



NOTICE OF MEETING

COMBINED ORDINARY
AND EXTRAORDINARY
GENERAL MEETING

**THURSDAY,
JUNE 5, 2014
at 3:00 p.m.**

GRAND AUDITORIUM OF
THE PALAIS DES CONGRÈS,
PORTE MAILLOT
75017 PARIS

SAINT-GOBAIN, THE WORLDWIDE LEADER IN THE HABITAT AND CONSTRUCTION MARKETS, DESIGNS, MANUFACTURES AND DISTRIBUTES **BUILDING MATERIALS**, PROVIDING INNOVATIVE SOLUTIONS TO THE CHALLENGES OF GROWTH, ENERGY EFFICIENCY AND ENVIRONMENTAL PROTECTION.

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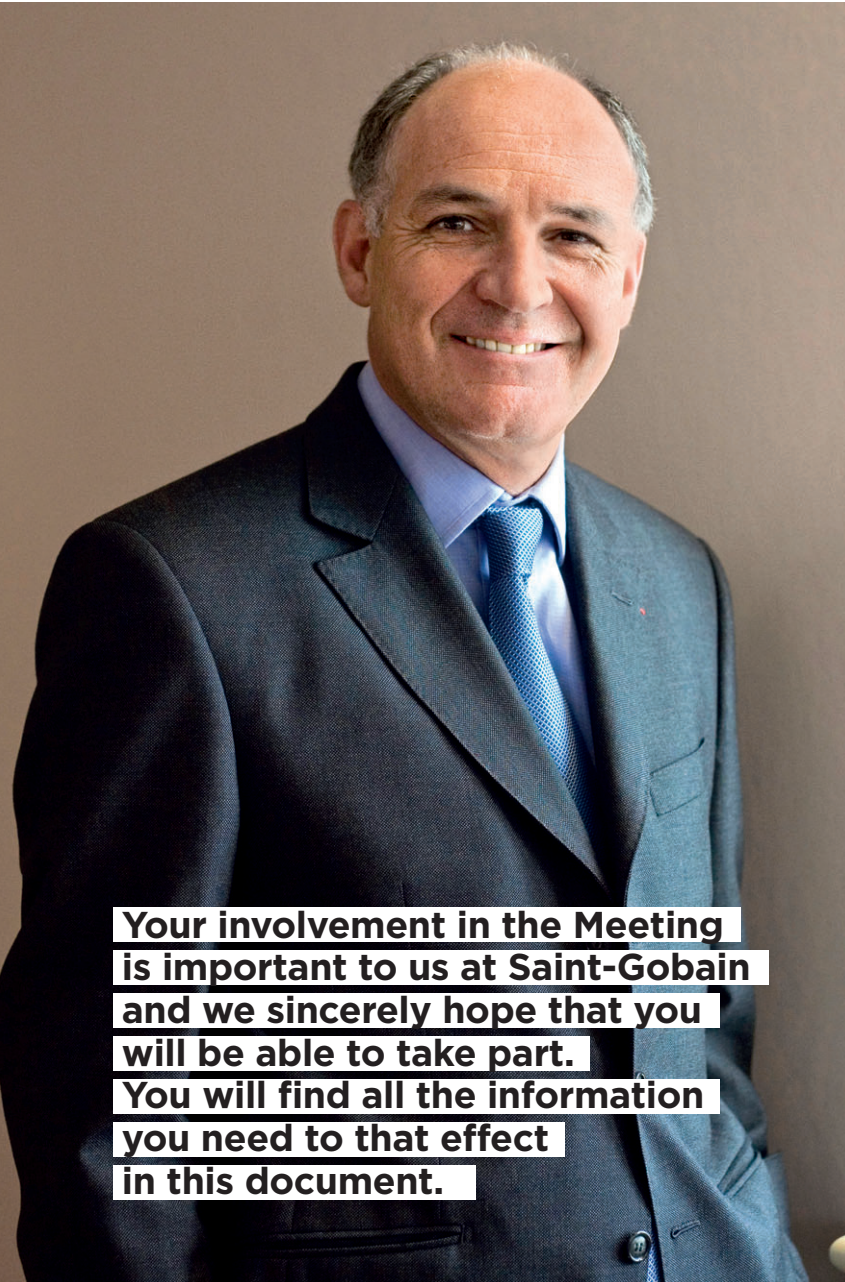


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MESSAGE FROM THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER



Your involvement in the Meeting is important to us at Saint-Gobain and we sincerely hope that you will be able to take part. You will find all the information you need to that effect in this document.

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 5, 2014**, in the Grand Auditorium of the Palais des Congrès, Porte Maillot, 75017 Paris.

As every year, this Meeting will give you the opportunity to obtain further information about the Group and to express your opinions.

At the Meeting, we will inform you of the main events in the life of the Group in 2013 and reply to your questions.

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

Very truly yours,

A handwritten signature in black ink, appearing to read 'P. de Chalendar'.

Pierre-André de CHALENDAR
Chairman and Chief Executive Officer



HOW TO PARTICIPATE IN THE GENERAL MEETING

As a Saint-Gobain shareholder you are entitled to participate in the General Meeting, irrespective of the number of shares you hold. You may do so by attending the meeting in person, casting a vote in advance or appointing a proxy to represent you at the meeting.

You may request an admission card, cast your vote or give proxy via the Internet rather than by mail.

If you hold registered shares or at least 170 bearer shares, you will receive a notice of meeting directly.

THE CONDITIONS REQUIRED TO EXERCISE YOUR RIGHT TO VOTE

In order to be entitled to participate in the General Meeting, **your shares must be entered in the share register** in your name (or in the name of the financial intermediary acting on your behalf if you are not a resident of France) at least three business days prior to the General Meeting, i.e. at 12:00 a.m. (Paris time) on **Monday, June 2, 2014**.

REGISTERED SHARES

For shareholders with registered shares, the shares are entered in the accounts kept by **BNP Paribas Securities Services**, Service Assemblées Générales, CTS Assemblées Générales, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex (France).

BEARER SHARES

For shareholders with bearer shares, the entry is made by the bank, financial institution or stockbroker that holds your securities on your behalf (**financial intermediary**) as soon as possible and at the latest by 12:00 a.m. (Paris time) on Monday June 2, 2014 in the bearer share accounts they keep. Entry in such accounts is recorded by a certificate ("*attestation de participation*").

If you hold bearer shares, your financial intermediary will be your sole contact for the purposes of the Meeting.





PARTICIPATION IN THE GENERAL MEETING

I. TO CARRY OUT THE FORMALITIES VIA THE INTERNET

Saint-Gobain gives all shareholders the option of using the services of the **VOTACCESS** secure electronic platform to:

- **request an admission card** if you wish to attend the Meeting in person;
- **vote online prior to the Meeting;**
- **give proxy** to the Chairman of the Meeting or another designated person, or **revoke your proxy**. In this case, in accordance with Article R. 225-79 of the French Commercial Code (Code de Commerce), you may notify BNP Paribas Securities Services of the person to whom you are giving proxy or revoke your proxy by the same process.

The VOTACCESS platform is available for use by shareholders according to the terms and conditions provided below:

A. IF YOU HOLD REGISTERED SHARES

If you hold *registered* shares in the accounts kept by BNP Paribas Securities Services, you may connect to the PlanetShares website at <https://planetshares.bnpparibas.com> just as you would to view your shares' account information.

If you hold *registered* shares in a securities account with a financial intermediary, you should log onto the PlanetShares website by entering the identifier code shown in the top right-hand corner of your postal voting form.

Once you have logged onto the VOTACCESS platform you should follow the instructions on the screen **to request an admission card** or **vote online** or **give proxy** to the Chairman of the Meeting or another designated person or revoke your proxy.

If you have forgotten your identifier code and/or your password, please phone:

- 0800 033 333 from a landline in France (toll-free number); or
- 00 33 1 40 14 80 12 from outside France (for the cost of a local call from a landline).

B. IF YOU HOLD BEARER SHARES

You should ask your financial intermediary whether it is connected to the VOTACCESS platform and, if so, whether access to the platform is subject to specific terms and conditions of use.

In such cases, connect **to your financial intermediary's Internet portal** using your usual identifier codes. Then follow the instructions given on the screen opposite the account entry for your Saint-Gobain shares to access the VOTACCESS platform. You will then be able **to request an admission card, vote online prior to the Meeting, give proxy** to the Chairman of the Meeting or another designated person, or revoke your proxy.

C. SPECIAL CASE: IF YOU HOLD BEARER SHARES AND YOUR FINANCIAL INTERMEDIARY IS NOT CONNECTED TO THE VOTACCESS PLATFORM

To **request an admission card** to attend the Meeting in person, **vote by mail** or **give proxy**, you should request a single admission card/postal vote/proxy request form ("formulaire unique") from your financial intermediary and return the form **by mail**, as explained below.

However, if you intend to vote by proxy, you may still **give or revoke proxy** via the Internet, according to the instructions below:

- first send an email to: paris.bp2s.france.cts.mandats@bnpparibas.com containing the following required information: Compagnie de Saint-Gobain; Annual General Meeting to be held on June 5, 2014; your full name, address and registered share account number; and the full name of the individual or legal entity you designate to vote on your behalf and, if possible, their address;
- then ask your financial intermediary to confirm your request by writing to BNP Paribas Securities Services, Service Assemblées Générales – CTS Assemblées Générales, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex (France).

The above email address has been set up exclusively to receive requests to give or revoke proxy. Any and all other unrelated requests or information sent to this address will be disregarded.



You may request an admission card, cast your vote or give or revoke proxy via the Internet up to 24 hours before the Meeting date, i.e. up to 3:00 p.m. (Paris time) on June 4, 2014.

You are advised not to wait until the last minute to initiate your chosen process.



II. TO CARRY OUT THE FORMALITIES BY MAIL

A. TO REQUEST AN ADMISSION CARD

You can request an admission card using the single admission card/postal vote/proxy request form (“formulaire unique”). Simply tick **box A** at the top of the form, and then sign and date the form and return it (using the prepaid envelope if you mail it from France). If you hold *registered* shares, this form should be returned to BNP Paribas Securities Services. If you hold *bearer* shares, it should be returned to your financial intermediary. **The form must not in any event be returned to Saint-Gobain.**

If you have not received your admission card at least three business days prior to the General Meeting, you may obtain one from the admission desks at the General Meeting after 2:00 p.m. by presenting:

- proof of identity if you hold *registered* shares;
- proof of identity and the shareholding certificate (“*attestation de participation*”) indicating the number of shares held, issued by your financial intermediary and dated Monday, June 2, 2014, 12:00 a.m. (Paris time) if you hold *bearer* shares.

B. TO VOTE OR GIVE OR REVOKE PROXY BY MAIL

For shareholders who will not be attending the Meeting in person and wish to vote or give proxy to the Chairman or another designated person or revoke proxy by mail:

- *if you hold registered shares or at least 170 bearer shares, and directly receive a notice of meeting:* sign and date the form provided, duly completed according to your choice of participation method, and return it by mail to BNP Paribas Securities Services if you hold *registered* shares and to your financial intermediary if you hold *bearer* shares, in which case your financial intermediary will forward the form to BNP Paribas Securities Services;
- *if you hold bearer shares and do not directly receive a notice of meeting:* request a single admission card/postal vote/proxy request form (“*formulaire unique*”) from your financial intermediary. Once you have signed and dated the form provided, duly completed according to your choice of participation method, simply return it by mail to your financial intermediary, who will attach a certificate (“*attestation de participation*”) to the form and then forward it to BNP Paribas Securities Services.



To be taken into account, this form and the accompanying certificate, where applicable, must be received by BNP Paribas Securities Services at least 24 hours before the Meeting, i.e. at the latest by 3:00 p.m. (Paris time) on June 4, 2014.

You are advised not to wait until the last minute to initiate your chosen process.

NOTE:

Shareholders having already requested an admission card, given proxy or cast a vote prior to the Meeting may not subsequently choose another means of participation.

Shareholders having already chosen their means of participation, whether or not their vote is already cast, may sell all or part of their shares. However, if the sale takes place before 12:00 a.m. (Paris time) on June 2, 2014, BNP Paribas Securities Services will invalidate or modify, as appropriate, the admission card, the proxy instructions,

the vote cast or the certificate. To this end, the financial intermediary that manages the shareholder’s securities account, in the case of shares not in the accounts kept by BNP Paribas Securities Services, shall notify BNP Paribas Securities Services of the sale and provide all necessary information. Sales carried out after 12:00 a.m. (Paris time) on June 2, 2014 will not affect the shareholder’s chosen participation method or his/her vote.



WEBSITE DEDICATED TO THE ANNUAL GENERAL MEETING:
<http://www.saint-gobain.com/en/finance/events/general-meeting>



HOW TO FILL OUT THE FORM

IF YOU PLAN TO ATTEND THE MEETING IN PERSON:

tick **box A** at the top of the form to request an admission card and sign and date the form at the bottom.

