


SAINT-GOBAIN
COMPAGNIE DE SAINT-GOBAIN

A French *société anonyme* with a capital of € 2 248 800 188
Registered office: Les Miroirs, 18, avenue d'Alsace, 92400 Courbevoie, France
Registry of Commerce and Companies of Nanterre 542 039 532

Summary table of financial authorizations proposed to be granted to the Board of Directors and submitted for approval to the General Meeting convened to be held on June 4, 2015

Purpose of the resolution and securities concerned by the resolution	Source (Resolution number)	Duration and term of the authorization	Maximum nominal amount of the share capital increase
Issuances with preferential subscription right Share capital increase (shares or stock warrants) (A) Share capital increase through the capitalization of share premiums, reserves, profits or other amounts and allotment of free shares to shareholders (B)	EGM 2015, 12 th resolution	26 months (August 2017)	€450 million subject to adjustment as the case may be, i.e. c. 20% of the share capital (A)+(B)+(C)+(E)+(F) being limited to €450 million (the "Global Cap")
	EGM 2015, 16 th resolution	26 months (August 2017)	€112.5 million subject to adjustment as the case may be, i.e. c. 5% of the share capital Included in the Global Cap
Issuances without preferential subscription right Share capital increase with a compulsory priority period for subscription for shareholders through issuance of debt securities giving access to new shares in the Company or its subsidiaries or new shares in the Company to which entitlement would be granted by securities to be issued, where applicable, by subsidiaries (C) Share capital increase (ordinary shares or securities giving access to the Company's share capital) in consideration for contributions in kind (D)	EGM 2015, 13 th resolution	26 months (August 2017)	€225 million (shares), subject to adjustment as the case may be, i.e. c. 10% of the share capital and €1.5 billion (debt securities) Included in the Global Cap
	EGM 2015, 15 th resolution	26 months (August 2017)	10% of the share capital as of the date of the 2015 EGM, subject to adjustment as the case may be, i.e. c. €225 million To be set off against the (C) cap, included in the Global Cap
Option for complementary issuance in case of oversubscription within the framework of issuance of ordinary shares with preferential subscription right or debt securities giving access to the share capital without preferential subscription right (E)	EGM 2015, 14 th resolution	26 months (August 2017)	For each issuance, statutory limit of 15% of the initial issuance Included in the Global Cap
Issuances reserved to employees and to Directors of the Group Share capital increase (equity securities) reserved for members of the Group savings plans (F) Allocation of existing free performance shares (G)	EGM 2015, 17 th resolution	26 months (August 2017)	€45 million, subject to adjustment as the case may be, i.e. c. 2% of the share capital Included in the Global Cap
	EGM 2015, 18 th resolution	26 months (August 2017)	0.8% of the share capital as of the date of the 2015 EGM, i.e. c. €18 million, with a sub-cap of 10% of this 0.8% limit for executive Directors To be set-off against the limits provided for in the authorization for allocation of stock purchase or subscription options (13 th resolution, 2014 EGM) (H) (G) + (H) being limited to 1% of the share capital
Share buy-back program Share buy-back Cancelling of shares	OGM 2015, 11 th resolution	18 months (December 2016)	Terms and conditions 10% of the total number of shares as of the date of the OGM Maximum purchase price: €80
	EGM 2015, 19 th resolution	26 months (August 2017)	10% of the share capital per twenty-four-month period