 2025 and ending in December 2025

- Bank transfer before the deadline set for payment by Companie de Saint-Gobain to a bank account which details will be communicated to you separately.

Please note that salary deductions should not result in the remaining amount being lower than the amount considered to be absolutely essential for your and your family's financial support.

Securities Notices

This offering note is addressed only to employees of Saint – Gobain Group and is not subject to any publishing or other regulatory requirements in Greece, except for its notification to the Hellenic Capital Market Commission (the HCMC), in accordance with Article 1 paragraph 4(i) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the Prospectus Regulation).

Custody of your shares

Your shares will be subscribed and held in an account opened in your name at Uptevia, a French Bank.

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, 2030), during which you will not be able to redeem your investment unless you qualify for an early exit (see "Early exit events" below).

Termination of employment

Should your employment end during the offering (i.e. the time from the communication of the offering to employees until the end of the subscription period), the offering will become void without you being entitled to any compensation. This means that the subscription is conditionally of you being employed (and not under notice) on the date of subscription.

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, including civil partnerships;

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;

9. Domestic violence committed against the employee by his/her spouse, partner, civil partner or his/her former spouse, partner or civil partner;

10. Use of proceeds for energy-efficiency renovation work on the principal residence;

11. The purchase of an electric and/or hydrogen-powered vehicle.

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 an early exit event.

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, domestic violence committed against you, disability 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

The shares subscribed in this 2025 plan will be entitled to receive dividends distributed as of 2026 and subsequent years (they will not be eligible to receive dividends paid in 2025 in respect of 2024).

Any dividends paid with respect to shares will be paid to you.

Voting rights

You will have the right to exercise the voting rights pertaining to such shares.

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. Prior to the end of the lock-up period, you will be informed of the availability of your investment.

Tax Information for Employees
Resident in Greece

The following summary sets forth general principles in effect as at 14.10.2024, that are expected to apply to employees who (i) are residents in Greece for the purposes of the tax laws of Greece and the Convention between Greece and the French Republic for the avoidance of double taxation dated 11 May 2022 from its entry into force (the "Treaties") and (ii) are entitled to the benefits of the Treaties, but may not apply in all specific cases. The tax consequences listed below are described in accordance with the Treaty, Greek tax law and French tax law and tax practices, all of which are applicable at the time of the offering. These laws and practices may change over time, potentially with retroactive effect.

The Greek Income Tax Code provides for a beneficial tax regime with regard to the granting of (a) stock option plans, and (b) free share award plans. This regime has been elucidated, to an extent, through administrative guidance, which does not provide for any specific definition of those plans. We have become aware that the tax authority may have verbally expressed the view that it would not be inclined to treat a grant of shares at a discount as eligible for the preferential regime. Consequently, our tax analysis assumes that the Saint - Gobain ESO does not constitute a stock option plan or a free share award plan for the purposes of Greek income taxation.

This summary is given for informational purposes only and should not be relied upon as being either complete or conclusive. This summary does not touch upon procedural requirements such as the filing or submission of a tax declaration, or of supporting documentation required for tax compliance purposes or in order to obtain a tax credit. For definitive advice, employees should consult their own tax advisors regarding the tax consequences of participating in the Saint-Gobain Employee Offering.

1. Taxation in France

Upon subscription

You should not be subject to taxation or social charges in France upon subscription.

Dividends

Under French domestic law, dividends paid to non-residents of France are subject to a withholding tax of 12.8 % unless they are paid to a bank account opened in a Non-Cooperative State or Territory (NCST)1 which would trigger a 75% withholding tax in France.

[1] The list of NCSTs can be modified each year. The states and territories qualifying as NCSTs are currently the following: Anguilla, British Virgin Islands, Panama, Seychelles and Vanuatu.

Upon disposal of the shares

Gains realized upon disposal of your investment are not subject to taxation or social charges in France.

2. Taxation in Greece

Upon subscription

The 20% discount to be applied over the Reference Price (the "Discount") is considered as income from employment in the form of a provision in kind, generated upon acquisition of the shares. The Discount would be added to your other income from employment and be taxed on a progressive tax scale, as per below:

Income (in EUR)	**Tax rate**
0 – 10,000	9%
10,001 – 20,000	22%
20,001 – 30,000	28%
30,001 – 40,000	36%
> 40,001	44%

The Matching contribution (determined as market value upon delivery) would also be considered as representing income from employment in the form of a provision in kind, generated upon acquisition of the shares. The monetary value of the Matching Shares would be added to your other income from employment and be taxed on a progressive tax scale, as per above.

Provisions in kind (discount and matching contribution are considered as provisions in kind, among other elements) are not subject to income tax up to a maximum value of 300 euros per tax year. The employer doesn't withhold tax for provisions in kind.

Tax treatment of the employer loan

If the interest-free advance payment is repaid via partial deductions from your salary, then it will be deemed as a loan and will have the following treatment:

a) Stamp Duty

It will be subject to transaction tax ("Digital Duty on Transactions") at a rate of 2.4%. You shall be liable for this transaction tax against the tax authorities.

b) Income tax

The interest that would have been paid, based on the interest rate of euro bank loans to individuals, as stipulated by the Bank of Greece, will comprise for you income from employment in the form of a provision in kind. The relevant benchmark interest rate is that of the month on which the loan was given, for the entire duration of the loan.

Tax treatment of dividends

Dividends are taxed at a flat rate of 5%. The amount of tax paid for the dividends in France may be credited against the corresponding tax in Greece upon filing of appropriate documentation.

Tax treatment upon sale or other disposal of the shares

1) Capital gains

Potential capital gains represented by the positive difference between the sale price of the shares and a. the reference price (for subscription shares) or b. their closing price on the date of delivery (for Matching Shares) are exempted from income tax unless an employee holds at least 0.5% of the share capital of the issuer.

2) Transaction Tax

There is a 1‰ transaction tax imposed on the seller over the value of listed shares sold. Where the shares are listed abroad, the seller shall file a tax declaration and pay the tax within the first 15 days of the month following the month during which he/she sold the shares.

The employer does not withhold capital gains tax or transaction tax.

OTHER

Reporting and payment obligations towards the Greek tax authorities

You will have to report the value of the shares acquired, in the income tax returns for the year of their acquisition. You will have to report any income realised, taxable or tax free, in the income tax returns for the year of its realisation. You will have to report the portion of the amount of the proceeds from the sale of the shares that does not represent income in the income tax returns for the year of their sale. If you make use of the interest-free advance payment, you will have to file a tax return for the digital duty on transactions until the last day of the month following the month when the loan was granted.

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