IF YOU ARE UNABLE TO ATTEND THE MEETING AND WISH TO CAST A POSTAL VOTE OR APPOINT A PROXY:

follow the instructions on how to vote, then sign and date the form at the bottom.

IMPORTANT : avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso / Before selecting, please refer to instructions on reverse side.

QUELLE QUE SOIT L'OPTION CHOISIE, NOIRCIR COMME CECI ■ LA OU LES CASES CORRESPONDANTES, DATER ET SIGNER AU BAS DU FORMULAIRE / WHICHEVER OPTION IS USED, SHADE BOX(ES) LIKE THIS ■, DATE AND SIGN AT THE BOTTOM OF THE FORM

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

J'utilise le formulaire de vote par correspondance ou par procuration ci-dessous, selon l'une des 3 possibilités offertes / I prefer to use the postal voting form or the proxy form as specified below.

COMPAGNIE DE SAINT-GOBAIN
 S A au Capital de € 2 226 076 272
 Siège social :
 Les Miroirs, 18 avenue d'Alsace
 92400 COURBEVOIE
 542 039 532 RCS NANTERRE

ASSEMBLEE GENERALE MIXTE convoquée pour le **jeudi 5 juin 2014**
 à **15 heures** au Palais des Congrès, 2, place de la Porte Maillot, 75017 Paris

COMBINED GENERAL MEETING to be held on Thursday June 5, 2014
 at **3:00 pm** at Palais des Congrès, 2, place de la Porte Maillot, 75017 Paris

CADRE RÉSERVÉ À LA SOCIÉTÉ / For Company's use only
 Identifiant / Account
 Nominatif / Registered
 Porteur / Bearer
 Vote simple / Single vote
 Vote double / Double vote
 Nombre d'actions / Number of shares
 Nombre de voix / Number of voting rights

JE VOTE PAR CORRESPONDANCE / I VOTE BY POST
 Cf. au verso renvoi (2) - See reverse (2)

Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration à l'EXCEPTION de ceux que je signale en noirissant comme ceci ■ la case correspondante et pour lesquels je vote **NON** ou je m'abtiens.
 I vote **YES** all the draft resolutions approved by the Board of Directors EXCEPT those indicated by a shaded box - like this ■, for which I vote **NO** or I abstain.

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

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

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 general meeting to vote on my behalf ...
 - Je m'abtiens (l'abstention équivaut à un vote contre). / I abstain from voting (is equivalent to a vote NO) ...
 - Je donne procuration (cf. au verso renvoi 4) à M., Mme ou Mlle, Raison Sociale ... pour voter en mon nom / I appoint (see reverse (4)) Mr, Mrs or Miss, Corporate Name to vote on my behalf

Pour être prise en considération, toute formule doit parvenir au plus tard à BNP Paribas Securities Services le 4 juin 2014 avant 15 heures.
 In order to be considered, this completed form must be returned to BNP Paribas Securities Services at the latest on June 4th, 2014 before 3.00 p.m.

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

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

JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE
 cf. au verso renvoi (3)
 I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING
 See reverse (3)

JE DONNE POUVOIR A : cf. au verso renvoi (4)
 I HEREBY APPOINT see reverse (4)
 M., Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name
 Adresse / Address

ATTENTION : S'il s'agit de titres au porteur, les présentes instructions ne seront valides que si elles sont directement retournées à votre banque.
CAUTION: If it is about bearer securities, the present instructions will be valid only if they are directly returned to your bank.

Nom, Prénom, Adresse de l'actionnaire (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)

WHATEVER YOUR CHOICE REMEMBER TO SIGN AND DATE THE FORM HERE.

Date & Signature

TO CAST A POSTAL VOTE:
 tick here.

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

TO GIVE PROXY TO THE CHAIRMAN OF THE GENERAL MEETING TO VOTE ON YOUR BEHALF:
 tick here.

TO GIVE PROXY TO ANY INDIVIDUAL OR LEGAL ENTITY OF YOUR CHOICE WHO WILL REPRESENT YOU AT THE MEETING:
 tick here and indicate your representative's name and contact details.

Whatever your choice, remember to sign and date the form at the bottom of the page.



AGENDA FOR THE MEETING

ORDINARY MEETING

- 1st resolution:** Approval of the parent company financial statements for 2013.
- 2nd resolution:** Approval of the consolidated financial statements for 2013.
- 3rd resolution:** Approval of the appropriation of income and declaration of the dividend.
- 4th resolution:** Approval of the stock dividend option for 50% of the dividend.
- 5th resolution:** Re-election of Mr. Pierre-André de CHALENDAR as Director.
- 6th resolution:** Approval of the commitment to pay compensation for loss of office and other benefits to Mr. Pierre-André de CHALENDAR in the event that his term of office as Chairman and Chief Executive Officer is terminated under certain circumstances.
- 7th resolution:** Approval of the post-employment benefit obligations towards Mr. Pierre-André de CHALENDAR.
- 8th resolution:** Approval of the decision to allow Mr. Pierre-André de CHALENDAR to continue to be covered by the death, disability and health insurance plans for employees of Compagnie de Saint-Gobain in his capacity as an executive director without an employment contract.
- 9th resolution:** Advisory vote on the components of the compensation due or awarded to Mr. Pierre-André de CHALENDAR for 2013.
- 10th resolution:** Adjustment of the total annual amount of attendance fees.
- 11th resolution:** Authorization to be given to the Board of Directors to buy back Saint-Gobain shares.

EXTRAORDINARY MEETING

- 12th resolution:** Amendments to the bylaws concerning employee representation on the Board of Directors of Compagnie de Saint-Gobain.
- 13th resolution:** Renewal of the authorization given to the Board of Directors to grant performance stock options exercisable for new or existing shares representing up to 1% of the share capital, of which performance stock options representing no more than 10% of this ceiling may be granted to executive directors of Compagnie de Saint-Gobain. The ceiling of 1% and the sub-ceiling of 10% are common to this resolution and the 14th resolution.
- 14th resolution:** Renewal of the authorization given to the Board of Directors to grant free performance shares representing up to 0.8% of the share capital, of which performance shares representing no more than 10% of this ceiling may be granted to executive directors of Compagnie de Saint-Gobain. Shares allocated under this authorization will be existing shares and will be deducted from the 1% ceiling and, if applicable, the 10% ceiling specified in the 13th resolution which are common to the 13th and 14th resolutions.
- 15th resolution:** Powers for enforcement of the decisions made by the General Meeting and to carry out formalities.

PRESENTATION OF THE RESOLUTIONS

SUBMITTED BY THE BOARD OF DIRECTORS
(REPORT OF THE BOARD OF DIRECTORS)



The first eleven resolutions that you are invited to vote upon are ordinary resolutions governed by the quorum and majority voting rules applicable to Ordinary General Meetings, while resolutions 12 to 15 are extraordinary resolutions and are governed by the quorum and majority voting rules applicable to Extraordinary General Meetings.

I - PARENT COMPANY AND CONSOLIDATED FINANCIAL STATEMENTS - DIVIDEND

(1st, 2nd and 3rd resolutions)

Shareholders are invited to approve the financial statements of Compagnie de Saint-Gobain (1st resolution) and the consolidated financial statements of the Saint-Gobain Group (2nd resolution) for the year ended December 31, 2013.

In relation to the parent company financial statements, net income for Compagnie de Saint-Gobain in 2013 came to €916 million, compared with €762 million in 2012.

In relation to the consolidated financial statements, the Group's sales totaled €42,025 million in 2013 compared with €43,198 million in 2012. Operating income came to €2,764 million compared with €2,863 million in 2012⁽¹⁾, and net income attributable to equity holders of the parent amounted to €595 million compared with €693 million in 2012⁽¹⁾.

Further details are provided on pages 26 to 31 of this document.

APPROPRIATION OF INCOME

Based on the Company's net income for 2013 of €916 million and retained earnings of €4,038 million, shareholders are invited to approve (3rd resolution):

- the **distribution to shareholders of €685 million⁽²⁾**, corresponding to a **dividend per share of €1.24**;
- the appropriation of €4,269 million to retained earnings.

The ex-dividend date will be June 11, 2014 and the dividend of **€1.24** per share will be paid as from July 4, 2014 either in cash or in stock, as explained below.

In accordance with the provisions of Article 117 quater 1-1 of France's General Tax Code (Code Général des Impôts), as amended by Article 9 of law no. 2012-1509 dated December 29, 2012 (2013 Finance Act), the dividends paid will be subject to a withholding tax that will not be in discharge of any other tax liabilities.

This withholding tax is levied at the rate of 21% on the total dividend, i.e. before deductions for administrative and other expenses. It will be withheld at source by the paying agent.

Shareholders whose taxable income falls below the thresholds provided in Article 117 quater 1-1 of the General Tax Code (€50,000 for single taxpayers and €75,000 for couples who file a joint tax return), and who have sent the Company a signed statement to that effect as per Article 242 quater of said Code at the latest by November 30, 2013, will be exempted from the 21% withholding tax. It is the responsibility of the shareholder to apply for the exemption. Any person who submits a signed statement to obtain the exemption but whose taxable income exceeds the above thresholds will be liable for a fine of 10% of the amount of the tax from which they were erroneously exempted (new Article 1740-0 B of the General Tax Code).

The total dividend will still be eligible for the 40% deduction provided under Article 158, 3-2 of the General Tax Code for French tax residents.

II - STOCK DIVIDEND OPTION FOR 50% OF THE DIVIDEND

(4th resolution)

As allowed under French law and the Company's bylaws, the Board of Directors has decided to offer each shareholder the option of receiving the dividend either in cash or in stock as described below (4th resolution). Unlike in recent years (2010, 2011 and 2013) when shareholders were given the option of reinvesting their total dividend, this year the stock dividend option applies to only 50% of the dividend, or €0.62 per share, with the other 50% being automatically paid in cash.

The stock dividend option, which allows the Company to keep the dividend at the same level as in prior years, is particularly well suited to Saint-Gobain's situation and results in 2013. It allows shareholders to immediately reinvest 50% of their dividend (€0.62 per share), and receive new Saint-Gobain shares carrying rights from January 1,

(1) Adjusted to take into account the impact of applying the amendment to IAS 19.

(2) Calculated on the basis of the 555,176,790 shares outstanding at December 31, 2013 less 3,122,495 shares held in treasury stock at January 31, 2014, to be adjusted after deducting shares held in treasury on the dividend payment date.



2014. The issue price of the new shares will be set at 90% of the average of the opening prices quoted for Compagnie de Saint-Gobain shares over the 20 stock market trading sessions preceding the General Meeting on June 5, 2014 less the total dividend (€1.24), rounded up to the higher euro cent if applicable.

If the amount represented by the 50% of the dividend reinvested in stock does not correspond to a whole number of shares, the shareholder will receive the next lower whole number of shares with the difference being paid in cash.

Available for 15 calendar days, from June 11, 2014 to the close of business on June 25, 2014, the stock dividend option may be exercised through the shareholder's financial intermediary.

The new shares allocated to shareholders who choose the stock dividend option will be issued on July 4, 2014.

Cash dividends will be paid as from the same date, i.e. July 4, 2014.

III - RE-ELECTION OF MR. PIERRE-ANDRÉ DE CHALENDAR AS DIRECTOR

(5th resolution)

On the recommendation of the Appointments, Compensation and Governance Committee, the Board of Directors decided, at its meeting of November 21, 2013, to propose the re-election as Director of Mr. Pierre-André de CHALENDAR for a period of four years up to the Annual General Meeting of 2018.

At its meeting on June 3, 2010, the Board of Directors of Compagnie de Saint-Gobain decided to recombine the functions of Chairman and Chief Executive Officer by appointing Mr. Pierre-André de CHALENDAR as Chairman and Chief Executive Officer and naming Mr. Jean-Louis BEFFA as Honorary Chairman, effective from the date of the meeting. The roles of Chairman and Chief Executive Officer were separated in June 2007 to ensure a smooth handover of powers from Mr. Jean-Louis BEFFA - then reaching the age limit for the position of Chief Executive Officer - to Mr. Pierre-André de CHALENDAR. They were recombined when Mr. BEFFA reached the age limit for the position of Chairman of the Board of Directors.

Combining the two roles helps to ensure more responsive and efficient corporate governance and strategic management of Compagnie de Saint-Gobain. It is particularly advantageous in a period of challenging economic conditions. Moreover, the decision to combine the two roles once again was in line with the Group's longstanding management tradition.

In the Board's 2013 assessment of its organization and procedures, all Directors were satisfied that the decision to unite the functions three years ago was and remained appropriate.

Ultimately, the key factor of a good governance is that the other members of the board serve as a counterweight to the Chairman and Chief Executive Officer. This is the case of all the Directors - the majority of whom are independent - and of the Chairmen of the Committees of the Board, all of whom are extremely competent and experienced, and also of the permanent representatives of the main shareholders (Wendel and the PEG corporate mutual fund). There would also be two new Directors who will be appointed by the Saint-Gobain Group Works Council to represent employees following the June 5, 2014 Annual General Meeting, subject to shareholders approval of the related amendments to the bylaws, who will be additional counterweights.

