

# NOTICE OF MEETING

COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING

# JUNE 6, 2013

at 3:00 p.m.

GRAND AUDITORIUM OF THE PALAIS DES CONGRÈS,  
PORTE MAILLOT - 75017 PARIS





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Saint-Gobain, the world leader in the habitat and construction markets, designs, manufactures and distributes building materials, providing innovative solutions to the challenges of growth, energy efficiency and environmental protection.



Pierre-André  
de CHALENDAR

## MESSAGE FROM THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER



**Your involvement in the Meeting is important to us at Saint-Gobain** and we sincerely hope that you will be able to take part. You will find all the information you need to that effect in this document.



Dear Shareholder,

On behalf of Compagnie de Saint-Gobain, it is with great pleasure that I invite you to the General Meeting of the Company's shareholders, to be held at **3:00 p.m. on Thursday, June 6, 2013**, in the Grand Auditorium of the Palais des Congrès, Porte Maillot, 75017 Paris.

As every year, this Meeting will give you the opportunity to obtain further information about the Group and to express your opinions.

At the Meeting, we will inform you of the main events in the life of the Group in 2012 and reply to your questions.

I thank you in advance for your consideration of the resolutions submitted for your approval.

Very truly yours,

**Pierre-André de CHALENDAR**  
Chairman and Chief Executive Officer



# HOW TO PARTICIPATE IN THE GENERAL MEETING

As a Saint-Gobain shareholder you are entitled to **participate in the General Meeting**, irrespective of the number of shares you hold. You may do so **by attending the meeting in person, casting a vote in advance or appointing a proxy to represent you at the meeting**. If you have provided us with your e-mail address, you may request an admission card, cast your vote or appoint a proxy via the Internet rather than by mail.

## THE CONDITIONS REQUIRED TO EXERCISE YOUR RIGHT TO VOTE

In order to be entitled to participate in the General Meeting, **your shares must be entered in the share register** in your name (or in the name of the financial intermediary acting on your behalf if you are not a resident of France) at least three business days prior to the General Meeting, i.e., at 12:00 a.m. (Paris time) on **Monday, June 3, 2013**.

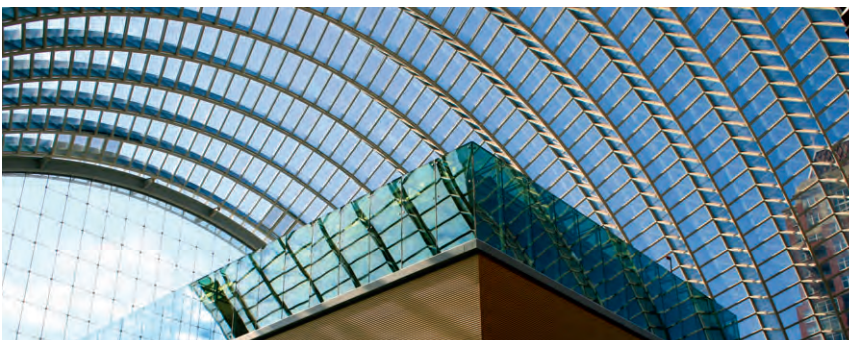
### REGISTERED SHARES

**For shareholders with registered shares**, the shares are entered in the accounts kept by **BNP Paribas Securities Services, Service Assemblées Générales, CTS Assemblées Générales, les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex (France)**.

### BEARER SHARES

**For shareholders with bearer shares**, the entry is made by the bank, financial institution or stockbroker that holds your securities (**financial intermediary**) as soon as possible and at the latest by 12:00 a.m. (Paris time) on Monday June 3, 2013 in the bearer share accounts kept on your behalf. Entry in such accounts is recorded by a certificate ("*attestation de participation*").

If you hold bearer shares, your financial intermediary will be your sole contact for the purposes of the Meeting.







## PARTICIPATION IN THE GENERAL MEETING

The secure electronic platform **VOTACCESS** is now available for use by shareholders according to the terms and conditions provided below.

### IF YOU WISH TO ATTEND THE MEETING IN PERSON

To attend the meeting in person, simply request an admission card via the **Internet** or **by mail**.

#### REQUEST AN ADMISSION CARD VIA THE INTERNET USING THE VOTACCESS PLATFORM

##### IF YOU HOLD REGISTERED SHARES

If you hold *registered shares* in the accounts kept by BNP Paribas Securities Services, you may connect to the PlanetShares website at <https://planetshares.bnpparibas.com> just as you would to view your share account information. Then simply follow the instructions given on the screen to access the VOTACCESS platform, which will allow you to request your admission card.

If you hold *registered shares* in a securities account with a financial intermediary, you will receive a letter from BNP Paribas Securities Services containing an identifier code that will give you access to the PlanetShares website.

To access the VOTACCESS platform, first go to the "My Shareholder Space - My General Meetings" page. The screen will display a summary of your voting rights. On the right-hand menu, click the "Cast an electronic vote" link. This will take you to the VOTACCESS platform where you can request your admission card.

If you have forgotten your identifier or password, please phone 0 800 033 333 (toll-free number from within France) or +33 1 40 14 80 12 from outside France (for the cost of a local telephone call).

##### IF YOU HOLD AT LEAST 170 BEARER SHARES

You should ask your financial intermediary if it is connected to the VOTACCESS platform and, if so, whether access to the platform is subject to specific terms and conditions of use. Only those shareholders whose financial intermediary subscribes to the VOTACCESS service and who hold at least 170 *bearer shares* may request their admission card online. If you are thus eligible, connect to your financial intermediary's Internet portal using your usual identifier codes, then follow the instructions given on the screen to access the VOTACCESS platform, which will allow you to request your admission card.

If your financial intermediary is not connected to the VOTACCESS platform and/or you do not hold at least 170 *bearer shares*, you must request the single admission card/postal vote/proxy request form ("*formulaire unique*") from your financial intermediary.

You may submit an online admission card request up to 24 hours before the Meeting date, i.e., up to 3:00 p.m. (Paris time) on June 5, 2013.

*You are advised not to wait until the last minute to initiate your chosen process.*

#### REQUEST AN ADMISSION CARD BY MAIL

To request an admission card **by mail** simply tick **box A** at the top of the form described on page 7, and then sign and date the form and return it (using the prepaid envelope if you mail it from France). If you hold *registered shares*, this form should be returned to BNP Paribas Securities Services. If you hold *bearer shares*, it should be returned to your financial intermediary. **The form must not in any event be returned to Saint-Gobain.**

If you have not received your admission card at least three business days prior to the General Meeting, you may obtain one from the admission desks at the General Meeting after 2:00 p.m. by presenting:

- proof of identity if you hold registered shares;
- proof of identity and the shareholding certificate ("*attestation de participation*") issued by your financial intermediary dated Monday, June 3, 2013, 12:00 a.m. (Paris time) if you hold *bearer shares*.



WEBSITE DEDICATED TO THE ANNUAL GENERAL MEETING:

<http://www.saint-gobain.com/fr/finance/evenements/assemblee-generale>





## IF YOU WILL NOT BE ATTENDING THE MEETING IN PERSON

If you do not plan to attend the Meeting, you may cast your **vote prior to the Meeting** or **give proxy** to the Chairman of the General Meeting or to any other designated person, via the **Internet** or by **mail**.

### CAST YOUR VOTE OR GIVE OR REVOKE PROXY VIA THE INTERNET USING THE VOTACCESS PLATFORM

You may cast your vote electronically or, in accordance with Article R. 225-79 of the French Commercial Code (*Code de Commerce*), inform BNP Paribas Securities Services of your decision to give or revoke proxy electronically, according to the instructions below:

#### IF YOU HOLD REGISTERED SHARES

If you hold *registered shares* in the accounts kept by BNP Paribas Securities Services, you may connect to the PlanetShares website at <https://planetshares.bnpparibas.com> just as you would to view your share account information. Then simply follow the instructions given on the screen to access the VOTACCESS platform, which will allow you to vote or give or revoke proxy.

If you hold *registered shares* in a securities account with a financial intermediary, you will receive a letter from BNP Paribas Securities Services containing an identifier code that will give you access to the PlanetShares website.

To access the VOTACCESS platform, first go to the "My Shareholder Space - My General Meetings" page. The screen will display a summary of your voting rights. On the right-hand menu, click the "Cast an electronic vote" link. This will take you to the VOTACCESS platform where you can vote online prior to the Meeting or give or revoke proxy.

If you have forgotten your identifier or password, please phone 0 800 033 333 (toll-free number from within France) or +33 1 40 14 80 12 from outside France (for the cost of a local telephone call).

#### IF YOU HOLD AT LEAST 170 BEARER SHARES

You should ask your financial intermediary if it is connected to the VOTACCESS platform and, if so, whether access to the platform is subject to specific terms and conditions of use. Only those shareholders whose financial intermediary is connected to the VOTACCESS service and who hold at least 170 *bearer shares* may vote online prior to the Meeting or give or revoke a proxy

electronically. In such cases, connect to your financial intermediary's Internet portal using your usual identifier codes. Then follow the instructions given on the screen to access the VOTACCESS platform, which will allow you to vote online prior to the Meeting or give or revoke proxy.

#### SPECIAL CASE: your financial intermediary is not connected to the VOTACCESS platform and/or you hold fewer than 170 bearer shares

You may still give or revoke proxy via the Internet, according to the instructions below:

- first send an email to [paris.bp2s.france.cts.mandats@bnpparibas.com](mailto:paris.bp2s.france.cts.mandats@bnpparibas.com) containing the following required information: Compagnie de Saint-Gobain; Annual General Meeting to be held on June 6, 2013; your full name, address and registered share account number, and; the full name and, if possible, the address of the individual or legal entity you designate to vote on your behalf;
- then ask the financial intermediary where your shares are held to confirm your request by writing to BNP Paribas Securities Services, Service Assemblées Générales - CTS Assemblées Générales, les Grands Moulins de Pantin, 9 rue du Débarcadère, 93761 Pantin Cedex (France).

The above email address has been set up exclusively to receive requests to give or revoke proxy. Any and all other unrelated requests or information sent to these addresses will be disregarded.

To ensure that your request to give or revoke proxy via e-mail is acknowledged in time for the Meeting, confirmation of your request must be received by BNP Paribas Securities Services at least 24 hours before the Meeting, i.e., at the latest by 3:00 p.m. (Paris time) on June 5, 2013.

You may submit a request to give or revoke proxy or vote online up to 24 hours before the Meeting date, i.e., up to 3:00 p.m. (Paris time) on June 5, 2013.

*You are advised not to wait until the last minute to initiate your chosen process.*

### CAST YOUR VOTE OR GIVE OR REVOKE PROXY BY MAIL

For shareholders who will not be attending the Meeting in person and wish to give proxy to the Chairman or another designated person, revoke proxy or cast a vote by mail:

- **if you hold registered shares or at least 170 bearer shares, and directly receive a notice of meeting:** sign and date the form provided, duly completed according to your choice of participation method, and return it by mail to BNP Paribas Securities Services if you hold *registered shares* and to your financial intermediary if you hold *bearer shares*, in which case your financial intermediary will forward the form to BNP Paribas Securities Services;
- **if you hold bearer shares and do not directly receive a notice of meeting:** request the proxy/postal form ("*formulaire unique*") from your financial intermediary. Once you have signed and dated the form provided, duly completed according to your choice of participation method, simply return it by mail to your financial intermediary, who will attach a certificate ("*attestation de participation*") to the form and then forward it to BNP Paribas Securities Services.

To be taken into account, this form and the accompanying certificate must be received by BNP Paribas Securities Services at least 24 hours before the Meeting, i.e., at the latest by 3:00 p.m. (Paris time) on June 5, 2013.



## NOTE:

Shareholders having already requested an admission card, given proxy or cast a vote prior to the Meeting may not subsequently choose another means of participation.

Shareholders having already chosen their means of participation, including if their vote has already been cast, may sell all or part of their shares. However, if the sale takes place before 12:00 a.m. (Paris time) on June 3, 2013, BNP Paribas Securities Services will invalidate or modify, as appropriate, the admission card, the proxy

instructions, the vote cast or the certificate. To this end, the financial intermediary for shareholders holding bearer shares or registered shares in a securities account with a financial intermediary shall notify BNP Paribas Securities Services of the sale and provide all necessary information. Any and all sales carried out after 12:00 a.m. (Paris time) on June 3, 2013 will not affect the shareholder's chosen participation method or his/her vote.

## HOW TO FILL OUT THE FORM

**If you plan to attend the Meeting in person:**  
tick **box A** at the top of the form to request an admission card and sign and date the form at the bottom.

**If you are unable to attend the Meeting and wish to cast a postal vote or appoint a proxy:**  
follow the instructions on how to vote, then sign and date the form at the bottom.

**IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please refer to instructions on reverse side.**

**A** QUELLE QUE SOIT L'OPTION CHOISIE, NOIRCIER COMME CE CI ■ LA OU LES CASES CORRESPONDANTES, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, SHADE BOX(ES) LIKE THIS ■, DATE AND SIGN AT THE BOTTOM OF THE FORM  
Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.

