Combined Ordinary and Extraordinary Shareholders' Meeting

to be held on June 8, 2006 at 3.00 p.m.

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

Dear Shareholder,

On behalf of Compagnie de Saint-Gobain, it is with great pleasure that I invite you to the General Meeting of the Company's shareholders, to be held at **3.00 p.m. on Thursday, June 8, 2006** at the Grand Auditorium of the Palais des Congrès, Porte Maillot, Paris 17th.

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, I will inform you of the main events in the life of the Group in 2005 and reply to your questions.

Your involvement in the meeting is important to us at Saint-Gobain and I hope that you will be able to take part.
You will find all the information you need to that effect in this document.
I thank you in advance for your consideration of the resolutions submitted for approval.

Very truly yours,

Jean-Louis BEFFA
Chairman and Chief Executive Officer

French public Company *(Société Anonyme)*
with capital of € 1,381,025,080
Head office: Les Miroirs,
18, Avenue d'Alsace, 92400 Courbevoie

SAINT-GOBAIN

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 postal vote/proxy form.

Your financial intermediary – *i.e.* the bank, stockbroker, savings bank, post office or public accountant holding your securities account – will be your sole contact for the purposes of the Meeting and will act as the link between Compagnie de Saint-Gobain and yourself.

The financial intermediary will certify that you are indeed a Saint-Gobain shareholder and place your shares in a blocked account until the day after the Meeting.

How to **vote**?

To help prepare the Meeting, please take the action you prefer **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 signing and dating it and returning it to your financial intermediary who will send you your admission card.

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:

- **exercise a postal vote** on the resolutions submitted to you, or,
- **appoint the Chairman** of Saint-Gobain 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 only to your financial intermediary.**
A pre-paid envelope is enclosed for your convenience.

The French version of this document governs; the English translation is for convenience only.

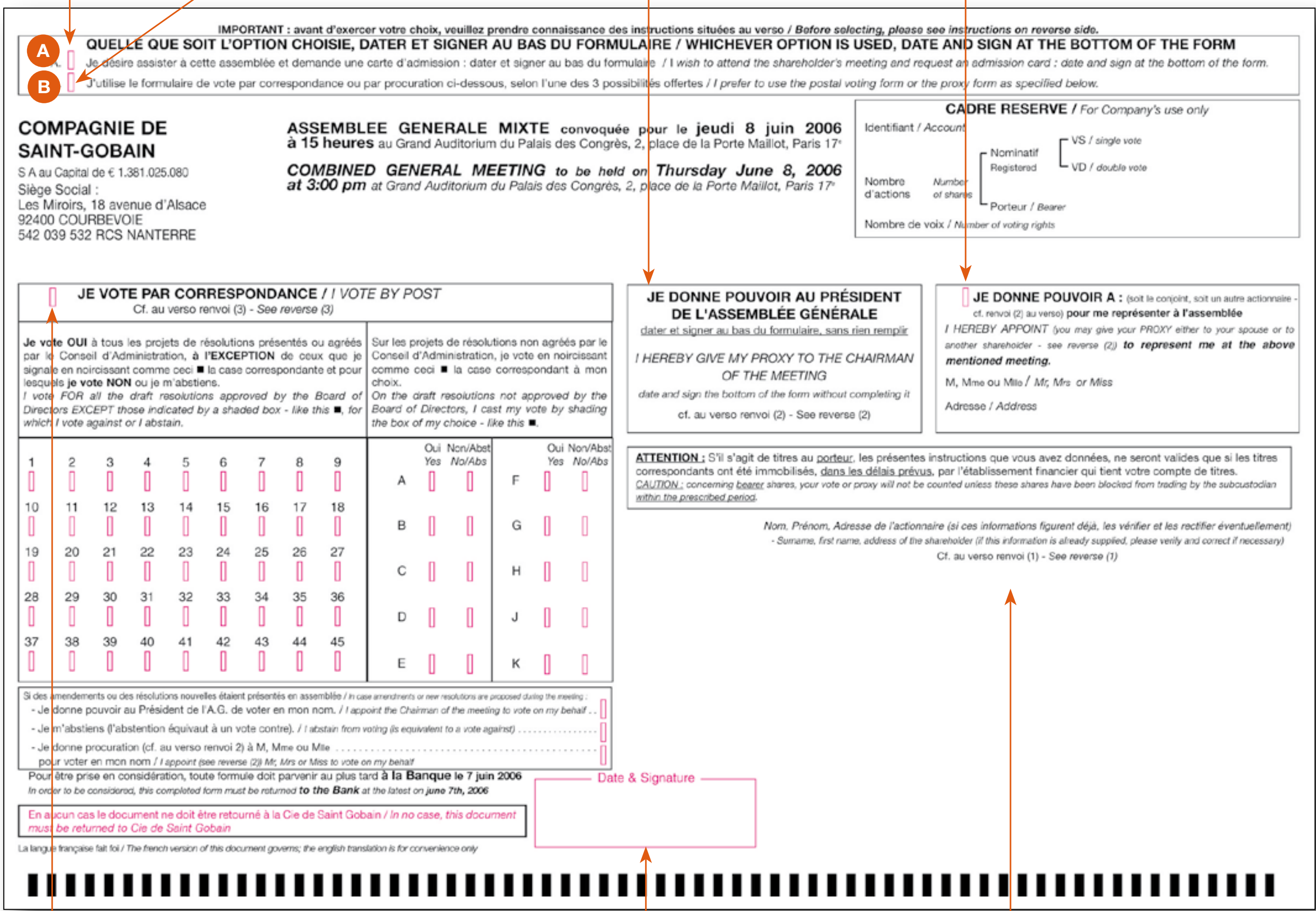
How to fill out **your form**?

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: tick box **B**.

To appoint the Chairman of Saint-Gobain to exercise a proxy vote on your behalf: simply tick box **B** at the top of the form and sign and date it at the bottom.

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



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

A Je désire assister à cette assemblée et demande une carte d'admission : dater et signer au bas du formulaire / *I wish to attend the shareholder's meeting and request an admission card : date and sign at the bottom of the form.*

B 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 € 1.381.025.080
Siège Social :
Les Miroirs, 18 avenue d'Alsace
92400 COURBEVOIE
542 039 532 RCS NANTERRE

ASSEMBLEE GENERALE MIXTE convoquée pour le **jeudi 8 juin 2006 à 15 heures** au Grand Auditorium du Palais des Congrès, 2, place de la Porte Maillot, Paris 17e

***COMBINED GENERAL MEETING** to be held on **Thursday June 8, 2006 at 3:00 pm** at Grand Auditorium du Palais des Congrès, 2, place de la Porte Maillot, Paris 17e*

CADRE RESERVE / *For Company's use only*
Identifiant / *Account*
Nominatif *Registered* — VS / *single vote* — 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 noircissant 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 noircissant 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
10	11	12	13	14	15	16	17	18
19	20	21	22	23	24	25	26	27
28	29	30	31	32	33	34	35	36
37	38	39	40	41	42	43	44	45

	Oui *Yes*	Non/Abst *No/Abs*		Oui *Yes*	Non/Abst *No/Abs*
A			F		
B			G		
C			H		
D			J		
E			K		

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 que vous avez données, ne seront valides que si les titres correspondants ont été immobilisés, dans les délais prévus, par l'établissement financier qui tient votre compte de titres.
CAUTION : concerning bearer shares, your vote or proxy will not be counted unless these shares have been blocked from trading by the subcustodian within the prescribed period.

