

Tender Offer by BNP Paribas for Compagnie de Saint-Gobain Notes

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BNP Paribas (the "Offeror") announces today an invitation to Noteholders of (i) the EUR 1,000,000,000 8.25 per cent. Notes due 28 July 2014 (ISIN XS0409153110) (the "2014 Notes") and/or (ii) the EUR 750,000,000 6.00 per cent. Notes due 20 May 2013 (ISIN XS0428417900) (the "May 2013 Notes") and/or (iii) the EUR 750,000,000 7.25 per cent. Notes due 16 September 2013 (ISIN XS0387435117) (the "September 2013 Notes" and together with the May 2013 Notes, the "2013 Notes") and/or (iv) the EUR 1,100,000,000 4.25 per cent. Notes due 6 May 2011 (ISIN FR0010333377) (the "2011 Notes" and together with the 2014 Notes and the 2013 Notes, the "Existing Notes") each as issued by Compagnie de Saint-Gobain (the "Company") to tender some or all of the Existing Notes held by such Noteholders to the Offeror for purchase by the Offeror for cash (the "Tender Offer"), upon the terms and subject to the conditions set out in the Tender Offer Memorandum dated 22 September 2010 (the "Tender Offer Memorandum"). Capitalised terms used but not otherwise defined in this announcement shall have the meaning given to them in the Tender Offer Memorandum.

Eligible Noteholders are advised to read carefully the Tender Offer Memorandum for full details of and information on the procedures for participating in the Tender Offer.

BNP Paribas is acting as Lead Structuring Adviser, J.P. Morgan Securities Ltd. is acting as Structuring Adviser and BNP Paribas, Citigroup Global Markets Limited, HSBC Bank plc, J.P. Morgan Securities Ltd., Société Générale and The Royal Bank of Scotland plc are acting as Joint Dealer Managers in relation to the Tender Offer. BNP Paribas Securities Services, Luxembourg Branch is acting as Tender Agent for the 2014 Notes and the 2013 Notes and BNP Paribas Securities Services as Tender Agent for the 2011 Notes.

Requests for information in relation to the Tender Offer should be directed to:

THE LEAD STRUCTURING ADVISER

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10 Harewood Avenue,
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Tel: +44 20 7595 8668

Attn: Liability Management Group

email: liability.management@bnpparibas.com

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+44 207 779 2468 (Corporate Syndicate)

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Email: liabilitymanagement@rbs.com

Requests for information in relation to the procedures for tendering Existing Notes in the Tender Offer and the submission of Tender Instructions should be directed to:

THE TENDER AGENTS

In respect of the 2014 Notes and 2013 Notes:

**BNP Paribas Securities Services, Luxembourg
Branch**

33, rue de Gasperich, Howald – Hesperange
L – 2085 Luxembourg

Attn: Corporate Trust Services

Tel: +352 2696 2000

Fax: +352 2696 9757

Email: lux.ostdomicilees@bnpparibas.com

In respect of the 2011 Notes:

BNP Paribas Securities Services

9 rue du débarcadère
93500 Pantin
France

Attn: CTS Debt France

Tel: +33 1 55 77 61 60

Fax: +33 1 57 43 31 38

Email: paris.bp2s.ost.ope.tcinbox@bnpparibas.com

Tender Offer and Distribution Restrictions

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with the respect to the Invitation. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice, including as to any tax consequences, from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Any individual or company whose Existing Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender Existing Notes in the Tender Offer.

Neither this announcement nor the Tender Offer Memorandum constitute an invitation to participate in the Tender Offer in or from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such invitation under applicable securities laws. The distribution of this document in certain jurisdictions may be restricted by law. Persons into whose possession this document comes are required by each of the Offeror, the Joint Dealer Managers, the Structuring Advisers and the Tender Agents to inform themselves about and to observe, any such restrictions.

