

# Saint-Gobain - Annual General Meeting of June 9, 2011

## Voting results

Number of shares with voting rights: 529,187,151

Number of voting rights, net: 671,347,636

N° of shareholders present and represented: 21,039 ; N° of shareholders having voted by post or through Internet: 6,324 ; total: 27,363

N° of shares held by shareholders present and represented: 183,656,351 i.e. 34.70% of the number of shares with voting rights ;

N° of shares held by shareholders having voted by post or through Internet: 157,029,787

ie total 340,686,138 shares and 64.38% of the number of shares with voting rights

Number of votes cast by shareholders present and represented: 318,843,209 ie 47.49% of voting rights ;

Number of votes cast by shareholders having voted by post or through Internet : 160,943,794;

ie total 71.47% of voting rights

Res. N°	Subject	Result	% For	% Against	% Abs.	Number of voting rights			
						For	Against	Abs.	total
<b>ORDINARY RESOLUTIONS</b>									
1	Approval of the parent company financial statements for 2010	approved	99.8105%	0.1293%	0.0601%	454,527,739	589,019	273,722	455,390,480
2	Approval of the consolidated financial statements for 2010	approved	99.9266%	0.0255%	0.0479%	455,056,191	115,990	218,299	455,390,480
3	Approval of the dividend of €1.15 per share, payable entirely in cash	approved	99.6219%	0.3220%	0.0561%	453,668,725	1,466,294	255,461	455,390,480
4	Election of Anne-Marie Idrac as Director	approved	99.5814%	0.3660%	0.0526%	453,484,060	1,666,712	239,708	455,390,480
5	Election of Jacques Pestre as Director	approved	90.3942%	9.5456%	0.0602%	411,646,730	43,469,724	274,026	455,390,480
6	Election of Olivia Qiu as Director	approved	99.6104%	0.3208%	0.0687%	453,616,497	1,461,114	312,869	455,390,480
7	Re-election as Director of Gérard Mestrallet	approved	87.7081%	12.2376%	0.0543%	399,414,554	55,728,644	247,282	455,390,480
8	Re-election as Director of Denis Ranque	approved	98.2612%	1.6850%	0.0538%	447,472,237	7,673,406	244,837	455,390,480
9	Authorization to be given to the Board of Directors to buy back up to 10% of the Saint-Gobain shares	approved	99.3689%	0.5756%	0.0555%	452,516,370	2,621,423	252,687	455,390,480
<b>EXTRAORDINARY RESOLUTIONS</b>									
10	Authorization given to the Board of Directors to increase the share capital by up to approximately 20%, with pre-emptive subscription rights	approved	98.6707%	1.2705%	0.0588%	449,337,163	5,785,561	267,756	455,390,480
11	Authorization given to the Board of Directors to issue debt securities, without pre-emptive subscription rights but with a compulsory priority period for subscription for shareholders, giving access to shares in the Company or its subsidiaries, or to shares in the Company to which entitlement would be granted by securities to be issued, where applicable, by subsidiaries, up to approximately 10% of the share capital, the amount of the shares to be issued being set off against the amount specified in the tenth resolution.	approved	97.3186%	2.6232%	0.0582%	443,179,670	11,945,882	264,928	455,390,480
12	Renewal of the authorization to be given 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 eleventh resolution.	approved	96.1881%	3.7484%	0.0635%	438,031,319	17,069,850	289,311	455,390,480
13	Renewal of the authorization given to the Board of Directors to increase the capital by up to a maximum of 10% in consideration of contributions in kind consisting of equity instruments or securities giving access to the capital, the amounts of the issues of shares and securities to be issued being set off against the corresponding maximum limits specified in the eleventh resolution	approved	97.363%	2.8888%	0.0750%	441,893,951	13,155,112	341,417	455,390,480

Res. N°	Subject	Result	% For	% Against	% Abs.	Number of voting rights			
						For	Against	Abs.	total
14	Renewal of the authorization given 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 six million euros, representing approximately 5% of the share capital, such amount being set off against the amount specified in the tenth resolution	approved	99.4780%	0.4525%	0.0696%	453,013,146	2,060,477	316,857	455,390,480
15	Renewal of the authorization given to the Board of Directors to carry out securities issues reserved for members of the Group Savings Plan up to a maximum nominal amount of fiftythree million, eighty thousand euros, representing approximately 2.5% of the share capital	approved	97.2247%	2.7050%	0.0703%	442,751,832	12,318,349	320,299	455,390,480
16	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	approved	99.7678%	0.1635%	0.0687%	454,333,055	744,470	312,955	455,390,480
17	Renewal of the authorization given to the Board of Directors to issue stock warrants while a public offer for the Company's shares is in progress, limited to share issues of a maximum nominal amount of five hundred thirty million, eight hundred thousand euros, representing approximately 25% of the share capital	approved	76.5446%	23.3840%	0.0713%	348,576,981	106,488,649	324,850	455,390,480
18	Powers to carry out formalities	approved	99.9138%	0.0125%	0.0737%	454,997,788	57,149	335,543	455,390,480

In compliance with agreements of March 2008, Wendel's voting rights have been capped: the number of these rights was reduced by 24,396,523 for each of the resolutions