

Combined Ordinary and Extraordinary Shareholders' Meeting

to be held on **June 5, 2008** at 3.00 p.m.

at the Grand Auditorium of the Palais des Congrès,
Porte Maillot – 75017 Paris



How
to participate
in the General
Meeting
page 2

Agenda
page 4

Presentation
of the resolutions
page 5

Directorship
candidates
page 8

Presentation
of the Board
of Directors
page 10

SAINT-GOBAIN
in 2007
page 12

Full text of
resolutions
page 18

Request for
information
page 23

To the Shareholders,

On behalf of Compagnie de Saint-Gobain, it is with great pleasure that we invite you to the General Meeting of the Company's shareholders, to be held at 3.00 p.m. **on Thursday, June 5, 2008**, at 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 2007 and reply to your questions.

Your involvement in the meeting is important to us at Saint-Gobain and we sincerely hope that you will be able to take **part, either by attending the meeting in person, casting a postal vote or appointing a proxy to represent you at the meeting.** You will find all the information you need to that effect in this document.

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

Very truly yours,

Jean-Louis BEFFA
Chairman of the Board of Directors

Pierre-André de CHALENDAR
Chief Executive Officer

NOTICE OF MEETING


SAINT-GOBAIN

A French société anonyme - Capital: €1,496,864,608
Head office: Les Miroirs, 18 avenue d'Alsace, 92400 Courbevoie



HOW TO PARTICIPATE IN THE GENERAL MEETING

THE CONDITIONS REQUIRED TO EXERCISE YOUR RIGHT TO VOTE

As a Saint-Gobain shareholder you are entitled to attend the General Meeting in person, irrespective of the number of shares you hold, or you may prefer to cast a postal vote or appoint a proxy. Whatever you decide to do you simply need to indicate your choice on the attached request for admission card/postal vote/proxy form.

In order to be entitled to attend the General Meeting, the shares must be entered in the share register in your name or in the name of the financial intermediary acting on your behalf at least three business days before the General Meeting at zero hours, Paris time, i.e., at zero hours on Monday, June 2, 2008, in this case.

For shareholders with registered shares, the shares are entered in the accounts kept by BNP Paribas Securities Services.

For shareholders with bearer shares, the entry is made at the latest on the same date in the bearer share accounts kept by the financial intermediaries. Entry in such accounts is recorded by a certificate of participation issued by such financial intermediaries, which they will attach to the request for admission card/postal vote/proxy form that you have duly completed.

If you hold bearer shares, your financial intermediary who manages the share account in which your Saint-Gobain shares are registered will be your sole contact for the purposes of the Meeting and will act as the link between Compagnie de Saint-Gobain and yourself at the time of the General Meeting.

HOW TO VOTE

To help in the preparation of the General Meeting, you are requested to initiate your preferred procedure **as soon as possible**:

IF YOU WISH TO ATTEND THE MEETING IN PERSON

- All you need to do is to request an admission card by ticking **box A** at the top of the attached form and then sign and date the form and return it using the prepaid envelope enclosed with this document. If you hold **bearer shares, this form should be returned to your financial intermediary**. If you hold **registered shares, this form should be returned to BNP Paribas Securities Services**.
- If you have not received your admission card, you simply have to go to the admission desks at the General Meeting (with the certificate of participation issued by your financial intermediary dated Monday, June 2, 2008, zero hours (Paris time) if you hold bearer shares).

IF YOU INTEND TO APPOINT A PROXY OR CAST A POSTAL VOTE

If you are unable to attend the Meeting, you can use the attached form to:

- **cast a postal vote** on the resolutions submitted to you; or
- **appoint the Chairman** of the General Meeting to exercise a proxy vote on your behalf **in favor** of the resolutions proposed by the Board of Directors; or
- **appoint someone to represent you in person** at the Meeting. In this case, your representative must be either your spouse or another Saint-Gobain shareholder who will attend the Meeting and vote on your behalf.

Whatever you decide, do not forget to sign and date the form and **to return it exclusively (using the prepaid envelope) to your financial intermediary** if you hold bearer shares or to **BNP Paribas Securities**

Services if you hold registered shares. **The form must not in any event be returned to Saint-Gobain.**

HOW TO PARTICIPATE IN THE GENERAL MEETING



HOW TO FILL OUT YOUR FORM

If you intend to attend the Meeting in person:
tick **box A** to request an admission card.

If you are unable to attend the Meeting and wish to cast a postal vote or appoint a proxy:
simply tick **box B** at the top of the form and sign and date it at the bottom.

Add your full name and address here or check the details if they already appear.

IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please see instructions on reverse side.
QUELLE QUE SOIT L'OPTION CHOISIE, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, 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 meeting and request an admission card : date and sign at the bottom of the form.
 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 € 1.496.864.608
 Siège Social :
 Les Miroirs, 18 avenue d'Alsace
 92400 COURBEVOIE
 542 039 532 RCS NANTERRE

ASSEMBLEE GENERALE MIXTE convoquée pour le jeudi 5 juin 2008 à 15 heures au Grand Auditorium du Palais des Congrès, 2, place de la Porte Maillot, Paris 17^e
COMBINED GENERAL MEETING to be held on Thursday June 5, 2008 at 3:00 pm at Grand Auditorium du Palais des Congrès, 2, place de la Porte Maillot, Paris 17^e

CADRE RESERVE / For Company's use only
 Identifiant / Account _____ VS / single vote
 Nominatif / Registered _____ VD / double vote
 Nombre d'actions / Number of shares _____
 Porteur / Bearer _____
 Nombre de voix / Number of voting rights _____

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
 Cf. au verso renvoi (3) - See reverse (3)

Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration, à l'EXCEPTION de ceux que je signale en noirissant comme ceci ■ la case correspondante et pour lesquels je vote NON ou je m'abstiens.
 I vote FOR all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this ■, for which I vote against or I abstain.

Sur les projets de résolutions non agréés par le Conseil d'Administration, je vote en noirissant comme ceci ■ la case correspondant à mon choix.
 On the draft resolutions not approved by the Board of directors, I cast my vote by shading the box of my choice - like this ■.

1	2	3	4	5	6	7	8	9	Oui/Abst Yes/No/Abs	Oui/Abst Yes/No/Abs
<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"/>	A <input type="checkbox"/>	F <input type="checkbox"/>
10	11	12	13	14	15	16	17	18	B <input type="checkbox"/>	G <input type="checkbox"/>
19	20	21	22	23	24	25	26	27	C <input type="checkbox"/>	H <input type="checkbox"/>
28	29	30	31	32	33	34	35	36	D <input type="checkbox"/>	J <input type="checkbox"/>
37	38	39	40	41	42	43	44	45	E <input type="checkbox"/>	K <input type="checkbox"/>

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 Dater et signer au bas du formulaire, sans rien remplir.
 I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE MEETING
 date and sign the bottom of the form without completing it
 cf. au verso renvoi (2) - See reverse (2)

JE DONNE POUVOIR A : (soit le conjoint, soit un autre actionnaire - cf. renvoi (2) au verso) pour me représenter à l'assemblée
 I HEREBY APPOINT (you may give your PROXY either to your spouse or to another shareholder - see reverse (2)) to represent me at the above mentioned meeting.
 M., Mme ou Mlle / Mr, Mrs or Miss _____
 Adresse / Address _____

ATTENTION : S'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement enregistrées par votre teneur de comptes.
CAUTION: If you're voting on bearer securities, the present instructions will only be valid if they are directly registered with your custodian 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)

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 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 against) ...
 - Je donne procuration (cf. au verso renvoi 2) à M., Mme ou Mlle pour voter en mon nom / I appoint (see reverse (2)) Mr, Mrs or Miss / to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard à la Banque le 4 juin 2008
 In order to be considered, this completed form must be returned to the Bank at the latest on June 4th, 2008

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

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

Date & Signature _____

To cast a postal vote:
tick here.

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

To grant proxy to the Chairman of the General Meeting to vote on your behalf:
simply tick **box B** at the top of the form and sign and date it at the bottom.

To grant proxy to your spouse or another Saint-Gobain shareholder, who will represent you at the Meeting:
tick here and indicate the name and contact details of your representative.



AGENDA

ORDINARY MEETING

- ▶ **1st resolution** Approval of the parent company financial statements for 2007.
- ▶ **2nd resolution** Approval of the consolidated financial statements for 2007.
- ▶ **3rd resolution** Approval of the appropriation of income and declaration of the dividend.
- ▶ **4th resolution** Approval of a regulated agreement, entered into between COMPAGNIE DE SAINT-GOBAIN and WENDEL, governed by Article L. 225-38 of the French Commercial Code.
- ▶ **5th resolution** Approval of the pension benefit commitments made in favor of Jean-Louis BEFFA governed by Article L. 225-42-1 (6) of the French Commercial Code.
- ▶ **6th resolution** Approval of the pension benefit commitments made in favor of Pierre-André de CHALENDAR governed by Article L. 225-42-1 (6) of the French Commercial Code.
- ▶ **7th resolution** Approval of the commitments related to termination indemnities due in certain cases of termination of the corporate office of Pierre-André de CHALENDAR, governed by Article L. 225-42-1 of the French Commercial Code.
- ▶ **8th resolution** Authorization of the Board of Directors to buy back the Company's shares.
- ▶ **9th resolution** Renewal of the term of office as Director of Jean-Louis BEFFA.
- ▶ **10th resolution** Renewal of the term of office as Director of Isabelle BOUILLLOT.
- ▶ **11th resolution** Renewal of the term of office as Director of Sylvia JAY.
- ▶ **12th resolution** Appointment of Jean-Bernard LAFONTA as Director, to replace José-Luis LEAL MALDONADO.
- ▶ **13th resolution** Appointment of Bernard GAUTIER as a new Director, subject to approval of the 15th resolution by this Meeting.

