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COMPAGNIE DE SAINT-GOBAIN

A French *Société anonyme* au capital de € 2,221,121,432

Registered office: « Les Miroirs », 18, avenue d'Alsace, 92400 Courbevoie, France

Registry of Commerce and Companies of Nanterre n°542 039 532

Summary table of financial authorizations in force on the date of the General Shareholders' Meeting of June 8, 2017

Purpose of the resolution and type of securities concerned	Source (Resolution No.)	Authorization duration and expiration	Maximum par value of the capital increase
Issuances with preferential subscription right			
Capital increase (ordinary shares or share warrants) (A)	2015 AGM 12 th resolution	26 months (August 2017)	€450 million excluding adjustments, i.e. approximately 20% of the share capital (A)+(B)+(C)+(D)+(F) limited to €450 million ("Global Cap") ⁽¹⁾
Capital increase by incorporation of premiums, reserves, profits and free allocation of shares to shareholders (B)	2015 AGM 16 th resolution	26 months (August 2017)	€112.5 million, excluding adjustments, i.e. approximately 5% of the share capital Included in the Global Cap ⁽¹⁾
Issuance without preferential subscription right			
Capital increase, with compulsory priority period for shareholders, through issuance of debt securities giving access to shares in the Company or its subsidiaries, or shares in the Company to which entitlement would be granted by securities to be issued, where applicable by subsidiaries (C)	2015 AGM 13 th resolution	26 months (August 2017)	€225 million (shares), excluding adjustments, i.e. approximately 10% of the share capital ⁽²⁾ Included in the Global Cap ⁽¹⁾
Option for complementary issuance in case of oversubscription of an issuance of ordinary shares with preferential subscription rights or debt securities giving access to the share capital without preferential subscription right (D)	2015 AGM 14 th resolution	26 months (August 2017)	For each issuance, legal limit of 15% of the initial issuance Included in the Global Cap ⁽¹⁾
Capital increase (ordinary shares or securities giving access to the share capital) in compensation for contribution in kind (E)	2015 AGM 15 th resolution	26 months (August 2017)	10% of the share capital on the date of the 2015 AGM, i.e. approximately €225 million, excluding adjustments Allocation to the cap of (C), ⁽¹⁾ included in the Global Cap ⁽¹⁾
Issuances reserved for Group employees and Directors			

Purpose of the resolution and type of securities concerned	Source (Resolution No.)	Authorization duration and expiration	Maximum par value of the capital increase
Capital increase (equity securities) through the Group Savings Plan (F)	2015 AGM 17 th resolution	26 months (August 2017)	€45 million, excluding adjustments, i.e. approximately 2% of the share capital Included in the Global Cap ⁽³⁾
Allocation of stock options for new or existing shares (G)	2016 AGM 13 th resolution	38 months (August 2019)	1.5% of the share capital on the date of the 2016 AGM, i.e. approximately €33.2 million, with a sub-cap of 10% of this limit of 1.5% for executives Directors (G)+(H), limited to 1.5% of the share capital ⁽⁴⁾
Allocation of existing free shares (H)	2016 AGM 14 th resolution	38 months (August 2019)	1.2% of the share capital on the date of the 2016 AGM, i.e. approximately €26.6 million with a sub-cap of 10% of this limit of 1.2% for executives Directors Allocation to the cap of (G) ⁽⁵⁾
Share buyback program		Features	
Share buyback ⁽⁶⁾	2016 AGM 12 th resolution	18 months (December 2017)	10% of the total number of shares forming the share capital on the date of the AGM ⁽⁷⁾ Maximum purchase price per share: €80
Cancellation of shares ⁽⁸⁾	2015 AGM 19 th resolution	26 months (August 2017)	10% of the share capital per 24-month period

⁽¹⁾ No use of the delegation made in 2016.

⁽²⁾ Maximum par value of debt securities that may be issued capped at €1.5 billion.

⁽³⁾ Based on the 17th resolution of the AGM of June 4, 2015, (i) confirmation of the issuance of 4,653,810 shares in May 2016 by the Chairman and Chief Executive Officer, acting pursuant to a delegation granted by the Board of Directors on November 26, 2015 to implement a capital increase through the Group Savings Plan, and (ii) ongoing share capital increase of up to 6,000,000 shares as of March 29, 2017 decided in principle by the Board of Directors at its meeting of November 24, 2016, and launched on March 20, 2017 by the Chairman and Chief Executive Officer acting pursuant to a delegation granted by the Board of Directors (indicative date for the completion of the share capital increase: May 17, 2017).

