



NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR SOUTH AFRICA

THIS PRESS RELEASE IS FOR INFORMATION PURPOSES ONLY AND DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES AND THE OFFER OF SIKA SHARES BY SWH DOES NOT CONSTITUTE A PUBLIC OFFERING OTHER THAN TO EUROPEAN QUALIFIED INVESTORS IN ANY JURISDICTION, INCLUDING IN FRANCE AND SWITZERLAND.

PRESS RELEASE

May 26, 2020, at 6:00 pm

SAINT-GOBAIN GROUP TO DISPOSE OF ITS SHAREHOLDING IN SIKA

Saint-Gobain, through its subsidiary Schenker-Winkler Holding AG (SWH), initiates the disposal of its entire stake in Sika of approximately 15.2 million shares, representing 10.75% of Sika's share capital, through a private placement to qualified institutional investors by way of an accelerated book-building process (the "Private Placement").

Saint-Gobain acquired its 10.75% interest in Sika indirectly through the acquisition of 100% of SWH shares from the Burkard family in May 2018 as part of a global agreement with the Burkard family and Sika.

Following expiry of the 2-year lock-up period set out in the May 2018 agreement with Sika, Saint-Gobain and SWH decided to dispose of the Sika shareholding. Sika has chosen not to exercise its right of first offer.

The Private Placement will start immediately. The outcome and final terms of the Private Placement are expected to be announced on May 27, 2020 at the latest. Settlement for the Private Placement is expected to take place on May 29, 2020.

Citigroup is acting as Sole Global Coordinator on the Private Placement.

Citigroup and Lazard are acting as financial advisers to Saint-Gobain.

SAINT-GOBAIN

Headquarters: Tour Saint-Gobain • 12 place de l'Iris • 92096 • La Défense Cedex • France • Tél. : +33 1 88 54 00 00

www.saint-gobain.com

NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR SOUTH AFRICA

THIS PRESS RELEASE IS FOR INFORMATION PURPOSES ONLY AND DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES AND THE OFFER OF SIKA SHARES BY SWH DOES NOT CONSTITUTE A PUBLIC OFFERING OTHER THAN TO EUROPEAN QUALIFIED INVESTORS IN ANY JURISDICTION, INCLUDING IN FRANCE AND SWITZERLAND.

ABOUT SAINT-GOBAIN

Saint-Gobain designs, manufactures and distributes materials and solutions which are key ingredients in the wellbeing of each of us and the future of all. They can be found everywhere in our living places and our daily life: in buildings, transportation, infrastructure and in many industrial applications. They provide comfort, performance and safety while addressing the challenges of sustainable construction, resource efficiency and climate change.

€42.6 billion in sales in 2019
Operates in 68 countries
More than 170,000 employees

For more information about Saint-Gobain

Visit www.saint-gobain.com
and follow us on Twitter [@saintgobain](https://twitter.com/saintgobain)

Analyst/Investor relations		Press relations	
Vivien Dardel	+33 1 47 62 44 29	Laurence Pernet	+33 1 47 62 30 10
Floriana Michalowska	+33 1 47 62 35 98	Patricia Marie	+33 1 47 62 51 37
Christelle Gannage	+33 1 47 62 30 93	Susanne Trabitzsch	+33 1 47 62 43 25

Disclaimer - Important information

This press release is for information purposes only and does not constitute an offer to sell or a solicitation of an offer to buy any securities and the offer of the shares of Sika AG ("**Sika shares**") by SWH does not constitute a public offering other than to European qualified investors in any jurisdiction, including in France and Switzerland.

This press release is an advertisement and not a prospectus within the meaning of Regulation (EU) 2017/1129 (the "**Prospectus Regulation**").

In member states of the European Economic Area and in the United Kingdom, this communication and any offer if made subsequently is directed exclusively at persons who are "qualified investors" within the meaning of Article 2(e) of the Prospectus Regulation.

This communication is for distribution in the United Kingdom only to (i) investment professionals falling within article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**") or (ii) high net worth entities and other persons to whom it may lawfully be communicated, falling within article 49(2)(a) to (d) of the Order (all such persons together being referred to as (i), "relevant persons"), to the exclusion of any other person.

The offer and sale of the securities referred to in this announcement has not been, nor will be, registered under the U.S. Securities Act of 1933 (the "**U.S. Securities Act**") and the securities may not be offered or sold in the United States absent such registration or an applicable exemption from the registration requirements of the U.S. Securities Act. There will be no public offering of the securities in the United States in connection with this transaction.



NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE, DIRECTLY OR INDIRECTLY IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, JAPAN OR SOUTH AFRICA

THIS PRESS RELEASE IS FOR INFORMATION PURPOSES ONLY AND DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES AND THE OFFER OF SIKA SHARES BY SWH DOES NOT CONSTITUTE A PUBLIC OFFERING OTHER THAN TO EUROPEAN QUALIFIED INVESTORS IN ANY JURISDICTION, INCLUDING IN FRANCE AND SWITZERLAND.

The distribution of this announcement into certain jurisdictions may be restricted by law. No action has been taken by SWH that would permit an offering of Sika shares or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction

Any investment decision relating to the purchase of Sika shares must be made solely on the basis of publicly available information relating to Sika. SWH bears no liability in respect of that information.

The Sole Global Coordinator is acting on behalf of SWH and no one else in connection with the Private Placement and will not regard any other person as its clients nor be responsible to any other person for providing the protections afforded to any of its clients nor for providing advice in relation to the Private Placement, the contents of this press release or any transaction, arrangement or other matter referred to herein.

None of the Sole Global Coordinator or any of its directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this press release (or whether any information has been omitted from the press release) or any other information relating to Sika, SWH, their respective subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this press release or its contents or otherwise arising in connection therewith.