EXTRAORDINARY MEETING

- ▶ **14th resolution** Renewal of the authorization of the Board of Directors to issue stock warrants during a public offer period relating to the Company's shares, limited to share issues of a maximum nominal amount of three hundred and seventy-five million euros.
- ▶ **15th resolution** Amendment of Article 9 of the bylaws to increase from 15 to 16 the maximum number of Directors making up the Board of Directors.
- ▶ **16th resolution** Powers for enforcement of the decisions made by the Shareholders' meeting and to carry out formalities.



PRESENTATION OF THE RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS

The resolutions that you are invited to vote upon are governed by the quorum and majority voting rules applicable to Ordinary General Meetings in relation to resolutions 1 to 13 while resolutions 14 to 16 fall within the competence of the Extraordinary General Meeting and are governed by the quorum and majority voting rules applicable to Extraordinary General Meetings, except for resolution 14 which is governed by the quorum and majority voting rules applicable to Ordinary General Meetings.

I - PARENT COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS – DIVIDEND (1st, 2nd and 3rd resolutions)

Shareholders are invited to approve the financial statements of Compagnie de Saint-Gobain (1st resolution) and the consolidated financial statements of the Saint-Gobain Group (2nd resolution) for the year ended December 31, 2007.

In relation to the parent company financial statements, net income for Compagnie de Saint-Gobain in 2007 came to €871.1 million, compared with €849.2 million in 2006.

In relation to the consolidated financial statements, the Group's sales totaled €43,421 million in 2007 compared with €41,596 million in 2006. Operating income came to €4,108 million compared with €3,714 million in 2006, and the Group share of consolidated net income amounted to €1,487 million compared with €1,637 million in 2006.

Further details of this information are provided on pages 12 to 17 of this document.

Appropriation of income

Taking account of the retained earnings of €1,506.2 million ⁽¹⁾, the Shareholders are invited (3rd resolution) to approve:

- the appropriation of €1,619.3 million to retained earnings;
- and the **distribution to Shareholders of a total of €758,091,379.65** ⁽²⁾ corresponding to a **net dividend per share of €2.05**.

The **net dividend of €2.05** which has **increased by 20.6%** when compared with the net dividend paid in 2007 (€1.70), will be paid as from June 19, 2008. Payment will be made entirely in cash. In accordance with Article 243 bis of the French Tax Code, this dividend is eligible for the 40% tax deduction provided for in Article 158-3-2 of said Code.

(1) €1,506,206,006.74, after deduction of an amount of €3,799,909.70 corresponding to 2,235,241 additional shares that granted entitlement to the dividend of €1.70 paid on June 21, 2007 in the light of the movements that took place between March 1, 2007 and June 21, 2007 (disposal of 792,657 treasury shares and issuance of 1,442,584 shares pursuant to the Group savings plan with regard to the leveraged formula).

(2) This amount is calculated on the basis of the number of shares making up the capital stock at December 31, 2007: 374,216,152 shares, minus 4,415,479 treasury shares held at February 29, 2008, i.e. 369,800,673 shares. This amount will be adjusted to take into account movements in treasury shares between March 1, 2008 and June 19, 2008, the dividend payment date and also to take into account the increase in the share capital to be carried out in May 2008 pursuant to the Saint-Gobain Group savings plan with regard to the leveraged formula.

II - APPROVAL OF AN AGREEMENT BETWEEN COMPAGNIE DE SAINT-GOBAIN AND WENDEL (4th resolution)

In accordance with Article L. 225-38 of the French Commercial Code, the Board approved, on March 20, 2008, the proposals and commitments made by Wendel in its letter to the Chairman of the Board of Directors of Saint-Gobain on March 18, 2008.

This letter is set out on pages 21 and 22 of this document. As this is a "regulated agreement" as provided for by law, this agreement is the subject of the 4th resolution.

III - APPROVAL OF TWO AGREEMENTS RELATING TO THE ADDITIONAL PENSION BENEFITS GRANTED TO JEAN-LOUIS BEFFA AND PIERRE-ANDRÉ DE CHALENDAR (5th and 6th resolutions)

- In accordance with the new legal provisions that came into force in 2008, you are asked, pursuant to Article L. 225-42-1 (6) of the French Commercial Code, to approve the agreement between Jean-Louis BEFFA, the Chairman of the Board of Directors and your Company, that was authorized by a decision made by your Board of Directors on July 26, 2007. This agreement confirmed that, for the purposes of application of the provisions of the pension benefit regulations for engineers and senior officers (*Règlement de retraite des ingénieurs et cadres*) of Saint-Gobain adopted in 1972, which apply to Jean-Louis BEFFA, the basis for calculation of his pension benefits will be the sum of the fixed remuneration received for 2006 in his capacity as Chairman and Chief Executive Officer and the average variable remuneration received over the period 2002 to 2006, inclusive. This average amount may not in any event exceed 50% of the fixed remuneration paid for 2006. His length of service will be calculated as from September 1, 1960 and this additional pension benefit will be paid as from the termination of Jean-Louis BEFFA's term of office as Chairman of the Board of Directors (5th resolution).



PRESENTATION OF THE RESOLUTIONS

SUBMITTED BY THE BOARD OF DIRECTORS

- The other agreement authorized on the same basis by the Board of Directors on March 22, 2007 concerns Pierre-André de CHALENDAR, the Chief Executive Officer. Pursuant to this agreement, it was decided that Pierre-André de CHALENDAR will continue to benefit as Chief Operating Officer (from May 3, 2005 to June 7, 2007) then as Chief Executive Officer (since June 8, 2007), from the retirement scheme that he benefited from as an employee, in accordance with the pension benefit regulations for engineers and senior officers of Saint-Gobain adopted in 1972. The basis for calculating his pension benefits will be the fixed portion of the last remuneration received. His length of service will be calculated as from October 1, 1989 (6th resolution).

These commitments are described in the Statutory Auditors' special report on page 68 of the Annual Report for 2007.*

IV - APPROVAL OF COMMITMENTS MADE IN FAVOR OF PIERRE-ANDRÉ DE CHALENDAR, PURSUANT TO ARTICLE L. 225-42-1 OF THE FRENCH COMMERCIAL CODE, RELATING TO THE TERMINATION INDEMNITIES DUE IN CERTAIN CASES IN THE EVENT OF TERMINATION OF HIS CORPORATE OFFICE (7th resolution)

Again, pursuant to these new legal provisions, you will be asked to approve the commitment made by the Board of Directors on March 20, 2008, on the recommendation of the Appointments Committee, in favor of Pierre-André de CHALENDAR, Chief Executive Officer of Compagnie de Saint-Gobain, in the event of termination of his duties as Chief Executive Officer by means of non-renewal or removal from his corporate office, except for serious misconduct.

This agreement, which is described in the Statutory Auditors' special report on page 69 of the Annual Report for 2007, is submitted for your approval in the 7th resolution.*

V - AUTHORIZATION OF THE BOARD OF DIRECTORS TO BUY BACK SAINT-GOBAIN SHARES (8th resolution)

The purpose of the 8th resolution is to renew the annual authorization to the Board of Directors to buy back Saint-Gobain shares. The maximum purchase price under this authorization is set at €90 per share.

The authorization requested is intended to enable Compagnie de Saint-Gobain to continue to buy its own shares by all means, in compliance with the regulations in force, principally with a view to financing external growth transactions, canceling shares (pursuant to the 19th resolution of the Combined Shareholders' Meeting of June 7, 2007), delivering shares upon exercise of the 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 the stock option

program for the purchase of shares, and the grant of shares in the scope of profit-sharing agreements with employees.

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 retaining 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, 2008, the theoretical maximum amount of funds that the Company would have been able to invest in relation to these purchases is €3,367,945,350 which corresponds to 37,421,615 shares bought at a price of €90 each.

This program is to be carried out within 18 months of the date of this General Meeting corresponding to the period covered by this new authorization, that is until December 4, 2009. This authorization will supersede that granted in the 5th resolution by the Combined Shareholders' Meeting of June 7, 2007.

VI - RENEWAL OF THE TERMS OF OFFICE OF THREE DIRECTORS (9th, 10th and 11th resolutions). APPOINTMENT OF TWO NEW DIRECTORS (12th and 13th resolutions)

- On the recommendation of the Appointments Committee, the Board of Directors adopted, at its meeting on March 20, 2008, proposals for renewal of the appointments that are due to expire at the General Meeting of June 5, 2008 of the following three Directors:

- renewal of the term of office of Jean-Louis BEFFA (9th resolution);
- renewal of the term of office of Isabelle BOUILLLOT (10th resolution);
- renewal of the term of office of Sylvia JAY (11th resolution).

Brief résumés for Jean-Louis BEFFA, Isabelle BOUILLLOT and Sylvia JAY are set out on page 8 of this document.

These three renewals are put to your vote. If you approve these proposals, these appointments will be made for a period of four years, up to the Annual General Meeting of 2012.

- Finally, on the recommendation of the Appointments Committee, the Board of Directors also adopted, at its meeting of March 20, 2008, the proposed appointment as Directors of:
 - Jean-Bernard LAFONTA to replace José-Luis LEAL MALDONADO, who does not wish his appointment to be renewed (12th resolution);
 - Bernard GAUTIER as a new Director, subject to the approval of the 15th resolution which is aimed at increasing from 15 to 16 the number of Directors on the Board of Directors (13th resolution).

* The Annual Report for 2007 is available online on the Saint-Gobain website at: www.saint-gobain.com

PRESENTATION OF THE RESOLUTIONS

SUBMITTED BY THE BOARD OF DIRECTORS



Brief résumés for Jean-Bernard LAFONTA and Bernard GAUTIER are set out on page 9 of this document.

These two appointments, which follow on from the agreement entered into by the Company with Wendel (4th resolution), are put to your vote. If you approve these proposals, these appointments will be made for a period of four years, up to the Annual General Meeting of 2012.