**B** J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

**COMPAGNIE DE SAINT-GOBAIN**  
S A au Capital de € 2 125 351 100  
Siège social :  
Les Miroirs, 18 avenue d'Alsace  
92400 COURBEVOIE  
542 039 532 RCS NANTERRE

**ASSEMBLEE GENERALE MIXTE** convoquée pour le **jeudi 6 juin 2013**  
à **15 heures** au Palais des Congrès, 2, place de la Porte Maillot, 75017 Paris  
**COMBINED GENERAL MEETING** to be held on **Thursday June 6, 2013**  
at **3:00 pm** at Palais des Congrès, 2, place de la Porte Maillot, 75017 Paris

**CADRE RÉSERVÉ À LA SOCIÉTÉ / For Company's use only**  
Identifiant / Account  
Nombre d'actions / Number of shares  
Nombre de voix / Number of voting rights

**JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
Cf. au verso renvoi (2) - See reverse (2)

**JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
cf. au verso renvoi (3)  
I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING  
See reverse (3)

**JE DONNE POUVOIR A :** cf. au verso renvoi (4)  
I HEREBY APPOINT see reverse (4)  
M., Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name  
Adresse / Address

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST									Oui / Non/No Yes / Abst/Abs	
1	2	3	4	5	6	7	8	9	A	F
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Si des amendements ou des résolutions nouvelles étaient présentés en assemblée / In case amendments or new resolutions are proposed during the meeting  
- Je donne pouvoir au Président de l'A.G. de voter en mon nom. / I appoint the Chairman of the general meeting to vote on my behalf...  
- Je m'abstiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to a vote NO).  
- Je donne procuration (cf. au verso renvoi 4) à M., Mme ou Mlle, Raison Sociale... pour voter en mon nom / I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard à BNP Paribas Securities Services le 5 juin 2013 avant 15 heures.  
In order to be considered, this completed form must be returned to BNP Paribas Securities Services at the latest on June 5th, 2013 before 3.00 p.m.

En aucun cas le document ne doit être retourné à la Compagnie de Saint Gobain / In no case, this document must be returned to Compagnie de Saint Gobain

La langue française fait loi / The french version of this document governs; the english translation is for convenience only

**Attention:** S'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.  
**CAUTION:** If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, Prénom, Adresse de l'actionnaire (si ces informations figurent déjà, les vérifier et les rectifier éventuellement)  
- Surname, first name, address of the shareholder (if this information is already supplied, please verify and correct if necessary)  
Cf. au verso renvoi (1) - See reverse (1)

**Whatever your choice, remember to sign and date the form here.**

Date & Signature

**To cast a postal vote:**  
tick here.

- To vote **YES** to a resolution, leave the box next to the resolution number concerned blank.
- To vote **NO** to a resolution or to abstain from voting on a resolution, fill in the box next to the resolution number concerned.

**To give proxy to the Chairman of the General Meeting to vote on your behalf:**  
tick here.

**To give proxy to your spouse, your partner with whom you have entered into a civil union or any other individual or legal entity of your choice who will represent you at the Meeting:**  
tick here and indicate your representative's name and contact details.

**Whatever your choice, remember to sign and date the form at the bottom of the page.**



# AGENDA FOR THE MEETING

## ORDINARY MEETING

- 1<sup>st</sup> resolution:** Approval of the parent company financial statements for 2012.
- 2<sup>nd</sup> resolution:** Approval of the consolidated financial statements for 2012.
- 3<sup>rd</sup> resolution:** Approval of the appropriation of income and declaration of the dividend.
- 4<sup>th</sup> resolution:** Approval of the stock dividend option.
- 5<sup>th</sup> resolution:** Election of Mrs Agnès LEMARCHAND as Director.
- 6<sup>th</sup> resolution:** Election of Mrs Pamela KNAPP as Director.
- 7<sup>th</sup> resolution:** Election of Mr Philippe VARIN as Director.
- 8<sup>th</sup> resolution:** Re-election of Mr Jean-Martin FOLZ as Director.
- 9<sup>th</sup> resolution:** Re-election of Mr Gilles SCHNEPP as Director.
- 10<sup>th</sup> resolution:** Authorization to be given to the Board of Directors to buy back Saint-Gobain shares.

## EXTRAORDINARY MEETING

- 11<sup>th</sup> resolution:** Renewal of the delegation of powers granted to the Board of Directors to increase the share capital through the issue of shares in the Company, with pre-emptive subscription rights for existing shareholders, up to a maximum par value of four hundred and twenty-five million euros, representing approximately 20% of the share capital, the amounts specified in the twelfth, fifteenth and sixteenth resolutions being set off against this amount.
- 12<sup>th</sup> resolution:** Renewal of the delegation of powers granted to the Board of Directors to issue debt securities, without pre-emptive subscription rights for existing shareholders but with a compulsory priority period for subscription for such shareholders, giving access to shares in the Company or its subsidiaries, or shares in the Company to which entitlement would be granted by securities to be issued, where applicable, by subsidiaries, up to a maximum nominal amount of two hundred and twelve million, five hundred thousand euros (par value of shares), representing approximately 10% of the share capital, and one and a half billion euros (debt securities), the amount of the debt securities to be issued being set off against the amount specified in the eleventh resolution.
- 13<sup>th</sup> resolution:** Renewal of the delegation of powers granted to the Board of Directors to increase the number of securities to be issued in the event that the issue of debt securities, without pre-emptive subscription rights, is oversubscribed, within the legal limit of 15% of the original issue and subject to the corresponding limit specified in the twelfth resolution.
- 14<sup>th</sup> resolution:** Renewal of the delegation granted to the Board of Directors to increase the capital by up to a maximum of 10% by issuing shares or securities, without pre-emptive subscription rights, in consideration of contributions in kind consisting of equity instruments or securities giving access to capital, the amounts of shares and securities to be issued being set off against the corresponding maximum limits specified in the twelfth resolution.
- 15<sup>th</sup> resolution:** Renewal of the delegation of powers granted to the Board of Directors to increase the share capital, through the capitalization of share premiums, reserves, profits or other amounts, up to a maximum nominal amount of one hundred and six million euros, representing approximately 5% of the share capital, such amount being set off against the amount specified in the eleventh resolution.
- 16<sup>th</sup> resolution:** Renewal of the delegation of powers granted to the Board of Directors to carry out securities issues, without pre-emptive subscription rights, reserved for members of the Group Savings Plan up to a maximum nominal amount of forty-two million, five hundred thousand euros, representing approximately 2% of the share capital, the amounts of said issues being set off against the amount specified in the eleventh resolution.
- 17<sup>th</sup> resolution:** Renewal of the authorization given to the Board of Directors to cancel, where applicable, shares representing up to a maximum of 10% of the Company's share capital.
- 18<sup>th</sup> resolution:** Powers for enforcement of the decisions made by the General Meeting and to carry out formalities.





# PRESENTATION OF THE RESOLUTIONS

SUBMITTED BY THE BOARD OF DIRECTORS

The first ten resolutions which are submitted for your approval are ordinary resolutions governed by the quorum and majority voting rules applicable to Ordinary General Meetings, while resolutions 11 to 18 are extraordinary resolutions and are governed by the quorum and majority voting rules applicable to Extraordinary General Meetings, except for resolution 15 which is governed by the quorum and majority voting rules applicable to Ordinary General Meetings.

## I - PARENT COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS - DIVIDEND

(1<sup>st</sup>, 2<sup>nd</sup> and 3<sup>rd</sup> resolutions)

Shareholders are invited to approve the financial statements of Compagnie de Saint-Gobain (1<sup>st</sup> resolution) and the consolidated financial statements of the Saint-Gobain Group (2<sup>nd</sup> resolution) for the year ended December 31, 2012.

In relation to the parent company financial statements, net income for Compagnie de Saint-Gobain in 2012 came to €762 million, compared with €1,085 million in 2011.

In relation to the consolidated financial statements, the Group's sales totaled €43,198 million in 2012 compared with €42,116 million in 2011. Operating income came to €2,881 million compared with €3,441 million in 2011, and net income attributable to equity holders of the parent amounted to €766 million compared with €1,284 million in 2011.

Further details are provided on pages 17 to 22 of this document.

### APPROPRIATION OF INCOME

Based on the Company's net income for 2012 of €762 million and retained earnings of €3,930 million, shareholders are invited to approve (3<sup>rd</sup> resolution):

- the **distribution to shareholders of €653 million<sup>(1)</sup>**, corresponding to a **dividend per share of €1.24**;
- the appropriation of €4,039 million to retained earnings.

The ex-dividend date will be June 12, 2013 and the **dividend of €1.24 per share** will be paid as from July 5, 2013 either in cash or in stock, as explained below.

*In accordance with the provisions of Article 117 quater 1-1 of France's General Tax Code (Code Général des Impôts), as amended by Article 9 of law no. 2012-1509 dated December 29, 2012 (2013 Finance Act), the dividends paid will be subject to a withholding tax that will not be in discharge of any other tax liabilities.*

*This tax will replace the optional flat-rate withholding tax applicable until 2012 and will be levied at the rate of 21% on the total dividend, i.e., before deductions for administrative and other expenses, as per the 2013 Finance Act. It will be withheld at source by the paying agent.*

(1) Calculated on the basis of the 531,125,642 shares outstanding at December 31, 2012 less 4,172,565 shares held in treasury stock at January 31, 2013, to be adjusted after deducting shares held in treasury on the dividend payment date.

*Shareholders whose taxable income falls below the thresholds provided in Article 117 quater 1-1 of the General Tax Code (€50,000 for single taxpayers and €75,000 for couples who file a joint tax return), and who have sent to the Company a signed statement to that effect as per Article 242 quater of said Code at the latest by March 31, 2013, will be exempted from the 21% withholding tax. It is the responsibility of the shareholder to apply for the exemption. Any person who submits a signed statement to obtain the exemption but whose taxable income exceeds the above thresholds will be liable for a fine of 10% of the amount of the tax from which they were erroneously exempted (new Article 1740-O-B of the General Tax Code).*

*The total dividend will still be eligible for the 40% deduction provided under Article 158, 3-2 of the General Tax Code for French tax residents.*

*However, the standard deductions provided under Article 158-3-5 of the General Tax Code (€1,525 for single filers and €3,050 for joint filers in 2012) have been eliminated as from January 1, 2013.*

## II - STOCK DIVIDEND OPTION

(4<sup>th</sup> resolution)

As allowed under French law and the Company's bylaws, the Board of Directors has decided to offer each shareholder the option of receiving the dividend either in cash or in stock (4<sup>th</sup> resolution).

The stock dividend option, which is particularly appropriate in the current environment and has already been used by Saint-Gobain (in particular in 2009 and 2010), allows shareholders to immediately reinvest their dividend and receive new Saint-Gobain shares carrying rights from January 1, 2013. The issue price of the new shares will be set at 90% of the average of the opening prices quoted for Compagnie de Saint-Gobain shares over the 20 stock market trading sessions preceding the General Meeting on June 6, 2013 less the net dividend (€1.24), rounded up to the higher euro cent if applicable.

If the amount of the dividend in stocks does not correspond to a whole number of shares, the shareholder will receive the next lower whole number of shares with the difference being paid in cash.



Available for 15 calendar days, from June 12, 2013 to the close of business on June 26, 2013, the stock dividend option may be exercised through the shareholder's financial intermediary.

The new shares allocated to shareholders who choose the stock dividend option will be issued on July 5, 2013.

Cash dividends will be paid as from the same date, i.e., July 5, 2013.

### III – ELECTION OF THREE NEW DIRECTORS

(5<sup>th</sup>, 6<sup>th</sup> and 7<sup>th</sup> resolutions)

#### AND RE-ELECTION OF TWO DIRECTORS

(8<sup>th</sup> and 9<sup>th</sup> resolutions)

The terms of office of Messrs Gerhard CROMME, Michel PÉBEREAU and Jean-Cyril SPINETTA all expire at the close of this General Meeting. Mr CROMME and Mr SPINETTA have announced that they do not wish to serve for a subsequent term as Director. Mr PÉBEREAU is obliged to step down, having reached the age limit set out in Article 9, paragraph 6 of the bylaws. The terms of office of Messrs Jean-Martin FOLZ and Gilles SCHNEPP also expire at the close of this General Meeting and shareholders will be invited to re-elect them.

- On the recommendation of the Appointments and Compensation Committee, the Board of Directors decided, at its meeting of March 21, 2013, to propose the election as Director of:

- Mrs Agnès LEMARCHAND (5<sup>th</sup> resolution);

- Mrs Pamela KNAPP (6<sup>th</sup> resolution);

- Mr Philippe VARIN (7<sup>th</sup> resolution).

The *résumés* of Mrs Agnès LEMARCHAND, Mrs Pamela KNAPP and Mr Philippe VARIN are set out on pages 12 and 13 of this document.

Shareholders are asked to vote on these proposed elections to the Board. If you approve these proposals, the Directors concerned will be elected for a period of four years, up to the Annual General Meeting of 2017.

- On the recommendation of the Appointments and Compensation Committee, the Board of Directors also decided, at its meeting of March 21, 2013, to propose the re-election of the following two Directors whose terms are due to expire at this General Meeting:

- Mr Jean-Martin FOLZ (8<sup>th</sup> resolution);

- Mr Gilles SCHNEPP (9<sup>th</sup> resolution).

