

SAINT-GOBAIN GROUP EMPLOYEE SHARE OFFERING COUNTRY SUPPLEMENT FOR POLAND

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 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, as well as their former employees who have active PEG Saint-Gobain account, 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 10, 2025 and last until March 24, 2025 (inclusive). In order to participate in the offering, you would need to subscribe 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 Polish zloty.

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 Polish zloty. As a result, if

the value of the euro strengthens relative to the Polish zloty, the value of the shares expressed in Polish zloty will increase. On the other hand, if the value of the euro weakens relative to the Polish zloty, the value of the shares expressed in the Polish zloty will decrease.

Employer's contribution

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

- a) You will receive an additional remuneration for work (bonus) calculated according to the following algorithm and presented in net amounts:
 - for a personal contribution in the amount between 1 zloty and 4350 zloty: the net bonus will amount to 50% of the personal contribution;
 - for a personal contribution in the amount between 4351 zloty and 8700 zloty: the net bonus will amount to 2175 zloty (50% of 4350 zloty) plus 25% of the amount of personal contribution between 4351 and 8700 zloty.

The maximum bonus amounts to 3262.5 zloty net.

- b) The bonus reduced by the amount of a tax advance and social security and health insurance contribution will be used by you to acquire Saint-Gobain shares. Technically it will be conducted by your employer through a deduction of the bonus from your remuneration for the given month when the bonus is granted and a transfer of the bonus amount to Saint-Gobain.
- c) The bonus will be granted in Polish zloty, but the price for acquisition of Saint-Gobain shares will be in euro. The same PLN/EUR exchange rate as for your personal contribution will be applied to acquisition of Saint-Gobain shares with the bonus – such exchange rate will be fixed by the Saint-Gobain Group on 4.03.2025.

Retired former employees do not benefit from additional employer contribution.

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 Polish zloty. You may pay by any one of the following methods (you may also mix the payment methods):

- direct payment of the full amount by bank transfer to your employer (transfer title: “PEG 2025, [SG ID No.], [Name and surname]”). Below please find a list of bank accounts of the relevant employers:

SWS:

PLN 28 1050 0086 1000 0090 3005 9597
EUR PL06 1050 0086 1000 0090 3005 9605

SGIMP O/ GLASS i JARO i CUW

PLN 94 1050 0086 1000 0023 0572 1298
EUR PL75 1050 0086 1000 0023 0768 8412

SGIMP O/SEKURIT DG

PLN 86 1050 0086 1000 0023 0572 0084
EUR PL 10 1050 0086 1000 0023 0572 0191

SGIMP O/ Transport Division

PLN 97 1050 0086 1000 0090 3010 1423
EUR PL 75 1050 0086 1000 0090 3010 1431

SGP O/GLASSOLUTIONS I VETROTECH

PLN 95 1030 1508 0000 0005 0078 2005
EUR PL 51 1050 0086 1000 0023 0583 8472

SG CONSTRUCTION PRODUCTS POLSKA SP. Z O.O.

PLN 31 1050 0086 1000 0023 0584 4264
EUR PL52 1050 0086 1000 0023 0584 4371

SAINT-GOBAIN HPM POLSKA SP. Z O.O.

PLN 93 1050 0086 1000 0023 0589 2909
EUR PL40 1050 0086 1000 0023 0589 2990

SAINT-GOBAIN HPM O/ ADFORS

PLN 64 1050 0086 1000 0023 0571 8831
EUR PL 32 1050 0086 1000 0023 0571 8922

SGP O/ VETROTECH

PLN 54 1050 0086 1000 0090 3004 6131
EUR PL 53 1050 0086 1000 0090 3004 6149

SAINT-GOBAIN POLSKA SP. Z O.O.

PLN 06 1030 1508 0000 0008 1713 9019
EUR PL 17 1050 0086 1000 0023 0588 4674

LECA

PLN 15 1050 0086 1000 0090 3115 2342
EUR PL 41 1050 0086 1000 0090 3115 2359

CHRYSO

PLN: PL 48 1940 1210 0100 7973 0010 0000
EUR: PL 48 1940 1210 0100 7973 0011 0000

SAINT-GOBAIN PAM SP. Z O.O

PLN: 08 1050 0086 1000 0090 3283 7552
EUR: 38 1050 0086 1000 0090 3283 7594

All of the abovementioned bank accounts is held in ING Bank Śląski S.A

- payroll deduction

If you choose payment by payroll deduction, the deductions will be made in 8 instalments, against your remuneration from May 2025 to December 2025.

Retired employees can make the payment only by bank account transfer on the above employer's bank account.