VII - RENEWAL OF THE AUTHORIZATION OF THE BOARD OF DIRECTORS TO GRANT STOCK WARRANTS DURING A PUBLIC OFFER PERIOD RELATING TO THE COMPANY'S SHARES (14th resolution)

In the 14th resolution, Shareholders are invited to renew the authorization given to the Board of Directors pursuant to the 20th resolution at the Combined Ordinary and Extraordinary Shareholders' Meeting of June 7, 2007, for a period of 18 months.

This authorization to your Board of Directors, like the previous one, is aimed specifically at the case of a public offer for Compagnie de Saint-Gobain shares, if this public offer were to be made within 18 months following this Shareholders' Meeting and meet the conditions of application of the "reciprocity exception" provided for by law, namely, in sum, if a public offer is made by an entity which would not itself be obliged – if it were to be the subject of such an offer – to seek the approval of its own shareholders' meeting to take measures to defend its position during the offer period, or by an entity which is controlled by an entity that is not subject to this obligation.

The maximum amount provided for the capital increase that may result from the exercise of the stock warrants, if they were to be issued, is three hundred and seventy-five million euros. This amount, expressed in the par value of the new shares, would correspond to the issue of a number of new shares (approximately ninety-four million), which represents approximately 25% of the share capital. The allocation of stock warrants to all shareholders free of charge represents an approach equivalent to granting pre-emptive subscription rights: both techniques entitle shareholders, in proportion to the number of shares they hold, to a pre-emptive subscription right to these stock warrants, which is separate from the shares and may be negotiated throughout the term of validity of the stock warrants.

With regard to the maximum number of stock warrants that may be issued, it is proposed that this should be equal to the number of shares that make up the share capital at the time of the issue, in order to make the allocation of the stock warrants easier and avoid any difficulties related to fractional share rights ("rompus").

With regard to the characteristics of the stock warrants, the authorization would allow the Board of Directors to determine such characteristics, where applicable, in the light of and depending on the content and terms of the public offer for the Company's shares within the limits and in accordance with the additional conditions set out below.

In this regard, like the resolution for the previous year, the resolution expressly provides that, at the time of the issuance of the stock warrants, on the basis of a report drawn up by a bank that is unrelated to the Saint-Gobain Group, whose designation has been approved, in particular, by a majority of the independent Directors on your Board of Directors, your Board of Directors will have to report on the circumstances and the reasons why the offer is not in the interest of the shareholders and which justify the issuance of such stock warrants, as well as the criteria and methods whereby the terms and conditions for determining the exercise price of the stock warrants will be set.

VIII - AMENDMENT OF ARTICLE 9 OF THE BYLAWS RELATING TO THE MAXIMUM NUMBER OF DIRECTORS MAKING UP THE BOARD OF DIRECTORS (15th resolution)

The first paragraph of Article 9 of the bylaws relating to the Membership of the Board of Directors provides for a maximum of 15 Directors.

Following the agreement entered into by your Company with Wendel, which is the subject of the 4th resolution, the Board of Directors has decided to propose to your General Meeting that it increase the maximum number of Directors to 16 (15th resolution).

The 16th resolution gives full powers to carry out the formalities associated with the General Meeting.



DIRECTORSHIP CANDIDATES

We set out below biographical information for the five individuals concerned by the 9th to 13th resolutions. The first three résumés correspond to terms of office that are being renewed. The following two résumés relate to two new candidates for the office of Director. These five terms of office are to be granted for a term of four years, in accordance with article 9, paragraph 4 of the bylaws, that is until the 2012 Annual Shareholders' Meeting.

RENEWAL OF THREE TERMS OF OFFICE



Jean-Louis BEFFA

Jean-Louis Beffa, 66, is Chairman of the Board of Directors of Compagnie de Saint-Gobain.

He is a graduate of the *École Polytechnique* and a member of *Corps des Mines*. He is also a graduate of the *École Nationale Supérieure du Pétrole* and the *Paris Institut d'Études Politiques*. After starting his career in the energy department of the French Ministry of Industry, Jean-Louis Beffa joined Saint-Gobain as Vice-President Corporate Planning in 1974. He subsequently became Chief Executive Officer of Pont-à-Mousson in 1978 and then Chairman of that company and head of the Saint-Gobain Group's Pipe and Mechanics Division in 1979. After joining the Group's senior management team in 1982, he went on to be appointed Chairman and Chief Executive Officer of Saint-Gobain – which was nationalized at the time – in January 1986. Following the privatization of Saint-Gobain at the end of 1986, he was appointed as a Director and as Chairman and Chief Executive Officer of Saint-Gobain in February 1987. His terms of office as Director and as Chairman and Chief Executive Officer were renewed for six years in June 1992 and June 1998, then for four years in June 2004. Jean-Louis Beffa stepped down as Chief Executive Officer at the Annual Meeting of June 7, 2007, having reached the age limit laid down in the Company bylaws for this function, but is still Chairman of the Board of Directors.

Jean-Louis Beffa is also Vice-Chairman of the Board of Directors of BNP Paribas, a Director of Gaz de France and of the Bruxelles Lambert Group, a member of the Supervisory Board of Siemens AG, Le Monde SA and Société Éditrice du Monde SA, President of Claude Bernard Participations SAS and a member of the Supervisory Board of Le Monde Partenaires SAS. Within the Saint-Gobain Group, he is a Director of Saint-Gobain Cristaleria and Saint-Gobain Corporation. He is also joint Chairman of the Cournot Center for Economic Research and Vice-Chairman of the Supervisory Board of the Pension Reserve Fund. He owns 250,153 Saint-Gobain shares.

Address: Les Miroirs - 92096 La Défense Cedex (France)

Shareholders are invited to renew Jean-Louis Beffa's term of office in the 9th resolution.



Isabelle BOUILLOT

Isabelle Bouillot, 58, is Chairman of China Equity Links.

She holds a degree in public law and is a graduate of the *Paris Institut d'Étude Politiques* and the *École Nationale d'Administration*. She began her career working within the French government Budget Department before being appointed Cabinet Director for the Employment Minister in 1982 and going on to work as Deputy Cabinet Director for the Economy and Finance Minister between 1983 and 1984. She then held the post of Chairman of *Union des Banques à Paris* between 1985 and 1986 before becoming a Government Representative for the Department for the Control of Financial Operations between 1986 and 1989 (*Mission de contrôle des activités financières*). She was an economic advisor to the French *Présidence de la République* between 1989 and 1991 and then Budget Director of the French Ministry of the Economy and Finance from 1991 to 1995. In June 1995 she joined Caisse des Dépôts et Consignations as Chief Operating Officer where she was responsible for managing banking and finance activities. She went on to become Chairman of the Management Board of CDC Finance-CDC IXIS, before standing down from the position in the second half of 2003.

Isabelle Bouillot was a member of the French *Conseil des Marchés Financiers* from 1997 until October 2003.

She is also a Director of Accor and Unicore and a Managing Partner of IB Finance.

She was elected as a Director of Compagnie de Saint-Gobain in June 1998 for six years. Her term of office was renewed for four years in June 2004. She owns 1,200 Saint-Gobain shares.

Address: 42, rue Henri Barbusse - 75005 Paris (France)

Shareholders are invited to renew Isabelle Bouillot's term of office in the 10th resolution.



Sylvia JAY

Lady Jay, 61, a British citizen, is Vice-Chairman of L'Oréal UK.

She has previously held several positions as a senior British civil servant, in the Overseas Development Administration (ODA) and in secondment to the French Ministry of International Cooperation, the French Treasury and the European Bank for Reconstruction and Development (EBRD).

Sylvia Jay is also a Director of Alcatel Lucent and Lazard Limited, Chairman of the Pilgrim Trust and Food from Britain, Trustee of the Entente Cordiale Scholarship Scheme, the Prison Reform Trust and The Body Shop Foundation.

She was elected as a Director of Compagnie de Saint-Gobain in June 2001 for three years. Her term of office was renewed for four years in June 2004. She owns 800 Saint-Gobain shares.

Address: 255, Hammersmith Road - London W6 8 AZ (United Kingdom)

Shareholders are invited to renew Sylvia Jay's term of office in the 11th resolution.

The list of directorships held by these three candidates between 2003 and 2006 can be found on pages 39 to 41 of the 2007 Annual Report, which is available on the Saint-Gobain website www.saint-gobain.com.



APPOINTMENT OF TWO NEW DIRECTORS



Jean-Bernard LAFONTA

Jean-Bernard Lafonta, 46, is Chairman of the Executive Board of Wendel.

He is a graduate of the *École Polytechnique* and a member of *Corps des Mines*. He began his career as a production engineer and held various positions in the French Administration between 1986 and 1992, including in cabinets. In 1993, he joined Banque Lazard's Mergers and Acquisitions teams as a Deputy Director. In 1996, he became Director of strategy at BNP, before being named Director of capital markets, then President of Banque Directe and a member of the Executive Committee of BNP Paribas.

Jean-Bernard Lafonta joined Wendel at the end of 2001 as Chief Executive Officer, where he redefined the strategy and, between 2002 and 2005, renewed more than 80% of the portfolio. Wendel is now one of Europe's leading investment firms.

He was Director and Chief Operating Officer of Wendel Investissement from 2002 to 2005. In addition he was Chief Executive Officer of CGIP in 2001 and 2002 and Director of Cap Gemini in 2002 and 2003, of Legrand France from 2002 to 2006, of Lumina Parent (Luxembourg) from 2003 to 2006 and of Valeo from 2001 to 2006. Between 2002 and 2005 he was also a permanent representative for Sofu on the Board of Directors of Bureau Veritas.