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 7 juin 2006**
*In order to be considered, this completed form must be returned **to the Bank** at the latest on **june 7th, 2006***

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.

Whatever you decide to do, **do not forget to sign and date the form here.**

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

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Agenda

Ordinary Meeting

1 Approval of the parent Company financial statements for 2005,

2 Approval of the consolidated financial statements for 2005,

3 Appropriation of income and the proposed dividend,

4 Approval of regulated agreements,

5 Authorization of the Board of Directors to buy back and possibly resell the Company's shares,

6 Appointment of Mr. Pierre-André de Chalendar as Director, to replace Mr. Daniel Bernard,

7 Renewal of the appointment of KPMG Audit as Principal Auditor,

8 Renewal of the appointment of Mr. Jean-Paul Vellutini as Alternate Auditor,

9 Review of the annual sum of directors' fees.

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Extraordinary Meeting

10 Authorization of the Board of Directors to issue equity warrants during a public offer period relating to shares in the Company, subject to the limit of a maximum nominal capital increase of €680 million, pursuant to the French Act of March 31, 2006 with regard to public offers,

11 Powers to carry out formalities.

The French version of this document governs; the English translation is for convenience only.

Presentation of the resolutions
submitted by the Board of Directors

The resolutions that you are invited to vote upon are, for resolutions 1 to 9, to be taken in an Ordinary General Meeting, and for resolutions 10 and 11, to be taken in an Extraordinary General Meeting, it being specified that the quorum and majority voting rules applicable to the 10th resolution will however be those applicable to Ordinary General Meetings.

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, 2005.

In relation to the parent Company financial statements, net income for Compagnie Saint-Gobain in 2005 came to €525,130 thousand, compared with €766,017 thousand in 2004.

In relation to the consolidated financial statements, the Group's revenues totaled €35,110 million compared with €32,172 million in 2004 [(1)]. Operating income came to €2,860 million compared with €2,743 million in 2004[(1)], and the Group share of consolidated net income amounted to €1,264 million compared with €1,239 million in 2004[(1)].

Further details of this information are provided on pages 14 to 19 of this document.

Appropriation of income

Taking account of the retained earnings of €1,276,093 thousand[(2)], the Shareholders are invited **(3rd resolution)**:

- to carry forward €1,341,594 thousand as retained earnings;
- and to **distribute to Shareholders a total of €459,629,311.44[(3)]** corresponding to a **net dividend of €1.36 per share.**

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.

The net dividend of €1.36 which has **increased by 6.3%** when compared with the net dividend paid in 2005 (€1.28), will be paid on all outstanding shares as of the date the coupon is detached, that is as of June 22, 2006. Payment will be made entirely in cash.

Approval of regulated agreements (4th resolution)

In relation to new agreements governed by articles L. 225-38 and L. 225-40 of the French Commercial Code, the agreements described in the Auditors' special report are submitted for your approval.

At its meeting of May 3, 2005, the Board of Directors authorized a settlement agreement between Compagnie de Saint-Gobain and Christian Streiff following the termination of Mr. Streiff's employment contract and his agreement to step down as Chief Operating Officer. In addition, on July 21, 2005, the Board authorized six agreements between Compagnie de Saint-Gobain and, among others, BNP Paribas, related to the financing of the public tender offer for BPB **(4th resolution)[(4)]**.

(1) After restatement of the 2004 financial statements in line with IFRS standards to ensure that they can be compared with the 2005 financial statements.

(2) €1,276,092,914.17, after taking into account the transfer from the ordinary reserve account to retained earnings of €4,987,500, representing the exceptional tax based on the special long-term capital gains reserve, and the deduction of €365,995.52 from the retained earnings account corresponding to the dividends for the 285,934 treasury stock held transferred prior to the dividend payment date, *i.e.*, between March 1, 2005 and June 23, 2005.

(3) This sum takes into account the number of shares that make up the share capital, *i.e.*, 345,256,270, reduced by the 7,293,541 treasury stock held as of February 28, 2006. It will be adjusted based on the number of treasury stock held on the dividend payment date, *i.e.*, June 22, 2006.

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Authorization to buy back and possibly resell Saint-Gobain shares (5th resolution)

The purpose of the **5th resolution** is to renew the authorization given to the Board of Directors every year to buy back and possibly resell Saint-Gobain shares. The maximum purchase price under this authorization is set at €75 per share and the minimum sale price at €23 per share.

This authorization is intended to enable Compagnie de Saint-Gobain to continue to buy back and resell its own shares, by any means and at any time, including during a public offer period, in accordance with the applicable regulations, primarily to enable the Company to honor its commitments in relation to the stock purchase option plan and, as the case may be, to enable, where applicable, the allocation of shares in the context of employee profit sharing, the delivery of shares upon the exercise of rights attached to securities, the allocation of free shares, the cancellation of shares in connection with the authorization granted by the June 9, 2005 Combined Shareholders' Meeting, the financing of any external growth transactions and also for share process management in respect of the Company's share within the scope of liquidity agreements entered into with an independent investment services provider.

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 Meeting, it being specified that the number of shares acquired with a view to being retained and subsequently used as a means of payment or exchange within the scope of a merger, demerger or contribution must not exceed 5% of the Company's capital at such date and that the Company may not hold more than 10% of its capital, directly or indirectly.

Note that, at April 1, 2006, the theoretical maximum amount of funds that the Company would have been able to invest in relation to this operation would have been €2,589,422,025 which corresponds to 34,525,627 shares bought at a price of €75 each.

Appointment of Mr. Pierre-André de Chalendar as Director to replace Mr. Daniel Bernard (6th resolution)

The Board of Directors asks you to appoint Mr. Pierre-André de CHALENDAR as Director to replace Mr. Daniel BERNARD whose directorship will expire at the close of this Meeting and who does not wish his office to be renewed **(6th resolution)**.

A presentation of Mr. Pierre-André de CHALENDAR, Chief Operating Officer of Compagnie de Saint-Gobain, can be found on page 11 of this document.

If you accept this proposal, the appointment will be made for a term of four years, that is, until the 2010 Annual Shareholders' Meeting.

Renewal of the appointments of one principal Auditor and one alternate Auditor (7th and 8th resolutions)

The Shareholders are asked to renew the appointments of the following Auditors which are due to expire at the close of this Meeting:

- principal Auditor: KPMG Audit, a division of KPMG SA, 1, Cours Valmy, 92923 Paris La Défense Cedex **(7th resolution)**;
- alternate Auditor: Jean-Paul Vellutini, 1, Cours Valmy, 92923 Paris La Défense Cedex **(8th resolution)**.

In this respect, pursuant to French law, KPMG and the alternate auditor could only be appointed in June 2004 for the remaining term of the appointment of SECEF and the alternate auditor they were respectively replacing (two years).

If you accept these proposals, the two appointments will be made for a term of six years, that is, until the 2012 Annual Shareholders' Meeting.

