SAINT-GOBAIN GROUP EMPLOYEE SHARE OFFERING COUNTRY SUPPLEMENT FOR HONG KONG

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

Warning

The contents of the documents relating to the offering of shares of Saint-Gobain, including the brochure, this local supplement, the key information document of the employee share offering plan, and the subscription form (together "offering documents"), have not been reviewed by any regulatory authority in Hong Kong. You are advised to exercise caution in relation to the offering. If you are in any doubt about any of the contents of the offering documents, you should obtain independent professional advice.

No action has been taken in Hong Kong to permit the distribution of the offering documents. In particular, the offering documents have not been approved by the Securities and Futures Commission in Hong Kong. The offering documents may only be distributed to eligible employees of the Saint-Gobain group.

The offering documents are distributed on a confidential basis.

No right to participate in the offering will be granted to any person other than the person to whom the offering documents have been sent. No person in Hong Kong other than the person to whom the offering documents are addressed may treat the same as constituting an invitation to him or her to participate.

The offering documents may not be reproduced in any form or transmitted to any person other than the person to whom they are addressed.

The offering documents were prepared and are issued in Hong Kong by Saint-Gobain Hong Kong Limited. Saint-Gobain Hong Kong Limited has taken all reasonable care to ensure that the facts stated in the offering documents are true and accurate in all material respects and accepts responsibility accordingly.

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.

During the subscription period, you should subscribe online at https://peg.saint-gobain.com/*. Otherwise, if you do not have access to the internet, please contact Saint-Gobain to obtain a copy of the subscription form.

*The website has not been reviewed by the Securities and Futures Commission in Hong Kong.

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, will be eligible to participate in the offering. 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 10, 2025 and last until March 24, 2025 (inclusive). In order to participate in the offering, you would need to subscribe on or before 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 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 Hong Kong dollars (HKD).

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 Hong Kong dollar. As a result, if the value of the euro strengthens relative to the Hong Kong dollar, the value of the shares expressed in Hong Kong dollars will increase. On the other hand, if the value of the euro weakens relative to the Hong Kong dollar, the value of the shares expressed in the Hong Kong dollar will decrease.

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.

Method of payment

Payment is to be made in Hong Kong dollars. You may make payment for your subscription by direct bank transfer, no later than March 25, 2025 to the following bank account:

Beneficiary name:	Saint-Gobain Hong Kong Limited
Bank name:	JPMorgan Chase Bank N.A. Hong Kong Branch
Swift code:	CHASHKHH
Account number:	007-863-31716412
Bank address:	The Quayside, 18/F Tower 1, 77 Hoi Bun Road, Kwun Tong, Hong Kong

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, 2030), 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;

9. 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 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, 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.

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

Labor law disclaimer

Please note that this offering is provided to you by the French company Saint-Gobain, not by your local employer.

Nothing contained in this document or in any other materials distributed or made available to you in connection with this offering shall confer upon you any rights or entitlement with respect to your employment. Your decision whether or not to participate in this offer is entirely voluntary and personal. The offering is discretionary and participation in the offering is separate from and does not form part of your employment.

The launch of the present offering results from a decision taken at the discretion of Saint-Gobain. It does not constitute a right granted and participation in this offer in no way confers any right to participate in similar transactions. There is no obligation of Saint-Gobain to launch new offers in subsequent years.

The offering does not form part of your employment agreement and does not amend or supplement such agreement. Participation in this offering does not entitle you to future benefits or payments of a similar nature or value, nor form part of your salary, and does not entitle you to any compensation in the event that you lose your rights under the offering (including as a result of the termination of your employment). Benefits or payments that you may receive or be eligible for under the offering will not be taken into consideration in determining the amount of any future benefits, payments or other entitlements that may be due to you (including in cases of termination of employment).

Tax Information for Employees

The following summary sets forth general principles that are expected to apply to employees who (i) are chargeable to salaries tax in Hong Kong and/or (ii) are resident in Hong Kong for the purposes of the tax treaty concluded between France and Hong Kong for the avoidance of double taxation dated October 21, 2010, 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 Hong Kong and French tax law and tax practices, which are expected to be 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 Hong Kong

Upon subscription

(i) Taxation on the difference between the market value of the shares at the time of allotment and the subscription price

The difference between the open market value of the shares on the date of their allotment (i.e., date of capital increase), and the subscription price you pay for them (the "**Share Price Discount**") will be chargeable to salaries tax.

However, since there is a lock-up period of 4 years and 11 months (from May 14, 2025 to May 1, 2030), the Hong Kong Inland Revenue Department ("**IRD**") as a matter of general practice allows a discount of 5% for each full year of lock-up and 1/12 of 5% for each full month of lock-up when calculating the deemed market value of the shares for tax purposes. It follows that we would expect there to be a 24.583% discount on the deemed market value by virtue of the lock-up period of 4 years and 11 months.

As a result, the deemed market value of the shares you acquire should be 75.417% of their actual open market value, which should in practice offset all or a substantial part of the 20% share price discount that you enjoyed on which you would otherwise be charged salaries tax. This means that the salaries tax charged on the shares you acquire through this offering via subscription should be significantly reduced if not entirely eliminated.

Please note that the discount on account of the lock-up period is a non-binding matter of IRD practice rather than the law. However, the IRD is expected to continue to follow this practice.

In Hong Kong, salaries tax is charged on all income and perquisites from employment. For employment-related share offerings, the difference (if any) between the open market value of the shares acquired and the subscription price paid by participating employees will be chargeable to salaries tax.

Hong Kong salaries tax are broadly speaking charged at progressive rates of up to 17% or at a flat rate of 15%, whichever yields the lower amount of tax. From the year of assessment 2024/25, for taxpayers being charged at the flat rate, while the first HK$5 million of their net income will continue to be subject to the said rate of 15%, the portion of their net income exceeding HK$5 million will be subject to the flat rate of 16%.

There are no applicable social security charges in Hong Kong.

Dividends

Dividends arising to individuals are generally not taxable in Hong Kong (including when reinvested upon distribution). There are no applicable social security charges.

Upon redemption

Redemption at the expiry of the lock-up period should not give rise to any tax consequences. There is no capital gains tax in Hong Kong in respect of gains arising to individuals. There are no applicable social security charges.

Nevertheless, if an early exit event occurs and you redeem your shares before the end of the lock-up period, the taxable benefit you have enjoyed in respect of the shares will have to be recalculated to reflect the actual duration of the lock-up period using the formula set out above. For example, if you exited the plan after 3 full years of lock-up, the relevant discount when calculating the deemed market value of the shares for tax purposes would be reduced to 15% only. That means that, upon early exit, the Share Price Discount would need to be recomputed, which will generally give rise to an increase in the deemed market value of the shares at the time you acquire them, which may in turn result in an increased liability to salaries tax, depending on the recomputed value of the Share Price Discount.

OTHER

Reporting obligations

You are solely responsible for reporting the total amount of taxable benefits (including the Share Price Discount, as adjusted to reflect the lock-up period, if applicable) you receive in respect of the offering in your individual tax return for the year of assessment in which the shares are allotted to you as income from employment for that year of assessment. You are also solely responsible for paying any tax amount assessed.

If an early exit event takes place, you have to report and account for any additional taxable benefits as a result of the reduced effective duration of the lock-up period.

Your employer will likewise report any such taxable benefits arising to you in the employer's return it is required to file with the IRD for the year of assessment of the allotment and as regards the early exit.

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