In addition to being Chairman of the Executive Board of Wendel, a position he has held since 2005, Jean-Bernard Lafonta is Director of Legrand (since 2002) and a member of the Supervisory Board of Oranje-Nassau Groep BV (Netherlands) (since 2002). He is also Chairman of the Supervisory Board of Editis Holding (since 2004) and of Bureau Veritas (since 2005), Chairman of the Board of Directors of Winvest International SA Sicar (Luxembourg) (since 2006), member of the Management Board of Materis Parent SARL (Luxembourg) (since 2006), member of the Supervisory Board of *Société Civile Altineis 2*, Chairman of *Compagnie de l'Audon* (since 2007) and Manager of Winvest Conseil (Luxembourg) (since 2006), Granit SARL, JB Mac Nortance (Luxembourg), *Société Civile Hautmar* (since 2007) and *Société Civile Ilbano* (since 2007).

Address: 89, rue Taitbout - 75009 Paris (France)

Shareholders are invited to appoint Jean-Bernard Lafonta as Director to replace José-Luis Leal Maldonado, who does not wish to be reappointed, in the 12th resolution.



Bernard GAUTIER

Bernard Gautier, 48, is a member of the Executive Board of Wendel.

He trained as an engineer (SUPELEC) and began his career by creating a company in the media sector, AG Euromedia. He was a consultant at Arthur Andersen in the media-press and services sectors from 1983 to 1989. After working for 12 years at Bain & Company where he became a Senior Partner and a member of the International Board of Directors in 1999, he joined Atlas Venture as a General Partner at the beginning of 2001 and was director of the Paris office from 2000 to 2003.

He has operating experience in the investment field and extensive knowledge of information technologies, telecommunications and associated services as well as of LBO and Private Equity funds.

Bernard Gautier was Chairman of the Board of Directors of Lineis between 2003 and 2005, Director of Wheelabrator Allevarud between 2004 and 2006 and Director of TFM (Wheelabrator Allevarud group) between 2004 and 2006.

In addition to being a member of the Executive Board of Wendel, a position he has held since 2005, Bernard Gautier is currently Vice-Chairman of the Supervisory Board of Editis Holding (since 2004), a member of the Supervisory Board of Altineis SCPI (since 2004), Altineis 2 SCPI (since 2005), Altineis 3 SCPI (since 2006) and Legron BV (Netherlands) (since 2006). He is also Director of Communication Media Partner (since 2000), Stahl Holdings BV (Netherlands) (since 2006), Stahl Group BV (Netherlands) (since 2006) and Winvest International SA Sicar (Luxembourg) (since 2006) and Manager of Winvest Conseil (Luxembourg) (since 2006), BG Invest (since 1998), BJPG Conseil (since 2004), SCI *La République* (since 2004) and *La Cabane Saint-Gautier* (since 2007).

Address: 89, rue Taitbout - 75009 Paris (France)

Shareholders are invited to appoint Bernard Gautier as Director in the 13th resolution which is subject to the approval of the 15th resolution.

PRESENTATION OF THE BOARD OF DIRECTORS

THE MEMBERSHIP OF THE BOARD OF DIRECTORS OF COMPAGNIE DE SAINT-GOBAIN IS AS FOLLOWS:

All of the following information was provided on March 1, 2008.



Jean-Louis BEFFA

Chairman of the Board of Directors of Compagnie de Saint-Gobain.

Jean-Louis Beffa, 66, is also Vice-Chairman of the Board of Directors of BNP Paribas, a Director of Gaz de France and the Bruxelles Lambert Group, a member of the Supervisory Board of Siemens AG, Le Monde SA and Société Éditrice du Monde SA, President of Claude Bernard Participations SAS and a member of the Supervisory Board of Le Monde Partenaires SAS. Within the Saint-Gobain Group, he is a Director of Saint-Gobain Cristaleria and Saint-Gobain Corporation. He is also joint Chairman of the Cournot Center for Economic Research and Vice-Chairman of the Supervisory Board of the Pension Reserve Fund. He owns 250,153 Saint-Gobain shares.

Les Miroirs - 92096 La Défense Cedex (France)



Isabelle BOUILLOT

Chairman of China Equity Links.

Isabelle Bouillot, 58, is a Director of Accor and Umicore, as well as the Managing Partner of IB Finance. She owns 1,200 Saint-Gobain shares.

42, rue Henri Barbusse - 75005 Paris (France)



Robert CHEVRIER

Chairman of Société de Gestion Roche Inc.

Robert Chevrier, 64, a Canadian citizen, is Chairman of the Board of Directors of Quincaillerie Richelieu Inc., member of the Audit Committee and Chairman of the Pension Fund Society of the Bank of Montreal, Lead Director of CGI Inc. and Cascades Inc. and Chairman of the Audit Committees of Cascades Inc. and Addenda Capital Inc. He owns 1,000 Saint-Gobain shares.

200, avenue des Sommets, Suite 2001, Île-des-Sœurs - Verdun - Québec (Canada H3E 2B4)



Gianpaolo CACCINI

Chairman of the Italian glass producers association (Assovetro).

Gianpaolo Caccini, 69, an Italian citizen, former Chief Operating Officer of Compagnie de Saint-Gobain, is also a Director of Nexans, JM Huber Corp. and Saint-Gobain Corporation. He owns 6,320 Saint-Gobain shares.

Assovetro - Via Bissolati 76 - 1 Rome (Italy)



Gerhard CROMME

Chairman of the Supervisory Board of ThyssenKrupp AG.

Gerhard Cromme, 65, a German citizen, is also Chairman of the Supervisory Board of Siemens AG, and a member of the Supervisory Board of Allianz SE and Axel-Springer. He owns 800 Saint-Gobain shares.

August Thyssen Strasse 1 - D40211 Düsseldorf (Germany)



Pierre-André de CHALENDAR

Chief Executive Officer of Compagnie de Saint-Gobain.

The Board of Directors appointed Pierre-André de Chalendar, 49, as Chief Operating Officer of Compagnie de Saint-Gobain on May 3, 2005. He was later made Director of Compagnie de Saint-Gobain at the Annual General Meeting of June 8, 2006 and subsequently Chief Executive Officer on June 7, 2007. Within the Saint-Gobain Group, he is a Director of Saint-Gobain Corporation and SG Distribution Nordic AB. He owns 80,246 Saint-Gobain shares.

Les Miroirs - 92096 La Défense Cedex (France)



Bernard CUSENIER

Chairman of the Saint-Gobain Employees' and Former Employees' Shareholders' Association and Chairman of the Supervisory Board of the FCPE Saint-Gobain Avenir (Saint-Gobain Group savings plan mutual funds).

Bernard Cusenier, 61, is the Chief Executive Officer of Saint-Gobain Ecophon SA and the Chief Operating Officer of Saint-Gobain Eurocoustic. He owns 832 Saint-Gobain shares.

Saint-Gobain Eurocoustic, 7, place de Saverne - 92415 Courbevoie Cedex (France)

PRESENTATION OF THE BOARD OF DIRECTORS



Yuko HARAYAMA
Professor at Tohoku University (Japan).

Yuko Harayama, 57, a Japanese citizen, holds no other directorships. She owns 800 Saint-Gobain shares.

Tohoku University, 6-6-11-805 Aoba, Aramaki, Aoba-ku, Sendai, 980-8579 (Japan)



Gérard MESTRALLET
Chairman and Chief Executive Officer of Suez.

Gérard Mestrallet, 58, is also a member of the Supervisory Board of AXA and a Director of Pargesa Holding. Within the Suez Group, Gérard Mestrallet is the Chairman of the Board of Directors of Suez-Tractebel, Suez Environnement, Electrabel, Suez Energie Services, Hisusa and Suez Environment Company, and Vice-Chairman of Sociedad General de Aguas de Barcelona. He owns 840 Saint-Gobain shares.

16, rue de la Ville-l'Évêque - 75008 Paris (France)



Jean-Martin FOLZ
Chairman of AFEP.

Jean-Martin Folz, 61, former Chairman of the Management Board of Peugeot SA, is also a Director of Société Générale, Alstom and Solvay and a member of the Supervisory Board of AXA and Carrefour. He owns 1,200 Saint-Gobain shares.

11, avenue Delcassé - 75008 Paris (France)



Michel PÉBEREAU
Chairman of Board of Directors of BNP Paribas.

Michel Pébereau, 66, is also a Director of Lafarge, Total, Pargesa Holding, EADS and BNP Paribas Switzerland, a member of the Supervisory Board of AXA and *Banque Marocaine pour le Commerce et l'Industrie*, and non-voting Director of Galeries Lafayette. He is also Chairman of the European Banking Federation, of the Investment Banking Committee of *Fédération Bancaire Française*, of *Institut de l'Entreprise*, of *Institut International d'Études Bancaires*, of the Management Board of *Institut d'Études Politiques de Paris* and of the Supervisory Board of *Institut Aspen France*, as well as a member of the *Haut Conseil de l'Éducation*, the Executive Board of the MEDEF, the International Advisory Panel of the Monetary Authority of Singapore, the International Capital Markets Advisory Committee of the Federal Reserve Bank of New York and the International Business Leaders' Advisory Council for the Mayor of Shanghai. He owns 820 Saint-Gobain shares.

3, rue d'Antin - 75002 Paris (France)



Sylvia JAY
Vice-Chairman of L'Oréal UK.

Lady Jay, 61, a British citizen, is also a Director of Alcatel Lucent and Lazard Limited, Chairman of the Pilgrim Trust and Food from Britain, Trustee of the Entente Cordiale Scholarship Scheme, the Prison Reform Trust and The Body Shop Foundation. She owns 800 Saint-Gobain shares.

255, Hammersmith Road - London W6 8 AZ (United Kingdom)



Denis RANQUE
Chairman and Chief Executive Officer of Thales.

Denis Ranque, 56, is also Chairman of the Board of Directors of *École Nationale Supérieure des Mines de Paris* and of the *Cercle de l'Industrie*, First Vice-Chairman of GIFAS and a Director of the *Fondation de l'École Polytechnique*. He owns 800 Saint-Gobain shares.

45, rue de Villiers - 92526 Neuilly sur Seine Cedex (France)



José Luis LEAL MALDONADO
Former Spanish Minister for the Economy.