The *résumés* of Messrs Jean-Martin FOLZ and Gilles SCHNEPP are set out on page 13 of this document.

These two re-elections are put to your vote. If you approve these proposals, the Directors concerned will be re-elected for a period of four years, up to the Annual General Meeting of 2017.

### IV – AUTHORIZATION GIVEN TO THE BOARD OF DIRECTORS TO BUY BACK SAINT-GOBAIN SHARES

(10<sup>th</sup> resolution)

The purpose of the 10<sup>th</sup> resolution is to renew the annual authorization given to the Board of Directors to buy back Saint-Gobain shares. The maximum purchase price under this authorization is set at €80 per share.

The authorization requested is intended to enable Compagnie de Saint-Gobain to buy its own shares, if appropriate, by all means, in compliance with the regulations in force, principally with a view to canceling shares (subject to the 17<sup>th</sup> resolution of this Meeting), delivering shares upon the exercise of rights attaching to securities, enabling an investment service provider to stabilize the Company's share price under liquidity agreements, making free share awards, honoring your Company's commitments under stock option programs for the purchase of shares, granting or selling shares under a Group Savings Plan, financing external growth transactions, offsetting the dilutive impact of potential share grants or shares issued on exercise of stock options and, more generally, for any other transaction allowed under the relevant regulations.

The maximum number of shares that may be bought back may not exceed 10% of the total number of shares making up the share capital at the date of this General Meeting, it being specified that the number of shares acquired with a view to keeping them and tendering them subsequently in exchange within the scope of mergers, demergers and split-ups or contributions, may not exceed 5% of the Company's share capital at such date and that the Company may not hold more than 10% of its share capital, either directly or indirectly.

For information purposes, at April 1, 2013, the theoretical maximum amount of funds that the Company would have been able to invest in these purchases was €4,249,000,000 which corresponds to 53,112,500 shares bought at a price of €80 each.

This program is to be carried out within 18 months of the date of this General Meeting, that is until December 5, 2014. This authorization will supersede that granted in the thirteenth resolution of the General Meeting of June 7, 2012.

### V – RENEWAL OF FINANCIAL AUTHORIZATIONS TO BE GIVEN TO THE BOARD OF DIRECTORS WITH A VIEW TO INCREASING THE SHARE CAPITAL

(11<sup>th</sup>, 12<sup>th</sup>, 13<sup>th</sup>, 14<sup>th</sup> and 15<sup>th</sup> resolutions)

Shareholders are asked to renew several authorizations that were given at the Combined Ordinary and Extraordinary General Meeting of June 9, 2011 and that will soon expire. You are asked to vote on five resolutions delegating powers to your Board of Directors to increase, where applicable, the share capital, during a limited period of 26 months, it being specified that these authorizations would concern issues of shares and debt securities giving access to the share capital, to the exclusion of the issue of preference shares which is not provided for within the scope of these authorizations.



In the **11<sup>th</sup> resolution**, shareholders are asked to renew the delegation of powers granted to the Board of Directors to increase the share capital, through the issue, where appropriate, of shares **with pre-emptive subscription rights for existing shareholders**, for a maximum par value of four hundred and twenty-five million euros (i.e., one hundred and six million, two hundred fifty thousand shares representing approximately **20%** of the share capital), the amounts specified in the twelfth, fifteenth and sixteenth resolutions being set off against this amount.

In the **12<sup>th</sup> resolution**, shareholders are asked to renew the delegation of powers granted to the Board of Directors to issue, where appropriate, debt securities **without pre-emptive subscription rights for existing shareholders** but with a **compulsory priority period for subscription** for shareholders. These securities would be debt securities giving access to shares in the Company or its subsidiaries, or shares in the Company to which entitlement would be granted by securities to be issued, where applicable, by the subsidiaries, including in consideration for shares that may be tendered to a public exchange offer initiated by the Company. The maximum par value of the shares issued under this delegation of powers would be limited to two hundred and twelve million, five hundred thousand euros (i.e., fifty-three million, one hundred and twenty-five thousand shares representing approximately **10%** of the share capital) and the maximum nominal amount of the debt securities would be limited to one and a half billion euros, the amounts of the deferred share issues being set off against the amount specified in the eleventh resolution.

In the **13<sup>th</sup> resolution**, shareholders are asked to renew the delegation of powers granted to the Board of Directors to increase the number of securities to be issued in the event that the issue of debt securities carried out under the above resolution (therefore without pre-emptive subscription rights) is oversubscribed, within the legal limit of **15%** of the original issue and subject to the corresponding limit specified in the twelfth resolution.

In the **14<sup>th</sup> resolution**, shareholders are asked to renew the delegation granted to the Board of Directors to increase the capital, where appropriate, in payment for contributions in kind consisting of equity instruments or securities giving access to capital, outside the scope of a public exchange offer, within a limit of **10%** of the Company's share capital, the amounts of the issues of shares and securities, where applicable, being set off against the corresponding maximum limits set in the twelfth resolution.

In the **15<sup>th</sup> resolution**, shareholders are asked to renew the delegation of powers granted to the Board of Directors to increase the share capital, where appropriate, through the capitalization of share premiums, reserves, profits or other amounts, up to a maximum par value of one hundred and six million euros (i.e., twenty-six million, five hundred thousand shares corresponding to approximately **5%** of the share capital), such amount being set off against that specified in the eleventh resolution.

The purpose of these financial authorizations which you are asked to renew is to allow the Board of Directors, within the conditions and the limits of the amounts set out above, to benefit from a sufficient degree of choice in the securities to be issued, according to financial market opportunities and conditions prevailing either

in France or abroad at the time of the issue. In this regard, the possibility of issuing securities without pre-emptive subscription rights, as described in the twelfth resolution, covers situations where the speed of transactions is vital to their success, or where it is preferable to obtain financing from a wide range of investors, by carrying out issues on foreign markets, where appropriate.

## VI - CONTINUED DEVELOPMENT OF EMPLOYEE SHARE OWNERSHIP

### (16<sup>th</sup> resolution)

The **16<sup>th</sup> resolution** concerns the continued development of employee share ownership in Compagnie de Saint-Gobain, which has been the ongoing aim of your Company for the past twenty-six years.

The purpose of this resolution is to renew the delegation of powers granted to the Board of Directors at the Combined Ordinary and Extraordinary General Meeting of June 9, 2011 to carry out capital increases reserved for members of the Saint-Gobain Group Savings Plan. This Plan offers the possibility to current and former employees of Group companies in France and abroad, subject to certain conditions, to directly or indirectly subscribe for Saint-Gobain equity instruments offered at a discount not exceeding 20% of the average reference stock market price prior to the date of the decision by the Board of Directors, or by the delegated person setting the opening date for the subscription period. This resolution entails the waiver of pre-emptive subscription rights by existing shareholders. The delegation would be granted for the maximum par value of issued shares of forty-two million five hundred thousand euros (i.e., ten million six hundred and twenty-five thousand shares, representing approximately **2%** of the share capital), and be valid for 26 months. The amounts of the capital increases would be set off against the amount specified in the eleventh resolution.

## VII - CANCELLATION OF SHARES WHERE APPROPRIATE

### (17<sup>th</sup> resolution)

In the **17<sup>th</sup> resolution**, shareholders are invited to renew the authorization given to the Board of Directors at the Combined Ordinary and Extraordinary General Meeting of June 9, 2011, for a period of 26 months, to cancel, where appropriate, shares of the Company acquired by it under authorizations given by the shareholders, representing up to a maximum of **10%** of the Company's share capital per 24-month period.

\*

The **18<sup>th</sup> resolution** gives full powers to carry out the formalities associated with the General Meeting.





# CANDIDATES FOR ELECTION TO THE BOARD

ALL THE FOLLOWING INFORMATION IS CURRENT AS OF APRIL 1, 2013.

## ELECTION OF THREE NEW DIRECTORS

### AGNÈS LEMARCHAND



**Agnès LEMARCHAND is Executive Chairman of Steetley Dolomite Limited.**

Mrs Agnès LEMARCHAND, 58, is a graduate of Ecole Nationale de Chimie de Paris and MIT, with an MBA from INSEAD. She began her career at Rhône-Poulenc, serving in various operational management positions from September 1980 to December 1985.

In 1986, she was appointed Chief Executive Officer of Industrie Biologique Française (IBF), a Rhône-Poulenc Santé company. In this role she created the subsidiary IBF Biotechnics and successfully grew the business in the United States.

In 1991, she joined Ciments Français as Chief Executive Officer of its industrial minerals company Prodical, which she managed from 1991 to 1996. Following the sale of Ciments Français to the Italian company Italcementi, she joined Lafarge in 1997 as Strategy Director of the Specialty Materials division. She was subsequently appointed Chairman and Chief Executive Officer of Lafarge Chaux, a lime materials

business she developed in Europe and in North America. In 2004, she managed the divestment of the lime business on behalf of Lafarge, led the acquisition of Lafarge Chaux's UK subsidiary in cooperation with management and, in 2005, founded Steetley Dolomite Limited, of which she is currently Executive Chairman.

Mrs Agnès LEMARCHAND has been a member of the Supervisory Board of Mersen since 2007 and a member of the Supervisory Boards of Areva and Siclae (as the representative of FSI) since 2011. Since 2012, she has also been an associate member of France's Conseil Economique, Social et Environnemental (CESE) in its economic activities section and a director of CGG Veritas.

**Southfield Lane, Whitwell, Worksop - Nottingham S803LJ (United Kingdom)**

**Shareholders are invited to elect Mrs Agnès LEMARCHAND as Director in the 5<sup>th</sup> resolution.**

### PAMELA KNAPP



**Pamela KNAPP is a member of the Management Board and Chief Financial Officer of GfK SE.**

Mrs Pamela KNAPP, 55, is a German citizen with degrees from the University of Berlin and Harvard Business School. She began her career in 1987 as an M&A consultant for Deutsche Bank Morgan Grenfell GmbH and Fuchs Consult GmbH.

She joined Siemens in 1992 as Vice-President of Strategic Projects and then Vice-President of the Maintenance & Service Division of Siemens Transportation Systems, serving in both capacities until 1997.

From 1998 to 2000, she was a member of the Management Board and Chief Financial Officer of Siemens S.A., Belgium and Luxembourg. In 2000, she became Vice-President, Corporate Development Executives for the Siemens Group and, from 2004 to 2009, was a member of Siemens's Management Board

and Chief Financial Officer of its Power Transmission & Distribution Division.

Since 2009, she has been a member of the Management Board and Chief Financial Officer of GfK SE, and a director of HKP Zurich.

From 2009 to early 2013, Mrs Pamela KNAPP was a member of the Supervisory Board of Monier Holdings SCA, Luxembourg. She has been a member of the Supervisory Board and of the Finance and Audit Committee of Peugeot S.A. since 2011 and a member of the Board of Directors of Hostettler, Kramarsch & Partner Holding AG (HKP) since early 2013.

**Nordwestring 101 - 90419 Nuremberg (Germany)**

**Shareholders are invited to elect Mrs Pamela KNAPP as Director in the 6<sup>th</sup> resolution.**



## PHILIPPE VARIN



**Philippe VARIN**  
is Chairman of the  
Managing Board of  
PSA Peugeot Citroën.

Mr Philippe VARIN, 60, is a graduate of Ecole Polytechnique and Ecole des Mines de Paris. He began his career at Pechiney, where he was a Research Division manager from 1981 to 1983, and subsequently Head of Strategic Studies until 1989.

He served as Managing Director of Pechiney's Aluminium Dunkerque plant from 1989 to 1992 and as Group Financial Controller in 1993 and 1994, based first in Paris and then in Chicago at American National Can's headquarters.

In 1995, he was appointed Vice-President of the Aluminum Processing Division (Rhenalu), before becoming Senior Executive President of the

Aluminum sector and a member of the Executive Committee of Pechiney Group until 2003. From 2003 to 2009, he is Chief Executive Officer of Corus. Mr Philippe VARIN has been a director of Tata Steel and he served on the Board of BG Group plc from 2006 to February 2013.

Mr Philippe VARIN has been Chairman of the Managing Board of PSA Peugeot Citroën since 2009. He has been a director of Faurecia and Chairman of Cercle de l'Industrie since 2012.

*75, avenue de la Grande Armée - 75116 Paris (France)*

**Shareholders are invited to elect Mr Philippe VARIN as Director in the 7<sup>th</sup> resolution.**

## RE-ELECTION OF TWO DIRECTORS

### JEAN-MARTIN FOLZ



**Jean-Martin FOLZ**  
is Chairman of the  
Board of Directors  
of Eutelsat  
Communications.

Mr Jean-Martin FOLZ, 66, is a graduate of Ecole Polytechnique and State Engineer of Les Mines (Ingénieur des Mines). After spending a year in Tokyo at La Maison Franco-Japonaise, he began his professional career in a local office of the French Ministry of Industry in 1972.

Between 1975 and 1978, he belonged to various ministerial staffs, and he was appointed Chief of Staff to the Secrétaire d'Etat à l'Industrie.

