

## SAINT-GOBAIN GROUP EMPLOYEE SHARE OFFERING COUNTRY SUPPLEMENT FOR ROMANIA

*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 ("the **Offering**"). 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***

Employees are offered shares issued by Saint-Gobain S.A. ("**Saint-Gobain**"), a French company organized and operating in accordance with the French laws whose ordinary shares are listed on Euronext Paris Stock Exchange having its headquarters in Les Miroirs 12 Place de l'Iris FR-92400 Courbevoie, France, registered with the France Nanterre Trade and Companies Registry number: 542 039 532. The tax identification number of Saint Gobain in France is FR 35 542039532. The share capital of Saint Gobain currently amounts to EUR 2,015,879,516 which equals to 503,969,879 issued shares with a nominal value of EUR 4 per share.

The Board Meeting of Saint-Gobain on the capital increase will occur on May 14, 2025, and the Board of Directors decided on the principle of the Offering on 28 November 2024. The purpose of the Offering is to motivate employees who are important to Saint-Gobain success and encourage them to rise to future challenges and be active players in the development of Saint-Gobain. The number of employees who may benefit from this Plan in Romania is 2 011 (the "**Beneficiaries**").

The number of shares offered shall be limited to 8,992,952 newly issued registered ordinary shares, the equivalent of a total nominal value of EUR 35,971,808.

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, 2024 through

the last day of the subscription period, and such employee must be employed at the date of his/her subscription.

### ***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.

Your subscription order will become final, binding and irrevocable on the last day of the subscription period.

### ***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 RON.

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

### ***Employer's contribution***

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

If your investment is between EUR 1-1000, the employer matching contribution will be of 50% of the value of the investment and cannot exceed EUR 500;

If your investment is between EUR 1001 - 2 000– the employer matching contribution will be 25% of the value of the investment and cannot exceed EUR 250.

### ***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 RON. You may pay by any one of the following methods:

- immediate payment through wire transfer before May 6, 2025 in the account number communicated to you by your PEG correspondent pursuant to your subscription; or

- advance payment made by your employer payable in 8 monthly installments starting with April 2025 salary.

### ***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.

Such units of the FCPE cannot be listed on a stock exchange and cannot be sold to a third party. The units of the compartment can only be redeemed for cash.

### ***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. Your marriage;
2. Where a child is born or a child arrives at the home in view of being adopted, provided that your 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 your domicile;
4. Where you, your spouse or children, suffer from a disability as defined by French law;
5. Your death or the death of your spouse;
6. Termination of the employment contract;
7. Where you, your children, or spouse, allocate the amounts saved to create certain businesses as provided for by French law;
8. Where you allocate the amounts saved to the acquisition or enlargement of your principal residence.

9. Domestic violence committed against you by your spouse, partner, civil partner, or your former spouse, partner or civil partner.
10. Over indebtedness;
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.

You 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 you or termination of the employment contract (in which case, the request may be made at any time). For further information, please contact your PEG correspondent.

### ***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 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 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.

You may request the redemption of your FCPE units on the expiry of the lock-up period or earlier in the case of an early exit event. Transfer fees may apply.

### ***Labor law disclaimer***

Please note that this Offering is provided to you by the French company Saint-Gobain, not by your local employer. The Offering does not form part of your employment agreement and does not amend or supplement such agreement. The launch of the present Offering results from a decision

taken at the discretion of French company Saint-Gobain. It does not constitute a right granted and participation in this Offering 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.

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).