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 granted 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 (unless the employment contract is terminated in order to conclude a new employment agreement with another company from Saint-Gobain Group, thus the employment within Saint-Gobain Group is continued);
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. Over-indebtedness, understood as determination of insolvency or risk of insolvency by a court in bankruptcy or restructuring proceedings;
10. Domestic violence committed against the employee by his/her spouse or partner, or his/her former spouse or partner.
11. Use of proceeds for energy-efficiency renovation work on the principal residence;
12. 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, domestic violence committed against the employee 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 granting you additional units (or fractions thereof). 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).

Voting rights

As long as the shares are held through 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.

Securities law information

Pursuant to the Polish and European Union law, making available of an issue prospectus is not required in relation to a public offer of securities directed by an issuer, or its affiliated entity, to the current or former managing personnel or employees of the issuer or the affiliate. In consequence, the documents related to the offering of Saint-Gobain shares were not approved by the Financial Supervision Commission, nor were they otherwise consented to or opined on by the Commission.

Foreign Exchange Control information

Your acquisition of the Saint-Gobain shares or the FCPE units, holding of such shares or units, payment of the purchase price for the shares in Polish currency or Euro, receipt of dividends or redemption of the FCPE units, do not require any foreign exchange permit from the National Bank of Poland.

If total value of your Saint-Gobain shares (together with other assets or liabilities which are subject to the reporting obligations) exceeds PLN 7,000,000 (or equivalent in other currency) at the end of the year or calendar quarter, you are required to report to the National Bank of Poland those assets and liabilities within 26 days from the end of each calendar quarter. Such report to be filed on form PW-AIN. The foregoing duty represents your personal responsibility.

Labor Law Disclaimer

Please note that this offer is provided to you by the French company Saint-Gobain, not by your local employer. The decision to include a beneficiary in this or any future offering is taken by Saint-Gobain in its sole discretion. The offer does not form part of your employment agreement and does not amend or supplement such agreement.

Participation in the offer does not entitle you to future benefits or payments of a similar nature or value, and does not entitle you to any compensation in the event that you lose your rights under the offer as a result of the termination of your employment. Benefits or payments that you may receive or be eligible for under the offer 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).

Personal data protection

Information about processing personal data in connection to this process is included in the Subscription Form.

Tax Information for Employees
Resident in Poland

The following summary sets forth general principles that are expected to apply to employees who are resident in Poland for the purposes of the tax laws of Poland 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 Polish 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 Poland

Upon subscription

Discount

No tax or social security or health insurance charges should be assessed with respect to the discount if the Offering is implemented on the basis of a resolution of the General Shareholder Assembly of Saint-Gobain and the shares are acquired on the basis of this resolution. Taxation should be deferred until the sale of shares.

Matching contribution

Additional contribution of the employer (bonus) for the subscription of shares forms part of your remuneration for work. It is granted by the employer and the employer is responsible for most of the formalities in this respect. Thus, the employer must withhold and pay the tax advance and social security contributions due from the bonus amount.

Your obligations regarding the bonus amount are similar as in the case of other remuneration elements. Thus, if you personally file an annual PIT return, you will be obligated to disclose in this PIT return also the bonus amount which is subject to taxation at a progressive tax scale 12-32% (in 2024). The PIT return should be submitted until the end of April of the year following the year in which the bonus was granted.

Payment in installments

Payment in installments does not result in taxable event on your part.

Dividends

In practice, there are doubts whether dividends reinvested in additional shares by FCPE are generally subject to taxation upon their distribution by Saint-Gobain to FCPE. Such income would be subject to the flat tax of 19% (in 2024).

In the case of taxation, the amount of reinvested dividend is declared in the annual tax return submitted until the end of April of the year following the year of dividend distribution. Within the same deadline, the tax should be paid. Dividends are not subject to social security and health insurance charges.

However, because the reinvested dividend is not left at the disposal of the employee and therefore is not income received, there are sound arguments that the taxation of such dividends reinvested by FCPE may be deferred until the date of disposal of shares acquired with the reinvested dividends. Such a view is presented according to selected rulings of local tax authorities. In order to avoid a potential dispute with the tax authorities, you can consider confirming this deferral through a private tax ruling.

Upon redemption

You will be taxed on the gain realized upon redemption of the FCPE units at the flat rate of 19% within capital gains. The taxable base will be calculated as the difference between the redemption proceeds actually received (cash) and your expenses incurred on the acquisition of shares held through FCPE - i.e. (i) your personal investment, (ii) the value of bonus amount granted by the employer, and (iii) the value of dividends reinvested in the new shares (if such values have been taxed at the time of granting of the bonus/reinvestment of the dividend).

You will be personally obligated to settle your tax liability and submit relevant annual tax return by the end of April of the year following the year in which the redemption occurred.

Redemption proceeds should not be subject to social security and health insurance charges.

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