United States

This Tender Offer is not being made and will not be made directly or indirectly in or into, or by use of the mails of, or by any means or instrumentality (including, without limitation, facsimile transmission, telex, telephone, email and other forms of electronic transmission) of interstate or foreign commerce of, or any facility of a national securities exchange of, or to beneficial owners of Existing Notes who are located in the United States as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the "Securities Act") or to U.S. Persons as defined in Regulation S of the Securities Act (each a "U.S. Person") and the Existing Notes may not be tendered in the Tender Offer by any such use, means, instrumentality or facility from or within the United States, by persons located or resident in the United States or by U.S. Persons. Accordingly, copies of the Tender Offer Memorandum and any documents or materials related to this Tender Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded in or into the United States or to any such person. Any purported offer to sell in response to this Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid, and offers to sell made by a person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States or any U.S. Person will not be accepted.

United Kingdom

This announcement, the Tender Offer Memorandum and any other offer material relating to the Tender Offer are each a communication falling within section 21(1) of the UK Financial Services and Markets Act 2000 having the benefit of an exemption from the applicable restrictions regarding financial promotion pursuant to Articles 19 and 43 of the UK Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "Order"). This announcement, the Tender Offer Memorandum, and any such other offer material are, therefore, only made to, or directed at, persons falling within those articles of the Order and any other persons to whom this announcement, the Tender Offer Memorandum and such other offer material can otherwise be lawfully communicated (together being referred to as "relevant persons" in this paragraph), and must not be acted on or relied upon by persons other than relevant persons. Any investment activity referred to in this announcement, the Tender Offer Memorandum or such other offer material is available only to relevant persons and will be engaged in only with relevant persons.

France

The Tender Offer is not being made, directly or indirectly, to the public in the Republic of France. This announcement, the Tender Offer Memorandum and any other offering material relating to the Tender Offer may not be distributed to the public in the Republic of France and only qualified investors (investisseurs qualifiés) with the exception of individuals, all as defined in and in accordance with Articles L.411-1, L.411-2 and D.411-1 to D.411-3 of the French Code monétaire et

financier, are eligible to participate in the Tender Offer. Neither this announcement nor the Tender Offer Memorandum, or any other such offering material has been submitted for clearance to the Autorité des Marchés Financiers.

Italy

The Tender Offer is not being made, directly or indirectly, in the Republic of Italy and has not been submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa (CONSOB) pursuant to applicable Italian laws and regulations. Accordingly, Noteholders are hereby notified that, to the extent such holders are Italian residents or persons located in the Republic of Italy, the Tender Offer is not available to them and they may not tender Existing Notes and, as such, any offers to sell received from such persons shall be ineffective and void. Neither this announcement nor Tender Offer Memorandum or any other offering material relating to the Tender Offer may be distributed or made available in the Republic of Italy.

Belgium

Neither this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Tender Offer have been submitted to or will be submitted for approval or recognition to the Belgian Banking, Finance and Insurance Commission (*Commission bancaire, financière et des assurances/Commissie voor het Bank-, Financie- en Assurantiewezen*) and, accordingly, the Tender Offer may not be made in Belgium by way of a public offering, as defined in Article 3 of the Belgian Law of 1 April 2007 on public takeover bids or as defined in Article 3 of the Belgian Law of 16 June 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets (together, the “Belgian Public Offer Law”), each as amended or replaced from time to time. Accordingly, the Tender Offer may not be advertised and will not be extended, and neither this announcement, the Tender Offer Memorandum nor any other documents or materials relating to the Tender Offer (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than “qualified investors” in the sense of Article 10 of the Belgian Public Offer Law (as amended from time to time), acting on their own account. Insofar as Belgium is concerned, this announcement and the Tender Offer Memorandum have been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Tender Offer. Accordingly, the information contained in this announcement and the Tender Offer Memorandum may not be used for any other purpose or disclosed to any other person in Belgium.

General

The Joint Dealer Managers, the Structuring Advisers and the Tender Agents (and their directors, employees or affiliates) make no representations or recommendations whatsoever regarding this announcement, the Tender Offer Memorandum or the Tender Offer. The Tender Agents are the agents of the Offeror and owe no duty to any Noteholder. None of the Offeror, the Joint Dealer Managers, the Structuring Advisers or the Tender Agents makes any recommendation as to whether or not Noteholders should participate in the Tender Offer.

Enquiries

For further information:

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