(4) At its meeting of May 3, 2005, the Board of Directors authorized a settlement agreement – which took effect on May 30, 2005 between Compagnie de Saint-Gobain and Christian Streiff following the termination of Mr. Streiff's employment contract and his agreement to step down as Chief Operating Officer. The agreement relates to the payment of an indemnity in lieu of his notice period (€0.3 million) and severance pay (€1.8 million) as provided for in the applicable collective labor agreement, given his length of service within the Group since he joined in October 1979, the variable portion of his salary based on ten months for 2005 (€0.6 million), additional compensation (€1.9 million) and a non-competition indemnity (€1.4 million) based on Mr. Streiff's two-year commitment to refrain from working for any Company that manufactures competing products in the sectors in which he worked as a senior management executive. The agreement also provides that Mr. Streiff may retain the Saint-Gobain stock options allocated to him, he will be entitled to the continued rental of his apartment and that Saint-Gobain will continue to pay a monthly contribution of €3,500 towards his office and secretarial costs and that he may continue to use his Company car and the services of a chauffeur for a period of no more than three years. On July 21, 2005, the Board of Directors authorized six agreements between Compagnie de Saint-Gobain and, among others, BNP Paribas, related to the financing of the public tender offer for BPB: letter of commitment by BNP Paribas and UBS (July 26, 2005), letter of approval of the banks' fees (July 26, 2005), approval of the participation of other banks (July 26, 2005), loan agreement (August 3, 2005), approval of the hedging of financial risks (August 3, 2005) and approval of agent's fees (August 3, 2005).

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Review of Directors' fees (9th resolution)

The **9th resolution** concerns the review of the maximum yearly amount of directors' fees set by the June 28, 2001 Combined Shareholders' Meeting at €500,000, to increase it to €800,000, the amount allocated in comparable companies listed on the CAC 40.

Authorization of the Board of Directors to issue Saint-Gobain equity warrants during a public offer period (10th resolution)

The proposal **(10th resolution)** made to you falls within the scope of the new provisions of articles 12 and 13 of the French Act of March 31, 2006 transposing the EU Directive on takeover bids. It has the following characteristics:

- It concerns an authorization granted to the Board of Directors "in respect of a public offer situation", in accordance with the terms of the law, for Compagnie de Saint-Gobain shares, if this public offer were to be made within 18 months following the Shareholders' Meeting and meets the conditions of application of the "reciprocity exception"; in other words, if a public offer is made by an entity which would not be obliged to seek the approval of its own shareholders' meeting to take measures to defend its position during the offer period if an offer were made for its own shares, or by an entity which is in turn controlled by an entity that does not impose this obligation;
- The maximum capital increase that may result from the exercise of the equity warrants, if any, is €680 million. This amount is expressed in the par value of the new shares. It corresponds to the issue of a maximum number of new shares (170 million), which represents almost one half of the number of existing shares (approximately 345 million). It also corresponds to the amount of the capital increase – with maintained pre-emptive subscription rights – authorized by the Shareholders' Meeting in 2005. The parallel between this latter authorization and the amount of the capital increase that may result from the exercise of equity warrants seems appropriate. Indeed, the allocation of equity 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; the equity warrants are separate from the shares and are negotiable throughout the term of their validity;
- It is proposed that the maximum number of equity warrants that may be issued should be equal to the number of shares that make up the share capital at the time of the issue, in order, where applicable, to make the allocation of equity warrants easier and avoid awkward fractions ("rompus");
- The French Act of March 31, 2006 also allows shareholders' meetings to set the other characteristics of the equity warrants and their conditions of exercise itself or to delegate this task to the Board of Directors. The second alternative is applied in the proposal of the resolution: in this regard, it appears that it would be difficult for the Shareholders' Meeting to determine the characteristics and conditions for exercising equity warrants itself in advance (and, in particular, the preferential subscription price of the corresponding shares) outside any particular context of a specific public offer, particularly as French law stipulates that conditions for exercising equity warrants "must be relative to the terms of the offer or any competing offer". The authorization thus enables the Board of Directors to set, as applicable, all of the conditions and characteristics of the equity warrants in the light of the content and terms and conditions of a public offer for the Company's shares.

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The **11th resolution** gives full powers to carry out the formalities associated with the Shareholders' Meeting.

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Additional information required by law

Employee shareholdings

In accordance with article L. 225-102 of the French Commercial Code, please note that, as of December 31, 2005, employees held 6% of the Company's capital and 10.3% of voting rights through the Group Savings plan. In this respect, the employee shareholders of Saint-Gobain are represented on the Company's Board of Directors by Mr. Pierre Kerhuel, a Director appointed by the June 5, 2003 Combined Shareholders' Meeting pursuant to article 9 (3) of the by-laws for four years.

Compensation of corporate officers

The information required under article L. 225-102-1 (1) to (3) of the French Commercial Code can be found on pages 41 to 43 (5) of the 2005 Annual Report.

Corporate offices and duties of the members of the Board of Directors

The information provided for in article L. 225-102-1 (4) of the French Commercial Code can be found on pages 27 to 35 (5) of the 2005 Annual Report and on pages 12 and 13 of this document.

Factoring in social and environmental consequences

The information provided for in article L. 225-102-1 (5) of the French Commercial Code can be found on pages 91 to 143 (5) of the 2005 Annual Report.

2005 parent Company financial statements and consolidated financial statements

The parent Company and consolidated financial statements are set out on pages 222 to 251 (5) and on pages 150 to 218 (5) of the 2005 Annual Report. The analysis provided for in article L. 225-100 (3) of the French Commercial Code with regard to the Company's results and financial position, in particular its debt, can be found on pages 189 to 192 (5) of the 2005 Annual Report.

Report of the Chairman of the Board of Directors

The report of the Chairman of the Board of Directors, drawn up in accordance with article L. 225-37 (6) of the French Commercial Code on the presentation and organization of the Board of Directors' work, the internal control procedures put in place by Compagnie de Saint-Gobain and the limitations, if any, of the powers of the Chief Executive, can be found on pages 46 to 52 (5) of the 2005 Annual Report.

Description of the main risks and uncertainties facing the Company

The information provided for in article L. 225-100 (4) of the French Commercial Code can be found on pages 186 to 188 (5) of the 2005 Annual Report.

Use of financial instruments

The information provided for in article L. 225-100 (6) of the French Commercial Code can be found on pages 193 to 195 (5) of the 2005 Annual Report.

Share buybacks

The information provided for by the applicable regulations is set out below.

2005

The average purchase and the average sale price of the 4,423,117 shares purchased and the 1,900,366 shares allocated to the stock option plans were €47.38 and €33.54, respectively. The corresponding share transaction costs totaled €202,317. Based on the purchase price, the value of the 8,383,161 shares held as of December 31, 2005, representing 2.43% of the capital, totaled €372,856,791 and their par value totaled €33,532,644.

Share buy-backs as of April 1, 2006

Within the scope of previous share buy-backs, as of April 1, 2006, Compagnie de Saint-Gobain held 6,987,481 shares, representing 2.02% of its capital, allocated to the current stock option plans. Within the scope of the program adopted by the June 9, 2005 Shareholders' Meeting and up until April 1, 2006, 4,423,117 shares had been purchased on the market in connection with stock option plans. 2,734,011 shares were transferred to these plans.

(5) References refer to the 2005 Annual Report available on Saint-Gobain's website: www.saint-gobain.com. Shareholders may also obtain the 2005 Annual Report by filling out the request form on page 23 of this document.

The French version of this document governs; the English translation is for convenience only.