Mr. Pierre-André de CHALENDAR's résumé is set out on page 22 of this document.

This re-election is put to your vote (**5th resolution**). If you approve this proposal, Mr. de CHALENDAR's term as Director will be renewed for a period of four years, up to the Annual General Meeting of 2018.

IV - APPROVAL OF RELATED PARTY AGREEMENTS CONCERNING COMMITMENTS GIVEN TO MR. PIERRE-ANDRÉ DE CHALENDAR

(6th, 7th and 8th resolutions)

On the recommendation of the Appointments, Compensation and Governance Committee, at its meeting on March 20, 2014 the Board of Directors authorized the agreements described below concerning Mr. Pierre-André de CHALENDAR. Shareholders are invited to approve these agreements in connection with Mr. de CHALENDAR's re-election as Director.

On March 20, 2008, the Board of Directors authorized certain commitments towards Mr. Pierre-André de CHALENDAR concerning the payment of compensation for loss of office and other benefits in the event that his term of office as Chairman and Chief Executive Officer would be terminated under certain circumstances. These commitments were approved at the Annual General Meeting of June 5, 2008.

In 2010, at the time of Mr. de CHALENDAR's re-election as Director, the commitments were replaced by new commitments that complied with the AFEP-MEDEF corporate governance code applicable at that time. These commitments were authorized by the Board of Directors on March 25, 2010 and approved at the Annual General Meeting of June 3, 2010.

The new commitments described below are similar in substance to those approved in 2010, with two exceptions: in accordance with the current version of the AFEP-MEDEF Code, the Board of Directors will be authorized to waive application of the non-compete clause when Mr. de CHALENDAR leaves the Group. Furthermore compensation for loss of office will not be payable if Mr. de CHALENDAR chooses to step down from the Board on his own initiative.

The terms of the new commitments submitted to shareholders for approval in connection with Mr. de CHALENDAR's re-election as Director, as described in the Statutory Auditors' special report, are as follows:

- The Board of Directors authorized a commitment to pay compensation for loss of office to Mr. de CHALENDAR in the event of his removal from office as Chairman and Chief Executive Officer (the "compensation for loss of office") of Compagnie de Saint-Gobain ("the Company"), as follows:
 - 1 The compensation for loss of office would be payable only if Mr. de CHALENDAR were to be removed from office or forced to step down from the position of Chairman and Chief Executive Officer following a change of control or strategy, in the following circumstances:
 - a) removal from office or non-renewal of his term of office as Chairman and Chief Executive Officer, other than at the request of Mr. de CHALENDAR or due to gross or willful misconduct (exception based on the principle under French labor laws upheld by jurisprudence), or serious misconduct not related to his duties as Chairman and Chief Executive Officer (based on the definition established by case law), or



b) resignation within twelve months of any of the following events:

- the approval by the General Meeting of a merger or demerger affecting Compagnie de Saint-Gobain, or
 - the acquisition of control (within the meaning of Article L. 233-3 of the French Commercial Code) of Compagnie de Saint-Gobain by a single investor or several investors acting in concert, or
 - a material change in the Saint-Gobain Group's strategy announced by Compagnie de Saint-Gobain's governance bodies and leading to a major refocusing of the Group's business;
- 2 No compensation for loss of office would be due if Mr. Pierre-André de CHALENDAR were to leave Compagnie de Saint-Gobain at his own initiative in circumstances other than those described in item 1 above, or in one of the circumstances described in item 1 above, if he would be eligible to retire during the following twelve months and to receive a pension under the SGPM defined benefit plan.
- 3 The compensation for loss of office would represent up to double Mr. de CHALENDAR's total gross annual compensation as Chairman and Chief Executive Officer, defined as the sum of his final year's fixed salary and the average of the annual bonuses received or receivable for his last three full years as Chairman and Chief Executive Officer ("the Reference Compensation");
- 4 Payment of the compensation for loss of office would be subject to fulfillment of a performance condition evidenced by the Board of Directors' decision to award Mr. de CHALENDAR an average bonus at least equal to one half of the average maximum bonus for the last three years. The basis for determining Mr. de CHALENDAR's bonus is described below in the presentation of the 9th resolution, page 12. The bonus award decisions are challenging, as demonstrated by the fact that the achievement rate for 2013 was 55.4%.

The Board of Directors would be required to formally recognize that the performance condition had been fulfilled as of the date when Mr. de CHALENDAR left the Group, in accordance with the applicable legislation, before authorizing the payment of the compensation for loss of office.

- The Board of Directors also authorized the signature with Mr. Pierre-André de CHALENDAR of a firm and irrevocable non-compete clause that would apply for a period of one year from the date on which he left the Group in circumstances entitling him to compensation for loss of office. Application of the non-compete clause would entitle Mr. de CHALENDAR to an indemnity equal to the Reference Compensation. In this case, the compensation for loss of office due to Mr. de CHALENDAR would be reduced if necessary so that the sum of the non-compete indemnity and the compensation for loss of office would not exceed double the Reference Compensation.
- At its meeting on March 20, 2014, the Board of Directors also decided that, in the event of termination of Mr. Pierre-André de CHALENDAR's duties as Chairman and Chief Executive Officer in circumstances entitling him to compensation for loss of office, the Board of Directors may decide, on the recommendation of the

Appointments, Compensation and Governance Committee, to maintain or to cancel his rights to all or some of the Saint-Gobain stock options and performance shares granted to him up to the termination date, that have not yet expired or have not yet been delivered, as applicable, subject always to the performance conditions specified in the plan rules (6th resolution).

- The Board of Directors also decided, in accordance with Article 17 of the SGPM defined benefit plan rules, that Mr. Pierre-André de CHALENDAR would continue to benefit from all of the provisions of the plan in the same way as all other plan participants (7th resolution).
- Lastly, the Board of Directors decided that Mr. Pierre-André de CHALENDAR would continue to be fully covered by the death/disability and health insurance plans set up with GAN and Mutuelle Malakoff Médéric respectively (8th resolution).

V - ADVISORY VOTE ON THE COMPONENTS OF THE COMPENSATION DUE OR AWARDED TO MR. PIERRE-ANDRÉ DE CHALENDAR FOR 2013

(9th resolution)

The revised AFEP-MEDEF corporate governance code dated June 2013, to which Compagnie de Saint-Gobain refers, recommends that the components of the compensation due or awarded to each executive director during the year be submitted to an advisory vote of the shareholders at the Annual General Meeting. The corresponding resolution is subject to the quorum and majority voting rules applicable to ordinary resolutions.

In accordance with this recommendation, the following components of the compensation of Mr. Pierre-André de CHALENDAR, Compagnie de Saint-Gobain's only executive director, are submitted to an advisory vote of the shareholders at this Meeting.

COMPENSATION POLICY

The policy governing the Chairman and Chief Executive Officer's compensation is decided by the Board of Directors based on the recommendations of the Appointments, Compensation and Governance Committee.

The Board of Directors and the Appointments, Compensation and Governance Committee are committed to ensuring that Mr. Pierre-André de CHALENDAR's compensation is aligned at all times with the recommendations of the AFEP-MEDEF corporate governance code for listed companies.

The Chairman and Chief Executive Officer's compensation package is determined by taking into account the various pay components (fixed salary, short-term bonus, long-term incentive bonus, compensation for loss of office and pension benefits), with a view to achieving a balanced mix of these components.

For the purpose of calculating the components of Mr. de CHALENDAR's compensation, the Board of Directors also benchmarks Saint-Gobain against the Group's CAC 40 peers in terms of revenue, employee numbers and international scope.



Mr. Pierre-André de CHALENDAR's 2013 compensation as decided by the Board of Directors at its meetings on February 20, 2013, November 21, 2013 and February 19, 2014 includes the following components:

SALARY

The salary component is commensurate with Mr. de CHALENDAR's experience and responsibilities, and comparable to salaries offered by similar large companies.

His 2013 salary was set by the Board at its meeting on February 20, 2013 at €1,100,000.

This amount has not changed since 2010.

SHORT-TERM BONUS

The short-term bonus, expressed as a percentage of his annual salary, is awarded to the Chairman and Chief Executive Officer in recognition of his contribution to the Group's results for the year.

For several years, the bonus has been capped at 1.5 times salary. Of the total bonus, 60% is based on quantitative targets and 40% on qualitative targets.

At its meeting on February 20, 2013, based on the recommendations of the Appointments Committee⁽¹⁾, the Board decided that:

- The quantitative portion of the bonus would be based on four strategic financial indicators - return on capital employed (ROCE), operating income, recurring earnings per share and operating free cash flow - each counting for one quarter of this portion.

The minimum bonus would be payable if average actual performance for the four indicators was at least equal to 92.3% of the target performance (corresponding to the budget) and the maximum bonus would be payable if average actual performance represented 110.3% of the target. The portion based on quantitative targets would be equal to 0 if average actual performance were less than 92.3% of the target (i.e. for each target, depending on the case, actual performance ranging from 89.2% to 96.6% of the budget) and would represent 49.5% of salary if average actual performance were in line with the budget. At Saint-Gobain, the budget is based on ambitious objectives that are not always met and the bonus targets are therefore challenging.

- Concerning the qualitative portion of the bonus, five non-financial targets were defined relating in particular to: the Group's development in line with its strategic priorities, the quality and effectiveness of its financial communications, its responsiveness to changes in the economic environment, the smooth functioning of the Board of Directors, and its definition and deployment of a new phase in the sustainable development process.

At its meeting on February 19, 2014, based on the recommendation of the Appointments, Compensation and Governance Committee, the Board decided that the quantitative targets had been 42.4% met and the qualitative targets had been 75% met, representing an aggregate achievement rate of 55.4%. Mr. Pierre-André de CHALENDAR was therefore awarded a bonus of €914,760 for 2013, representing a 9.6% increase compared with 2012.

In all, his total compensation for 2013 (salary and bonus) amounted to €2,014,760, up 4.1% on 2012.

LONG-TERM INCENTIVE POLICY

PERFORMANCE STOCK OPTIONS AND PERFORMANCE SHARES

At its meeting of November 21, 2013, the Board of Directors granted 50,000 performance stock options to Mr. Pierre-André de CHALENDAR, representing approximately 0.009% of the capital and no performance shares. Considering that one performance share is equivalent to 3.5 stock options, the grant represented 2.3% of the total stock options and performance shares granted by the Board in 2013.

The performance conditions applicable to the stock options are presented in the table below (page 14). They are challenging, as illustrated by the fact that for the last three exercisable performance stock option plans, the achievement rates were 66.66% for the 2009 plan, 56.5% for the 2008 plan and 0% for the 2007 plan.

As provided for in Article L. 225-185 of the French Commercial Code, the Board decided that 50% of the net capital gain (after deducting payroll taxes and other personal taxes) realized by Mr. Pierre-André de CHALENDAR on the sale of shares acquired upon exercise of the options granted to him must be reinvested in Saint-Gobain shares until such time as he steps down from the position of Chairman and Chief Executive Officer. This obligation will cease to apply if and when the total number of Saint-Gobain shares held personally by Mr. de CHALENDAR in registered form represents the equivalent of five years' gross salary. In order to calculate the number of years, months and days of gross salary that Mr. de CHALENDAR's registered shares represent, the total number of Saint-Gobain shares that he holds personally in registered form will be multiplied by the opening price quoted for Saint-Gobain shares on the option exercise date and compared with the amount of his gross salary applicable at that time.

PERFORMANCE UNITS

At its meeting of November 21, 2013, the Board of Directors granted 60,000 performance units to Mr. Pierre-André de CHALENDAR. Performance units entitle the grantees to a long-term cash incentive payable between November 21, 2017 and November 20, 2023 provided that they are still employed by the Group when they apply to cash in the units and that the performance conditions are met. The cash incentive per unit is equal to the Saint-Gobain share price on the reference date (corresponding to the trading day following the date of receipt of the request to cash in the units) plus all dividends paid or other distributions made between November 21, 2017 and the reference date. The performance units constitute an operating expense that is adjustable each year, but they do not lead to any dilution of existing shareholders' interests because they are settled in cash and not in shares.

The value of these performance units, as determined by the method used in preparing the consolidated financial statements, is €1,414,000.

In accordance with the recommendations set out in the AFEP-MEDEF corporate governance code for listed companies, the rules governing the plans in which Mr. Pierre-André de CHALENDAR participates stipulate that the equity risk arising from grants made under the plans may not be hedged.

Details of the compensation paid to Mr. Pierre-André de CHALENDAR are provided in the table below.

(1) The Appointments Committee was renamed the Appointments, Compensation and Governance Committee on September 19, 2013.