⁽⁴⁾ Allocation of 280,000 options to purchase new or existing shares by the Board of Directors on November 24, 2016.

⁽⁵⁾ Allocation of 1,231,320 existing free performance shares by the Board of Directors on November 24, 2016.

⁽⁶⁾ The purposes of the program are the following: cancellation, delivery of shares upon exercise of the rights attached to securities giving access to the share capital of the Company or in the context of external growth, merger, demerger and contribution transactions, market animation under a liquidity agreement, delivery of existing shares in the context of free shares allocations, upon exercise of stock options or as part of an Employee Group Savings Plan, hedging against the dilutive impact of potential free shares' allocations, the grant of stock options and allocations of shares under the Group Savings Plan.

⁽⁷⁾ See Chapter 8, Section 1.3 of the Compagnie de 2016 Saint-Gobain Registration document available on www.saint-gobain.com for a description of implementation of the share buyback program in 2016.

⁽⁸⁾ Cancellation of 11 million shares resulting in a reduction in share capital of a par value of €44 million, decided by the Board of Directors of May 25, 2016, effective on May 30, 2016.

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Summary table of financial authorizations submitted for approval to the General Shareholders' Meeting convened to be held on June 8, 2017

Purpose of the resolution and type of securities concerned	Source (Resolution No.)	Authorization duration and expiration	Maximum par value of the capital increase
Issuances with preferential subscription right			
Capital increase (ordinary shares or securities giving access to shares in the Company or its subsidiaries) (A)	2017 AGM 12 th resolution	26 months (August 2019)	€444 million excluding adjustments, i.e. approximately 20% of the share capital ⁽¹⁾ (A)+(B)+(C)+(D)+(G) limited to €444 million ("Global Cap")
Capital increase by incorporation of premiums, reserves, profits and free allocation of shares to shareholders (B)	2017 AGM 16 th resolution	26 months (August 2019)	€111 million, excluding adjustments, i.e. approximately 5% of the share capital Included in the Global Cap
Issuance without preferential subscription right			
Capital increase by public offering, with compulsory priority period for shareholders, through issuance of ordinary shares or securities giving access to shares in the Company or its subsidiaries, or shares in the Company to which securities to be issued by subsidiaries would grant entitlement (C)	2017 AGM 13 th resolution	26 months (August 2019)	€222 million (shares), excluding adjustments, i.e. approximately 10% of the share capital ⁽¹⁾ Included in the Global Cap
Capital increase (ordinary shares or securities giving access to shares in the Company with shares as primary securities) in compensation for contribution in kind (D)	2017 AGM 15 th resolution	26 months (August 2019)	10% of the share capital, i.e. approximately €222 million, excluding adjustments Allocation to the cap of (C), included in the Global Cap
Issuances reserved for Group employees and Directors			
Capital increase (equity securities) through the Group Savings Plan (E)	2017 AGM 17 th resolution	26 months (August 2019)	€49 million, excluding adjustments, i.e. approximately 2.2% of the share capital
Capital increase (equity securities) reserved for certain categories of beneficiaries to allow Group's employees outside France to benefit from a mechanism equivalent to the Group Savings Plan (F)	2017 AGM 18 th resolution	18 months (December 2018)	€880,000, i.e. approximately 0.04% of the share capital Allocation to the cap of (E)
Other			

Purpose of the resolution and type of securities concerned	Source (Resolution No.)	Authorization duration and expiration	Maximum par value of the capital increase
Option for complementary issuance in case of oversubscription of an issuance of ordinary shares or securities giving access to the share capital with or without preferential subscription right (G)	2017 AGM 14 th resolution	26 months (August 2019)	For each issuance, legal limit of 15% of the initial issuance ⁽¹⁾ Included in the Global Cap
Share buyback program		Features	
Share buyback	2017 AGM 11 th resolution	18 months (December 2018)	10% of the total number of shares forming the share capital on the date of the AGM Maximum purchase price per share: €80
Cancellation of shares	2017 AGM 19 th resolution	26 months (August 2019)	10% of the share capital per 24-month period

⁽¹⁾ Maximum nominal amount of debt securities giving access to the share capital that may be issued capped at €1.5 billion. Global cap applicable to (A), (C) and (G) resolutions.