In 1978, he joined Rhône-Poulenc as Plant Manager of the Saint-Fons unit. He was later appointed Deputy General Manager of the Rhône-Poulenc Specialty Chemicals Division. Between 1984 and 1987 he was Deputy Chief Executive Officer and then Chairman and Chief Executive Officer of Jeumont-Schneider, a subsidiary of the Schneider Group. He was appointed Chief Operating Officer of Pechiney in July 1987 then Chairman of Carbone Lorraine. In 1991, he was appointed Chief Executive Officer of Eridania Béghin-Say and Chairman of Béghin-Say.

He joined the PSA Peugeot Citroën Group in July 1995 and was appointed Director of the

Automotive Division in April 1996. He was appointed Chairman of the Managing Board of PSA Peugeot Citroën as of October 1, 1997. On the same date he was also appointed Chairman of Automobiles Peugeot and of Automobiles Citroën, positions that he held until 2007.

In 2007, he was appointed Chairman of Association Française des Entreprises Privées (AFEP). In addition, he was a director of Carrefour until 2011 and a member of the Supervisory Board of ONF Participations SAS until 2012.

Mr Jean-Martin FOLZ is currently Chairman of the Board of Directors of Eutelsat Communications.

He is also a director of Société Générale, Alstom, Axa and Solvay.

He was appointed as a director of Compagnie de Saint-Gobain in March 2001 and re-elected to that position in June 2005 and June 2009. He owns 1,653 Saint-Gobain shares.

*Les Miroirs - 92096 La Défense Cedex (France)*

**Shareholders are invited to re-elect Mr Jean-Martin FOLZ as Director in the 8<sup>th</sup> resolution.**

### GILLES SCHNEPP



**Gilles SCHNEPP**  
is Chairman and  
Chief Executive  
Officer of Legrand.

Mr Gilles SCHNEPP, 54, is a graduate of Ecole des Hautes Etudes Commerciales (HEC). He began his career with Merrill Lynch as Vice-President, Bonds and Derivatives.

In 1989, he joined the Legrand Group where he held various positions before being named Chief Operating Officer in 2000, member of the Executive Committee and of the Board of Directors in 2001 and Vice-Chairman and Chief Executive Officer in 2004. He has been Chairman and Chief Executive Officer of Legrand since 2006.

Mr Gilles SCHNEPP is also Chairman and Chief Executive Officer, Chairman of the Board of Directors,

Chairman or member of the Supervisory Board or a director or permanent representative of a corporate director of various Legrand group subsidiaries.

He was appointed as a director of Compagnie de Saint-Gobain in June 2009. He owns 800 Saint-Gobain shares.

*128, avenue du Maréchal de Tassigny - 87045 Limoges Cedex (France)*

**Shareholders are invited to re-elect Mr Gilles SCHNEPP as Director in the 9<sup>th</sup> resolution.**



# PRESENTATION OF THE BOARD OF DIRECTORS

## DETAILS OF THE MEMBERS OF THE BOARD OF DIRECTORS OF COMPAGNIE DE SAINT-GOBAIN ARE AS FOLLOWS

All the following information is current as of April 1, 2013.

### PIERRE-ANDRÉ DE CHALENDAR



**Chairman and Chief Executive Officer of Compagnie de Saint-Gobain**

Mr Pierre-André de CHALENDAR, 54, was appointed Chief Operating Officer of Compagnie de Saint-Gobain on May 3, 2005 and was elected to the Board of Directors on June 8, 2006, becoming Chief Executive Officer on June 7, 2007 and Chairman and Chief Executive Officer on June 3, 2010. He is also a director of two other listed companies, Veolia Environnement and BNP Paribas. Within the Saint-Gobain Group, he is Chairman of the Board of Directors of Verallia and a director of Saint-Gobain Corporation and GIE SGPM Recherche.

He owns 103,174 Saint-Gobain shares.

*Les Miroirs - 92096 La Défense Cedex (France)*

### GERHARD CROMME



**Chairman of the Supervisory Board of Siemens AG**

Mr Gerhard CROMME, 70, a German citizen, is also a member of the Supervisory Board of Axel-Springer AG.

He owns 800 Saint-Gobain shares.

*Wittelsbacherplatz - D-80333 Munich (Germany)*

### ISABELLE BOUILLOT



**President of China Equity Links**

Mrs Isabelle BOUILLOT, 63, is also a director of Umicore and Managing Partner of IB Finance.

She owns 1,542 Saint-Gobain shares.

*42, rue Henri Barbusse - 75005 Paris (France)*

### JEAN-MARTIN FOLZ



**Chairman of the Board of Directors of Eutelsat Communications**

Mr Jean-Martin FOLZ, 66, is also a director of Société Générale, Alstom, Axa and Solvay.

He owns 1,653 Saint-Gobain shares.

*Les Miroirs - 92096 La Défense Cedex (France)*





## BERNARD GAUTIER



**Member of the Executive Board of Wendel**

Mr Bernard GAUTIER, 53, is also Chairman of Winvest International SA SICAR and Oranje-Nassau Développement SA SICAR, Chairman of the Management Advisory Board of Winvest Conseil, Legal Manager of Materis Parent, a director of Communication Media Partner, Stahl Holdings BV, Stahl Group SA, Stahl Lux2, Stichting Administratiekantoor II, Stahl Groep II, Trief Corporation, Wendel Japan KK, Winvest Part BV, member of the Supervisory Board of Altineis, Legal Manager of BG Invest, BJPG Conseil, SCI La République, La Cabane Saint-Gautier, BJPG Participations, BJPG Assets and Sweet Investment Ltd.

He owns 1,102 Saint-Gobain shares.  
**89, rue Taitbout – 75009 Paris (France)**

## FRÉDÉRIC LEMOINE



**Chairman of the Executive Board of Wendel**

Mr Frédéric LEMOINE, 47, is also Chairman of the Supervisory Board of Oranje-Nassau Groep BV, Chairman of the Board of Directors of Trief Corporation, Vice-Chairman of the Board of Directors of Bureau Veritas, and a director of Legrand.

He owns 800 Saint-Gobain shares.  
**89, rue Taitbout – 75009 Paris (France)**

## ANNE-MARIE IDRAC



**Consultant**

Mrs Anne-Marie IDRAC, 61, is also a member of the Supervisory Board of Vallourec and a director of Mediobanca, Total and Bouygues.

She owns 800 Saint-Gobain shares.  
**Les Miroirs – 92096 La Défense Cedex (France)**

## GÉRARD MESTRALLET



**Chairman and Chief Executive Officer of GDF Suez**

Mr Gérard MESTRALLET, 63, is also a director of Pargesa Holding SA, a member of the Supervisory Board of Siemens AG and, within the GDF Suez Group, he is Chairman of the Board of Directors of GDF Suez Energie Services, Suez Environment Company, Electabel and GDF Suez Energy Management Trading (formerly GDF Suez Belgium), Chairman of GDS Suez Rassembleurs d'Energies SAS, Vice-Chairman of Sociedad General de Aguas de Barcelona and a director of International Power.

He owns 840 Saint-Gobain shares.  
**1, Place Samuel de Champlain – Faubourg de l'Arche – 92930 La Défense (France)**

## SYLVIA JAY



**Chairman of L'Oréal UK & Ireland**

Lady Sylvia JAY, 66, a British citizen, is also a director of Alcatel Lucent, Lazard Limited and the Casino Group, Chairman of the Pilgrim Trust, and Trustee of the Entente Cordiale Scholarship Scheme and the Prison Reform Trust.

She owns 1,030 Saint-Gobain shares.  
**255 Hammersmith Road – London W6 8 AZ (United Kingdom)**

## MICHEL PÉBEREAU



**Honorary Chairman of BNP Paribas**

Mr Michel PÉBEREAU, 71, is also a director of BNP Paribas, Axa, Total, Pargesa Holding, EADS and BNP Paribas Suisse, a member of the Supervisory Board of Banque Marocaine pour le Commerce et l'Industrie and Institut Aspen France and a non-voting director of Galeries Lafayette. He is also Chairman of the BNP Paribas Foundation, a member of the Board of Directors of Institut d'Etudes Politiques de Paris, and a member of the Académie des Sciences Morales et Politiques, the Executive Council of the MEDEF and the Strategy Committee of the Institut de l'Entreprise.

He owns 1,100 Saint-Gobain shares.  
**3, rue d'Antin – 75002 Paris (France)**



### JACQUES PESTRE



**Senior Vice President of Point.P, Chairman of the Supervisory Board of the Saint-Gobain PEG France corporate mutual fund**

Mr Jacques PESTRE, 56, also holds the following positions within the Saint-Gobain Group: Chairman and Chief Executive Officer of BMSO, BMCE, SONEN and Docks de l'Oise, Chairman of the Board of Directors of Comasud, Chairman of BMRA SAS, MBM SAS, CIBOMAT SAS, Boch Frères SAS, Dépôt Services Carrelages SAS and Thuon SAS and permanent representative of Point.P Développement on the Board of Directors of Nouveaux Docks.

He owns 1,800 Saint-Gobain shares.

*Le Mozart - 13/15 rue Germaine Tailleferre - 75940 Paris Cedex 19 (France)*

### GILLES SCHNEPP



**Chairman and Chief Executive Officer of Legrand**

Mr Gilles SCHNEPP, 54, is also Chairman and Chief Executive Officer of Legrand France and Chairman and Chief Executive Officer, Chairman of the Board of Directors, Chairman or member of the Supervisory Board or a director or permanent representative of a corporate director of various Legrand Group subsidiaries.

He owns 800 Saint-Gobain shares.

*128, avenue du Maréchal de Tassigny - 87045 Limoges Cedex (France)*

### OLIVIA QIU



**Global Head of Strategic Industries, Alcatel-Lucent**

Mrs Olivia QIU, 46, does not hold any other directorships.

She owns 800 Saint-Gobain shares.

*3, avenue Octave Gréard - 75007 Paris (France)*

### JEAN-DOMINIQUE SENARD



**Managing Chairman of the Michelin Group**

Mr Jean-Dominique SENARD, 60, is also a director of Groupe SEB.

He owns 1,770 Saint-Gobain shares.

*23, Place des Carmes Déchaux - 63040 Clermont Ferrand Cedex 9 (France)*

### DENIS RANQUE



**Chairman of the Board of Directors of EADS**

Mr Denis RANQUE, 61, is also Chairman of the Board of Directors of the Paris Tech Foundation and a director of Scilab Enterprises.

He owns 800 Saint-Gobain shares.

*37, boulevard de Montmorency - 75016 Paris (France)*

### JEAN-CYRIL SPINETTA



**Chairman and Chief Executive Officer of Air France-KLM**

Mr Jean-Cyril SPINETTA, 69, is also Chairman of the Supervisory Board of Areva and a director of Alcatel-Lucent and Alitalia CAI (Italy).

He owns 1,114 Saint-Gobain shares.

*2, rue Robert Esnault Pelterie - 75007 Paris (France)*



# SAINT-GOBAIN IN 2012

(EXECUTIVE SUMMARY AND COMPARATIVE FINANCIAL DATA)

## CONSOLIDATED FINANCIAL HIGHLIGHTS FOR 2012

SUMMARY OF KEY CONSOLIDATED DATA

<i>In € millions</i>	2011	2012	% change
Sales and ancillary revenue	42,116	<b>43,198</b>	+2.6%
Operating income	3,441	<b>2,881</b>	-16.3%
Operating depreciation and amortization	1,511	1,550	+2.6%
<b>EBITDA (operating income + operating depreciation and amortization)</b>	<b>4,952</b>	<b>4,431</b>	-10.5%
Non-operating costs	(395)	(507)	+28.4%
Capital gains and losses on disposals, asset write-downs, corporate acquisition fees and earn-out payments	(400)	(390)	-2.5%
<b>Business income</b>	<b>2,646</b>	<b>1,984</b>	-25.0%
Net financial expense	(638)	(724)	+13.5%
Income tax	(656)	(476)	-27.4%
Share in net income of associates	8	12	+50.0%
<b>Income before minority interests</b>	<b>1,360</b>	<b>796</b>	-41.5%
Minority interests	(76)	(30)	-60.5%
<b>Recurring net income <sup>(1)</sup></b>	<b>1,736</b>	<b>1,126</b>	-35.1%
<b>Recurring <sup>(1)</sup> earnings per share <sup>(2)</sup> (in €)</b>	<b>3.30</b>	<b>2.14</b>	-35.2%
<b>Net income</b>	<b>1,284</b>	<b>766</b>	-40.3%
<b>Earnings per share <sup>(2)</sup> (in €)</b>	<b>2.44</b>	<b>1.46</b>	-40.2%
Cash flow from operations <sup>(3)</sup>	3,421	2,791	-18.4%
<b>Cash flow from operations excluding capital gains tax <sup>(4)</sup></b>	<b>3,349</b>	<b>2,668</b>	-20.3%
Capital expenditure	1,936	1,773	-8.4%
<b>Free cash flow (excluding capital gains tax) <sup>(4)</sup></b>	<b>1,413</b>	<b>895</b>	-36.7%
Investments in securities	702	354	-49.6%
<b>Net debt</b>	<b>8,095</b>	<b>8,490</b>	+4.9%

(1) Excluding capital gains and losses on disposals, asset write-downs and material non-recurring provisions.