TABLE PREPARED IN APPLICATION OF ARTICLE 24-3 OF THE AFEP-MEDEF CORPORATE GOVERNANCE CODE FOR LISTED COMPANIES

Components of the compensation due or awarded to Mr. Pierre-André de CHALENDAR, Chairman and Chief Executive Officer, for 2013 submitted to the advisory vote of shareholders in a resolution governed by the quorum and majority voting rules applicable to ordinary resolutions

Compensation component due or awarded in respect of 2013	Amount or book value submitted to the advisory vote (in euros)	Description
Salary	Amount due: €1,100,000	Salary unchanged since 2010.
Annual bonus	Amount due: €914,760 <i>(approved by the Board of Directors at its meeting on February 19, 2014)</i>	<p>During its February 19, 2014 meeting, based on the recommendations of the Appointments, Compensation and Governance Committee, the Board calculated Mr. Pierre-André de CHALENDAR's bonus as follows, taking into account the quantitative and qualitative targets defined by the Board on February 20, 2013 and the extent to which they had been achieved:</p> <ul style="list-style-type: none"> the portion of the bonus based on the fulfillment of quantitative targets (ROCE⁽¹⁾, operating income, recurring earnings per share and operating free cash flow) amounted to €419,760, corresponding to an overall achievement rate of 42.4%; the portion of the bonus based on the achievement of quantitative targets (the Group's development in line with its strategic priorities - in fast-growing markets and with high value-added habitat solutions -, the quality and effectiveness of its financial communications, its responsiveness to changes in the economic environment, the smooth functioning of the Board of Directors, and its definition and deployment of a new phase in the sustainable development process) amounted to €495,000, corresponding to an overall achievement rate of 75%. <p>In all, the 2013 bonus represented €914,760, corresponding to 55.4% overall achievement of qualitative and quantitative targets and an increase of 9.6% on the previous year.</p> <p>In all, Mr. de CHALENDAR's total compensation for 2013 (salary and bonus) amounted to €2,014,760, up 4.1% on 2012.</p> <p>For more information about Mr. Pierre-André de CHALENDAR's salary and bonus see "Compensation policy" above.</p>
Deferred compensation	N-A	Mr. Pierre-André de CHALENDAR has not been awarded any deferred compensation.
Long-term incentive bonus	N-A	Mr. Pierre-André de CHALENDAR has not been awarded any long-term incentive bonus.
Exceptional bonus	N-A	Mr. Pierre-André de CHALENDAR has not been awarded any exceptional bonus.

(1) Return on Capital Employed.



Compensation component due or awarded in respect of 2013	Amount or book value submitted to the advisory vote (in euros)	Description
Stock options	Amount granted: €298,500 <i>(value established based on method used to prepare the consolidated financial statements)</i>	<p>The Board of Directors granted Mr. Pierre-André de CHALENDAR 50,000 stock options.</p> <p>The service and performance conditions applicable to these options are as follows:</p> <p>SERVICE CONDITIONS:</p> <p>Mr. Pierre-André de CHALENDAR must serve as an executive director on a continuous and uninterrupted basis until the option exercise date, with certain exceptions (death, disability as defined in paragraphs 2 and 3 of Article L. 341-4 of the French Social Security Code, no-fault termination, negotiated departure, retirement, transfer to another position within the Group, change of control of the Company).</p> <p>PERFORMANCE CONDITIONS:</p> <p>Exercise of the stock options is contingent on Saint-Gobain's stock market performance compared with a reference stock market index which is based for 50% on the CAC 40 and for 50% on a sample of eight listed companies⁽¹⁾ operating in one or more of Saint-Gobain's businesses (with each accounting for 1/8th of the 50%). Saint-Gobain's stock market performance will be calculated by comparing average prices for Saint-Gobain shares for the six months to November 21, 2013 with the average prices for the six months to November 21, 2017. Based on this comparison, at the end of the four-year vesting period the options will be exercisable as follows:</p> <ul style="list-style-type: none"> • if Saint-Gobain's stock market performance exceeds that of the reference index by at least 10%, all of the options will be exercisable; • if Saint-Gobain's stock market performance is between 10% higher and 20% lower than that of the reference index, the number of exercisable options will be calculated by the following formula: $([\text{Saint-Gobain's stock market performance/performance of the index}] - 80\%) / (110\% - 80\%);$ • if Saint-Gobain's stock market performance is more than 20% below that of the reference index, none of the options will be exercisable. <p>As explained above, the performance conditions applicable to the stock options are challenging, as illustrated by the achievement rates for the last three exercisable plans (66.66% for the 2009 plan, 13% for the 2008 plan and 0% for the 2007 plan).</p> <p>Percentage of the capital represented by options granted to Mr. Pierre-André de CHALENDAR: approximately 0.009%.</p> <p>Authorized by the Annual General Meeting of June 7, 2012 in the 14th resolution. Date of grant of stock options by the Board of Directors: November 21, 2013.</p> <p>For more information about stock options, see "Compensation Policy" above, and tables 4, 5 and 9 on pages 95 and 96 of the 2013 Registration Document.</p>
Performance shares	N-A	No performance shares have been granted to Mr. Pierre-André de CHALENDAR.

(1) NSG, 3M, Imerys, CRH, Travis Perkins, Wolseley, Owens Corning and Rockwool.



Compensation component due or awarded in respect of 2013	Amount or book value submitted to the advisory vote (in euros)	Description
Performance units	Amount granted: €1,414,000 <i>(value established based on method used to prepare the consolidated financial statements)</i>	<p>The Board of Directors granted Mr. Pierre-André de CHALENDAR 60,000 performance units.</p> <p>The service and performance conditions applicable to these units are as follows:</p> <p>SERVICE CONDITIONS:</p> <p>Mr. Pierre-André de CHALENDAR must serve as an executive director on a continuous and uninterrupted basis until the unit vesting date, with certain exceptions (death, disability as defined in paragraphs 2 and 3 of Article L. 341-4 of the French Social Security Code, no-fault termination, negotiated departure, retirement, transfer to another position within the Group, change of control of the Company).</p> <p>PERFORMANCE CONDITIONS:</p> <p>The performance condition will be calculated on the average ROCE⁽¹⁾ achieved for the years 2014, 2015 and 2016 by the Saint-Gobain Group, including the Packaging Sector (but excluding Verallia North America), adjusted to exclude the effect of any changes in accounting principles and scope of consolidation:</p> <ul style="list-style-type: none"> if average ROCE for 2014, 2015 and 2016 is at least 10.5%, all of the performance units will vest; if average ROCE for 2014, 2015 and 2016 is between 8% and 10.5%, the number of units that vest will be calculated by the following formula: $(\text{Number of performance units}) \times (\text{average ROCE for the years 2014, 2015 and 2016} - 8\%) / (10.5\% - 8\%);$ if average ROCE for 2014, 2015 and 2016 is 8% or lower, none of the performance units will vest. <p>The vesting period for the performance units is still in progress, but since their creation the performance conditions for performance units have been similar to those for performance shares. The achievement rates for the last two plans for which Mr. Pierre-André de CHALENDAR received performance shares were 32% for the 2011 plan and 50% for the 2010 plan.</p> <p>Date of grant of performance units by the Board of Directors: November 21, 2013.</p> <p>For more information about performance units, see "Compensation Policy" above, and table 8 on page 95 of the 2013 Registration Document.</p>
Directors' attendance fees	N-A	Mr. Pierre-André de CHALENDAR is not paid any attendance fees.
Benefits in kind	Amount due: €2,652 <i>(value in the accounts)</i>	Mr. Pierre-André de CHALENDAR uses a chauffeur-driven company car.

(1) Return on Capital Employed.



Compensation components subject to approval by shareholders in General Meeting under the procedure applicable to related-party agreements

Compensation components due or awarded in respect of 2013 subject to approval by shareholders in Annual General Meeting in line with related-party agreement procedure

	Amounts submitted to the vote		Description
Compensation for loss of office	Amount due in 2013: zero	Amount awarded in 2013: zero	<p>If Mr. Pierre-André de CHALENDAR were to leave the Group in circumstances entitling him to compensation for loss of office, <i>i.e.</i>:</p> <p>a) if he was removed from office or his term of office as Chairman and Chief Executive was not renewed, except as a result of gross or willful misconduct or serious misconduct not related to his duties as Chief Executive Officer, or</p> <p>b) if he was forced to leave <i>i.e.</i> if he would resign within the twelve months following the date of approval by the shareholders of a merger or demerger affecting Compagnie de Saint-Gobain, or the date on which an investor or group of investors acquired control of the Company, or the announcement by Compagnie de Saint-Gobain's governance bodies of a significant change in the Group's strategy leading to a major refocusing of its business,</p> <p>he would receive compensation representing up to the equivalent of double the sum of his final year's fixed salary and of the average of the annual bonuses received or receivable for his last three full years as Chairman and Chief Executive Officer.</p> <p>Payment of the compensation for loss of office would be subject to fulfillment of a performance condition evidenced by the Board of Directors' decision to award him an average bonus at least equal to one half of the average maximum bonus for the last three years (or, if he has been Chief Executive Officer for less than three years, for the number of full years that have elapsed since his appointment as Chief Executive Officer) described above. As explained above (see page 11), the bonus award decisions applicable to Mr. Pierre-André de CHALENDAR are challenging. This is illustrated by the fact that his 2013 bonus was based on an achievement rate of 55.4%.</p> <p>No compensation for loss of office would be due if Mr. Pierre-André de CHALENDAR were to leave Compagnie de Saint-Gobain at his own initiative in circumstances other than those referred to above, or if he was eligible to retire during the following twelve months and to receive a pension under the SGPM defined benefit plan.</p> <p>Under no circumstances would the sum of the compensation for loss of office and the indemnity payable under the non-compete agreement exceed double Mr. de CHALENDAR's total gross annual compensation.</p> <p>Authorized by the Board of Directors on March 25, 2010. Approved by the Annual General Meeting on June 3, 2010 in the 6th resolution (approval of related party agreements).</p>

Note: in connection with Mr. Pierre-André de CHALENDAR's re-election as Director, shareholders will be asked to approve this commitment (see 6th resolution of this Meeting) on substantially the same terms as under the previous authorization, with one exception: the compensation for loss of office will not be paid if Mr. de CHALENDAR is not renewed at his own initiative.



Compensation components due or awarded in respect of 2013 subject to approval by shareholders in Annual General Meeting in line with related-party agreement procedure

	Amounts submitted to the vote		Description
Non-compete indemnity	Amount due in 2013: zero	Amount awarded in 2013: zero	<p>If Mr. Pierre-André de CHALENDAR were to leave the Group in circumstances entitling him to compensation for loss of office, he would also be entitled to a non-compete indemnity equal to one year's gross compensation. For the purpose of this agreement, his gross annual compensation would be considered as comprising the same fixed and variable amounts used to calculate his compensation for loss of office referred to above.</p> <p>Under no circumstances would the sum of the compensation for loss of office and the indemnity payable under the non-compete agreement exceed double Mr. de CHALENDAR's total gross annual compensation.</p> <p>Authorized by the Board of Directors on March 25, 2010. Approved by the Annual General Meeting on June 3, 2010 in the 6th resolution (approval of related party agreements).</p>

Note: in connection with Mr. Pierre-André de CHALENDAR's re-election as Director, shareholders will be asked to approve this commitment (see 6th resolution of this Meeting) on substantially the same terms as under the previous authorization, with one exception: as provided for in the AFEP-MEDEF code, the Board of Directors may waive application of the non-compete agreement when Mr. de CHALENDAR leaves the Group.

Post-employment benefits	Amount due in 2013: zero	Amount awarded in 2013: zero	<p>Mr. Pierre-André de CHALENDAR participates in the defined benefit pension plan covering all employees and managers of Compagnie de Saint-Gobain who joined the Company prior to January 1, 1994 that was closed to new entrants as from that date.</p> <p>To benefit from the plan, Mr. Pierre-André de CHALENDAR will have to retire at 60 or over on a full pension under the compulsory government-sponsored schemes, after contributing for at least 15 years.</p> <p>Benefits under the plan are determined so that retirees receive a guaranteed total income in retirement. The guaranteed amount depends on the retiree's years of service (up to 35 years), and is determined on a declining scale for each tranche of gross annual compensation excluding exceptional or temporary payments.</p> <p>Benefits received by the retiree under other basic and supplementary pension plans during the period are deducted from the guaranteed amount for the purpose of calculating the plan benefits.</p> <p>Mr. de CHALENDAR's pension will be based on his final year's salary and his years of service will be calculated as from October 1, 1989. If he were to leave after completing the maximum number of pensionable years' service under the SGPM plan, he would be entitled to total pension benefits (including benefits paid under the compulsory basic and supplementary pension schemes) representing a guaranteed replacement rate of approximately 47% of his final year's fixed salary. The seniority-based supplementary pension benefits under the SGPM plan that would be paid by Compagnie de Saint-Gobain would therefore correspond to the difference between the guaranteed total benefits and the benefits paid under the compulsory basic and supplementary pension schemes.</p> <p>This amount is significantly lower than the AFEP-MEDEF code's recommended replacement rate, corresponding to 45% of the sum of the fixed salary and bonus. In addition, given that the above mentioned amount corresponds to 35 years of service, it reflects the fact that the annual increase in potential benefits is lower than 5% of the beneficiary's compensation.</p> <p>Authorized by the Board of Directors on March 25, 2010. Approved by the Annual General Meeting on June 3, 2010 in the 7th resolution (approval of related party agreements).</p>
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VI – ADJUSTMENT OF THE TOTAL ANNUAL AMOUNT OF DIRECTORS’ FEES

(10th resolution)

The purpose of the **10th resolution** is to approve an increase in the total annual amount of directors’ fees. These fees were set at €800,000 eight years ago, at the Annual General Meeting of June 8, 2006. It is proposed that this amount be increased to €1,100,000, an amount in line with the fees paid by comparable CAC 40 companies.