José Luis Leal Maldonado, 68, a Spanish citizen, is also a Director of Carrefour, CEPSA and Renault España, as well as Saint-Gobain Cristalería. He owns 4,000 Saint-Gobain shares.

C/Velazquez, 64-6e E-28001 Madrid (Spain)



Jean-Cyril SPINETTA
Chairman and Chief Executive Officer of Air France-KLM.

Jean-Cyril Spinetta, 64, is also Chairman and Chief Executive Officer of Air France Group, and a Director of Alcatel Lucent. He owns 800 Saint-Gobain shares.

45, rue de Paris - 95747 Roissy-Charles de Gaulle Cedex (France)



SAINT-GOBAIN IN 2007

(executive summary and comparative financial data)

ANALYSIS OF THE 2007 KEY CONSOLIDATED DATA:

Group sales moved up 4.4%, or 5.8% at constant exchange rates. Changes in Group structure had a positive 0.7% impact, with contributions from acquisitions carried out in 2006 and 2007 (essentially in the Building Distribution and Construction Products Sectors) just exceeding contributions from companies sold (mainly Calmar on July 1, 2006, Desjonquères on March 31, 2007, and the Reinforcements & Composites business on November 1, 2007). **On a like-for-like basis (comparable Group structure and exchange rates) ^(a), Group sales advanced 5% or €2,059 million**, including a 3.7% price impact and a 1.3% volume effect.

The breakdown of like-for-like sales by geographic area presents a sharply contrasting picture, with North America (13% of Group sales) declining 7.1%, but the rest of the world delivering sustained sales growth. Sales climbed 5.2% in France (which accounts for 28% of sales for the Group as a whole) and 6% in other western European countries (44% of Group sales).

Emerging countries and Asia (15% of Group sales) continued to outperform other regions, reporting organic growth of 16.5%.


In € millions	2006	2007	% change
	(1)	(2)	(2)/(1)
Sales and ancillary revenue	41,596	43,421	+4.4%
Operating income	3,714	4,108	+10.6%
Non-operating costs *	(367)	(290) *	n.m.
Provision for Flat Glass fines	0	(694)	n.m.
Capital gains and losses and exceptional asset write-downs	(27)	30	n.m.
Dividends received	2	2	n.m.
Business income	3,322	3,156	-5.0%
Net financial expense	(748)	(701)	-6.3%
Income tax	(899)	(926)	+3.0%
Share in net income of associates	7	14	n.m.
Income before minority interests	1,682	1,543	-8.3%
Minority interests	(45)	(56)	+24.4%
Recurring net income **	1,702	2,114	+24.2%
Recurring ** earnings per share ⁽¹⁾ (in €)	4.62	5.65	+22.3%
Net income	1,637	1,487	-9.2%
Earnings per share ⁽¹⁾ (in €)	4.44	3.97	-10.6%
Cash flow from operations *	3,347	3,762	+12.4%
Cash flow from operations excluding capital gains tax **	3,374	3,712	+10.0%
Depreciation and amortization	1,717	1,875	+9.2%
Capital expenditure	2,191	2,273	+3.7%
Free cash flow (excluding capital gains tax) **	1,183	1,439	+21.6%
Investments in securities	584	965	+65.2%
Net debt	11,599	9,928	-14.4%

* Excluding the provision for Flat Glass fines (European Commission).

** Excluding capital gains and losses, asset write-downs and the provision for Flat Glass fines (European Commission).

(1) Calculated based on the number of shares outstanding at December 31 (374,216,152 shares in 2007 versus 368,419,723 in 2006). Based on the average number of shares outstanding (367,124,675 shares in 2007 versus 341,048,210 shares in 2006), recurring earnings per share comes out at €5.76 (compared with €4.99 in 2006), and earnings per share comes out at €4.05 (compared with €4.80 in 2006).

(a) Based on average exchange rates for 2006.



SAINT-GOBAIN IN 2007 (EXECUTIVE SUMMARY)

- **Operating income** jumped 10.6%, or **11.4% at constant exchange rates** *. The Group's operating margin, which notched up gains in each half of the year, advanced to **9.5%** of sales (**12.0%** excluding Building Distribution), **compared with 8.9% of sales in 2006** (10.9% excluding Building Distribution). With the exception of North America, profitability improved across all geographic areas.
- **Non-operating costs** came in at €984 million (versus €367 million in 2006), and include a €200 million charge in respect of industrial restructuring measures, a €90 million charge for asbestos-related litigation involving CertainTeed in the US (versus €272 million and €95 million, respectively, in 2006) and a €694 million provision in respect of the two proceedings conducted by the European Commission into the Flat Glass sector (see page 15 for further details).
- The **net total of capital gains and losses and exceptional asset write-downs** came in at €30 million, versus a negative €27 million in 2006. Capital gains of €394 million, arising mainly on the sale of Desjonquères, were partly offset by €364 million in exceptional write-downs, including around €190 million in connection with the sale of the Reinforcements & Composites business.
- Business income shed 5% due to the factors mentioned above (non-operating costs, capital gains and losses and exceptional asset write-downs).
- **Net financial expense** was scaled back 6.3% to €701 million, compared with €748 million in 2006, reflecting chiefly the fall in average net debt over the year. The interest cover ratio (operating income over interest expense) continued to improve, at 5.9 versus 5 in 2006.
- **Recurring net income** (excluding capital gains and losses, exceptional asset write-downs and the provision for Flat Glass fines) **surged 24.2% to €2,114 million**, compared with €1,702 million in 2006. Based on the number of shares outstanding at December 31, 2007 (374,216,152 shares compared with 368,419,723 shares at December 31, 2006), **Recurring Earnings Per Share comes in at €5.65, up 22.3%** on 2006 (€4.62).
- Net income was 9.2% lower year-on-year at €1,487 million, hit by the provision for the Flat Glass fines mentioned above. Based on the number of shares outstanding at December 31, 2007 (374,216,152 shares compared with 368,419,723 shares at December 31, 2006), earnings per share comes in at €3.97, down 10.6% on 2006 (€4.44).
- **Capital expenditure** edged up 3.7% to €2,273 million in 2007 (€2,191 million in 2006), and represented 5.2% of sales (5.3% in 2006). The Group continues to focus its investments on emerging countries (40% of growth investments) and on markets linked to energy efficiency (in particular Flat Glass and Construction Products Sectors, representing more than 50% of investment outlay).
- **Cash flow from operations** (excluding provision for the Flat Glass fines) came in 12.4% higher year-on-year, at €3,762 million. Before the tax impact of capital gains and losses and asset write-downs, cash flow from operations climbed 10% to €3,712 million, compared with €3,374 million in 2006.
- **Free cash flow (cash flow from operations less capital expenditure)** surged 28.8% to €1,489 million. Before the tax impact of capital gains and losses and asset write-downs, **free cash flow moved up 21.6% to €1,439 million**.
- **Investments in securities** amounted to €965 million in 2007. This figure does not include the Maxit acquisition, which was announced in August**. Investments totaled €582 million for the Building Distribution sector (53 acquisitions representing €1,304 million in full-year sales), and €226 million for the Construction Products business.
- **Net debt** before the acquisition of Maxit stands at €9,928 million at December 31, 2007, down 14.4% on end-2006 (€11,599 million) and 17.3% on June 30, 2007. At end-December 2007, 88% of the Group's debt was at fixed rates and had an average maturity of five years. Net debt represents 65% of consolidated shareholders' equity, compared with 80% at December 31, 2006.

* Based on average exchange rates for 2006.

** The Maxit acquisition was finalized in March 2008.

PERFORMANCE OF GROUP SECTORS

- **The Saint-Gobain Group enjoyed upbeat trading activity in 2007, delivering 5% organic growth (including a 3.7% price impact and a 1.3% volume effect)** despite the slowdown observed in the second half of the year, which compares to buoyant business levels in the second half of 2006. **The Group's five Sectors all contributed to this performance**, particularly activities linked to construction markets in Europe (Flat Glass, Building Distribution, Interior Solutions), which enjoyed vigorous demand bolstered by new regulations promoting energy efficiency in buildings. This strong momentum more than offset the downturn in US construction activities. **Emerging countries and Asia, which account for 15% of Group sales and 19% of its operating income, continued to deliver robust growth (16.6%)** across all Group businesses. Lastly, industrial output and capital expenditure held firm in all regions.
- **The Flat Glass Sector turned in the Group's strongest performance, both in terms of sales (+10.4% on a reported basis and +11.2% like-for-like) and operating income (+49.4%).** This reflects vibrant demand across all of its markets (construction and automotive industries) in Europe as well as in emerging countries, sales price increases implemented in the construction glass business, and a rise in contributions from high value-added products. As a result, **the sector's operating margin jumped to 12.8%, from 9.4% in 2006.**
- Within the **High-Performance Materials Sector, Ceramics, Plastics & Abrasives reported 4.5% organic growth** on the back of healthy capital expenditure and industrial output worldwide. Organic growth for the sector as a whole came in at 2.2% given the 4.2% downturn in the Reinforcements business, a significant part of which was sold to Owens Corning on November 1, 2007. **The sector's operating margin improved significantly, up to 12.3% versus 10.1% in 2006.**
- **Sales for the Construction Products Sector edged up 2.5% like-for-like (2.2% on a reported basis)**, spurred by vigorous growth in demand across western Europe and emerging countries (77% of total sales). This performance comfortably offsets – in both Interior and Exterior Solutions divisions – the downturn in the US housing market (23% of total sales). In this more difficult climate, **operating margin held up well, coming in at 11.8%** (compared to 12.7% in 2006): the operating margin for the Interior Solutions division stood at 14.8% (versus 16% in 2006), while Exterior Solutions reported an operating margin of 7.4% (down from 7.8% in 2006).
- **Building Distribution Sector delivered a 10.8% jump in sales on a reported basis**, boosted partly by acquisitions carried out in 2006 and 2007, coupled with **solid 5.7% organic growth.** Business held firm in most western European countries except Germany. As in previous years, the best like-for-like sales performances were achieved in Scandinavia, Spain, France and, to a lesser extent, the United Kingdom. Emerging countries continued to enjoy robust trading conditions, with sales in excess of the billion-euro mark, bolstered by organic growth of around 20% in both eastern Europe and Latin America. **The Building Distribution business also delivered double-digit growth in operating income (10.1%),** which represents 5.7% of sales.
- **The Packaging Sector posted a 5.5% rise in like-for-like sales,** thanks chiefly to an increase in sales prices on the back of strong demand in Europe and emerging countries. **Excluding the impact of the disposals of Calmar and Desjonquères, operating income for the Sector surged 24% and operating margin for the year edged up to 11.1% from 9.1%.** Taking into account the impact of the Calmar and Desjonquères divestments, which were completed on July 1, 2006 and March 31, 2007 respectively, operating income advanced 6.6% and operating margin edged up to 11.3% in 2007 from 9.2% one year earlier.