Description of the share buy-back program submitted to the June 8, 2006 Combined Shareholders' Meeting for approval

In accordance with the fifth resolution submitted to the Shareholders' Meeting, the authorization being requested is intended to enable Compagnie de Saint-Gobain to continue to buy back and resell its own shares, by any means and at any time, including during a public offer period, in accordance with the applicable regulations, primarily to enable the Company to honor its commitments in relation to the stock purchase option plan and, as the case may be, to enable, where applicable, the allocation of shares in the context of employee profit sharing, the delivery of shares upon the exercise of rights attached to securities, the allocation of free shares, the cancellation of shares in connection with the authorization granted by the June 9, 2005 Combined Shareholders' Meeting, the financing of any external growth transactions and also for share process management in respect of the Company's share within the scope of liquidity agreements entered into with an independent investment services provider and, more generally, any transaction allowed under current regulations.

The maximum purchase price is set at €75 per share and the minimum sale price at €23 per share.

No more than 10% of the capital may be purchased and the maximum number of shares with a par value of €4 which the Company may purchase corresponds to 10% of the total number of shares that make up the capital on June 8, 2006, i.e., the date of the Shareholders' Meeting. The number of shares acquired with a view to being retained and subsequently used as a means of payment or exchange within the scope of a merger, demerger or contribution, must not exceed 5% of the Company's capital at such date. Note that, at April 1, 2006, given the maximum purchase price of €75, the theoretical maximum amount of funds that the Company would have been able to invest in relation to this operation would have been €2,589,422,025 which corresponds to 34,525,627 shares bought at a price of €75 each.

This program may be implemented within 18 months of the date of this Meeting, that is, until December 7, 2007.

The full text of the fifth resolution can be found on pages 20 and 21 of this document.

Authorizations in force granted by the Shareholders' Meeting with regard to capital increases

The table provided for in article L. 225-100 (7) of the French Commercial Code summarizing the authorizations in force until this Meeting and showing how these authorizations were used during the last year can be found on page 22 [(5)] of the 2005 Annual Report.

Disclosure thresholds

In 2005, Compagnie de Saint-Gobain did not exceed any thresholds applicable to its capital or voting rights.

*(5) References refer to the 2005 Annual Report available on Saint-Gobain's website: www.saint-gobain.com.
Shareholders may also obtain the 2005 Annual Report by filling out the request form on page 23 of this document.*

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Directorship candidate
(6th resolution)

We set out below biographical information on the candidacy of Mr. Pierre-André de CHALENDAR to replace Mr. Daniel BERNARD whose term of office will expire at the close of this Meeting and who does not wish his office to be renewed.

This term of office is to be granted for four years in accordance with article 9, paragraph 4 of the by-laws, that is, until the 2010 Annual Shareholders' Meeting.

Pierre-André de CHALENDAR

Chief Operating Officer of Compagnie de Saint-Gobain.

Pierre-André de Chalendar, 48, a graduate of ESSEC and of the *Ecole Nationale d'Administration* and a finance inspector, joined Saint-Gobain in 1989 as Vice-President, Corporate Planning. He then assumed the position of President, Abrasives Division Europe from 1992 to 1996, followed by the position of President, Abrasives Division, from 1996 to 2000. Between 2000 and 2002, he was the Company's General Delegate to the UK and the Republic of Ireland as well as President-Delegate of the Building Distribution Division in the UK and the USA. In 2003, he became a Senior Vice President of the Company and President of the Building Distribution Division, and was appointed Chief Operating Officer of Compagnie de Saint-Gobain by the Board of Directors on May 3, 2005.

Les Miroirs, 92096 La Défense Cedex, France

The appointment of Mr. Pierre-André de CHALENDAR in the capacity of Director, to replace Mr. Daniel BERNARD, is the subject of the sixth resolution.

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Presentation of the Board of Directors

Compagnie de Saint-Gobain's Board of Directors was made up as follows:

(At April 1, 2006)

Jean-Louis BEFFA

Chairman and Chief Executive Officer of Compagnie de Saint-Gobain.

Jean-Louis Beffa, 64, 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 Le Monde S.A. and Société Editrice du Monde S.A., 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 the Company's permanent representative on the Board of Saint-Gobain PAM and a Director of Saint-Gobain Cristalería and Saint-Gobain Corporation. He is also Chairman of the Supervisory Board of *Agence de l'Innovation Industrielle*, joint Chairman of the corporate foundation, Cournot Center for Economic Research and Vice-Chairman of the Supervisory Board of the Pension Reserve Fund. Jean-Louis Beffa owns 210,000 Saint-Gobain shares.

Les Miroirs, 92096 La Défense Cedex, France

Daniel BERNARD

Chairman of Provestis.

Daniel Bernard, 60, is the former Chairman and Chief Executive Officer of Carrefour. He is also a Director of Alcatel and Cap Gemini. He owns 4,400 Saint-Gobain shares.

22, rue de la Trémoille, 75008 Paris, France

Isabelle BOUILLOT

Isabelle Bouillot, 56, is a Director of Accor and Umicore, and majority shareholder and manager of IB Finance. She owns 1,200 Saint-Gobain shares.

42, rue Henri Barbusse, 75005 Paris, France

Gianpaolo CACCINI

Former Chief Operating Officer of Compagnie de Saint-Gobain.

Gianpaolo Caccini, 67, an Italian citizen, is a Director of Nexans, JM Huber Corp. and Saint-Gobain Corporation and Chairman of the Italian Association, Assovetro. He owns 4,820 Saint-Gobain shares.

Assovetro, Via Bissolati 76, 1 Rome, Italy

Gerhard CROMME

Chairman of the Supervisory Board of Thyssen-Krupp AG.

Gerhard Cromme, 63, a German citizen, is also a member of the Supervisory Board of Allianz, Axel-Springer, Deutsche Lufthansa, E.ON, Hochtief, Siemens and Volkswagen AG, and a Director of BNP Paribas and Suez. He owns 800 Saint-Gobain shares.

August Thyssen Strasse 1, D 40211 Düsseldorf, Germany

Paul A. DAVID

Professor of Economics at Stanford University.

Paul A. David, 70, is a U.S. citizen and Emeritus Professor of Economics and Economic History at the University of Oxford (United Kingdom). He does not hold any other directorships. He owns 800 Saint-Gobain shares.

Stanford University, Department of Economics, Stanford, CA 94305-6072, USA

Jean-Martin FOLZ

Chairman of the Management Board of Peugeot SA.

Jean-Martin Folz, 59, is also a Director of Solvay. Within the PSA group, he is Chairman of the Board of Directors of Automobiles Peugeot and Automobiles Citroën, and a Director of Banque PSA Finance, Peugeot Citroën Automobiles and Faurecia. He owns 1,200 Saint-Gobain shares.

75, avenue de la Grande-Armée, 75116 Paris, France

Sylvia JAY

Lady Jay, 59 and a British citizen, is Vice Chair of L'Oréal UK Ltd. She is also Chair of the Pilgrim Trust and Food from Britain, a member of the Franco-British Council, and a Trustee of the Entente Cordiale Scholarships Scheme. She owns 800 Saint-Gobain shares.

255, Hammersmith Road, London W6 8AZ, United Kingdom

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Pierre KERHUEL

President of the Saint-Gobain Employee and Former Employee Shareholders' Association and Chairman of the Supervisory Boards of the Group Savings Plan Investment Funds.

Pierre Kerhuel, 62, was an Officer in charge of special projects at Saint-Gobain Matériaux de Construction until June 30, 2005 and has held this position in the EIG Saint-Gobain Interservices since July 1, 2005. He owns 800 Saint-Gobain shares.

Les Miroirs 92096 La Défense Cedex, France

José-Luis LEAL MALDONADO

Former Spanish Minister for the Economy.