VII – AUTHORIZATION TO BE GIVEN TO THE BOARD OF DIRECTORS TO BUY BACK SAINT-GOBAIN SHARES

(11th resolution)

The purpose of the **11th resolution** is to renew the annual authorization given to the Board of Directors to buy back Saint-Gobain shares. The maximum purchase price under this authorization would be set at €80 per share.

The authorization, which is requested every year, is intended to enable Compagnie de Saint-Gobain to buy its own shares, if appropriate, by all means, in compliance with the regulations in force, principally with a view to canceling shares (as authorized in the 17th resolution of the Annual General Meeting of June 6, 2013), delivering shares upon exercise of the rights attaching to securities, enabling an investment service provider to stabilize the Company’s share price under liquidity agreements, making free share awards, honoring your Company’s commitments under the stock option program for the purchase of shares, granting or selling shares under a Group Savings Plan, financing external growth transactions, offsetting the dilutive impact of potential share grants or shares issued on exercise of stock options and, more generally, for any other transaction allowed under the relevant regulations.

The maximum number of shares that may be bought back may not exceed 10% of the total number of shares making up the share capital at the date of this General Meeting, it being specified that the number of shares acquired with a view to retaining them and tendering them subsequently in exchange within the scope of mergers, demergers and split-ups or contributions, may not exceed 5% of the Company’s share capital at such date and that the Company may not hold more than 10% of its share capital, either directly or indirectly.

For information purposes, at March 1, 2014, the theoretical maximum amount of funds that the Company would have been able to invest in these purchases was €4,441,414,000 which corresponds to 55,517,679 shares bought at a price of €80 each.

The resolution does not specifically authorize the Company to pursue the buyback program while an offer for the Company’s shares is in progress. In the absence of said specific authorization, based on the current laws, it would not be possible to pursue the buyback program in the context of an offer.

This program could be carried out within 18 months of the date of this General Meeting, that is until December 4, 2015. This authorization would supersede that granted in the tenth resolution of the General Meeting of June 6, 2013.

VIII – AMENDMENTS TO THE BYLAWS CONCERNING EMPLOYEE REPRESENTATION ON THE BOARD OF DIRECTORS OF COMPAGNIE DE SAINT-GOBAIN

(12th resolution)

In the **12th resolution**, shareholders are asked to approve certain changes to the Company’s bylaws concerning the membership of the Board of Directors, that are necessary in order to comply with France’s Employment Protection Act of June 14, 2013. The purpose of the changes is to allow for the appointment of Directors representing employees, to specify the process for their appointment and to establish the rules applicable to these Directors representing employees.

The Board of Directors met on November 21, 2013 to review the application of the new legal requirements. In light of the current number of Directors, two new Directors representing employees will have to be appointed within six months of the relevant changes in the bylaws being approved. Based on the recommendation of the Appointments, Compensation and Governance Committee, the Board decided that among the various appointment processes allowed under the new law, the most appropriate solution and the one that would be in the best interests of employees, would be for the two Directors representing employees to be appointed by the Group Works Council (“*Comité de groupe*”), which represents employees of all Group entities in France. The Group Works Council was consulted about this proposal, in accordance with the law.

The proposed changes to the bylaws that are being submitted to shareholders for approval were approved by the Board of Directors at its meeting held on March 20, 2014 to call the Annual General Meeting and approve the text of the resolutions to be presented at that Meeting. The changes aim to align, as far as possible, the rules concerning Directors representing employees with those applicable to the Directors concerned by the existing bylaws, the provisions of which will also apply to these new Directors.



Article 9
MEMBERSHIP OF THE BOARD OF DIRECTORS
Current wording

- 1) The Company has a Board of Directors made up of at least three members and not more than sixteen, except in the event of a merger when this limit is waived in accordance with applicable regulations.
- 2) Each Director must own at least eight hundred Company shares.
- 3) The General Meeting of Shareholders elects and re-elects the Directors, and may remove them from office. One of the Directors is elected, upon a recommendation from the Board of Directors, from among the members of the Supervisory Board or Boards of the mutual fund or funds representing employee shareholders; this Director is subject to the same legal conditions as other Directors, and enjoys the same status.
- 4) Directors are elected for a term of office of up to four years, subject to the restrictions concerning age limits. Their re-election is subject to the same restrictions.
- 5) A Director's term of office expires at the close of the Ordinary General Meeting called to approve the financial statements for the year preceding the year of expiry.

Article 9
MEMBERSHIP OF THE BOARD OF DIRECTORS
New wording

- 1) The Company has a Board of Directors made up of at least three members and not more than eighteen, except in the event of a merger when this limit is waived in accordance with applicable regulations.
- 2) Directors who are elected by the General Meeting of Shareholders are re-elected or removed from office by the General Meeting.
- 3) Each Director elected by the General Meeting of shareholders must own at least eight hundred Company shares.
- 4) The General Meeting of Shareholders elects a Director representing employee shareholders upon a recommendation from the Board of Directors, from among the members of the Supervisory Board or Boards of the mutual fund or funds representing employee shareholders; this Director is subject to the same legal conditions as other Directors elected by the General Meeting of Shareholders, and enjoys the same status.
- 5) One or two Director(s) representing employees is or are appointed by the Group Works Council ("Comité de groupe") of the Company. If twelve or fewer Directors are elected by the General Meeting of Shareholders, one Director representing employees is appointed by the Group Works Council of the Company. If more than twelve Directors are elected by the General Meeting of Shareholders or the number of Directors elected by the General Meeting of Shareholders increases to more than twelve, a second Director representing employees is appointed by the Group Works Council of the Company (provided that the number of Directors elected by the General Meeting of Shareholders is still more than twelve on the appointment date). If the number of Directors elected by the General Meeting of Shareholders subsequently falls to twelve or fewer, the two Directors representing employees will remain in office for the rest of their term. The Director(s) representing employees is or are appointed by the Group Works Council of the Company within six months of the General Meeting. The Director representing employee shareholders appointed by the General Meeting of Shareholders is not taken into account for the purpose of determining the number of Directors representing employees to be appointed.
- 6) Directors are elected or appointed for a term of office of four years, subject to the restrictions concerning age limits. Their re-election or re-appointment is subject to the same restrictions.
- 7) A Director's term of office ceases at the close of the Ordinary General Meeting called to approve the financial statements for the year preceding the year of expiry. The term of office of a Director representing employees ends as specified above and also upon termination of his or her employment contract, as of the date thereof, unless he or she is transferred to another Group company. If the Company is no longer concerned by the provisions of the law concerning employee representation on the Board, the term(s) of the Director(s) representing employees will end at the close of the Board meeting during which the non-applicability of the law is noted.



Article 9
MEMBERSHIP OF THE BOARD OF DIRECTORS
Current wording

- 6) The age limit for Directors or permanent representatives of legal entities on the Board of Directors is set at 70. The terms of office of Directors or permanent representatives of legal entities on the Board of Directors end at the close of the General Meeting held to approve the financial statements for the year in which he or she reached the age of 70.
- 7) Should one or several seats on the Board become vacant due to the death or resignation of one or more Directors, the Board of Directors may appoint Directors to serve on a provisional basis in the period to the next Ordinary General Meeting. Such appointments are subject to approval by the next Ordinary General Meeting.
- 8) Should the appointed Director or Directors not be approved by the General Meeting, the decisions and action of the Board in the preceding period would nonetheless remain valid.
- 9) A Director appointed as a replacement for another remains on the Board only for the remainder of his or her predecessor's term.
- 10) The amendments to para. 4 relating to the duration of Directors' terms of office and para. 6 relating to their age limits apply to terms of office granted as from the General Meeting of June 5, 2003 and do not affect those in progress at that date.

Article 9
MEMBERSHIP OF THE BOARD OF DIRECTORS
New wording

- 8) The age limit for Directors or permanent representatives of legal entities on the Board of Directors is set at 70. The terms of office of Directors or permanent representatives of legal entities on the Board of Directors end at the close of the General Meeting held to approve the financial statements for the year in which he or she reached the age of 70.
- 9) Should one or several seats on the Board become vacant due to the death or resignation of one or more Directors elected by the General Meeting of Shareholders, the Board of Directors may appoint Directors to serve on a provisional basis in the period to the next Ordinary General Meeting. Such appointments are subject to approval by the next Ordinary General Meeting. Should the appointed Director or Directors not be approved by the General Meeting, the decisions and action of the Board in the preceding period would nonetheless remain valid.
- 10) Should one or both of the seats on the Board held by the Director or Directors representing employees become vacant due to the termination of his, her or their employment contract, death, resignation, removal from office or for any other reason, the Group Works Council of the Company will appoint a Director or both Directors by the process described in paragraph 5 (within six months of the seat or seats becoming vacant). The Board may validly make decisions and take action in the period until the seats reserved for Directors representing employees have been filled.
- 11) A Director appointed as a replacement for another Director elected by the General Meeting of Shareholders remains on the Board only for the remainder of his or her predecessor's term.



IX - RENEWAL OF THE AUTHORIZATIONS GIVEN TO THE BOARD OF DIRECTORS TO GRANT PERFORMANCE STOCK OPTIONS EXERCISABLE FOR NEW OR EXISTING SHARES AND FREE PERFORMANCE SHARES CORRESPONDING TO EXISTING SHARES

(13th and 14th resolutions)

Shareholders are asked to renew these two authorizations that were given to the Board at the Annual General Meeting of June 7, 2012. They concern the granting of performance stock options (13th resolution) and free performance shares (14th resolution) to all or certain categories of employees and officers of the Saint-Gobain Group including executive directors.

The cumulative number of shares that may be allocated under the two resolutions is limited to 1% of the Company's capital stock as of the date of this Meeting, with a 0.8% limit applicable to performance share grants. Stock options and performance shares representing no more than 10% of these ceilings may be granted to executive directors of Compagnie de Saint-Gobain.

If these resolutions are adopted, the following rules will be applied by the Board.

The stock options and performance shares will be subject to **service conditions** and will be exercisable or will vest only if the grantee is a member of the Group on the date when the options or shares are granted by the Board or Directors and remains so up until the exercise date (performance stock options) or the end of the vesting period (performance shares), except in the case of death, disability as defined in paragraphs 2 and 3 of Article L. 341-4 of the French Social Security Code, no-fault termination, negotiated departure, retirement, transfer to another position within the Group, or change of control of the Company.

To provide guidance to the Board of Directors, the 13th and 14th resolutions stipulate that, in accordance with the recommendations of the AFEP-MEDEF corporate governance code for listed companies to which the Company refers (Articles 23.1 and 23.2.4, p. 21, 25 and 26), the **performance conditions** must be "serious and demanding" and are to be "met over a period of several consecutive years". They may correspond to internal performance targets or performance compared with external benchmarks. The Board of Directors will be responsible for setting the most appropriate performance conditions, considering the situation as well as the Company's specific characteristics, in line with the shareholders authorizations and the above principles. The related decisions will be made at the end of 2014 and at the end of 2015, i.e. in the month of November when the grants are made. The performance conditions will be disclosed in full in the Registration Document for the grant year, in line with the Company's commitment to total transparency policy.

They will also be disclosed in each subsequent year, for the purposes of the shareholders' advisory vote on the compensation due or awarded to executive directors.

The performance conditions set by the Board of Directors for the performance stock options and performance shares granted on November 21, 2013 are as follows:

a) For the stock options, Saint-Gobain's stock market performance will be calculated by comparing average prices for Saint-Gobain shares for the six months to November 21, 2013 with the average prices for the six months to November 21, 2017. Based on this comparison, at the end of the four-year vesting period the options will be exercisable as follows:

- if Saint-Gobain's stock market performance exceeds that of the reference index (comprising NSG, 3M, Imerys, CRH, Travis Perkins, Wolseley, Owens Corning and Rockwool) by at least 10%, all of the options will be exercisable;

- if Saint-Gobain's stock market performance is between 10% higher and 20% lower than that of the reference index, the number of exercisable options will be calculated by the following formula:

$$\left(\frac{\text{Saint-Gobain's stock market performance}}{\text{performance of the index}} - 80\% \right) / (110\% - 80\%);$$

- if Saint-Gobain's stock market performance is more than 20% below that of the reference index, none of the options will be exercisable.

b) For the free performance shares, the performance condition is based on the average ROCE achieved for the years 2014, 2015 and 2016 by the Saint-Gobain Group, including the Packaging Sector (but excluding Verallia North America), adjusted to exclude the effect of any changes in accounting principles:

- if average ROCE for 2014, 2015 and 2016 is at least 10.5%, all of the performance shares will vest;

- if average ROCE for 2014, 2015 and 2016 is between 8% and 10.5%, the number of shares that vest will be calculated by the following formula:

$$\frac{\text{Average ROCE} - 8\%}{10.5\% - 8\%};$$

- if average ROCE for 2014, 2015 and 2016 is 8% or lower, none of the performance shares will vest.