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*For a complete description of the Offering, please refer to the offering documents made available to you via the local PEG website. Also, you can request any supplementary details / documents from your PEG correspondent.*

*Information contained in this document is being provided to you solely as information.*

*Nothing contained on 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 Offering 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.*

*Shares of Saint-Gobain are listed on Euronext Paris (the Paris stock exchange). Your investment is linked to and therefore will fluctuate with the market price of the Saint Gobain shares. As a result, your investment is at risk. Saint-Gobain's latest Universal Registration Document (Document d'Enregistrement Universel) and financial reports are available to you on <https://www.saint-gobain.com/en/finance/events-and-financial-results> and at request to your employer. These documents contain information on the business of Saint-Gobain, its financial results and certain risks associated with investment in shares.*

## **Tax Information for Employees** **Resident in Romania**

*The following summary sets forth general principles that are expected to apply to employees who are resident in Romania for the purposes of the tax laws of Romania 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, you should consult your 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 Romanian 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 will 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 Romania**

#### ***Upon subscription***

The Offering does not qualify as a “stock options plan” in accordance with the Romanian Fiscal Code and does not benefit of the advantageous tax treatment. Consequently, the share price discount (representing 20% of the reference price) is deemed as salary income. The taxation moment would arise upon the acquisition of the shares (May 2025).

The salary tax is 10% (borne by you). The social charges are as follows:

Employee social charges:

- Social insurance contribution – 25% and
- Health insurance contribution – 10%.

Employer social charges:

- Insurance work contribution – 2.25%.

The above taxes and social charges should be computed, declared and paid to the Romanian State Budget until 25<sup>th</sup> of the month following the one in which the income was obtained by you. In this case, the Romanian employer will take over the responsibility for computing/ withholding/ declaring/ paying the taxes.

Also, **the matching contribution** is deemed by the tax authorities as representing salary income. As such, a 10% tax rate shall apply, plus related employee and employer social charges at the rates described above at subscription. In this case, also, the Romanian employer will take over the responsibility for computing/withholding/declaring/ paying the taxes.

For a better understanding, we have drafted below a numerical example of the employee's salary benefit at subscription (i.e., 20% discount and a matching contribution of EUR 500 to a personal employee contribution of EUR 1,000).

Reference price = EUR 125

Discount =  $125 * 20\% = \text{EUR } 25$

Preferential subscription price = EUR 100 (with 20% discount)

Calculation of no. of shares purchased:  $\text{EUR } 1,500 / \text{EUR } 100 = 15$  shares at preferential price

Calculation of employee benefit for which tax and social contributions are calculated and withheld at subscription:

a) difference between market price and reference price:  $(15 \text{ shares} * \text{EUR } 125) - (15 \text{ shares} * \text{EUR } 100) = \text{EUR } 1,875 - \text{EUR } 1,500 = \text{EUR } 375$

b) matching contribution = EUR 500

Total benefit = (difference between market price and reference price + matching contribution) =  $\text{EUR } 375 + \text{EUR } 500 = \text{EUR } 875$

### ***Dividends***

Dividends received by a Romanian resident from abroad are subject to 8% dividend tax.

Dividends are also subject to 10% health insurance contribution if the income obtained by you from extra-salary sources such as dividends /capital gains/ rental income etc. is at least equal to 6 (six) minimum gross wages (currently, the minimum monthly gross salary is 3,700 RON, but the minimum gross salary will be raised starting with 1st of January 2025 to 4,050 RON).

The basis for the calculation of the health insurance contribution will be represented by:

- The level of 6 minimum gross salaries, in case of income between 6 and 12 minimum gross salaries;
- The level of 12 minimum gross salaries, in case of income between 12 and 24 minimum gross salaries;
- The level of 24 minimum gross salaries, in case of income greater than 24 minimum gross salaries.

For example, in 2026 you will submit the Single Tax Return where you will declare the income from dividends obtained in 2025, the tax due as well as the health insurance contribution due (i.e.,

if the income obtained in 2025 by you from extra-salary sources such as dividends/capital gains/rental income etc. is at least equal to 6 minimum wages (i.e., 24,300 RON). If, for example, you obtain income from dividends equal to 25,000 RON in 2025, then you will owe the health insurance contribution of 2,430 RON (calculated as  $10\% * 24,300$ ).