UPDATE ON ASBESTOS CLAIMS IN THE UNITED STATES

Some 6,000 claims were filed against CertainTeed in 2007, versus 7,000 in 2006. Around 8,000 claims were resolved over the period, bringing the number of outstanding claims to 74,000 at December 31, 2007, compared with 76,000 at end-2006. A total of USD 73 million in indemnity payments were paid over the last 12 months, compared to USD 84 million over 2006.

In light of these trends, an additional provision of €90 million was recorded in 2007 (versus €95 million in 2006), increasing the total coverage for CertainTeed's asbestos-related claims to USD 473 million at December 31, 2007, compared to USD 451 million at end-2006.

SAINT-GOBAIN IN 2007 (EXECUTIVE SUMMARY)

EUROPEAN COMMISSION PROCEEDINGS (FLAT GLASS)

Further to its investigations carried out at the sites and premises of glassmakers operating in Europe (including Saint-Gobain Glass and Saint-Gobain Sekurit) during February and March 2005, and in light of information provided to the European Commission by one of these companies as part of an application for leniency, the European Commission sent Statements of Objections to Saint-Gobain Glass France (construction glass) on March 12, 2007, and to Saint-Gobain Glass France, Saint-Gobain Sekurit Deutschland and Saint-Gobain Sekurit France (automotive glass) on April 19, 2007. The two Statements of Objections, which were also sent to Compagnie de Saint-Gobain in its capacity as parent company of the entities, concerned an alleged breach of Article 81 of the Treaty of Rome.

The Statements of Objections claim that the above-mentioned glass subsidiaries contacted or met with one or more competitors to discuss pricing strategies or market share stabilization, or to exchange illicit information.

Following a review of the case and the objections, Saint-Gobain Glass France is not challenging the allegations made in respect of its construction glass activity, while Saint-Gobain Glass France, Saint-Gobain Sekurit Deutschland and Saint-Gobain Sekurit France have acknowledged the claims against their automotive glass businesses

but are challenging the scope given to certain such claims by the Commission.

In their responses to the Commission, the companies concerned nevertheless set forth a series of arguments based on the seriousness and duration of the alleged infringements, the amount of sales generated by the activities to be taken into account in the claim, and the impact of the repeat offence. Compagnie de Saint-Gobain has formally denied any liability whatsoever for the allegations made in the two cases.

In a decision of November 28, 2007 concerning its investigation into companies manufacturing construction glass, the European Commission held that Saint-Gobain Glass France had violated Article 81 of the Treaty of Rome. Accordingly, Saint-Gobain Glass France was fined, jointly and severally with Compagnie de Saint-Gobain, an amount of €133.9 million. Compagnie de Saint-Gobain and Saint-Gobain Glass France decided not to appeal this decision and the fine was paid on March 3, 2008.

After adjusting the amount of the provision set aside in respect of this fine for the construction glass business, and revising the provision for the automotive glass investigation to incorporate a higher sales basis (2007 rather than 2006 sales), the €650 million provision set aside in the first half of 2007 was increased to €694 million at December 31, 2007.

FIVE YEAR CONSOLIDATED FINANCIAL SUMMARY

<i>In € millions</i>	2007	2006	2005 ⁽¹⁾	2004 (IFRS)	2004	2003
Net sales ⁽²⁾	43,421	41,596	35,110	32,172	32,025	29,590
Operating income	4,108	3,714	2,860	2,743	2,632	2,442
Income before minority interests	1,543	1,682	1,294	1,275	1,120	1,065
Recurring net income	2,114	1,702	1,284	1,289	1,122	1,020
Recurring earnings per share (in €)	5.65	4.62	3.72	3.78	3.29	2.93
Net income	1,487	1,637	1,264	1,239	1,083	1,039
Earnings per share (in €)	3.97	4.44	3.66	3.63	3.18	2.99
Total investment outlay ⁽³⁾	3,238	2,775	8,747	2,197	2,194	1,911
Shareholders' equity	15,267	14,487	12,318	10,863	11,806	11,310
Net debt	9,928	11,599	12,850	6,218	5,566	5,657
Non-current assets	26,041	26,274	26,763	17,183	17,515	17,237
Working capital	1,980	2,451	2,324	3,181	4,943	5,247
Employees (December 31)	205,730	206,940	199,630	181,228	181,228	172,811

(1) Including BPB as from December 1, 2005.

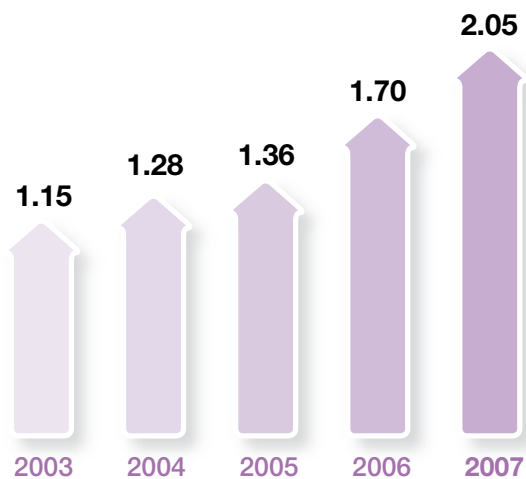
(2) Including ancillary revenue for €295 million in 2007, €273 million in 2006 and €250 million in 2005.

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

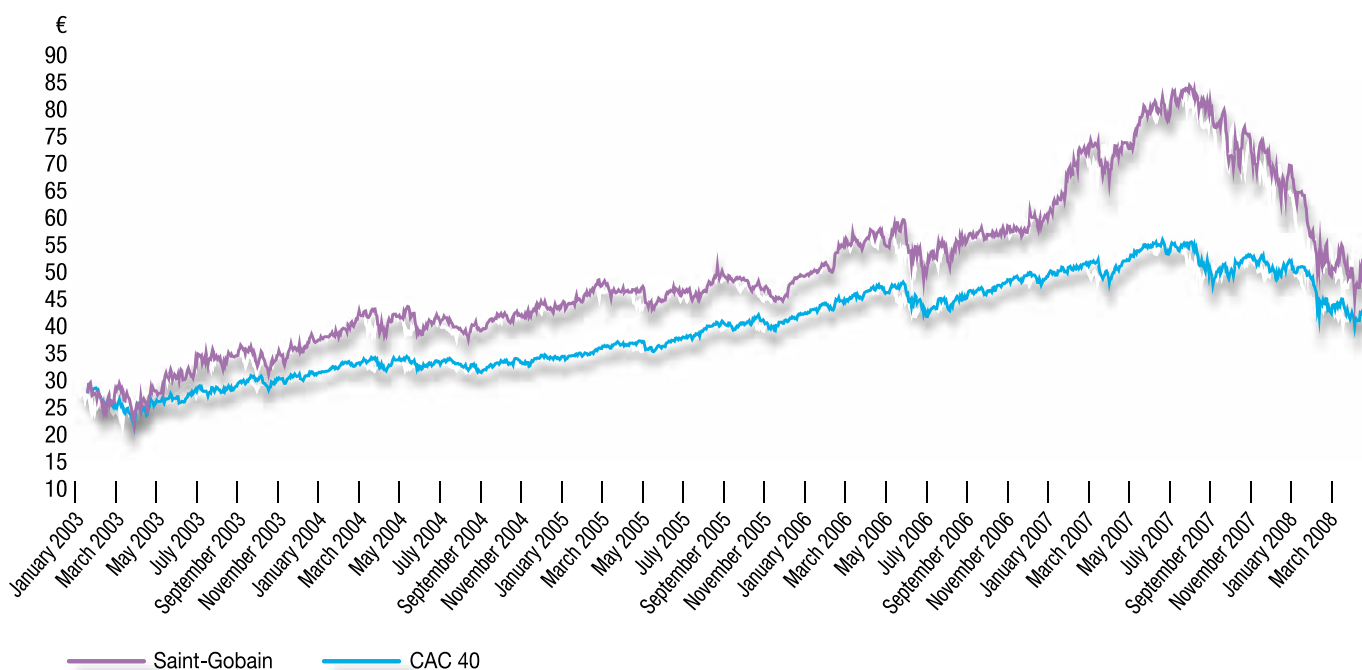


SAINT-GOBAIN IN 2007 (EXECUTIVE SUMMARY)

FIVE-YEAR TRENDS IN DIVIDENDS PER SHARE (IN €)



SHARE PERFORMANCE SINCE 2003 (IN €)





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>	2007	2006	2005	2004	2003
1 - CAPITAL STOCK AT YEAR-END					
Capital stock	1,496,865	1,473,679	1,381,025	1,363,952	1,391,300
Number of common shares outstanding	374,216,152	368,419,723	345,256,270	340,988,000	347,824,967
2 - OPERATIONS AND RESULTS FOR THE YEAR					
Net sales excluding taxes	191,669	180,586	172,680	158,410	163,379
Income before tax, depreciation, amortization and provisions	591,916	440,209	520,002	719,758	430,896
Income tax	260,296	149,994	55,945	45,403	69,888
Net income after tax, depreciation, amortization and provisions	871,150	849,187	525,130	766,017	513,574
Dividend distribution	758,091 ⁽¹⁾	621,062 ⁽²⁾	459,483 ⁽³⁾	429,812 ⁽⁴⁾	387,384 ⁽⁵⁾
3 - EARNINGS PER SHARE (in €)					
Earnings per share before tax, depreciation, amortization and provisions	1.58	1.19	1.51	2.11	1.24
Earnings per share after tax, depreciation, amortization and provisions	2.33	2.30	1.52	2.25	1.48
Dividend per share	2.05	1.70	1.36	1.28	1.15
4 - EMPLOYEES ⁽⁶⁾					
Average number of employees during the year	236	236	238	237	235
Total payroll cost for the year ⁽⁷⁾	28,682	26,663	27,782	25,140	24,991
Total benefits paid for the year (social security, etc.)	16,258	15,339	15,306	14,274	13,863

(1) Based on 374,216,152 shares (capital stock at December 31, 2007) less 4,415,479 treasury shares held at February 29, 2008, i.e., 369,800,673 shares.