In the past, the performance conditions for the performance stock option and performance share plans have always been challenging, as illustrated by the achievement rates for the last three exercisable stock option plans (66.66% for the 2009 plan, 56.5% for the 2008 plan and 0% for the 2007 plan) and the last three performance share plans for which the vesting period has ended (32% for the 2011 plan, 50% for the 2010 plan and 100% for the 2009 plan).

As in the past, the Board of Directors will have the option of stipulating that in the case of stock option or share grants to certain grantees other than members of the Liaison Committee (or any equivalent committee that may be created in the future), the performance conditions will only apply above a certain number of shares.

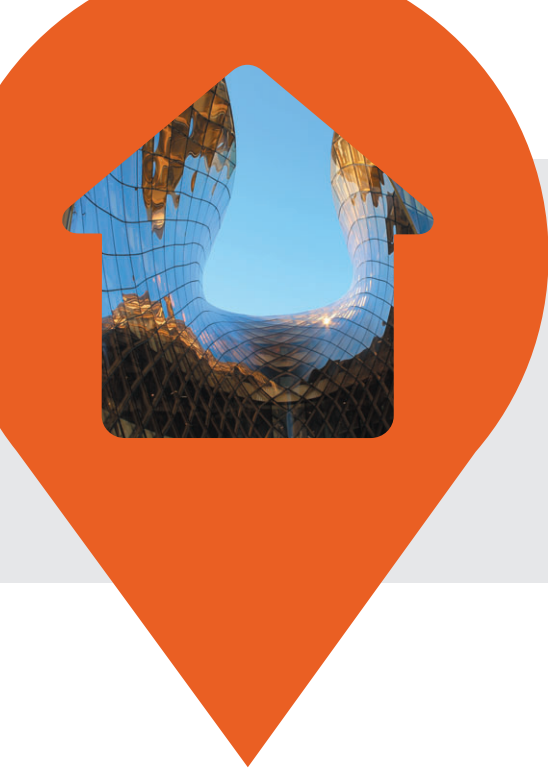
The resolution provides that the exercise price of the performance stock options will be set by the Board of Directors, without any discount, and will be calculated by reference to the average of the opening stock market prices for the twenty trading days preceding the decision of the Board of Directors. The Board of Directors will also be asked to decide either (i) that the performance stock options granted to executive directors will not be exercisable or (ii) that a certain number of shares obtained upon exercise of stock options will be subject to a lock-up until he or they step down from his or their position.

Similarly, the Board of Directors will also be asked to decide that all or a certain quantity of executive directors' vested performance shares will be subject to a lock-up, until he or they step down from his or their position.

These two authorizations will remain valid for a period of **26 months**, as for the earlier authorizations to the same effect.

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* *

The 15th resolution gives full powers to carry out the formalities associated with the General Meeting.



CANDIDATE FOR ELECTION TO THE BOARD

ALL THE FOLLOWING INFORMATION IS CURRENT AS OF APRIL 1, 2014.

RE-ELECTION OF A DIRECTOR

MR. PIERRE-ANDRÉ DE CHALENDAR



Mr. Pierre-André de CHALENDAR is Chairman and Chief Executive Officer of Compagnie de Saint-Gobain

Born in April 1958, a graduate of the ESSEC Business School and of École Nationale d'Administration (ENA) and a former senior civil servant (Inspecteur des Finances), Mr. Pierre-André de CHALENDAR joined Compagnie de Saint-Gobain on November 1, 1989 as Vice-President, Corporate Planning.

He held the positions of Director of Abrasives, Europe (1992-1996), Director of Abrasives, Worldwide (1996-2000) and General Delegate for the United Kingdom and the Republic of Ireland (2000-2002) before being appointed Senior Vice-President of Compagnie de Saint-Gobain in charge of the Building Distribution Sector in 2003.

Appointed Chief Operating Officer of Compagnie de Saint-Gobain in May 2005 and elected to the Board in

June 2006, he has been Chief Executive Officer since June 7, 2007 and Chairman and Chief Executive Officer since June 3, 2010.

He is also a director of two other listed companies, Veolia Environnement (since 2010) and BNP Paribas (since 2012). Within the Saint-Gobain Group, he is a director of Saint-Gobain Corporation and GIE SGPM Recherche. He was Chairman of the Board of Directors of Verallia from March 2011 to March 2014.

He owns 136,323 Saint-Gobain shares.

Business address: Les Miroirs - 92096 La Défense Cedex (France)

Shareholders are invited to renew Mr. Pierre-André de CHALENDAR's term of office as Director in the 5th resolution.

PRESENTATION OF THE BOARD OF DIRECTORS



DETAILS OF THE MEMBERS OF THE BOARD OF DIRECTORS OF COMPAGNIE DE SAINT-GOBAIN ARE AS FOLLOWS:

All the following information is current as of April 1, 2014.

PIERRE-ANDRÉ DE CHALENDAR



Chairman and Chief Executive Officer of Compagnie de Saint-Gobain

Mr. Pierre-André de CHALENDAR, 55, was appointed Chief Operating Officer of Compagnie de Saint-Gobain on May 3, 2005 and was elected to the Board of Directors by the General Meeting on June 8, 2006, becoming Chief Executive Officer on June 7, 2007 and Chairman and Chief Executive Officer on June 3, 2010. He is also a director of Veolia Environnement and BNP Paribas. Within the Saint-Gobain Group, he is a director of Saint-Gobain Corporation and GIE SGPM Recherche.

He owns 136,323 Saint-Gobain shares.

Les Miroirs - 92096 La Défense Cedex (France)

ISABELLE BOUILLOT



Chairman, China Equity Links

Ms. Isabelle BOUILLOT, 64, is also a director of Umicore and Air France and Managing Partner of IB Finance.

She owns 1,542 Saint-Gobain shares.

42, rue Henri Barbusse - 75005 Paris (France)

JEAN-MARTIN FOLZ



Corporate Director

Mr. Jean-Martin FOLZ, 67, is also a director of Alstom, Axa, Société Générale and Solvay.

He owns 1,699 Saint-Gobain shares.

Les Miroirs - 92096 La Défense Cedex (France)

BERNARD GAUTIER



Member, Managing Board, Wendel

Mr. Bernard GAUTIER, 54, is also Chairman of Winvest International S.A. SICAR, Oranje-Nassau Développement S.A. SICAR, Expansion 17 S.A. and Global Performance 17 S.A., Chairman of the Management Advisory Board of Winvest Conseil, Legal Manager of Materis Parent, a director of Communication Media Partner, Stahl Holdings BV, Stahl Group S.A., Stahl Lux2, Stichting Administratiekantoor II, Stahl Groep II, Trief Corporation, Wendel Japan KK, Winvest Part BV, member of the Supervisory Board of Altineis, and Legal Manager of BG Invest, BJPG Conseil, SCI La République, La Cabane Saint-Gautier, BJPG Participations, BJPG Assets and Sweet Investment Ltd.

He owns 1,132 Saint-Gobain shares.

89, rue Taitbout - 75009 Paris (France)



ANNE-MARIE IDRAC



Ms. Anne-Marie IDRAC, 62, is also a member of the Supervisory Board of Vallourec, a director of Mediobanca, Total and Bouygues, a member of the Advisory Board of HEC and Vice-Chairman of the Robert Schuman Foundation.

She owns 800 Saint-Gobain shares.

Les Miroirs - 92096 La Défense Cedex (France)

Former Secretary of State for Foreign Trade, Consultant

SYLVIA JAY



Lady Sylvia JAY, 67, a British citizen, is also a director of Alcatel Lucent, Lazard Limited and the Casino Group, Chairman of the Pilgrim Trust, and Trustee of the Entente Cordiale Scholarship Scheme and the Prison Reform Trust.

She owns 1,030 Saint-Gobain shares.

38, Markham Street - London SW33NR (United Kingdom)

Corporate Director

PAMELA KNAPP



Ms. Pamela KNAPP, 56, a German national, is also a member of the Supervisory Board and the Finance and Audit Committee of Peugeot S.A. and a member of the Board of Directors of Hostettler, Kramarsch & Partner Holding AG (HKP).

She owns 800 Saint-Gobain shares.

Nordwestring 101 - 90419 Nuremberg (Germany)

Member of the Management Board and Chief Financial Officer and HR Director of GfK SE

AGNÈS LEMARCHAND



Ms. Agnès LEMARCHAND, 59, is also a director of CGG, a member of the Supervisory Board of Areva and Siclae (representing Bpifrance), and an associate member of Conseil Économique, Social et Environmental (CESE) in its economic activities section.

She owns 800 Saint-Gobain shares.

19, place de la Résistance - 92130 Issy-les-Moulineaux (France)

Executive Chairman of Steetley Dolomite Limited

FRÉDÉRIC LEMOINE



Mr. Frédéric LEMOINE, 48, is also Chairman of the Supervisory Board of Oranje-Nassau Groep BV, Chairman of the Board of Directors of Trief Corporation and Chairman of the Board of Directors of Bureau Veritas.

He owns 835 Saint-Gobain shares.

89, rue Taitbout - 75009 Paris (France)

Chairman of the Executive Board of Wendel

GÉRARD MESTRALLET



Mr. Gérard MESTRALLET, 64, is also Chairman of the Strategy Committee of Suez Environnement Company, a member of the Supervisory Board of Siemens AG, Vice-Chairman of Sociedad General de Aguas de Barcelona and, within the GDF Suez Group, he is Chairman of the Board of Directors of GDF Suez Energie Services, Electrabel and GDF Suez Energy Management Trading (formerly GDF Suez Belgium), Chairman of GDF Suez Rassembleurs d'Énergies SAS, and a director of International Power and Pargesa Holding SA.

He owns 1,100 Saint-Gobain shares.

1, place Samuel de Champlain - Faubourg de l'Arche - 92930 Paris-La-Défense (France)

Chairman and Chief Executive Officer of GDF Suez



JACQUES PESTRE



Senior Vice-President of Point.P, Chairman of the Supervisory Board of the Saint-Gobain PEG France corporate mutual fund

Mr. Jacques PESTRE, 57, also holds the following positions within the Saint-Gobain Group: Chairman and Chief Executive Officer of BMSO, BMCE, SONEN and Docks de l'Oise, Chairman of the Board of Directors of Comasud, Chairman of BMRA SAS, MBM SAS, Cibomat SAS, Boch Frères SAS, Dépôt Services Carrelages SAS and Thuon SAS and permanent representative of Point.P Développement on the Board of Directors of Nouveaux Docks.

He owns 2,535 Saint-Gobain shares.

Le Mozart - 13/15 rue Germaine Tailleferre - 75940 Paris Cedex 19 (France)

OLIVIA QIU



Chief Strategy and Innovation Officer at Philips Lighting, Executive Vice-President at Philips

Ms. Olivia QUI, 47, does not hold any other directorships.

She owns 800 Saint-Gobain shares.

Building HBT-11 - Amstelplein 2 - 1096 BC Amsterdam (Netherlands)

DENIS RANQUE



Chairman of the Board of Directors of Airbus Group

Mr. Denis RANQUE, 62, is also a director of CMA-CMG and Scilab Entreprise SAS, Chairman of the Board of Directors of the ParisTech Foundation and Chairman of the AFEP-MEDEF's High Committee on Corporate Governance (Haut Comité de Gouvernance d'Entreprise).

He owns 888 Saint-Gobain shares.

37, boulevard de Montmorency - 75016 Paris (France)

GILLES SCHNEPP



Chairman and Chief Executive Officer of Legrand

Mr. Gilles SCHNEPP, 55, is also Chairman and Chief Executive Officer, Chairman of the Board of Directors, President or a director or permanent representative of a corporate director of various Legrand Group subsidiaries.

He owns 800 Saint-Gobain shares.

128, avenue du Maréchal de Tassigny - 87045 Limoges Cedex (France)

JEAN-DOMINIQUE SENARD



Chief Executive Officer of Michelin

Mr. Jean-Dominique SENARD, 61, does not hold any other directorships.

He owns 1,770 Saint-Gobain shares.

23, place des Carmes Déchaux - 63040 Clermont-Ferrand Cedex 9 (France)

PHILIPPE VARIN



Former Chairman of Groupe PSA Peugeot Citroën

Mr. Philippe VARIN, 61, is a Director of Faurecia S.A. and Chairman of Cercle de l'Industrie.

He was Chairman of Groupe PSA Peugeot Citroën from April 2009 until the end of March 2014.

He owns 1,000 Saint-Gobain shares.

