

## **SHAREHOLDERS' MEETING AND BOARD OF DIRECTORS' MEETING HELD ON JUNE 6, 2024**

Compagnie de Saint-Gobain today held its Shareholders' Meeting, at the close of which it also held a Board of Directors' meeting in the composition resulting from the Shareholders' Meeting.

### **Implementation of the new governance structure**

At the meeting, which was attended by 75.63% of the voting rights, all the proposed resolutions were adopted by a very large majority.

Shareholders approved the appointment of 3 new Independent Directors:

- Sophie Brochu, former Chairman and Chief Executive Officer of Hydro-Québec (Canada);
- Hélène de Tissot, Chief Financial Officer of Pernod Ricard Group, and;
- Geoffroy Roux de Bézieux, entrepreneur.

Shareholders also approved the renewal of Jean-François Cirelli as a Director.

The proposal to amend the bylaws to make the appointment of a Lead Independent Director compulsory was approved.

The Board reiterated its unanimous decision of November 23, 2023, to combine the functions of Chairman and Chief Executive Officer and to appoint Benoit Bazin as Chairman and Chief Executive Officer with effect from today.

The Board also decided, as per its intention announced in November 2023, to appoint Jean-François Cirelli as Lead Independent Director and Vice-Chairman of the Board. In particular, he will be responsible for ensuring the proper functioning of the Company's corporate governance bodies and will be a point of contact for shareholders on all these matters. The Board of Directors also reiterated its decision, taken on November 23, 2024, to amend the Board's Internal Regulations to enhance the powers of the Lead Independent Director.

Taking into account its new composition, the Board has reorganized its committees as follows, with effect from today:

- **Audit and Risk Committee**
  - Pamela Knapp (Chairwoman, Independent Director)
  - Thierry Delaporte (Independent Director)
  - Gilles Schnepf (Director)
  - Hélène de Tissot (Independent Director)
- **Nominations and Remuneration Committee**
  - Jean-François Cirelli (Chairman, Lead Independent Director)
  - Lydie Cortes (Employee Director)
  - Dominique Leroy (Independent Director)
  - Geoffroy Roux de Bézieux (Independent Director)
- **Corporate Social Responsibility Committee**
  - Agnès Lemarchand (Chairwoman, Independent Director)
  - Sophie Brochu (Independent Director)
  - Jana Revedin (Independent Director)
  - Philippe Thibaudet (Employee Director)



### **A Board with new skills and reinforced independence**

Saint-Gobain thus has the governance structure best suited to its ambitions, its specific characteristics and its environment. It will ensure clear and unambiguous responsibility in the Group's leadership. It will also provide proximity, responsiveness and simplicity for teams, Directors and shareholders.

Saint-Gobain's Board of Directors now comprises 82% Independent Directors, 37% foreign Directors and 55% women (excluding Directors representing employees and employee shareholders, in accordance with the French code, Afep-Medef). As a result, the Board benefits from renewed skills and reinforced independence.

Its committees are all chaired by Independent Directors.

The Board of Directors has appointed Pierre-André de Chalendar as Honorary Chairman. He has resigned from his position as Director and left the Board of Directors. The Board has warmly thanked Pierre-André de Chalendar for his commitment and contribution to the Group's success, as well as for the exemplary succession process he implemented with Benoit Bazin.

Jean-Dominique Senard and Iêda Gomes Yell are also leaving the Board, as their terms of office have expired. The Directors recognized their contributions to the Board's discussions and decisions.

Finally, the Board thanked both Jean-Dominique Senard and Pierre-André de Chalendar who, in their roles as Lead Independent Director and Chairman of the Board, have admirably led the transition period and the Board's work on its new governance structure.

### **Approval of dividend policy**

Shareholders approved the **distribution of a dividend up by 5% to €2.10 per share** (compared with €2.00 for the 2022 financial year), to be wholly paid in cash. The shares will go ex-dividend on June 10, 2024, and the dividend payment will be made as from June 12, 2024.

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A webcast of the General Meeting and the results of the votes by resolution will be available from June 7, 2024, on the Saint-Gobain website ([www.saint-gobain.com](http://www.saint-gobain.com)).



### About Saint-Gobain

Worldwide leader in light and sustainable construction, Saint-Gobain designs, manufactures and distributes materials and services for the construction and industrial markets. Its integrated solutions for the renovation of public and private buildings, light construction and the decarbonization of construction and industry are developed through a continuous innovation process and provide sustainability and performance. The Group's commitment is guided by its purpose, "MAKING THE WORLD A BETTER HOME".

**€47.9 billion in sales in 2023**

**160,000 employees, locations in 76 countries**

**Committed to achieving net zero carbon emissions by 2050**

For more information about Saint-Gobain, visit [www.saint-gobain.com](http://www.saint-gobain.com) and follow us on X [@saintgobain](https://twitter.com/saintgobain)

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