José-Luis Leal Maldonado, 66, 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

Sehoon LEE

Co-Chairman of Hankuk Glass Industries and Hankuk Sekurit (South Korea).

Sehoon Lee, 56, of South Korean nationality, is also Chairman of the Board of Directors of Saint-Gobain Hanglas Asia and SL Investment Ltd. He owns 1,000 Saint-Gobain shares.

Youngpoong Building, 33, Seorin-dong, Jongno-gu, Seoul 100-752, Korea

Gérard MESTRALLET

Chairman and Chief Executive Officer of Suez.

Gérard Mestrallet, 56, is also a member of the Supervisory Board of AXA and a Director of Pargesa Holding. Within the Suez group, he is the Chairman of the Board of Directors of Suez-Tractebel, Suez Environnement, Electrabel and Hisusa, and Vice-Chairman of Sociedad General de Aguas de Barcelona. He owns 840 Saint-Gobain shares.

16, rue de la Ville-l'Evêque, 75008 Paris, France

Michel PÉBEREAU

Chairman of the Board of Directors of BNP Paribas.

Michel Pébereau, 64, is also a Director of Lafarge and Total, a member of the Supervisory Board of AXA, and a non-voting Director of Galeries Lafayette. In addition, he is Chairman of the European Banking Federation, the *Institut de l'Entreprise*, the Orientation Committee of the Institute of Political Studies of Paris and the Supervisory Board and Orientation Committee of the Aspen Institute, a member of the High Council on Education, the International Institute for Banking Studies, the Executive Committee of MEDEF, the International Monetary Conference, 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

Denis RANQUE

Chairman and Chief Executive Officer of Thales.

Denis Ranque, 54, is also Chairman of the Board of Directors of the *Ecole Nationale Supérieure des Mines de Paris* and of the *Cercle de l'Industrie*, first Vice-President of the GIFAS and a Director of the *Fondation de l'Ecole Polytechnique*. He owns 800 Saint-Gobain shares.

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

Jean-Cyril SPINETTA

Chairman and Chief Executive Officer of Air France-KLM.

Jean-Cyril Spinetta, 62, is also Chairman and Chief Executive Officer of Air France, a Director of Alitalia and permanent representative of Air France on the Board of Directors of Monde Entreprises. He owns 800 Saint-Gobain shares.

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

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Financial summary

To enhance comparability with 2004 data, the following comments mainly relate to the Group's 2005 consolidated data excluding the impact of British Plaster Board (BPB):

Group sales climbed 8.4% on an actual structure basis, and 3.6% like-for-like. **At constant exchange rates[6], consolidated sales rose by 7.4% on an actual structure basis and 2.7% like-for-like.** Sales prices edged up by 1.9% on average, while volumes were up by 0.8%.

The breakdown of like-for-like sales by geographic area reveals continuing robust business levels in France and the United States, which posted increases of 4.7% and 4.0% respectively. Business held firm in other western European countries, with the fall-off in sales in Germany and the UK offset by strong performances elsewhere, particularly in Spain, Portugal and Scandinavia. Delivering vigorous sales growth of 6.8%, emerging countries and Asia made a healthy contribution to the Group's growth momentum.

By geographic area, France accounted for 31.1% of total sales, with other western European countries contributing 40.6%, North America 16.2%, and emerging countries and Asia-Pacific 12.1%.

[6] Based on average 2004 exchange.

(At April 1, 2006)

Analysis of the **2005 key** consolidated data:

In € millions	2004 (IFRS) (1)	2005 (excl. BPB) (2)	Change (%) (2)/(1)	2005 (incl. BPB) (3)
Net sales	32,172 (a)	34,873 (a)	+8.4%	35,110 (a)
Operating income	**2,743**	**2,868**	**+4.6%**	**2,860**
Non-operating costs	**(271)**	**(252)**	**-7.0%**	**(288)**
Other business income and expenses	(54)	(5)	n.m.	(18)
Business income	2,418	2,611	+8.0%	2,554
Net financial income (expense)	**(535)**	**(550)**	**+2.8%**	**(569)**
Income taxes	**(616)**	**(721)**	**+17.0%**	**(701)**
Share in net income of equity investees	**8**	**8**	**n.m.**	**10**
Income before minority interest	1,275	1,348	+5.7%	1,294
Minority interests	(36)	(30)	-16.7%	(30)
Net income	**1,239**	**1,318**	**+6.4%**	**1,264**
Earnings per share (in €)	3.63	3.82	+5.2%	3.66
Net income excluding profit (loss) on sales of non-current assets	**1,289**	**1,328**	**+3.0%**	**1,284**
Earnings per share excluding profit (loss) on sales of non-current assets (in €)	3.78	3.85	+1.9%	3.72
Cash flow from operations	2,639	2,767	+4.9%	2,735
Cash flow from operations excluding capital gains tax	**2,635**	**2,767**	**+5.0%**	**2,730**
Capital expenditure	1,540 (b)	1,705 (b)	+10.7%	1,756 (b)
Investments in securities	**899 (c)**	**1,208 (c)**	**+34.4%**	**7,137 (c)**
Depreciation and amortization	1,374	1,396	+1.6%	1,420
Net debt	**6,218**	**6,571**	**+5.7%**	**12,850**

(a) Including ancillary revenue of €250 million in 2005, up from €190 million in 2004.
(b) Excluding capital leases of €21 million in 2005, down from €28 million in 2004.
(c) Including share buy-backs of €146 million in 2005, down from €241 million in 2004.

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Operating income is up by 4.6%, or by 3.3% at constant exchange rates[6]. Operating margin stands at 8.2% compared with 8.5% in 2004 and, in accordance with IFRS, includes costs relating to stock option programs and the Group Savings Scheme, which amounted to €41 million, compared with €32 million in 2004. This dip in profit margin reflects the increased relative weight of Building Distribution within the Group, although it should be noted that the operating margin reported by this sector once again increased, to 5.7% of sales in 2005, up from 5.6% in 2004. Another contributing factor was the impact of energy and transport costs, as well as the rise in certain start-up costs related to the Group's accelerated growth in emerging countries.

Business income advanced by 8.0%, mainly on the back of the rise in operating income and profit on the sale of non-current assets, coupled with a fall in non-operating costs over 2005, to €252 million from €271 million in the year-earlier period. These costs include an amount of €100 million set aside to the provision for asbestos claims against CertainTeed in the US, compared with €108 million in 2004.

Net financial income fell 2.8% to €(550) million compared with €(535) million in 2004, due to higher finance costs stemming from the increase in financial investments.

Income taxes climbed 17.1% to €721 million, compared with €616 million a year earlier, chiefly due to year-on-year adjustments under the consolidated tax system.

Minority interests experienced a slight dip, to €30 million as against €36 million in 2004.

Consolidated net income totaled €1,318 million, up 6.4% on the year-earlier figure. Based on the 345,256,270 shares outstanding at December 31, 2005, earnings per share totaled €3.82, which represents a rise of 5.2% on 2004 (€3.63 for 340,988,000 shares).

Based on the number of shares excluding treasury stock outstanding as of December 31, 2005 (336,873,109 shares compared with 335,127,590 shares as of December 31, 2004), **earnings per share amounts to €3.91, reflecting a rise of 5.7% on 2004** (€3.70).