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

SAINT-GOBAIN IN 2013

(EXECUTIVE SUMMARY AND COMPARATIVE
FINANCIAL DATA)

CONSOLIDATED FINANCIAL HIGHLIGHTS FOR 2013

Summary of key consolidated data:

	2012 restated* (in € millions) (A)	2013 (in € millions) (B)	Change (%) (B)/(A)	2012 reported (in € millions)
Sales and ancillary revenue	43,198	42,025	- 2.7%	43,198
Operating income	2,863	2,764	- 3.5%	2,881
Operating depreciation and amortization	1,550	1,425	- 8.1%	1,550
EBITDA (operating income + operating depreciation and amortization)	4,413	4,189	- 5.1%	4,431
Non-operating costs	(507)	(492)	- 3.0%	(507)
Capital gains and losses on disposals, asset write-downs, corporate acquisition fees and earn-out payments	(390)	(381)	- 2.3%	(390)
Business income	1,966	1,891	- 3.8%	1,984
Net financial income	(812)	(795)	- 2.1%	(724)
Income tax	(443)	(476)	+ 7.4%	(476)
Share in net income of associates	12	11	- 8.3%	12
Income before minority interests	723	631	- 12.7%	796
Minority interests	30	36	+ 20.0%	30
Net income	693	595	- 14.1%	766
Earnings per share ⁽²⁾ (in €)	1.32	1.08	- 18.2%	1.46
Recurring net income ⁽¹⁾	1,053	1,027	- 2.5%	1,126
Recurring ⁽²⁾ earnings per share ⁽¹⁾ (in €)	2.00	1.86	- 7.0%	2.14
Cash flow from operations ⁽³⁾	2,718	2,537	- 6.7%	2,791
Cash flow from operations excluding capital gains tax ⁽⁴⁾	2,595	2,511	- 3.2%	2,668
Capital expenditure	1,773	1,354	- 23.6%	1,773
Free cash flow (excluding capital gains tax) ⁽⁴⁾	822	1,157	+ 40.8%	895
Investments in securities	354	100	- 71.8%	354
Net debt	8,490	7,521	- 11.4%	8,490

* Restated to reflect the impacts of the amended IAS 19.

(1) Excluding capital gains and losses on disposals, asset write-downs and material non-recurring provisions.

(2) Calculated based on the number of shares outstanding at December 31 (555,417,617 shares in 2013 versus 526,434,577 in 2012).

(3) Excluding material non-recurring provisions.

(4) Excluding the tax effect of capital gains and losses on disposals, asset write-downs and material non-recurring provisions.



The comments below were drawn up based on restated 2012 figures.

Consolidated sales were down 2.7%. **The currency impact** was a negative 2.7%, resulting primarily from the fall against the euro of the currencies of the main emerging markets where the Group operates (particularly Latin America) and of the US dollar and pound sterling. **Changes in Group structure** had a slightly positive 0.3% impact, chiefly reflecting the integration of Brossette in April 2012 and of Celotex in September 2012, as well as the sale of the PVC Pipe & Foundations business in May 2013 and of certain non-core businesses within Building Distribution. Like-for-like (comparable Group structure and exchange rates), sales were down 0.3%, with the 1.0% rise in **sales prices** virtually offsetting the 1.3% downturn in **volumes**.

Operating income fell 3.5%, squeezed by the negative currency impact and by tough trading in the first half, but rallied in the six months to December 31, up 9.9%. The operating margin remained stable at 6.6% of sales thanks to cost cutting measures and to the second-half improvement up to 7.1%. Excluding Building Distribution, the operating margin for the year climbed from 8.5% to 8.8%.

EBITDA (operating income + operating depreciation and amortization) was down 5.1%. The consolidated EBITDA margin came out at 10.0% of sales.

Non-operating costs totaled €492 million due to the restructuring program, especially in Flat Glass. As in 2012, non-operating costs include a €90 million accrual to the provision for asbestos-related litigation involving CertainTeed in the United States.

The net balance of capital gains and losses on disposals, asset write-downs and corporate acquisition fees was a negative €381 million versus a negative €390 million in 2012. This line includes €99 million in capital gains on disposals of assets relating mainly to the PVC Pipe & Foundations business, and €476 million in asset write-downs. Most of these write-downs relate to the restructuring measures and site closures implemented in the period, especially in Flat Glass (for €143 million), and to the impairment of part of Lapeyre goodwill in the Building Distribution Sector (for €211 million).

Business income was down 3.8%.

Net financial expense fell slightly to €795 million from €812 million in 2012, as the cost of gross debt decreased, to 4.4% at December 31, 2013 from 4.7% at end-2012.

Income tax expense on recurring net income came out at 32% versus 34% in 2012.

Income tax rose from €443 million to €476 million, reflecting mainly the reduction in tangible asset write-downs.

Recurring net income (excluding capital gains and losses, asset write-downs and material non-recurring provisions) retreated 2.5% to €1,027 million.

Net income shed 14.1% at €595 million.

Capital expenditure was slashed by 23.6% to €1,354 million from €1,773 million in 2012, and represents 3.2% of sales, versus 4.1% of sales one year earlier.

Cash flow from operations came in at €2,537 million, down 6.7% from €2,718 million in 2012. Before the tax impact of capital gains and losses on disposals, asset write-downs and material non-recurring provisions, cash flow from operations fell 3.2% to €2,511 million.

Due to the reduction in capital expenditure:

- **free cash flow** (cash flow from operations less capital expenditure) was up 25.2% to €1,183 million. Before the tax impact of capital gains and losses on disposals, asset write-downs and material non-recurring provisions, it jumped 40.8% to €1,157 million, at 2.8% of sales (1.9% of sales in 2012);
- **the difference between EBITDA and capital expenditure** increased to €2,835 million, up 7.4% on 2012 (€2,640 million), representing 6.7% of sales (versus 6.1% in 2012).

Operating working capital requirements (WCR) continued to improve in value terms (down €97 million to €3,417 million) and remained stable in terms of number of days' sales, at a record low of 29 days. This testifies to the Group's constant efforts to maintain a tight rein on cash.

Investments in securities totaled just €100 million (€354 million in 2012), and focused on the Group's key growth drivers.

Net debt was down 11.4% year-on-year to €7.5 billion, driven chiefly by the sharp decrease in capital expenditure and financial investments over the past 12 months. Net debt represented 42% of consolidated equity, compared to 47% at December 31, 2012.

The net debt to EBITDA ratio fell to 1.80 from 1.92 at December 31, 2012.

OPERATING PERFORMANCE

After a tough first half penalized by fewer working days and poor weather conditions, the Group reported organic growth of 2.6% for the six months to December 31, 2013, with volumes up 1.5% and prices gaining 1.1%, as third-quarter trends continued in the last three months of the year.

Sales stabilized over the year as a whole, down 0.3% on a like-for-like basis with a solid 1.0% increase in sales prices despite a less inflationary environment. On a reported basis, sales retreated 2.7% due to the negative 2.7% currency impact. Changes in Group structure had a slightly positive 0.3% impact.

All of the Group's Business Sectors and Activities reported an improvement in second-half trading, driven by more upbeat trends in their Western European markets (0.9% organic growth), as well as in Asia and emerging countries (10.4% organic growth). The upturn in North America was held in check by the decline in businesses linked to capital spending and by volatility in Exterior Products.

Despite the decline in sales, **the Group's operating margin in 2013 held firm at 6.6%** and rose to 7.1% in the second half.

The Group's focus on its action plan priorities continues to pay off:

- an increase in sales prices in line with objectives;
- additional cost savings of €600 million in 2013 compared to 2012, particularly in Flat Glass, which saw its margin improve to 4.0% versus 2.0% in second-half 2012;
- a €400 million reduction in capex thanks to optimized timing of expenditures and to unit cost savings, while maintaining a strong focus on growth capex outside Western Europe;
- a selective acquisitions and divestments policy;
- a stronger balance sheet, with net debt down almost €1 billion thanks to an ongoing tight rein on cash.



BY SECTOR

Innovative Materials sales were down just 0.7% in the year on a like-for-like basis, thanks to 1.5% growth in the second half. **The operating margin was 7.3%**, and came in at 7.8% in the second half compared to 6.9% in second-half 2012 and 6.7% in first-half 2013, spurred by upbeat trends in Flat Glass.

- Like-for-like, **Flat Glass** sales moved up 0.8%, jumping 2.8% in the second half. In the six months to December 31, construction markets remained fragile in Western Europe (with prices for commodity products – float glass – stabilizing), but proved bullish in Asia and emerging countries. Automotive glass sales confirmed a double-digit rise over the year in Asia and emerging countries and stabilized over the second half in Western Europe.

Buoyed by increased cost cutting efforts, the operating margin reached 2.8% of sales in 2013, coming in at 4.0% in the second half and 1.5% in the first.

- **High-Performance Materials (HPM)** like-for-like sales retreated 2.6%, hit by the downturn in businesses linked to capital spending (Ceramics). The other HPM businesses (Abrasives, Plastics, Textile Solutions) delivered organic growth on the back of a trading upswing in the second half and a good performance in Asia and emerging countries.

The operating margin came out at a solid 12.7% despite a sharp drop in Ceramics, thanks to stability or to improvements in other HPM businesses. Compared to the two previous six-month periods, the operating margin stabilized.

Like-for-like sales for the Construction Products (CP) Sector climbed 1.9%, rallying 5.6% in the second half. **The operating margin widened to 8.7%** from 8.3% in 2012.

- **Interior Solutions** delivered 3.4% organic growth. The United States saw volumes accelerate in the second half and maintained a significant price increase. Growth in Asia and emerging countries remained brisk over the year as a whole, while Western Europe was almost flat after a very tough start to the year.

The operating margin stabilized at 8.1%, coming in at 8.6% for the second half, up sharply on the two previous six-month periods (7.6% in first-half 2013 and 7.9% in second-half 2012).

- **Exterior Solutions** reported 0.5% organic growth, with trading down 4.1% in the first half but up 5.4% in the six months to December 31, fuelled by a rebound in all of its businesses. Exterior Products in the United States stabilized in the second half, after having been hit in the first six months of the year by temporary destocking by distributors. As expected, Pipe reported double-digit organic growth in the second half, powered by the rally in the Export business. Industrial Mortars delivered further good growth in Asia and emerging countries and stabilized in Western Europe in the second half. Sales prices held firm for all Exterior Solutions businesses in 2013 in a context of decreasing raw material prices.

The operating margin rose to 9.1% of sales from 8.3% of sales in 2012, buoyed by a positive raw material and energy price-cost spread and by an upturn in Pipe volumes.

After particularly poor weather conditions took their toll on its first-half performance, **Building Distribution** was down 1.4% on a like-for-like basis, despite recovering 1.7% in the second half, reflecting improved trading in all regions.

The United Kingdom delivered solid growth over the year as a whole, following a sharp upturn as from April. Trading stabilized in Germany and Nordic countries as growth returned in the second half. In France, the business remained sluggish but continued to prove resilient thanks to market share gains. Southern Europe was still negative but stabilized in the second half. Shrinking markets continued to penalize the Netherlands and Eastern Europe, while outside Europe, Brazil reported further robust growth and the United States improved slightly in the second half.

In line with expectations, the Business Sector's operating income improved, up to €423 million in second-half 2013 from €391 million in second-half 2012 and €215 million in the six months to June 30, 2013. This drove a rally in its operating margin, which widened to 4.4% in the second half from 4.0% in second-half 2012, and came out at 3.4% for 2013 as a whole.

The Business Sector continued to consolidate its leadership positions and remained focused on its selective divestments plan (Argentina, Belgium and Eastern Europe).

Packaging (Verallia) sales retreated 1.8% on a like-for-like basis, despite a 1.9% rise in sales prices. Strong momentum in Latin America failed to offset the slowdown in trading in other regions (mainly Southern Europe and to a lesser extent, the United States).

Operating income includes €65 million as a result of applying IFRS 5 (assets and liabilities held for sale) to Verallia North America (VNA) as of January 1, 2013, since depreciation of VNA's fixed assets is no longer charged to operating income. Adjusted for this one-off item, the operating margin was in line with the previous year, at 11.0%, thereby confirming the resilience of this business.

The sale of VNA took place on April 11, 2014, after being given the green light by the Federal Trade Commission (FTC).

ANALYSIS BY GEOGRAPHIC AREA

Over the year as a whole and particularly in the second half, the Group's organic growth was powered by Asia and emerging countries. Profitability improved in this region, was up slightly in North America, but came under renewed pressure in Western Europe.

- **France** posted negative 3.8% organic growth, although the pace of decline slowed in the second half to a negative 1.2%. Thanks to its exposure to renovation, the Group outperformed its markets in a challenging macroeconomic environment.

Despite a further drop in volumes, the operating margin proved resilient at 5.0%.

- **Other Western European countries** reported a 1.2% fall in like-for-like sales for the year as a whole, but a rebound in the second half, with sales gaining 2.3%. This upturn reflects improved market conditions, especially in the UK, Germany, and to a lesser extent in Scandinavia. Trading in Southern Europe and Benelux improved, though continued to contract.



The operating margin narrowed to 4.2%, hit by a poor first-half performance at 3.1%. The operating margin rallied sharply in the second half, coming in at 5.3% compared to 4.6% in second-half 2012.