It is your personal obligation to declare each year the dividends earned from abroad, based on a statement (the Single Tax Return) to be submitted by the 25<sup>th</sup> of May of the year following the one in which the dividend income was obtained. It is also your obligation to compute the correspondent income tax in the relevant tax return.

### ***Upon redemption***

Any capital gains, computed as the difference between the share sale proceeds and investment from personal funds and amounts taxed as salary income at subscription are subject to 10% Romanian income tax.

For a better understanding, we drafted below a numerical example taking into account the specifics of the share plan (i.e. 20% discount and 500 EUR employer contribution is case the employee's personal contribution is EUR 1,000).

Reference price = EUR 125

Discount = EUR 125 \* 20% = EUR 25

Subscription price = EUR 100 (with 20% discount)

Total Contribution (personal contribution and matching contribution) = EUR 1,500 = 15 shares \* EUR 100, out of which:

EUR 1,000 = 10 shares \* EUR 100 personal contribution

EUR 500 = 5 shares \* EUR 100 matching contribution

### **Taxation upon sale:**

Selling price = 150 EUR

Revenues upon redemption = 15 shares \* EUR 150 = EUR 2,250

Capital gains = Revenues upon sale – Investment from personal funds – Value taxed as salary income, where:

- for the calculation of amounts in RON, the average exchange rate for EURO/RON from the year of sale will be used

- income from sale = share price sold – sales commission

EUR 2,250 – EUR 1,000 – EUR 875 = EUR 375

Capital gains tax = 10% \* EUR 375 = EUR 37.5



Capital gains are also subject to 10% health insurance contribution if the income obtained by you from extra-salary sources such as dividends/ capital gains/ rental income etc. is at least equal to 6 (six) minimum gross wages (currently, the minimum monthly gross salary is 3,700 RON, but the minimum gross salary will be raised starting with 1st of January 2025 to 4,050 RON) - see Section *Dividends* for details.

The capital gains earned from abroad must be declared based on a statement (the Single Tax Return) to be submitted by the 25<sup>th</sup> of May of the year following the one in which the income was obtained. It is your personal obligation to declare the income (i.e., gain/loss) and to compute the correspondent income tax and health insurance contribution, if due.

The basis for the calculation of the health insurance contribution will be represented by:

- The level of 6 minimum gross salaries, in case of income between 6 and 12 minimum gross salaries;
- The level of 12 minimum gross salaries, in case of income between 12 and 24 minimum gross salaries;
- The level of 24 minimum gross salaries, in case of income greater than 24 minimum gross salaries.

For example, in case in 2025 you obtain dividends and capital gains amounting 9 minimum gross salaries (i.e. RON 36,450, computed as  $9 * 4,050$  RON), then you will owe health insurance contribution of RON 2,430 (computed as  $6 * 4,050 \text{ RON} * 10\%$ ).

Alternatively, in case in 2025 you obtain dividends and capital gains amounting to 5 minimum gross salaries (i.e. RON 20,250, computed as  $5 * 4,050$ ), then you will not owe any health insurance contribution.

## ***Reporting obligations***

### ***Upon subscription/acquisition of the shares***

The income tax and your social contributions will be borne by you, calculated and withheld by the local employer at the moment when the shares are subscribed by you (May 2025). The relevant withheld income tax and social contributions will be paid by the employer by the 25th of the month for the previous month.

### ***Dividends***

It is your personal obligation to declare each year the dividends earned from abroad, based on a statement (the Single Tax Return) to be submitted by the 25th of May of the year following the one in which the dividend income was obtained. It is also your obligation to compute the correspondent income tax and the health insurance contribution, if due, in the relevant tax return.

### *Upon redemption*

The capital gains earned from abroad must be declared based on a statement (the Single Tax Return) to be submitted by the 25<sup>th</sup> of May of the year following the one in which the income was obtained. It is your personal obligation to declare the income (i.e., gain/loss) and to compute the correspondent income tax and the health insurance contribution, if due (the tax authorities will no longer issue annual tax decisions).

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