Excluding profit (loss) on sales of non-current assets, consolidated net income comes in at €1,328 million, **up 3.0% on the 2004 figure**. Based on the 345,256,270 shares outstanding as of December 31, 2005, earnings per share excluding profit (loss) on sales of non-current assets amounted to €3.85, compared with €3.78 in 2004 (based on 340,988,000 shares), which represents an increase of 1.9%. Based on the number of shares excluding treasury stock outstanding as of December 31, 2005 (336,873,109 shares compared with 335,127,590 shares as of December 31, 2004), earnings per share excluding profit (loss) on sales of non-current assets amounts to €3.94, reflecting a rise of 2.3% on 2004 (€3.85).

Cash flow from operations came in at €2,767 million, **an increase of 4.9%** on the prior-year figure. Excluding the impact of capital gains tax, cash flow from operations climbed by 5.0% in relation to 2004, coming in at €2,767 million, compared with €2,635 million a year earlier.

Capital expenditure rose 10.7% to €1,705 million, from €1,540 million in 2004, and represented 4.9% of sales, compared to 4.8% a year earlier. This rise was mainly fueled by the ramp-up of the capital expenditure program in emerging countries, particularly Asia.

Investments in securities totaled €1,208 million, including €1,062 million relating to acquisitions (value of shares acquired) - primarily concerning the Building Distribution business (€628 million) - and €146 million relating to share buyback programs.

Net debt came in at €6.6 billion at end-2005, slightly up on the figure reported as of December 31, 2004 (€6.2 billion). Net debt represents 52% of consolidated shareholders' equity.

After the impact of BPB, net debt came in at €12.9 billion as of December 31, 2005, which is double the end-2004 figure of €6.2 billion, due chiefly to the acquisition of BPB. Net debt after the impact of BPB represents 102.1% of consolidated shareholders' equity.

[6] Based on average 2004 exchange.

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Performances of Group sectors (excluding BPB)

Overall, all of the Group's sectors reported like-for-like sales growth in 2005. As in the first half, the Group's growth over the year was mainly driven by businesses relating to the construction market. The Insulation Division, in particular, turned in the Group's highest organic growth figures, at 7.1%.

The Building Distribution Sector made the largest contribution to growth in consolidated sales and operating income on a reported basis, posting a 13.2% increase in sales and a 16.5% rise in operating income. Thanks to recent internal progress and the positive contribution from recent acquisitions (especially Dahl, Sanitas-Troësch, and Optimera), the Building Distribution business registered a further improvement in operating margin to 5.7%, as against 5.6% in 2004. Robust French and Scandinavian markets continue to spearhead the Sector's growth, whilst Germany, and to a lesser extent the UK, remain on a downward trend.

The High-Performance Materials Sector reported a renewed increase in sales and operating income on an underlying basis thanks to a sustained improvement in the Ceramics & Plastics and Abrasives Divisions, which continue to benefit from vigorous manufacturing and industrial investment activity, notably in the US.

Despite a recent upturn in volumes in Reinforcements, falling sales prices dented the division's profitability.

Sales volumes continued to progress in the **Flat Glass Sector**, with an upturn in the construction markets in both Europe and emerging countries countering the drop in Automotive sales observed in the second half. Due to the energy surcharge, sales prices for flat glass used in the building industry are slightly up on average compared with 2004. However, certain non-recurring start-up costs reported in emerging countries weighed on operating income.

Packaging registered a slight rise in like-for-like sales, mainly due to price increases implemented throughout the year, in particular in the second half. However, rising prices failed to counter the significant impact on the sector's operating income of the spike in the cost of energy and particularly natural gas in the US.

On the back of strong contributions by each of its businesses, the **Construction Products Sector** posted the Group's highest like-for-like growth in terms of both sales, which jumped 6.0%, and operating income, up 13.6%. Building Materials and particularly Insulation, with sales growth of 5.2% and 7.1% respectively, continued to reap the rewards of buoyant construction markets in the US and Europe, barring Germany. The Insulation business also profited from intensified development and tighter legislation regarding improved thermal insulation in homes, especially in the UK. Pipe sales experienced a sharp turnaround in the last three months of 2005, which took its organic growth to 5.6% for the full year. Increases in the cost of raw materials were comfortably offset by significant price increases implemented from early 2005 onwards across the Sector, driving up profitability.

Update on asbestos claims in the United States

Some 17,000 new claims were filed against CertainTeed during the year 2005 (against 18,000 in 2004). Some 6,000 of these new claims could be considered to be mass claims not supported by any medical proof (3,000 in Kentucky in first-half 2005; 3,000 in Texas over the second half). Excluding these mass claims, around 4,000 new claims were filed in second-half 2005, compared with 7,000 in the first six months of the year. The rate at which claims are filed seems to have stabilized at about the 4,000 per quarter level.

Over the full year, approximately 20,000 claims were resolved (13,000 in the first half and 7,000 in the second half) and 3,000 claims were transferred to an inactive docket. Therefore, the number of outstanding claims as of December 31, 2005 continued on a downward trend, standing at around 100,000, compared with 106,000 as of December 31, 2004.

In 2005, the average cost of claims settled fell to approximately US$ 2,800 per claim (against US$ 2,900 per claim in 2004), due to

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a slightly more favorable claims mix than in the prior period.

Based on all these trends, an additional accrual of €100 million (compared to €108 million in 2004) was recorded in 2005, increasing the total coverage for CertainTeed's asbestos-related claims to approximately US$ 422 million as of December 31, 2005 compared with US$ 402 million as of December 31, 2004.

The asbestos trust fund bill debated by the US Senate in February did not secure the qualified majority of 60/100 votes "for" required to reject a budgetary objection before the debate on the substance of the bill. Discussions are currently in progress in an attempt to relaunch parliamentary debate, but the chances of success are slim.

However, as a result of the related media impact, many States have made legislative reforms to the conditions of damage indemnification, introducing medical criteria and measures aimed at limiting unlawful claims.

Five-year **consolidated financial summary**

In € millions	2005[(1)]	2004 (IFRS)	2004	2003	2002	2001
Net sales[(2)]	**35,110**	32,172	32,025	29,590	30,274	30,390
Operating income	**2,860**	2,743	2,632	2,442	2,582	2,681
Group net income	**1,294**	1,275	1,120	1,065	1,074	1,174
Net income	**1,264**	1,239	1,083	1,039	1,040	1,134
Earnings per share (in €)	**3.66**	3.63	3.18	2.99	12.20 3.05*	13.30
Net income excluding profit (loss) on sales of non-current assets	**1,284**	1,289	1,122	1,020	1,051	1,057
Earnings per share excluding profit (loss) on sales of non-current assets (in €)	**3.72**	3.78	3.29	2.93	12.32 3.08*	12.40
Cash flow from operations	**2,735**	2,639	2,612	2,471	2,673	2,733
Capital expenditure[(3)]	**1,777**	1,568	1,537	1,351	1,431	1,430
Total investment outlay[(4)]	**8,747**	2,197	2,194	1,911	2,061	2,246
Shareholders' equity	**12,593**	10,910	11,806	11,310	11,542	12,348
Net debt	**12,850**	6,218	5,566	5,657	7,012	7,792
Non-current assets	**26,327**	16,851	17,515	17,237	18,840	19,678
Working capital	**2,263**	3,224	4,943	5,247	3,951	3,075
Employees (as of December 31)	**199,630**	181,228	181,228	172,811	172,357	173,329

(1) With consolidated BPB as of December 1, 2005.
(2) Including ancillary revenue of €250 million in 2005, up from €190 million in 2004.
(3) Including capital leases of €21 million in 2005.
(4) Cash flow from operations and investments in securities, excluding share buy-backs.
(*) After the four-for-one stock split of June 27, 2002.