(2) Reflects a €3,800 thousand adjustment due to the 792,657 treasury shares sold between March 1, 2007 and June 21, 2007 (earliest dividend payment date) and the May 15, 2007 issue of 1,442,584 shares carrying dividend rights as from January 1, 2006 within the scope of the leveraged Group Savings Plan.

(3) Reflects a €146 thousand adjustment due to transactions involving treasury shares between March 1, 2006 and June 21, 2006, the earliest dividend payment date (acquisition of 1,105,000 shares and disposal of 997,310 shares).

(4) Reflects a €366 thousand adjustment due to the 285,934 treasury shares sold between March 1, 2005 and June 23, 2005, the earliest dividend payment date.

(5) Reflects a €412 thousand adjustment due to the 357,874 treasury shares sold between February 29, 2004 and June 24, 2004, the earliest dividend payment date.

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

(7) As from 2005, total payroll includes employee profit-sharing (€1,493 thousand in 2005, €1,852 thousand in 2006 and €1,784 thousand in 2007).



FULL TEXT OF RESOLUTIONS

ORDINARY MEETING

FIRST RESOLUTION

The Shareholders in Ordinary Meeting, in light of the report of the Board of Directors and the report of the Statutory Auditors, approve the parent company financial statements for 2007 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

SECOND RESOLUTION

The Shareholders in Ordinary Meeting, in light of the report of the Board of Directors and the report of the Statutory Auditors, approve the consolidated financial statements for 2007 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

THIRD RESOLUTION

The Shareholders in Ordinary Meeting, having noted that net income for 2007 amounts to €871,149,776.16 and retained earnings at December 31, 2007 amount to €1,506,206,006.74, giving a total of €2,377,355,782.90, approve the proposals made by the Board of Directors with respect to the appropriation of earnings and resolve:

- to carry forward €1,619,264,403.25;
- to appropriate for distribution to the Shareholders:
 - a first dividend of €73,960,134.60,
 - an additional dividend of €684,131,245.05,
 - giving a total dividend payment of €758,091,379.65;
- consequently, the dividend paid on each share which carries dividend rights will be €2.05, which will be paid as from June 19, 2008.

In accordance with Article 243 bis of the French Tax Code, the dividend is eligible for the 40% tax deduction provided for in Article 158-3-2 of said Code.

In accordance with legal requirements, dividends paid in the last three years are presented in the table below:

Year	Number of shares on which dividends were paid	Net dividend (in €)
2004	335,790,664	1.28
2005	337,855,039	1.36
2006	365,330,475	1.70

FOURTH RESOLUTION

The Shareholders in Ordinary Meeting, in light of the Statutory Auditors' special report on regulated agreements presented in accordance with Article L. 225-40 of the French Commercial Code, approve the agreement referred to in such report entered into between COMPAGNIE DE SAINT-GOBAIN and WENDEL.

FIFTH RESOLUTION

The Shareholders in Ordinary Meeting, in light of the Statutory Auditors' special report on regulated agreements presented in accordance with Article L. 225-40 of the French Commercial Code, approve pursuant to Article L. 225-42-1 (6) of the French Commercial Code the agreement referred to in such report relating to the pension benefit commitments made in favor of Jean-Louis BEFFA, Chairman of the Board of Directors that will take effect as from the termination of his term of office as Chairman of the Board of Directors.

SIXTH RESOLUTION

The Shareholders in Ordinary Meeting, in light of the Statutory Auditors' special report on regulated agreements presented in accordance with Article L. 225-40 of the French Commercial Code, approve pursuant to Article L. 225-42-1 (6) of the French Commercial Code the agreement referred to in such report relating to the pension benefit commitments made in favor of Pierre-André de CHALENDAR, Chief Executive Officer.

SEVENTH RESOLUTION

The Shareholders in Ordinary Meeting, in light of the Statutory Auditors' special report on regulated agreements presented in accordance with Article L. 225-40 of the French Commercial Code, approve pursuant to Article L. 225-42-1 of the French Commercial Code the commitments referred to in such report relating to the termination indemnities due in certain cases in the event of the termination of the corporate office of Pierre-André de CHALENDAR, Chief Executive Officer.

EIGHTH RESOLUTION

The Shareholders in Ordinary Meeting, in light of 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 with a view to retaining them, transferring them by all means, in particular via exchanges or sales of shares in external growth transactions, canceling them in accordance



with the 19th resolution of the Combined Shareholders' Meeting of June 7, 2007, delivering shares upon exercise of the rights attaching 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, free share awards, the allocation of stock options to purchase shares, the grant of shares in the scope of profit-sharing agreements with employees, and, more generally, in relation to the completion of any other transaction allowed by current regulations.

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 €90 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 Shareholders' Meeting, it being specified that the number of shares bought with a view to retaining 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, 2008, the theoretical maximum amount of funds that the Company would have been able to invest in such an operation is €3,367,945,350, which corresponds to 37,421,615 shares for €90.

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 to use this authorization, and by delegation to any person under the conditions provided for by law, to implement this authorization, 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, the unused portion of the authorization granted in the 5th resolution of the Combined Shareholders' Meeting of June 7, 2007.

NINTH RESOLUTION

The Shareholders in Ordinary Meeting, in light of the Board of Directors' report and having noted that this term of office expires at the end of this Shareholders' Meeting, renew the appointment of Jean-Louis BEFFA as Director.

This appointment is made for a term of four years, expiring at the close of the Shareholders' Meeting called to approve the 2011 financial statements.

TENTH RESOLUTION

The Shareholders in Ordinary Meeting, in light of the Board of Directors' report and having noted that this term of office expires at the end of this Shareholders' Meeting, renew the appointment of Isabelle BOUILLOT as Director.

This appointment is made for a term of four years, expiring at the close of the Shareholders' Meeting called to approve the 2011 financial statements.

ELEVENTH RESOLUTION

The Shareholders in Ordinary Meeting, in light of the Board of Directors' report and having noted that this term of office expires at the end of this Shareholders' Meeting, renew the appointment of Sylvia JAY as Director.

This appointment is made for a term of four years, expiring at the close of the Shareholders' Meeting called to approve the 2011 financial statements.

TWELFTH RESOLUTION

The Shareholders in Ordinary Meeting, in light of the Board of Directors' report and having noted that this term of office expires at the end of this Shareholders' Meeting, and that José-Luis LEAL MALDONADO does not wish his appointment to be renewed, appoint Jean-Bernard LAFONTA as Director.

This appointment is made for a term of four years, expiring at the close of the Shareholders' Meeting called to approve the 2011 financial statements.

THIRTEENTH RESOLUTION

The Shareholders in Ordinary Meeting, in light of the Board of Directors' report, and subject to the approval of the 15th resolution of this Shareholders' Meeting, appoint Bernard GAUTIER as a new Director.

This appointment is made for a term of four years, expiring at the close of the Shareholders' Meeting called to approve the 2011 financial statements.

EXTRAORDINARY MEETING

FOURTEENTH RESOLUTION

The Shareholders in Extraordinary Meeting, deliberating under the quorum and majority requirements applicable to ordinary shareholders' meetings and in light of 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 Articles L. 233-32 and L. 233-33 of the French Commercial Code, and in the event of a public offer as specified in Article L. 233-33 paragraph 2 of the French Commercial Code:

- 1/ authorize the Board of Directors to decide on the issuance of stock warrants making it possible to subscribe, under preferential conditions, for shares in Compagnie de Saint-Gobain, and on their allocation free-of-charge to all the shareholders of Compagnie de Saint-Gobain who hold such capacity prior to the end of the public offer period;
- 2/ resolve that this authorization is given for a period of 18 months from the date of this Meeting;
- 3/ if the Board of Directors uses this authorization, set:
 - a) the maximum nominal amount of the increase in capital that may result from the exercise of these stock warrants at three hundred and seventy-five million euros,
 - b) the maximum number of stock warrants that may be issued at a number equal to the number of shares making up the share capital at the time of issuance of the stock warrants;
- 4/ Grant full powers to the Board of Directors to implement this authorization and in particular in order to:
 - a) set the conditions for exercising these stock warrants, which must bear a relation to the terms of the offer or any potential competing offer, and the other features of the stock warrants, including the exercise price or the terms and conditions for determining such price, as well as the conditions of issuance and the free grant of such stock warrants, with the possibility to suspend them or abandon them,
 - b) in general, determine all the other features and terms and conditions of any operation decided on the basis of this authorization, enter into any and all agreements, take any and all action and carry out any and all formalities, record the increase in share capital where applicable and amend the bylaws accordingly,

- c) it being specified that, on the basis of a report drawn up by a bank that is unrelated to the Saint-Gobain Group, whose designation has been approved, in particular, by a majority of the independent Directors of Compagnie de Saint-Gobain, the Board of Directors shall report, at the time of the issuance of the stock warrants, on the circumstances and the reasons why it considers that the offer is not in the interests of the shareholders and which justify the issuance of such stock warrants, as well as the criteria and methods whereby the terms and conditions for determining the exercise price of the warrants will be set;

- 5/ Note that this authorization supersedes, for the unexpired period, the authorization granted in the 20th resolution of the Combined Shareholders' Meeting of June 7, 2007.