(2) Calculated based on the number of shares outstanding at December 31 (526,434,577 shares in 2012 versus 526,205,696 shares in 2011). Based on the number of shares comprising the share capital at December 31 (531,125,642 shares in 2012 versus 535,563,723 in 2011) recurring earnings per share comes out at €2.12 (versus €3.24 in 2011) and earnings per share comes out at €1.44 (versus €2.40 in 2011).

(3) Excluding material non-recurring provisions.

(4) Excluding the tax effect of capital gains and losses on disposals, asset write-downs and material non-recurring provisions.





**Sales** climbed 2.6% to €43,198 million, versus €42,116 million in 2011. The currency impact was a positive 1.8%, primarily reflecting gains in the US dollar and pound sterling against the euro. Changes in Group structure also had a positive impact of 2.7%, resulting mainly from the acquisitions of Build Center and Brossette (Building Distribution) and Solar Gard (High-Performance Materials), along with bolt-on acquisitions carried out by Construction Products (CP) in Asia and emerging countries and on energy efficiency markets in Europe.

Like-for-like, sales slipped 1.9%, with the 1.7% increase in sales prices failing to fully offset the 3.6% downturn in volumes.

**Operating income** shed 16.3%, squeezed by both a decline in sales volumes and a sharply negative cost/price spread in Flat Glass, to come in at €2,881 million versus €3,441 million one year earlier. The operating margin was 6.7% (8.5% excluding Building Distribution) compared to 8.2% (10.9% excluding Building Distribution) in 2011.

**EBITDA (operating income + operating depreciation and amortization)** fell 10.5%. The consolidated EBITDA margin came in at 10.3% of sales (13.7% excluding Building Distribution), versus 11.8% of sales (16.0% excluding Building Distribution) in 2011.

**Non-operating costs** rose 28.4%, due to the rise in restructuring costs aimed at addressing the deteriorating economic climate in Europe. The accrual to the provision for asbestos-related litigation in the United States was the same as in 2011, at €90 million (see "Update on asbestos claims in the US" on page 20).

**The net balance of capital gains and losses on disposals, asset write-downs and corporate acquisition fees** was a negative €390 million. This amount includes €436 million in asset write-downs and €60 million in capital gains on disposals. Asset write-downs include €310 million taken against property, plant and equipment relating to solar businesses (restructuring plans and site closures), with the remainder relating primarily to cost cutting programs put in place in certain Building Distribution and Construction Products businesses in Southern Europe.

**Business income** fell 25.0% to €1,984 million, hit by the sharp rise in asset write-downs and non-operating costs (see above).

**Net financial expense** advanced €86 million (up 13.5%) to €724 million, chiefly reflecting the rise in average net debt over 2012 as a whole. The average cost of gross debt at December 31 fell slightly, to 4.7% from 4.8% in 2011.

In line with the 36.9% decline in pre-tax income, **income tax expense** was 27.4% lower, falling to €476 million from €656 million one year earlier. Due mainly to the rise in the income contribution from the United States (with an income tax rate of 39%), the tax rate on recurring net income rose to 34% from 29% in 2011.

**Recurring net income** (excluding capital gains and losses, asset write-downs and material non-recurring provisions) amounted to €1,126 million, a 35.1% fall on 2011. Based on the number of shares outstanding (excluding treasury stock) at December 31, 2012 (526,434,577 shares versus 526,205,696 shares at December 31, 2011), recurring earnings per share came out at €2.14, down 35.2% on 2011 (€3.30).

**Net income** came in at €766 million, a decline of 40.3% year-on-year. Based on the number of shares outstanding (excluding treasury stock) at December 31, 2012 (526,434,577 shares versus 526,205,696 shares at December 31, 2011), earnings per share came out at €1.46, down 40.2% on 2011 (€2.44).

Demonstrating the Group's strict financial discipline amid a slowing economy, **capital expenditure** was down 8.4% or €163 million over the year, after a fall of 21.3% or €276 million, in the second half. Capital expenditure totaled €1,773 million over the year as a whole, or 4.1% of sales, compared to 4.6% in 2011. Almost half of this amount relates to growth capex, earmarked almost entirely for Asia and emerging countries.

**Cash flow from operations** came in at €2,791 million, 18.4% lower than in 2011. Before the tax impact of capital gains and losses on disposals and asset write-downs, cash flow from operations fell 20.3% to €2,668 million, from €3,349 million in 2011.

Following the 25.0% fall in business income and despite the tight rein on capital expenditure:

- **free cash flow (cash flow from operations less capital expenditure)** fell 31.4%, to €1,018 million. Before the tax impact of capital gains and losses on disposals and asset write-downs, free cash flow stood at €895 million, down 36.7% on 2011 (€1,413 million), representing 2.1% of sales (versus 3.4% in 2011);
- **the difference between EBITDA and capital expenditure** was €2,658 million, versus €3,016 million in 2011, representing 6.2% of sales (7.2% in 2011).

**Operating working capital requirements (WCR)** improved sharply amid a slowdown in trading, falling 5 days to 29 days' sales at December 31, 2012, a record low for the Group. This performance represents a gain of €555 million.

**Investments in securities** came in at €354 million, almost half the figure for 2011 (€702 million), reflecting the Group's emphasis on cash generation. Investments in securities relate chiefly to acquisitions focused on the Group's key growth drivers, namely Asia and emerging countries, energy efficiency, and consolidation in the Construction Products and Building Distribution businesses (in particular, with the purchase of Brossette on April 1, 2012).

**Net debt** rose 4.9%, or €395 million, to €8.5 billion at December 31, 2012. Net debt represents 47% of consolidated equity versus 44% one year earlier. The net debt to EBITDA ratio came out at 1.92, slightly above the end-2011 figure (1.63). Based on the proforma financial statements at December 31, 2012 (following the sale of Verallia North America), the Group's net debt falls to €7.5 billion, giving a net debt to equity ratio of 41% and a net debt to EBITDA ratio of 1.77.



## OPERATING PERFORMANCE

After a broadly satisfactory start to the year, the Group's businesses were hit as from the second quarter by the deteriorating economic climate in Europe and by difficult trading in Flat Glass, in both Europe and Asia and emerging countries. Sales edged down 1.9% on a like-for-like basis (comparable Group structure and exchange rates), with volumes down 3.6% and prices up 1.7% over the year as a whole. Barring Interior Solutions – buoyed by the upturn in residential construction in the US and the growing energy efficiency market in Europe – and Packaging (Verallia) – boosted by good household consumption levels, all of the Group's Business Sectors and Divisions saw sales decline over the year as a whole, affected by the slowdown in industrial and residential construction markets in Western Europe. While Latin America picked up in the second half, markets in Asia and emerging countries remained stable overall in 2012. Among the major geographic areas in which the Group operates, only North America remained upbeat, fuelled by the ongoing upturn in housing and despite tough 2011 comparatives for this market (roofing renovations had been boosted in this prior period by severe storms).

In this challenging economic environment, with commodity and energy costs jumping over the year, sales prices remained an important priority for the Group, and moved up 1.7%, or 2.0% excluding Flat Glass.

Despite profitability gains in North America, the Group's operating margin narrowed, to 6.7% versus 8.2% in 2011, impacted mainly by the decline in sales volumes in Western Europe and a sharply negative price/cost spread in Flat Glass.

### 1°) PERFORMANCE OF GROUP BUSINESS SECTORS

**Innovative Materials** sales fell 4.4% on a like-for-like basis, hit by tough trading in Flat Glass and by the slowdown in High-Performance Materials, particularly in Western Europe. The Business Sector's operating margin fell to 7.7% from 11.8% in 2011.

- Flat Glass reported a 6.6% decline in like-for-like sales, driven by a combination of adverse economic factors including a contraction in its main markets (automotive, construction and solar) in Western Europe, slack trading in Asia and emerging countries, lower float glass prices, and soaring raw material and energy costs. Only Latin America remained upbeat, with growth picking up pace in the second half. Despite measures taken to address the deteriorating economic climate (significant capacity reductions, restructuring, etc.), the operating margin for the Division was down sharply, at 2.0% of sales from 8.8% in 2011.
- After brisk first-half trading, High-Performance Materials (HPM) sales slipped 1.7% on a like-for-like basis over the year as a whole, chiefly due to the economic slowdown in the second half of 2012, particularly in Europe. Thanks to cost savings and to upbeat sales prices, the operating margin held up well, at 14.2% versus 15.7% in 2011.

**Construction Products (CP)** like-for-like sales dipped 1.3%, due to the decline in sales volumes in Western Europe and Asia. Sales prices remained upbeat. The operating margin fell to 8.3% from 9.5% in 2011.

- Interior Solutions reported mild 1.3% organic growth for the year, buoyed by strong sales price momentum (especially in the US), which helped offset the impact of rising energy and raw material costs on earnings. Volumes were up in both North and especially South America, and also in Asia, but retreated in Western and Eastern Europe. In France, Isover continued to benefit from stricter energy efficiency regulations in the Habitat industry (and particularly from Thermal Regulation 2012 in France), and delivered organic growth of 5.4% for the year. The Division's operating margin improved, at 8.3% of sales versus 8.2% of sales in 2011.
- Exterior Solutions saw like-for-like sales fall 3.7%, hit by the sharp drop in Pipe sales, while the Division's other businesses remained stable. Exterior Products continued to benefit from the upturn in residential construction in the US, but suffered from the very tough 2011 comparison basis (severe storms in the US in early 2011 had temporarily boosted roofing renovations). This temporarily conceals advances in the business. Industrial Mortars delivered double-digit growth in Asia and emerging countries, but the worsening economic crisis took its toll on trading in Western Europe. For the Division as a whole and Mortars in particular, sales prices remained upbeat, but could not fully offset the spike in raw material and energy costs. Consequently, despite the first effects of the cost cutting measures, the operating margin declined to 8.3% from 10.7% in 2011.

**Building Distribution** saw a 2.0% dip in like-for-like sales, reflecting the gradual deterioration in market conditions across all Western European countries as from the second quarter, not entirely offset by sales prices. Over the year as a whole, only Germany, Scandinavia, the US and Brazil continued to report positive organic growth. Trading in France proved resilient (down slightly), as a result of further market share gains, as in Scandinavia. The operating margin for the Business Sector came in at 4.0% versus 4.2% in 2011.

**Packaging (Verallia)** delivered 3.5% organic growth, buoyed by a strong uptrend in sales prices in the main countries in which it operates. Trading remained brisk in the US, France and Brazil, but fell back in Southern and Eastern Europe. However, the Business Sector's operating margin lost ground, falling to 10.9% of sales from 12.3% of sales in 2011, due mainly to difficulties in Southern Europe and to the time needed to fully pass on the rise in energy costs to sales prices.

### 2°) ANALYSIS BY GEOGRAPHIC AREA

An analysis by geographic area reveals contrasting trends between **Western Europe** – where trading slowed – and **North America** – which reported modest organic growth. Asia and emerging countries remained stable, although there were stark differences from one country to the next.

Profitability improved in North America, but waned in all other geographic areas.

- In **France** and **other Western European countries**, like-for-like sales were down 2.5% and 4.3%, respectively, due to the sharp drop in Flat Glass and Pipe sales. Overall, all of the Group's other businesses were affected by the deteriorating economic environment in Western Europe as from the second quarter. In contrast, Packaging (Verallia) held up well throughout the year. The operating margin declined, both in France and in other Western European countries, to 5.4% and 5.3%, respectively (versus 6.6% and 6.7%, respectively, in 2011).
- **North America** posted 2.3% organic growth, with a positive contribution from all Business Sectors and especially Construction Products, where the gradual upturn in residential construction and positive trends in sales prices boosted trading. The operating margin continued to advance, up to 11.1% from 10.4% in 2011.
- Sales in **Asia and emerging countries** were virtually stable (down 0.1%) on a like-for-like basis, with the downturn in the Group's Asian markets (particularly in Flat Glass and Pipe) countered by upbeat trading in Latin America. Trading in Eastern Europe retreated slightly, as strong growth in Russia

and the Baltics failed to fully offset the slowdown in other Eastern European countries. The operating margin fell sharply, chiefly reflecting tough trading conditions for Flat Glass, and came out at 6.8% of sales versus 10.2% of sales in 2011.

## UPDATE ON ASBESTOS CLAIMS IN THE UNITED STATES

Some 4,000 claims were filed against CertainTeed in 2012, stable compared with 2011. At the same time, 9,000 claims were settled (versus 8,000 in 2011), and 4,000 claims were transferred to inactive dockets. As a result, the total number of outstanding claims at December 31, 2012 fell sharply, to 43,000 from 52,000 at December 31, 2011.

A total of USD 67 million in indemnity payments were made in the 12 months to December 31, 2012, down sharply compared to 2011 (USD 82 million).

In light of these trends, and particularly the decrease in indemnity payments and €90 million provision accrual in 2012, the total provision for CertainTeed's asbestos-related claims amounted to around USD 550 million at December 31, 2012, compared to USD 504 million at December 31, 2011.