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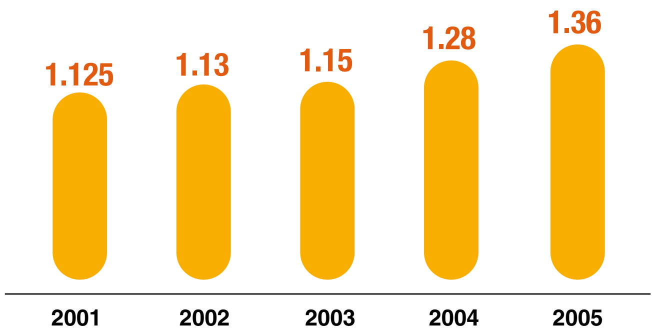
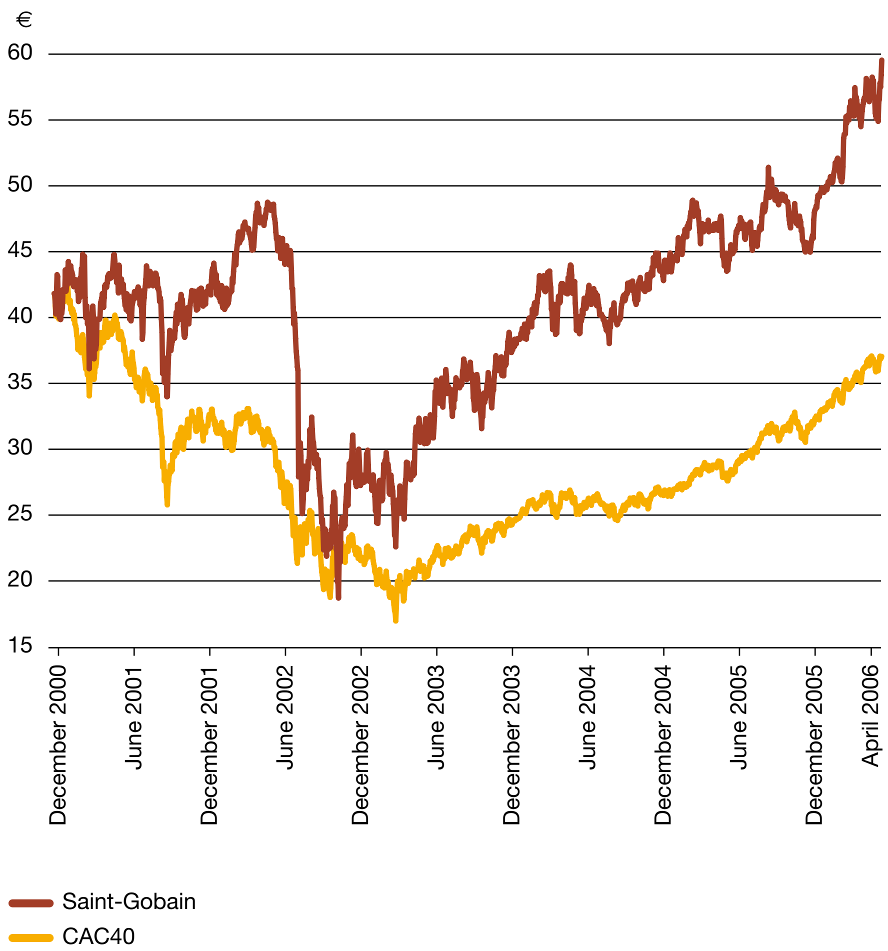
Five-year trends in **net dividends per share** (in €)



Changes in **share prices** since 2001 (in €)



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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 its net income.

Five-year financial summary

In € thousands	2005	2004	2003	2002	2001
1 – CAPITAL STOCK AT YEAR-END					
Capital stock	1,381,025	1,363,952	1,391,300	1,364,043	1,364,138
Number of common shares outstanding	345,256,270	340,988,000	347,824,967	341,010,680	85,258,628
2 – OPERATIONS AND RESULTS FOR THE YEAR					
Sales excluding taxes	172,680	158,410	163,379	156,150	149,431
Earnings before tax, depreciation, amortization and provisions	520,002	719,758	430,896	507,093	1,115,028
Income tax	55,945	45,403	69,888	30,396	15,020
Earnings after tax, depreciation, amortization and provisions	525,130	766,017	513,574	595,916	1,092,872
Dividend distribution	459,629 (1)	429,812 (2)	387,384 (3)	379,141 (4)	378,364 (5)
3 – EARNINGS PER SHARE (IN €)					
Earnings before tax, depreciation, amortization and provisions	1.51	2.11	1.24	1.49	13.08
Earnings after tax, depreciation, amortization and provisions	1.52	2.25	1.48	1.75	12.82
Net dividend per share	1.36	1.28	1.15	1.13	4.50
4 – PERSONNEL (6)					
Average number of employees during the year	238	237	235	240	249
Total payroll cost for the year (7)	27,782	25,140	24,991	25,094	24,389
Total benefits for the year	15,306	14,274	13,863	13,850	12,956

(1) On the basis of 345,256,270 shares (capital stock as of December 31, 2005) less 7,293,541 treasury shares held as of February 28, 2006, i.e.: 337,962,729 dividend-bearing shares.

(2) Reflects a €366 thousand adjustment due to the 285,934 treasury shares sold between March 1, 2005 and June 23, 2005, when payment of the dividend began.

(3) Reflects a €412 thousand adjustment due to the 357,874 treasury shares sold between February 29, 2004 and June 24, 2004, when payment of the dividend began.

(4) Reflects a €370 thousand adjustment due to the 336,000 treasury shares acquired and 8,300 treasury shares sold between March 20, 2003, the date of the Board meeting approving the financial statements, and June 23, 2003 when payment of the dividend began.

(5) Reflects a €118 thousand adjustment due to the 26,150 treasury shares sold between March 28, 2002, the date of the Board meeting approving the financial statements, and June 24, 2002 when payment of the dividend began.

(6) Personnel figures exclude the German branch.

(7) Since 2005, payroll includes employee profit sharing totaling €1,493 thousand.

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Full text of resolutions

Ordinary meeting

First resolution

The Shareholders, having reviewed the Report of the Board of Directors and the Report of the Statutory auditors, approve the parent Company financial statements for 2005 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

Second resolution

The Shareholders, having reviewed the Report of the Board of Directors and the Report of the Statutory auditors, approve the consolidated financial statements for 2005 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

Third resolution

The Shareholders, having noted that net income for 2005 amounts to €525,129,870.16 and retained earnings as of December 31, 2005 amount to €1,276,092,914.17, giving a total of €1,801,222,784.33, approve the proposal made by the Board of Directors with respect to the appropriation of earnings and resolve:

- to carry forward €1,341,593,472.89;
- to appropriate for distribution to the Shareholders:
  - a first dividend of €67,592,545.80,
  - an additional dividend of €392,036,765.64,

  giving a total amount of €459,629,311.44;
- consequently to pay to each share which carries dividend rights €1.36 as from June 22, 2006.