FIFTEENTH RESOLUTION

The Shareholders in Extraordinary Meeting, in light of the report of the Board of Directors, decide to amend the first paragraph of Article 9 of the bylaws, to increase the maximum number of Directors from 15 to 16:

Article 9 MEMBERSHIP OF THE BOARD OF DIRECTORS

Current drafting

The Company has a Board of Directors made up of at least three members and not more than 15, except in the event of a merger when this limit is waived in accordance with applicable regulations.

Article 9 MEMBERSHIP OF THE BOARD OF DIRECTORS

New drafting

The Company has a Board of Directors made up of at least three members and not more than 16, except in the event of a merger when this limit is waived in accordance with applicable regulations.

SIXTEENTH RESOLUTION

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.



LETTER FROM WENDEL DATED MARCH 18, 2008 TO THE CHAIRMAN OF THE BOARD OF DIRECTORS OF COMPAGNIE DE SAINT-GOBAIN (4th RESOLUTION)

Dear Mr Chairman,

Our discussions, which have been carried out in a spirit of partnership, have allowed us to explore together the conditions in which Wendel could participate in the governance of your company. We are therefore in a position to confirm the measures to be taken to allow us to make our contribution, as principal shareholder, to the development of Saint-Gobain in becoming part of its board of directors; and to provide you with the assurances which you have considered necessary.

As the principal shareholder of Saint-Gobain we intend to support its strategy, implemented by its Chief Executive Officer, to contribute to the realisation of its plans while providing stability to its shareholder base.

1. Voting Rights

Should Wendel be in the position where it were able to exercise, together or in concert, more than 34% of the votes of shareholders participating at a shareholders meeting of Saint-Gobain, solely through the holding of double voting rights, we are prepared to limit the exercise of such rights at that shareholders meeting so that Wendel did not surpass this threshold of 34% ⁽¹⁾.

These provisions will remain in effect until the conclusion of the annual shareholders meeting held in 2011.

All the above provisions limiting the voting rights of Wendel will cease to apply should any other shareholder surpass the threshold of 11% of the share capital of Saint-Gobain (alone or in concert) and in the case of a tender offer for Saint-Gobain.

2. Governance

We have noted that the governance of Saint-Gobain is in line with the principles established by AFEP and MEDEF.

We understand that you are considering proposing to the annual shareholders meeting of 5th June 2008 to increase the number of directors to 16 in order to maintain a sufficient number of independent directors, and we shall vote in favour of this resolution. In this context, our representation on the Board of Directors of Saint-Gobain would include three directors, of which the first two would be nominated by the Board of Directors at the annual shareholders meeting of 5 June 2008 and the third at the annual shareholders meeting of 2009.

A Strategy Committee will be established following the shareholders meeting of 5th June 2008. It will be comprised of three members. It will be chaired by an independent director and will include the Chief Executive Officer of Saint-Gobain and a director proposed by Wendel. This Committee will permit the continuation of the dialogue which we have engaged with the Executive Management of Saint-Gobain. It will meet six times per year in order to study the strategic plan, areas of potential improvement in the same and the strategic matters put forward by its members.

In addition, a director representing Wendel will be appointed to the Appointments Committee as from the shareholders meeting of 2008.

We also agree to reduce our representation on the Board of Directors of Saint-Gobain to one director should our holding in its share capital fall below 10%.

Furthermore, Wendel and the Executive Management will consult with each other, one month in advance of the relevant Board of Directors meeting, on any draft resolutions relating to matters other than those set out in (a) and (b) below and which are to be submitted to a shareholders meeting.

We shall submit no resolution to the vote of the shareholders of Saint-Gobain at the annual shareholders meeting of 2008 or 2009 unless approved in advanced by the Board of Directors.

More specifically, we are in a position to indicate to you that we shall vote as follows:

- a) *at the annual shareholders meeting of 5th June 2008:*
 - *for the adoption of a resolution similar to the 20th resolution adopted at the shareholders meeting of 7th June 2007; and*
 - *for the renewal of the mandate as director of the Chairman of the Board of Directors;*
- b) *at the annual shareholders meeting of June 2009:*
 - *for the adoption of resolutions similar to resolutions 12 through 20 adopted at the extraordinary part of the shareholders meeting of Saint-Gobain of 7th June 2007.*

(1) Wendel and Saint-Gobain will notify the arrangement thus agreed to the entity in charge of organising the holding of the shareholders meeting so that the latter can carry out the necessary calculations, of which it will inform the bureau of the meeting.



3. Evolution of the Holding of Wendel

We confirm to you that we shall not increase the direct or indirect holding of Wendel (alone or in concert) in the share capital of Saint-Gobain beyond the threshold of 21.5%.

Of course this provision will not apply in case of a reduction in the number of shares of Saint-Gobain or of Saint-Gobain acquiring its own shares – in either of which case Wendel would keep the number of shares held theretofore.

Furthermore, should there be an increase in the share capital of Saint-Gobain, Wendel will be entitled (should it wish to do so) to exercise its rights so as to maintain or increase its holding subject to the limit of 21.5% of the share capital.

However, the provisions above concerning the evolution of the holding of Wendel will cease to apply should any other shareholder, acting alone or in concert, surpass the threshold of 11% of the share capital of Saint-Gobain or in case of a tender offer for Saint-Gobain.

Finally, Wendel agrees not to join a tender offer if the terms thereof have not been approved by the Board of Directors of Saint-Gobain; to abstain from any action which would be susceptible of provoking, encouraging or favouring the success of any such tender offer and from publicly recommending the same; provided that Wendel shall remain free to accept, with respect to all or part of its shares, any such offer.

4. Right of First Offer

We share your desire to favour a stable and sound shareholder base. Therefore, should we consider transferring, in a single or in several transactions, shares representing at least 5% of the share capital of Saint-Gobain, to a limited number of persons, we shall inform the Executive Management of our plan and of the price which we wish to obtain.

The Executive Management will then have 5 business days from the time of the notification to arrange for the acquisition by a third party or by Saint-Gobain at the price indicated, the shares which it is proposed to sell. If such is not arranged, we shall be free to transfer the shares for a price no less than the price indicated. In any event, the Executive Management of Saint-Gobain will make its best efforts to contribute to the success of the transaction in a spirit of cooperation and partnership.

This right of first offer does not apply in case of a tender offer on Saint-Gobain for shares of Saint-Gobain in respect of which Wendel accepts a tender offer which has been declared valid.

5. Duration

The commitments which we are assuming in this letter will remain in force throughout a period expiring upon the conclusion of the annual shareholders meeting of Saint-Gobain in 2009, except for the provisions in respect of voting rights in paragraph 1 hereof.

We agree that these commitments thereafter be automatically renewed (save as below) for successive periods of 12 months through to the conclusion of the annual shareholders meeting of Saint-Gobain in 2011. However we shall be entitled to terminate these commitments by notice to Saint-Gobain at the latest two months prior to the next scheduled expiry date. In that case, the directors representing Wendel will resign from the Board of Directors effective upon expiry of this agreement.

Should any major disagreement arise between Wendel and the majority of the Board of Directors of Saint-Gobain, a conciliation procedure of two months duration will be organised. If, following this conciliation procedure, the disagreement remains, the directors of Wendel will resign at that time from the Board of Directors.

In the two cases set out here above, and except for the provisions relating to voting rights in paragraph 1 hereof, only the provisions of paragraphs 3 and 4 hereof concerning the evolution of our holding and the right of first offer given to Saint-Gobain shall remain in force: (a) in the case of non-renewal of the agreement – during the notification period provided for above; and (b) in case of a major disagreement – during the conciliation period also provided for above; furthermore, in each of these two cases, during a period of the ensuing two months, Wendel would be freed from its commitments if an shareholders meeting of Saint-Gobain, other than the combined annual shareholders meeting called upon to vote on proposed resolutions which are habitual for this kind of shareholders meeting, was called by the board of directors during any such notification or conciliation period or any ensuing two month period as provided for above.

6. Communication

It is agreed that neither of our two groups will publish a press release or publicly take a position regarding the other without having informed the other in advance.

Yours sincerely

Ernest-Antoine Seillière
Chairman of the Supervisory Board

Jean-Bernard Lafonta
Chairman of the Management Board



REQUEST FOR INFORMATION



This form must only be sent to your bank, broker or other financial intermediary responsible for the management of your shares.

I, the undersigned:

Full name:

Address:

owner of: Saint-Gobain shares held as

registered shares

bearer shares, registered in an account with ⁽¹⁾ :

request that I be sent the **Annual Report** of Compagnie de Saint-Gobain for 2007.

SIGNED IN (CITY): on: 2008

Signature

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

NOTE

1/ The Annual Report for 2007 ⁽²⁾ filed as the "Document de Référence" and the information contained in this pack, constitute the information provided for by Articles R. 225-81 and R. 225-83 of the French Commercial Code.

2/ 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. 225-83 of the French Commercial Code at the time of each subsequent Shareholders' Meeting.

(2) The Annual Report for 2007 is available online on the Saint-Gobain website at: www.saint-gobain.com.

For further information on the Group,
please contact the Investor Relations Department:

■ **by telephone:** toll-free line available in France:
0 800 32 33 33

■ **by mail:** COMPAGNIE DE SAINT-GOBAIN
Investor Relations Department
Les Miroirs
92096 La Défense Cedex, France

■ **by E-mail:** actionnaires@saint-gobain.com

■ **Internet:** www.saint-gobain.com