## FIVE-YEAR CONSOLIDATED FINANCIAL HIGHLIGHTS

<i>In € millions</i>	<b>2012</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>	<b>2008</b>
Net sales <sup>(1)</sup>	<b>43,198</b>	42,116	40,119	37,786	43,800
Operating income	<b>2,881</b>	3,441	3,117	2,216	3,649
Net income before minority interests	<b>796</b>	1,360	1,213	241	1,437
Recurring net income <sup>(2)</sup>	<b>1,126</b>	1,736	1,335	617	1,914
Recurring earnings per share (in €) <sup>(2)/(3)</sup>	<b>2.12</b>	3.24	2.51	1.20	5.00
Net income (excluding minority interests)	<b>766</b>	1,284	1,129	202	1,378
Earnings per share (in €) <sup>(3)</sup>	<b>1.44</b>	2.40	2.13	0.39	3.60
Total investment outlay <sup>(4)</sup>	<b>2,127</b>	2,638	1,580	1,453	4,507
Shareholders' equity	<b>17,851</b>	18,218	18,232	16,214	14,530
Net debt	<b>8,490</b>	8,095	7,168	8,554	11,679
Non-current assets	<b>29,629</b>	29,877	28,933	28,149	28,026
Working capital	<b>4,238</b>	3,161	3,188	2,952	2,392
Employees (December 31)	<b>192,781</b>	194,658	189,193	191,442	209,175

(1) Including ancillary revenue for €300 million in 2012, €309 million in 2011, €272 million in 2010, €267 million in 2009 and €318 million in 2008.

(2) Excluding capital gains and losses, asset write-downs and material non-recurring provisions (including a provision for the Flat Glass fine levied by the European Commission).

(3) Earnings per share are calculated based on the number of shares outstanding at December 31.

(4) Capital expenditure on plant and equipment plus investments in securities, excluding share buybacks.





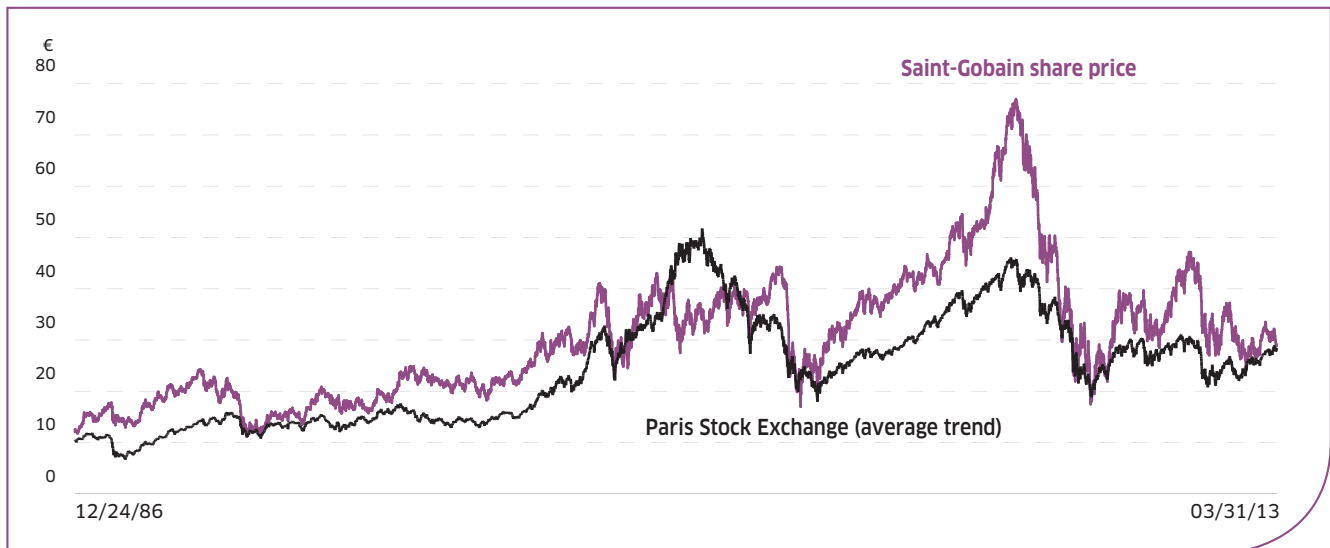
## FIVE-YEAR TREND IN DIVIDENDS PER SHARE (in €)



(1) Cash or stock dividend.

(2) Proposed in the 3<sup>rd</sup> and 4<sup>th</sup> resolutions presented at the General Meeting.

## SHARE PERFORMANCE FROM DECEMBER 24, 1986 TO MARCH 31, 2013



## FIVE-YEAR FINANCIAL SUMMARY OF COMPAGNIE DE SAINT-GOBAIN, THE GROUP'S PARENT COMPANY

The table below summarizes the financial statements of Compagnie de Saint-Gobain, the Group's parent company, over the past five years. Compagnie de Saint-Gobain has no industrial activity and holds directly or indirectly the Group's investments in subsidiaries. These financial statements therefore do not reflect the overall business activity of the Saint-Gobain Group nor changes in earnings.

### FIVE-YEAR FINANCIAL SUMMARY AND OTHER DATA

<i>In € thousands</i>	2012	2011	2010	2009	2008
<b>1 - CAPITAL STOCK AT YEAR-END</b>					
Capital stock	<b>2,124,503</b>	2,142,255	2,123,346	2,051,724	1,530,288
Number of common shares outstanding	<b>531,125,642</b>	535,563,723	530,836,441	512,931,016	382,571,985
<b>2 - RESULTS OF OPERATIONS</b>					
Net sales	<b>175,675</b>	176,302	176,128	171,655	199,301
Income before tax, depreciation, amortization and provisions	<b>630,125</b>	962,144	1,056,117	908,322	1,119,557
Income tax	<b>135,663</b>	145,386	160,637	150,254	160,471
Net income	<b>761,733</b>	1,085,384	1,176,909	1,038,013	1,263,527
Total dividend	<b>653,422 <sup>(1)</sup></b>	646,300 <sup>(2)</sup>	603,165 <sup>(3)</sup>	508,701 <sup>(4)</sup>	486,009 <sup>(5)</sup>
<b>3 - EARNINGS PER SHARE (in €)</b>					
Earnings per share before tax, depreciation, amortization and provisions	<b>1.19</b>	1.80	1.99	1.77	2.93
Net earnings per share	<b>1.43</b>	2.03	2.22	2.02	3.30
Net dividend per share	<b>1.24</b>	1.24	1.15	1.00	1.00
<b>4 - EMPLOYEE INFORMATION <sup>(6)</sup></b>					
Average number of employees during the year	<b>231</b>	224	224	224	228
Total payroll for the year	<b>28,122</b>	29,664	26,796	21,302	26,082
Total benefits for the year	<b>22,892</b>	17,276	15,145	13,569	16,081

(1) Based on 531,125,642 shares outstanding (capital stock at December 31, 2012) less 4,172,565 shares held in treasury at January 31, 2013.

(2) Based on 535,563,723 shares (capital stock at December 31, 2011) less 9,540,000 cancelled on May 31, 2012 and 4,813,883 treasury shares held on the dividend payment date, i.e., 521,209,840 shares net.

(3) Based on 530,836,441 shares (capital stock at December 31, 2010) less 6,345,091 treasury shares held on the dividend payment date, i.e., 524,491,350 shares net.

(4) Based on 512,931,016 shares (capital stock at December 31, 2009) less 4,230,266 treasury shares held on the dividend payment date, i.e., 508,700,750 shares net.

(5) Based on 382,571,985 shares (capital stock at December 31, 2008) plus 108,017,212 shares with rights to the 2008 dividend issued through a capital increase on March 23, 2009 less 4,580,419 treasury shares held on the dividend payment date, i.e., 486,008,778 shares net.

(6) Employee numbers only include staff at the Company's head office and exclude the German branch.



# FULL TEXT OF THE RESOLUTIONS

## ORDINARY MEETING

### FIRST RESOLUTION

#### APPROVAL OF THE PARENT COMPANY FINANCIAL STATEMENTS FOR 2012.

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors and the report of the Statutory Auditors, approve the parent company financial statements for 2012 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

### SECOND RESOLUTION

#### APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR 2012.

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors and the report of the Statutory Auditors, approve the consolidated financial statements for 2012 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

### THIRD RESOLUTION

#### APPROVAL OF THE APPROPRIATION OF INCOME AND DECLARATION OF THE DIVIDEND.

The shareholders in Ordinary Meeting, having noted that net income for 2012 amounts to €761,732,728.92 and retained earnings at December 31, 2012 amount to €3,930,281,864.52, giving a total of €4,692,014,593.44, approve the proposals made by the Board of Directors with respect to the appropriation of earnings and resolve:

- to appropriate for distribution to the shareholders:
  - a first dividend of €105,390,615.40, in accordance with Article 20, paragraph 4-2 of the bylaws,
  - an additional dividend of €548,031,200.08, representing a total dividend payment of €653,421,815.48<sup>(1)</sup>;
- to carry forward €4,038,592,777.96.

Consequently, the dividend on each share which carried dividend rights will be €1.24, payable in cash or in stock, subject to adoption of the 4<sup>th</sup> resolution.

The ex-dividend date will be June 12, 2013 and the dividend will be paid from July 5, 2013.

Dividends paid in the last three years are presented in the table below:

Year	Number of shares on which a dividend was paid	Dividend (in €)	Total amount distributed (in €)
2009	508,700,750	1	508,700,750.00
2010	524,491,350	1.15	603,165,052.50
2011	521,209,840	1.24	646,300,201.60

Dividends received by shareholders who are French tax residents are eligible for the 40% deduction provided under Article 158, 3-2 of the General Tax Code.

(1) Set at €1.24 per share, the recommended dividend takes into account the number of shares held by the Company without dividend rights and will be adjusted after deducting shares held in treasury on the dividend payment date.



#### FOURTH RESOLUTION

##### APPROVAL OF THE STOCK DIVIDEND OPTION.

The shareholders in Ordinary Meeting, in accordance with Articles L.232-18 *et seq.* of the French Commercial Code and Article 20, paragraph 8 of the bylaws, resolve to offer each shareholder the option of reinvesting the total dividend of €1.24 per share which carries dividend rights.

The reinvestment option must be exercised between June 12, 2013 and the close of business on June 26, 2013. If it is not exercised within this period, the dividend will be paid in cash only, as from July 5, 2013.

The issue price of the new shares issued in payment of the dividend will be equal to 90% of the average of the opening prices quoted for Saint-Gobain shares over the twenty stock market trading sessions preceding the date of this Meeting, less the amount of the dividend, rounded up to the higher euro cent if applicable.

Shares issued in payment of the dividend will be created on July 5, 2013 and carry rights from January 1, 2013.

If the amount of dividend in shares does not correspond to a whole number of shares, the shareholder will receive the next lower whole number of shares with the difference being paid in cash.

The shareholders grant full powers to the Board of Directors to use this authorization, or to delegate this authority on the basis allowed by law, and to take any and all measures and carry out any and all transactions related to or resulting from the exercise of the dividend reinvestment option, suspend the exercise of the stock dividend right for a period not exceeding three months in the case of a rights issue, carry out any and all formalities for the issue and listing of the shares created pursuant to this authorization, as well as for the subscription and servicing of the shares, charge the share issuance costs against the related premium and deduct from the premium any and all sums necessary to raise the legal reserve to one-tenth of the new capital, place on record the capital increase and amend the bylaws to reflect the new capital.

#### FIFTH RESOLUTION

##### ELECTION OF MRS AGNÈS LEMARCHAND AS DIRECTOR.

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors, elect Mrs Agnès LEMARCHAND as Director.

This election is made for a term of four years, expiring at the close of the General Meeting to be called to approve the 2016 financial statements.

#### SIXTH RESOLUTION

##### ELECTION OF MRS PAMELA KNAPP AS DIRECTOR.

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors, elect Mrs Pamela KNAPP as Director.

This election is made for a term of four years, expiring at the close of the General Meeting to be called to approve the 2016 financial statements.

#### SEVENTH RESOLUTION

##### ELECTION OF MR PHILIPPE VARIN AS DIRECTOR.

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors, elect Mr Philippe VARIN as Director.

This election is made for a term of four years, expiring at the close of the General Meeting to be called to approve the 2016 financial statements.

#### EIGHTH RESOLUTION

##### RE-ELECTION OF MR JEAN-MARTIN FOLZ AS DIRECTOR.

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors and having noted that the term as Director of Mr Jean-Martin FOLZ expires at the close of this General Meeting, resolve to re-elect him as Director.

This re-election is made for a term of four years, expiring at the close of the General Meeting to be called to approve the 2016 financial statements.

#### NINTH RESOLUTION

##### RE-ELECTION OF MR GILLES SCHNEPP AS DIRECTOR.

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors and having noted that the term as Director of Mr Gilles SCHNEPP expires at the close of this General Meeting, resolve to re-elect him as Director.

This re-election is made for a term of four years, expiring at the close of the General Meeting to be called to approve the 2016 financial statements.

#### TENTH RESOLUTION

##### AUTHORIZATION TO BE GIVEN TO THE BOARD OF DIRECTORS TO BUY BACK SAINT-GOBAIN SHARES.

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors, authorize the Board of Directors to arrange for the Company to buy back its own shares, in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code, European Regulation 2273/2003 dated December 22, 2003, the AMF's General Rules and its definition of standard market practice, with a view to retaining them, transferring them by any appropriate method, including via exchanges or sales of shares, canceling them subject to the adoption of the seventeenth resolution, delivering shares upon exercise of rights attached to securities granting entitlement by any means to the allocation of shares in the Company, enabling an investment service provider to stabilize the share price under liquidity agreements, making free share awards, allocating stock options to purchase shares, granting or selling shares under an Employee Group Savings Plan, carrying out external growth transactions, offsetting the dilutive impact of potential share grants or shares issued on exercise of stock options and, more generally, in relation to the completion of any other transaction in compliance with the regulations in force.