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 paid	Net dividend €	Tax credit* €	Total revenue €
2002	335,523,164	1.13	0.565	1.695
2003	336,855,335	1.15	0.575	1.725
2004	335,790,664	1.28		

** The 50% tax credit has been included for the purposes of this table.*

Fourth resolution

The Shareholders, having reviewed the special Report of the Statutory auditors on regulated agreements, drawn up in accordance with article L. 225-40 of the French Commercial Code, approve the agreements authorized by the Board of Directors which are set out therein.

Fifth resolution

The Shareholders, having reviewed the Report of the Board of Directors and the information contained in the description of the share buy-back program drawn up in accordance with articles 241-1 *et seq*. of the regulations of the *Autorité des marchés financiers*, authorize the Board of Directors to buy back on behalf of the Company and possibly resell the Company's own shares, in accordance with articles L. 225-209 *et seq.* of the French Commercial Code with a view to the grant of stock purchase options, the grant of shares in the context of employee share profit sharing, the delivery of shares upon the exercise of rights attached to securities which are exercisable in any manner for shares in the Company, the allocation of free shares, the cancellation of shares within the scope of the authorization of the June 9, 2005 Combined Shareholders' Meeting, the retention, transfer by any means, notably via the exchange or sale of securities, in external growth transactions, share process management in respect of the Company's share within the scope of liquidity agreements entered into with an independent investment services provider and more generally in relation to any other transaction allowed by current regulations.

Shares may be purchased, sold, transferred or exchanged, by any means, at any time, on one or more occasions including during a public offer period, in accordance with applicable regulations, on the stock exchange or over-the-counter, in blocks of shares or using option contracts or derivatives.

The Shareholders' Meeting sets the following limits:

- maximum purchase price: €75 per share;
- minimum sale price: €23 per share;
- maximum number of shares to be purchased: 10% of the total number of shares making up the Company's share capital at the date of this General Meeting, it being specified that the number of shares acquired with a view to being retained and subsequently used as a means of payment or exchange within the scope of a merger, a demerger or contribution must not exceed 5% of the Company's capital at such date and

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that the Company may not hold more than 10% of its capital, directly or indirectly.

Note that, at April 1, 2006, the theoretical maximum amount of funds that the Company would have been able to invest in relation to this operation would have been €2,589,422,025, which corresponds to 34,525,627 shares bought at a price of €75.

In the event of capital transactions, including an increase in capital by capitalizing reserves and an allocation of bonus shares, a stock split or reverse stock split, the above prices 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, and by delegation, to any person, under the conditions required by law, to implement this authorization, to carry out trades on or off the stock exchange, to enter into any and all agreements, to draw up any documents and press releases, to make, where applicable, any adjustments related to the potential transactions mentioned above, to carry out any and all formalities and to make all appropriate declarations to the authorities and generally do all that is necessary.

This authorization is granted for a period of eighteen months from the date of this Meeting. It supersedes, for the unexpired period, the unused portion of the authorization granted in the fifth resolution of the June 9, 2005 Combined Ordinary and Extraordinary Shareholders' Meeting.

Sixth resolution

The Shareholders, having reviewed the Report of the Board of Directors and noted that Mr. Daniel BERNARD's term of office expires at the close of this Meeting and that Mr. Daniel BERNARD does not wish his office to be renewed, appoint Mr. Pierre-André de CHALENDAR as a Director.

This appointment is made for a term of four years, expiring at the close of the Shareholders' Meeting called to approve the 2009 financial statements.

Seventh resolution

The Shareholders, having reviewed the Report of the Board of Directors and noted that the appointment of KPMG Audit, a division of KPMG S.A., 1, Cours Valmy, 92923 Paris La Défense Cedex as principal Auditor expires at the close of this Meeting, renew such appointment.

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

Eighth resolution

The Shareholders, having reviewed the Report of the Board of Directors and noted that the appointment of Mr. Jean-Paul Vellutini, 1, Cours Valmy, 92923 Paris La Défense Cedex as alternate Auditor expires at the close of this Meeting, renew such appointment.

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

Ninth resolution

The Shareholders resolve to increase the maximum yearly amount of fees allocated to the Directors for the current year and forthcoming years to €800,000 until further notice.

The French version of this document governs; the English translation is for convenience only.

Extraordinary meeting

Tenth resolution

The Shareholders, having reviewed the Report of the Board of Directors and the special Report of the Statutory auditors, deliberating under the quorum and majority requirements applicable to ordinary shareholders' meetings and in accordance with articles 12 and 13 of the French Act of March 31, 2006 on public tender offers (articles L. 233-32 and L. 233-33 of the French Commercial Code), resolve as follows in respect of a public offer situation as referred to in article 13 of said Act:

1. That they authorize the Board of Directors to decide on the issue of equity warrants conferring a right to subscribe for Compagnie de Saint-Gobain shares, under preferential conditions, and to allocate them free of charge to all of the Company's shareholders who became such before the public offer period expires.

2. That this authorization will be valid for a period of 18 months from the date of this Shareholders' Meeting.

3. That the following conditions will apply if the Board of Directors uses this authorization:

   a) the maximum capital increase which may result from the exercise of these equity warrants is set at €680 million,

   b) the maximum number of equity warrants that may be issued will be equal to the number of shares that make up the share capital at the time of the issuance of the equity warrants.

4. That full powers shall be granted to the Board of Directors to implement this authorization and in particular to:

   - set the conditions for exercising the equity warrants, which must be relative to the terms of the offer or any competing offer, and the other characteristics of the equity warrants, including the exercise price or the parameters for calculating such price, as well as the conditions regarding the issue and allocation free of charge of such equity warrants, with the possibility to postpone or waive the issue;

   - generally, to determine all the other characteristics and terms and conditions of all transactions decided on the basis of this authorization, enter into any and all agreements, take all measures and carry out all formalities, record any capital increases and make the correlative amendments to the by laws.

Eleventh 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 filings and formalities

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Request for information

SAINT-GOBAIN

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 2005 **Annual Report/*Document de Référence*** of Compagnie de Saint-Gobain.

Signed in (city) .... on 2006

Signature

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

Note:

1/ The Annual Report/*Document de Référence* includes the following: parent Company financial statements, consolidated financial statements, report on the management of the Group, report on the organization and preparation of the work of the Board of Directors, internal control procedures implemented by Compagnie de Saint-Gobain and any limitations placed on the Chief Executive Officer's powers, a table showing the appropriation of net income specifying in particular the source of the amounts earmarked for distribution, reports of the Statutory Auditors, a list of marketable securities held in the investment portfolio at year-end, and reports of the Board of Directors to the Meeting. These documents, together with the information contained in this pack, constitute the information to which shareholders are entitled under articles 133 and 135 of the decree of March 23, 1967.

2/ In accordance with paragraph 3 of article 138 of the above decree, shareholders owning registered shares may by a single request have the Company send them the documents covered by article 135 of the above decree at the time of each subsequent Shareholders' Meeting.

In accordance with legal requirements, the Meeting will be first convened on May 29, 2006, at 10.30 a.m., at the registered office.

The probable lack of a quorum on this occasion will prevent the proceedings from being valid, and the Meeting will therefore be convened for a second time on June 8, 2006, at 3.00 p.m., at the Grand Auditorium of the Palais des Congrès, Porte Maillot, Paris 17.

For any **financial information** on the Group,

please contact the Investor Relations department:

by telephone

- toll-free line available in France: 0800 32 33 33
- from abroad: +33 1 47 62 33 33

by Minitel

type 3615 Code GOBAIN (€0.16/mn)

by mail

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SAINT-GOBAIN