Shares may be purchased, sold, transferred or exchanged by any means, on one or more occasions, provided that regulations in force are complied with, on or off the stock market, over-the-counter, in whole or in part in blocks of shares, or using options or derivatives.

The shareholders set the maximum purchase price at €80 and the maximum number of shares that may be bought back at 10% of the total number of shares making up the share capital at the date of this General Meeting, it being specified that the number of shares bought with a view to keeping them and subsequently delivering them as payment or in exchange within the scope of a merger, demerger, split-up or contribution may not exceed 5% of the Company's capital as of such date and the Company may not hold more than 10% of its share capital, either directly or indirectly.

For information purposes, at April 1, 2013, the theoretical maximum amount of funds that the Company would have been able to invest in these purchases was €4,249,000,000 which corresponds to 53,112,500 shares bought at a price of €80 each.

In the event of capital transactions, and in particular an increase in capital via the capitalization of reserves and the award of free shares, a stock split or reverse stock split, the above price per share will be adjusted arithmetically based on the ratio between the total number of shares issued and outstanding before and after the transaction.

The shareholders give full powers to the Board of Directors and, by delegation, any person duly empowered by the Board in accordance with the law, to use this authorization, and to carry out trades on or off the stock market, to enter into any and all agreements, to draw up any and all documents and press releases, to make, where necessary, any adjustments to the above-mentioned transactions, to carry out any and all formalities and make all appropriate declarations to the authorities, and generally do all that is necessary.

This authorization is granted for a period of 18 months from the date of this Meeting. It supersedes, for the unexpired period and the unused portion, the authorization granted in the thirteenth resolution of the Combined General Meeting of June 7, 2012.

## EXTRAORDINARY MEETING

### ELEVENTH RESOLUTION

**RENEWAL OF THE DELEGATION OF POWERS GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL THROUGH THE ISSUE OF SHARES IN THE COMPANY, WITH PRE-EMPTIVE SUBSCRIPTION RIGHTS FOR EXISTING SHAREHOLDERS, UP TO A MAXIMUM PAR VALUE OF FOUR HUNDRED AND TWENTY-FIVE MILLION EUROS, REPRESENTING APPROXIMATELY 20% OF THE SHARE CAPITAL, THE AMOUNTS SPECIFIED IN THE TWELFTH, FIFTEENTH AND SIXTEENTH RESOLUTIONS BEING SET OFF AGAINST THIS AMOUNT.**

The shareholders in Extraordinary Meeting, having considered the report of the Board of Directors, and in accordance with French company law, in particular Articles L. 225-129-2, L. 225-132 and L. 225-134 of the French Commercial Code, and having noted that the capital has been fully paid up:

1. delegate powers to the Board of Directors to carry out share issues, on one or more occasions, the proportions and timing of which will be decided at the Board of Directors' sole discretion, through the issue on the French, foreign and/or international markets of shares in the Company;
2. resolve that this delegation of powers is valid for a period of 26 months from the date of this General Meeting;
3. resolve that, if the Board of Directors uses this delegation, the maximum nominal amount of the shares to be issued is set at four hundred and twenty-five million euros, it being specified that the nominal amount of the shares that may be issued, pursuant to the twelfth, fifteenth and sixteenth resolutions of this General Meeting, will be set off against this amount;

4. resolve that the following conditions will apply if the Board of Directors uses this delegation:

- a) the shareholders will have a pre-emptive right to subscribe for shares issued under this resolution, pro rata to their existing holdings in the Company's capital,
- b) if the subscriptions by shareholders pursuant to their pre-emptive rights pro rata to their existing holdings as well as for any shares not taken up by other shareholders, do not cover the total value of the share issue, the Board of Directors may, at its discretion, freely allot all or part of the unsubscribed shares, offer them to the public or limit the issue to the amount of shares that has been subscribed for, provided that such amount is at least equal to three quarters of the number of shares which were to be issued;

5. grant full powers to the Board of Directors and, by sub-delegation, any person duly empowered by the Board in accordance with the law, to use this delegation and in particular to:

- set the amount of the issue within the limit specified in 3/ above, the issue price and the amount of the share premium,
- decide or otherwise that where shares have not been subscribed for by shareholders pursuant to their pre-emptive rights, they will be allotted to shareholders that have subscribed for shares in excess of their entitlement under their own pre-emptive subscription rights, in proportion to the subscription rights that they hold, and in any event, within the limit of the number of shares requested,
- make, where applicable, the adjustments relating to any financial transactions in respect of the Company's share capital,
- at its sole discretion, charge issue costs to the related premiums and deduct from such amount the amounts required in order to raise the legal reserve to one-tenth of the new share capital after each increase,



- and generally, enter into any and all agreements, take any and all action and carry out any and all formalities necessary in connection with the issue, the listing of the shares, the due and proper completion and the financial servicing of the shares issued under this delegation, record the completion of each capital increase and amend the bylaws accordingly;
6. note that this delegation of powers supersedes, for the unexpired period, the delegation granted in the tenth resolution of the Combined General Meeting of June 9, 2011.

## TWELFTH RESOLUTION

**RENEWAL OF THE DELEGATION OF POWERS GRANTED TO THE BOARD OF DIRECTORS TO ISSUE DEBT SECURITIES, WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHTS FOR EXISTING SHAREHOLDERS BUT WITH A COMPULSORY PRIORITY PERIOD FOR SUBSCRIPTION FOR SUCH SHAREHOLDERS, GIVING ACCESS TO SHARES IN THE COMPANY OR ITS SUBSIDIARIES, OR SHARES IN THE COMPANY TO WHICH ENTITLEMENT WOULD BE GRANTED BY SECURITIES TO BE ISSUED, WHERE APPLICABLE, BY SUBSIDIARIES, UP TO A MAXIMUM NOMINAL AMOUNT OF TWO HUNDRED AND TWELVE MILLION, FIVE HUNDRED THOUSAND EUROS (PAR VALUE OF SHARES), REPRESENTING APPROXIMATELY 10% OF THE SHARE CAPITAL, AND ONE AND A HALF BILLION EUROS (DEBT SECURITIES), THE AMOUNT OF THE DEBT SECURITIES TO BE ISSUED BEING SET OFF AGAINST THE AMOUNT SPECIFIED IN THE ELEVENTH RESOLUTION.**

The shareholders in Extraordinary Meeting, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with French company law, in particular Articles L. 225-129-2, L. 225-135, L. 225-136, R. 225-119, L. 225-148 and L. 228-91 to L. 228-93 of the French Commercial Code:

1. delegate powers to the Board of Directors to decide to increase the capital on one or more occasions, on the French, foreign and/or international markets, according to the proportions and timing to be decided at the Board of Directors' sole discretion, by issuing:
- debt securities giving access to:
    - shares in the Company, or
    - shares in a company in which the Company directly or indirectly holds more than half the share capital, or
  - shares in the Company, the debt securities being issued, in such case, by a company of which the Company directly or indirectly holds more than half the share capital.

The debt securities may be denominated in euros, foreign currencies or monetary units of any kind established by reference to a basket of currencies.

Debt securities giving access to existing shares or shares to be issued may be issued in consideration of shares which may be tendered to the Company within the scope of public exchange offers initiated by the Company in compliance with the conditions set in Article L. 225-148 of the French Commercial Code;

2. resolve that this delegation of powers is valid for a period of 26 months from the date of this General Meeting;
3. resolve that the following conditions will apply if the Board of Directors uses this delegation:
- a) the maximum nominal amount of debt securities of the Company giving access to the capital which may be issued under this resolution is set at one and a half billion euros, or the foreign currency equivalent thereof on the date of the decision to issue the securities,
  - b) the maximum nominal amount of the shares to be issued is set at two hundred and twelve million, five hundred thousand euros, plus the amount of the aggregate par value of the shares to be issued, where applicable, to preserve the rights of holders of securities giving access to equity capital in accordance with French law, it being specified that the nominal amount of the shares that may be issued pursuant to this delegation will be set off against the maximum limit set out in 3/ of the eleventh resolution of this General Meeting;
4. resolve to:
- a) cancel the pre-emptive subscription rights of shareholders for securities covered by this resolution, these securities being issued by the Company itself or by a company in which it directly or indirectly holds more than half the share capital,
  - b) grant the shareholders a compulsory priority period for subscription which may not be less than three stock market trading days, which shall not give rise to the creation of negotiable rights, and which may be exercised pro rata to the number of shares held by each shareholder, and which may be increased, where applicable, by the subscription pro rata to their existing holdings, for securities that have not been taken up by the other shareholders, and accordingly grant the Board of Directors the powers, within the above limits, to set the period and terms and conditions in this respect;
5. note that this delegation automatically entails the waiver by the shareholders, in favor of the holders of the issued securities giving access to capital, of their pre-emptive right to subscribe for the equity instruments to which the issued securities give entitlement;
6. resolve that the issue price of the securities will be at least equal to the minimum price provided for by the provisions of the laws and regulations applicable on the date of issue;
7. resolve that if the subscriptions do not cover the total value of the issue, the Board of Directors may limit the issue, on condition that it amounts to at least three quarters of the issue decided;
8. grant full powers to the Board of Directors and, by sub-delegation, any person duly empowered by the Board in accordance with the law, to use this delegation and in particular to:
- set the amount of the issue within the limits specified in 3/ above, the issue price in accordance with 6/ above,



- provide for the possibility to suspend the exercise of the rights attaching to the securities in accordance with the regulations in force,
  - make, where applicable, the adjustments relating to any financial transactions in respect of the Company's share capital,
  - at its sole discretion, charge issue costs to the related premiums and deduct from such amount the amounts required in order to raise the legal reserve to one-tenth of the new share capital after each increase,
  - and generally, enter into any and all agreements, take any and all action and carry out any and all formalities necessary in connection with the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued under this delegation as well as in relation to the exercise of the rights attaching to such securities, record the completion of each capital increase and amend the bylaws accordingly;
9. note that this delegation of powers supersedes, for the unexpired period, the delegation granted in the eleventh resolution of the Combined General Meeting of June 9, 2011.

### THIRTEENTH RESOLUTION

**RENEWAL OF THE DELEGATION OF POWERS GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE NUMBER OF SECURITIES TO BE ISSUED IN THE EVENT THAT THE ISSUE OF DEBT SECURITIES, WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHTS, IS OVERSUBSCRIBED, WITHIN THE LEGAL LIMIT OF 15% OF THE ORIGINAL ISSUE AND SUBJECT TO THE CORRESPONDING LIMIT SPECIFIED IN THE TWELFTH RESOLUTION.**

The shareholders in Extraordinary Meeting, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with French company law, in particular Article L. 225-135-1 of the French Commercial Code:

1. delegate powers to the Board of Directors, if it observes that there is excess demand for debt securities giving access to equity capital issued without pre-emptive subscription rights pursuant to the twelfth resolution, to decide, at its discretion, to increase the number of securities to be issued subject to the conditions and within the limits specified below;
2. resolve that this delegation of powers is valid for a period of 26 months from the date of this General Meeting;
3. resolve that the Board of Directors may use this delegation:
  - within thirty days of the closing date for the subscription period,
  - to increase the initial issue amount by up to 15%,
  - at the same price as the initial issue,
  - up to the maximum amount specified in 3/ of the twelfth resolution, against which the amount of these additional securities will be set off;
4. grant full powers to the Board of Directors and, by sub-delegation, any person duly empowered by the Board in accordance with the law, to use this delegation;
5. note that this delegation of powers supersedes, for the unexpired period, the delegation granted in the twelfth resolution of the Combined General Meeting of June 9, 2011.

### FOURTEENTH RESOLUTION

**RENEWAL OF THE DELEGATION GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL BY UP TO A MAXIMUM OF 10% BY ISSUING SHARES OR SECURITIES, WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHTS, IN CONSIDERATION OF CONTRIBUTIONS IN KIND CONSISTING OF EQUITY INSTRUMENTS OR SECURITIES GIVING ACCESS TO CAPITAL, THE AMOUNTS OF SHARES AND SECURITIES TO BE ISSUED BEING SET OFF AGAINST THE CORRESPONDING MAXIMUM LIMITS SPECIFIED IN THE TWELFTH RESOLUTION.**

The shareholders in Extraordinary Meeting, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with French company law, in particular Article L. 225-147 of the French Commercial Code:

1. grant a delegation to the Board of Directors to increase the share capital, on one or more occasions, the proportions and timing of which will be decided at the Board of Directors' sole discretion, within the limit of 10% of the Company's share capital at the date of this General Meeting, with a view to providing consideration for contributions in kind made to the Company and consisting of equity instruments or securities giving access to capital inasmuch as the provisions of Article L. 225-148 of the French Commercial Code relating to contributions of securities within the scope of a public exchange offer do not apply, through the issue of equity instruments of the Company and/or of securities giving access to shares in the Company, where the securities other than shares may be denominated in euros, foreign currencies or monetary units of any kind established by reference to a basket of currencies;
2. resolve that this delegation is valid for a period of 26 months from the date of this General Meeting;
3. resolve that the amounts of the equity instruments and securities issued pursuant to this resolution and within the limit of this resolution shall be set off against the corresponding maximum limits set out in 3/ of the twelfth resolution;
4. note that this delegation automatically entails the waiver by the shareholders, in favor of the holders of the issued securities, of their pre-emptive right to subscribe for the equity instruments to which the issued debt securities give entitlement;
5. grant full powers to the Board of Directors and, by sub-delegation, any person duly empowered by the Board in accordance with the law, to use this delegation and in particular to:
  - decide, on the basis of the report of the Contribution Auditor(s), the evaluation of the contributions and the granting of specific benefits, and with regard to the value thereof,
  - provide for the possibility to suspend the exercise of the rights attaching to the securities in accordance with the regulations in force,
  - make, where applicable, the adjustments relating to any financial transactions in respect of the Company's share capital,
  - at its sole discretion, charge issue costs to the related contribution premium and deduct from such contribution premium the amounts required in order to raise the legal reserve to one-tenth of the new share capital after each increase,



- and generally, enter into any and all agreements, take any and all action and carry out any and all formalities necessary in connection with the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation and the exercise of the rights attaching to such securities, record the completion of each increase in the share capital and amend the bylaws accordingly;
6. note that this delegation supersedes, for the unexpired period, the delegation granted in the thirteenth resolution of the Combined General Meeting of June 9, 2011.

## FIFTEENTH RESOLUTION

### **RENEWAL OF THE DELEGATION OF POWERS GRANTED TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL, THROUGH THE CAPITALIZATION OF SHARE PREMIUMS, RESERVES, PROFITS OR OTHER AMOUNTS, UP TO A MAXIMUM NOMINAL AMOUNT OF ONE HUNDRED AND SIX MILLION EUROS, REPRESENTING APPROXIMATELY 5% OF THE SHARE CAPITAL, SUCH AMOUNT BEING SET OFF AGAINST THE AMOUNT SPECIFIED IN THE ELEVENTH RESOLUTION.**

The shareholders in Extraordinary Meeting, deliberating under the quorum and majority requirements applicable to Ordinary General Meetings and having considered the report of the Board of Directors, and in accordance with French company law, and in particular Article L. 225-130 of the French Commercial Code:

1. delegates powers to the Board of Directors to carry out capital increases on one or more occasions, the proportions and timing of which will be decided at the Board of Directors' sole discretion, through the capitalization of share premiums, reserves, profits or other amounts, as possible in accordance with the law and the bylaws, by the grant of bonus shares or by increasing the par value of existing shares, or by a combination of the two;
2. resolve that this delegation of powers is valid for a period of 26 months from the date of this General Meeting;
3. resolve that the rights forming fractional shares will not be either negotiable or transferable, and that the corresponding shares will be sold, with the amounts resulting from the sale being allocated to the holders of the rights thirty days at the latest after the recording of the full number of shares allocated in their name;
4. if the Board of Directors uses this delegation of powers, resolve that the total amount of the capital increases made as a result of the capitalization of share premiums, reserves, profits or other amounts, may not exceed the amount of the share premiums, reserves, profits or other amounts existing at the time of the capital increase, within the limit of a maximum nominal amount of one hundred and six million euros, it being specified that the nominal amount of the shares issued or that of the shares whose par value has been increased pursuant to this delegation, will be set off against the maximum amount referred to in 3/of the eleventh resolution of this General Meeting;
5. Grant full powers to the Board of Directors to use this delegation or to sub-delegate to any person, under the conditions provided by law, and in particular to:
  - make, where applicable, the adjustments relating to any financial transactions in respect of the Company's share capital,

- at its sole discretion, charge issue costs to the related contribution premium and deduct from such contribution premium the amounts required in order to raise the legal reserve to one-tenth of the new share capital after each increase,
  - and generally, enter into any and all agreements, take any and all action and carry out any and all formalities necessary in connection with the issue, the listing of the shares, the due and proper completion and the financial servicing of the shares issued pursuant to this delegation and the exercise of the rights attaching to such shares, record the completion of each increase in the share capital and amend the bylaws accordingly;
6. note that this delegation of powers supersedes, for the unexpired period, the delegation granted in the fourteenth resolution of the Combined General Meeting of June 9, 2011.

## SIXTEENTH RESOLUTION

### **RENEWAL OF THE DELEGATION OF POWERS GRANTED TO THE BOARD OF DIRECTORS TO CARRY OUT SECURITIES ISSUES, WITHOUT PRE-EMPTIVE SUBSCRIPTION RIGHTS, RESERVED FOR MEMBERS OF THE GROUP SAVINGS PLAN UP TO A MAXIMUM NOMINAL AMOUNT OF FORTY-TWO MILLION, FIVE HUNDRED THOUSAND EUROS, REPRESENTING APPROXIMATELY 2% OF THE SHARE CAPITAL, SUCH AMOUNTS BEING SET OFF AGAINST THE AMOUNT SPECIFIED IN THE ELEVENTH RESOLUTION.**

The shareholders in Extraordinary Meeting, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with French company law, including, firstly, Articles L. 225-129-2, L. 225-129-6 and L. 225-138-1 of the French Commercial Code and secondly, Articles L. 3332-1 *et seq.* of the French Labor Code:

1. delegate powers to the Board of Directors, and, by sub-delegation, any person duly empowered by the Board in accordance with the law, to decide to increase the share capital, on one or more occasions, at the Board of Directors' sole discretion, through the issuance of equity instruments reserved for members of the Saint-Gobain Group Savings Plan;
2. resolve that this delegation of powers is valid for a period of 26 months from the date of this General Meeting;
3. resolve to cancel the pre-emptive subscription rights of shareholders for equity instruments issued within the scope of this delegation, in favor of the members of the Saint-Gobain Group Savings Plan;
4. resolve that the beneficiaries of the capital increases carried out under this delegation will be the members of the Savings Plan of Compagnie de Saint-Gobain and of all or some of the French and foreign companies or groupings that are affiliated to it, as specified in Articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code, and which moreover comply with any criteria that may be set by the Board of Directors, regardless of whether these beneficiaries subscribe for these equity instruments directly or indirectly;
5. if the Board of Directors uses this delegation, set the maximum nominal amount of the equity instruments which may thus be issued at forty-two million, five hundred thousand euros, it being specified that the nominal amount of the shares issued under this delegation will be set off against the maximum amount referred to in 3/of the eleventh resolution of this General Meeting;





6. resolve that the subscription price of the equity instruments issued under this delegation will be set in accordance with the conditions specified in Article L. 3332-19 of the French Labor Code and may not be greater than the average of the opening trading prices for the Saint-Gobain share during the 20 stock market trading sessions preceding the date of the decision of the Board of Directors or its delegate which sets the date for the opening of the subscription period, nor more than 20% less than this average and that the Board of Directors or its delegate shall have the possibility to set the subscription price or prices within the above-mentioned limit, to reduce the discount or decide not to grant any discount, in particular to take into account the regulations applicable in the countries where the offer will be made;
7. grant full powers to the Board of Directors and, by sub-delegation, any person duly empowered by the Board in accordance with the law, to use this delegation and in particular to:
  - set the issue price as specified in this resolution,
  - set the opening and closing dates of the subscription period,
  - set the date, even retroactively, from which the new equity instruments will carry dividend or interest rights,
  - make, where applicable, the adjustments relating to any financial transactions in respect of the Company's share capital,
  - record or arrange for the recording of the completion of the share capital increase for the amount of equity instruments that are actually subscribed and set or arrange the setting of the terms and conditions for the reduction of subscriptions in the event that they exceed the amount of the issue,
  - at its sole discretion, charge issue costs to the related premiums and deduct from such amount the amounts required in order to raise the legal reserve to one-tenth of the new share capital after each increase,
  - and generally, enter into any and all agreements, take any and all action and carry out any and all formalities necessary in connection with the issue, the listing of the securities, the due and proper completion and the financial servicing of the equity instruments issued pursuant to this delegation and the exercise of the rights attaching to such securities, and amend the bylaws accordingly;
8. note that this delegation of powers supersedes, for the unexpired period and the unused portion, the delegation granted in the fifteenth resolution of the Combined General Meeting of June 9, 2011.

## SEVENTEENTH RESOLUTION

### **RENEWAL OF THE AUTHORIZATION GIVEN TO THE BOARD OF DIRECTORS TO CANCEL, WHERE APPLICABLE, SHARES REPRESENTING UP TO A MAXIMUM OF 10% OF THE COMPANY'S SHARE CAPITAL.**

The shareholders in Extraordinary Meeting, having considered the report of the Board of Directors and the special report of the Statutory Auditors and in accordance with French company law, and in particular Article L. 225-209 of the French Commercial Code:

1. authorize the Board of Directors to arrange for the Company to cancel the shares of the Company acquired under the authorizations given by the shareholders with regard to the share buyback programs;
2. resolve that this authorization is valid for a period of 26 months from the date of this General Meeting;
3. resolve that the Board shall have discretionary authority to cancel, on one or more occasions, all or some of the shares purchased under shareholder-approved buy-back programs, within a limit of 10% of the share capital existing on the date of the transaction, per 24-month period, and to reduce the Company's share capital accordingly. The difference between the purchase price of the cancelled shares and their par value will partly be offset against the legal reserve for 10% of the cancelled capital with the remainder being set off against the available share premiums and reserves;
4. and generally, grant full powers to the Board of Directors and, by delegation, any person duly empowered by the Board in accordance with the law, to implement this authorization, to cancel the shares, make the reductions in capital final, to carry out all acts and formalities and make all declarations and amend the bylaws accordingly;
5. note that this authorization supersedes, for the unexpired period and the unused portion, the authorization granted in the sixteenth resolution of the Combined General Meeting of June 9, 2011.

## EIGHTEENTH RESOLUTION

### **POWERS FOR ENFORCEMENT OF THE DECISIONS MADE BY THE GENERAL MEETING AND TO CARRY OUT FORMALITIES.**

The shareholders in Extraordinary Meeting give full powers to the bearer of an original, copy or extract of the minutes of this Meeting, to carry out all necessary formalities.



FOR FURTHER  
**INFORMATION**  
ON THE GROUP

PLEASE CONTACT  
THE **INVESTOR**  
**RELATIONS**  
**DEPARTMENT:**



by phone:

**0 800 32 33 33**

(Toll-free number for calls originating in France)



by mail:

**COMPAGNIE DE SAINT-GOBAIN**

**Investor Relations Department**

**Les Miroirs**

**92096 La Défense Cedex (France)**



by email:

**[actionnaires@saint-gobain.com](mailto:actionnaires@saint-gobain.com)**



Website:

**[www.saint-gobain.com](http://www.saint-gobain.com)**



# REQUEST FOR INFORMATION

**THIS FORM MUST ONLY BE SENT TO YOUR BANK, BROKER OR OTHER FINANCIAL INTERMEDIARY RESPONSIBLE FOR MANAGING YOUR SHARES**

I, the undersigned:

Full name: .....

Address: .....

owner of ..... Saint-Gobain shares held as:

**registered shares <sup>(1)</sup>;**

**registered shares or bearer shares, recorded in an account with <sup>(2)</sup>;**

.....

**request that I be sent the Annual Report of Compagnie de Saint-Gobain for 2012 filed with the Autorité des Marchés Financiers (AMF) as the "Document de Référence" <sup>(3)</sup>.**

(1) *BNP Paribas Securities Services, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex, France.*

(2) *Please indicate the name of the bank, financial institution or stockbroker that holds your securities account.*

(3) *The "Document de Reference" for 2012 is available online on the Saint-Gobain website at: [www.saint-gobain.com](http://www.saint-gobain.com)*

Signed in (city): ..... on: ..... 2013

Signature

**NOTE:**

A. The Annual Report for 2012 filed as the "Document de Référence", the information contained in this pack and the single admission card/postal vote/proxy request form ("*formulaire unique*"), constitute the information provided for by Articles R. 225-81 and R. 225-83 of the French Commercial Code.

In accordance with paragraph 3 of Article R. 225-88 of the French Commercial Code, shareholders owning registered shares may by a single request have the Company send them the documents covered by Article R. 225-81 and R. 225-83 of the French Commercial Code at the time of each subsequent General Meeting.

B. The notice of meeting for the Annual General Meeting, including the information required under Article R. 225-73 of the French Commercial Code, was published in the BALO on March 29, 2013.

C. The other information to be made available to shareholders pursuant to Article R. 225-73-1 of the French Commercial Code will be published no later than 21 days prior to the Meeting date, i.e., May 16, 2013, on the Company's website at [www.saint-gobain.com](http://www.saint-gobain.com).





COMPAGNIE DE SAINT-GOBAIN  
A FRENCH *SOCIÉTÉ ANONYME*  
CAPITAL: €2,125,351,100

HEAD OFFICE: LES MIROIRS, 18 AVENUE D'ALSACE - 92400 COURBEVOIE, FRANCE

[www.saint-gobain.com](http://www.saint-gobain.com)