- **North America** stabilized, posting negative organic growth of 0.3%. Despite double-digit growth in Interior Solutions fuelled by upbeat trends in construction markets and sales prices, the region was affected by a downturn in other businesses: Exterior Products declined due to lower weather-related demand and destocking, as did Ceramics, on the back of a slowdown in capital spending.

Excluding the positive one-off impact of VNA, the operating margin improved to 11.6% from 11.0% in 2012.

- In **Asia and emerging countries**, organic growth accelerated in the second half, at 10.4%, and came in at 7.2% for the year as a whole. Latin America outperformed its underlying markets, up 12.0%. Eastern Europe and Asia reported a significant improvement in the second half, led by Poland, the Czech Republic, China and India, and posted 4.1% and 2.9% organic growth, respectively, for the year as a whole. Trading in Russia remained extremely bullish.

The operating margin jumped to 8.0% of sales versus 6.8% of sales one year earlier.

ASBESTOS-RELATED LITIGATION IN THE UNITED STATES

Some 4,500 claims were filed against CertainTeed in 2013, slightly more than in 2012 (4,000). At the same time, 4,500 claims were settled (versus 9,000 in 2012). As a result, the total number of outstanding claims at December 31, 2013 was 43,000, stable compared with end-2012.

A total of USD 88 million in indemnity payments were made in the 12 months to December 31, 2013, a rise on the USD 67 million paid out in 2012 due to certain settlements relating to 2012 that were postponed to 2013. In light of these trends and of the €90 million provision accrual in 2013, the total provision for CertainTeed's asbestos-related claims amounts to USD 561 million at December 31, 2013 compared to USD 550 million at December 31, 2012.

FIVE-YEAR CONSOLIDATED FINANCIAL HIGHLIGHTS

(In € millions)	2013	2012 restated*	2012 reported	2011	2010	2009
Net sales	42,025	43,198	43,198	42,116	40,119	37,786
Operating income	2,764	2,863	2,881	3,441	3,117	2,216
Net income before minority interests	631	723	796	1,360	1,213	241
Recurring net income ⁽¹⁾	1,027	1,053	1,126	1,736	1,335	617
Recurring earnings per share (in €) ^{(1) (2)}	1.85	1.98	2.12	3.24	2.51	1.20
Net income (excluding minority interests)	595	693	766	1,284	1,129	202
Earnings per share (in €) ⁽²⁾	1.07	1.30	1.44	2.40	2.13	0.39
Total investment outlay ⁽³⁾	1,454	2,127	2,127	2,638	1,580	1,453
Shareholders' equity	17,870	17,830	17,851	18,218	18,232	16,214
Net debt	7,521	8,490	8,490	8,095	7,168	8,554
Non-current assets	27,927	29,640	29,629	29,877	28,933	28,149
Working capital	5,024	4,237	4,238	3,161	3,188	2,952
Employees (December 31)	187,071	192,781	192,781	194,658	189,193	191,442

* Restated to reflect the impacts of the amended IAS 19

(1) Excluding capital gains and losses, asset write-downs and material non-recurring provisions (including a provision for the Flat Glass fine levied by the European Commission).

(2) Earnings per share are calculated based on the number of shares outstanding at December 31.

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



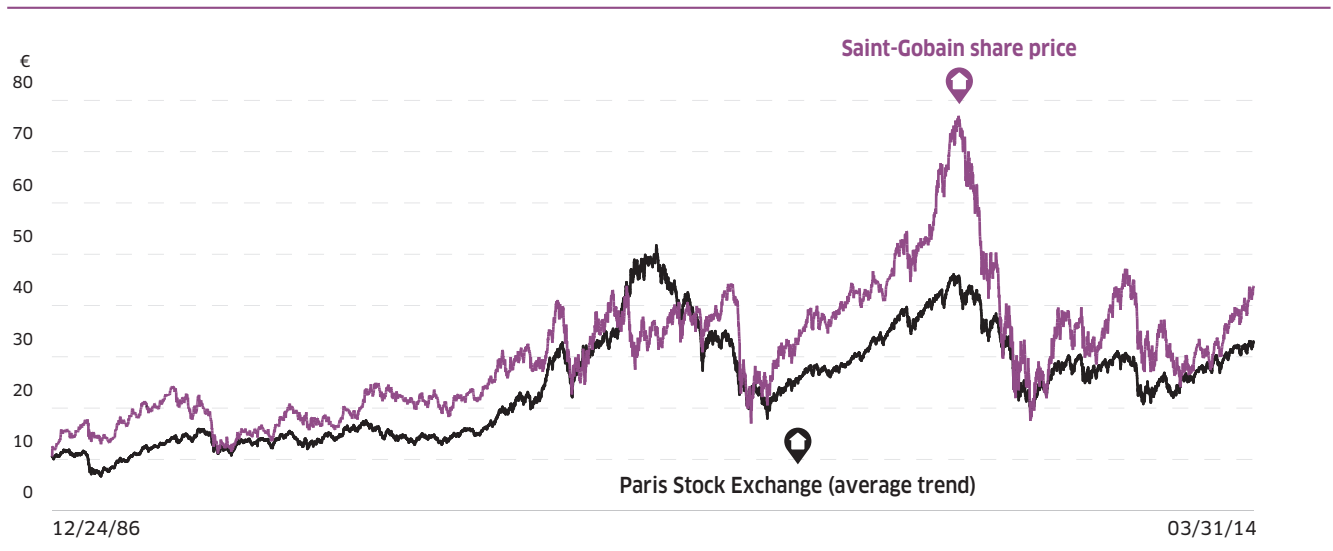
FIVE-YEAR TREND IN DIVIDENDS PER SHARE (in €)



(1) Dividend in cash or stock.

(2) Proposed in the 3rd and 4th resolutions presented at the General Meeting, with a stock dividend option for 50% of the dividend.

SHARE PERFORMANCE FROM DECEMBER 24, 1986 TO MARCH 31, 2014





FIVE-YEAR FINANCIAL SUMMARY OF COMPAGNIE DE SAINT-GOBAIN, THE GROUP'S PARENT COMPANY

The table below summarizes the financial statements of Compagnie de Saint-Gobain, the Group's parent company, over the past five years. Compagnie de Saint-Gobain has no industrial activity and holds directly or indirectly the Group's investments in subsidiaries. These financial statements therefore do not reflect the overall business activity of the Saint-Gobain Group nor changes in earnings.

FIVE-YEAR FINANCIAL SUMMARY AND OTHER DATA

(In € thousands)	2013	2012	2011	2010	2009
1 - CAPITAL STOCK AT YEAR-END					
Capital stock	2,220,707	2,124,503	2,142,255	2,123,346	2,051,724
Number of common shares outstanding	555,176,790	531,125,642	535,563,723	530,836,441	512,931,016
2 - RESULTS OF OPERATIONS					
Net sales	176,945	175,675	176,302	176,128	171,655
Income before tax, depreciation, amortization and provisions	775,752	630,125	962,144	1,056,117	908,322
Income taxes	201,647	135,663	145,386	160,637	150,254
Net income	915,758	761,733	1,085,384	1,176,909	1,038,013
Total dividend	⁽¹⁾ 684,547	⁽²⁾ 654,065	⁽³⁾ 646,300	⁽⁴⁾ 603,165	⁽⁵⁾ 508,701
3 - EARNINGS PER SHARE (in €)					
Earnings before tax, depreciation, amortization and provisions	1.40	1.19	1.80	1.99	1.77
Net earnings per share	1.65	1.43	2.03	2.22	2.02
Net dividend per share	1.24	1.24	1.24	1.15	1.00
4 - EMPLOYEE INFORMATION ⁽⁶⁾					
Average number of employees during the year	222	231	224	224	224
Total payroll for the year	29,350	28,122	29,664	26,796	21,302
Total benefits for the year	13,781	22,892	17,276	15,145	13,569

(1) Estimated at January 31, 2014, based on 555,176,790 shares (capital stock at December 31, 2013) less 3,122,495 treasury shares held at January 31, 2014.

(2) Based on 531,125,642 shares (capital stock at December 31, 2012) less 3,653,495 treasury shares held on the dividend payment date, i.e. 527,472,147 shares net.

(3) Based on 535,563,723 shares (capital stock at December 31, 2011) less 9,540,000 cancelled on May 31, 2012 and 4,813,883 treasury shares held on the dividend payment date, i.e. 521,209,840 shares net.

(4) Based on 530,836,441 shares (capital stock at December 31, 2010) less 6,345,091 treasury shares held on the dividend payment date, i.e. 524,491,350 shares net.

(5) Based on 512,931,016 shares (capital stock at December 31, 2009) less 4,230,266 treasury shares held on the dividend payment date, i.e. 508,700,750 shares net.

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



FULL TEXT OF THE RESOLUTIONS

ORDINARY MEETING

FIRST RESOLUTION

APPROVAL OF THE PARENT COMPANY FINANCIAL STATEMENTS FOR 2013.

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors and the report of the Statutory Auditors, approve the parent company financial statements for 2013 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

SECOND RESOLUTION

APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR 2013.

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors and the report of the Statutory Auditors, approve the consolidated financial statements for 2013 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

THIRD RESOLUTION

APPROVAL OF THE APPROPRIATION OF INCOME AND DECLARATION OF THE DIVIDEND

The shareholders in Ordinary Meeting, having noted that net income for 2013 amounts to €915,758,415.18 and retained earnings at December 31, 2013 amount to €4,037,949,131.16, giving a total of €4,953,707,546.34, approve the proposals made by the Board of Directors with respect to the appropriation of earnings and resolve:

- to appropriate for distribution to the shareholders:
 - a first dividend of €110,410,859, in accordance with Article 20, paragraph 4-2 of the bylaws;
 - an additional dividend of €574,136,466.80, representing a total dividend payment of €684,547,325.80⁽¹⁾;
- to carry forward €4,269,160,220.54.

Consequently, the dividend on each share which carries dividend rights will be €1.24, payable, subject to adoption of the fourth resolution, 50% in cash (€0.62 per share) and, at the shareholder's option, 50% in cash or stock (€0.62 per share).

The ex-dividend date will be June 11, 2014 and the dividend will be paid from July 4, 2014.

Dividends paid in the last three years are presented in the table below:

Exercise	Number of shares on which a dividend was paid	Dividend (in €)	Total amount distributed (in €)
2010	524,491,350	1.15	603,165,052.50
2011	521,209,840	1.24	646,300,201.60
2012	527,472,147	1.24	654,065,462.28

Dividends received by shareholders who are French tax residents are eligible for the 40% deduction provided under Article 158, 3-2 of the General Tax Code.

(1) Set at €1.24 per share, the recommended dividend takes into account the number of shares held by the Company without dividend rights and will be adjusted after deducting shares held in treasury on the dividend payment date.



FOURTH RESOLUTION

APPROVAL OF THE STOCK DIVIDEND OPTION FOR 50% OF THE DIVIDEND.

The shareholders in Ordinary Meeting, in accordance with Articles L. 232-18 *et seq.* of the French Commercial Code and Article 20, paragraph 8 of the bylaws, resolve to offer each shareholder the option of reinvesting 50% of the dividend, i.e. €0.62 per share which carries dividend rights.

This stock dividend option for 50% of the dividend will be exercisable between June 11, 2014 and the close of business on June 25, 2014. If it is not exercised within this period, the dividend will be paid in cash only (€1.24), as from July 4, 2014.

The issue price of the new shares issued in payment of the dividend will be equal to 90% of the average of the opening prices quoted for Saint-Gobain shares over the twenty stock market trading sessions preceding the date of this Meeting, less the total amount of the dividend, rounded up to the higher euro cent if applicable.

Shares issued in payment of portion of the dividend paid in shares will be created on July 4, 2014 and carry rights from January 1, 2014.

If the amount of the reinvested 50% of the dividend does not correspond to a whole number of shares, the shareholder will receive the next lower whole number of shares with the difference paid in cash.

The shareholders grant full powers to the Board of Directors to use this authorization, or to delegate this authority on the basis allowed by law, and to take any and all measures and carry out any and all transactions related to or resulting from the exercise of the dividend reinvestment option for 50% of the dividend, suspend the exercise of the stock dividend right for 50% of the dividend for a period not exceeding three months in the case of a rights issue, carry out any and all formalities for the issue and listing of the shares created pursuant to this authorization, as well as for the subscription and servicing of the shares, charge the share issuance costs against the related premium and deduct from the premium any and all sums necessary to raise the legal reserve to one-tenth of the new capital, place on record the capital increase and amend the bylaws to reflect the new capital.

FIFTH RESOLUTION

RE-ELECTION OF MR. PIERRE-ANDRÉ DE CHALENDAR AS DIRECTOR.

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors and having noted that the term as Director of Mr. Pierre-André de CHALENDAR expires at the end of this General Meeting, resolve to re-elect him as Director.

This re-election is made for a term of four years, expiring at the close of the General Meeting to be called to approve the 2017 financial statements.

SIXTH RESOLUTION

APPROVAL OF THE COMMITMENT TO PAY COMPENSATION FOR LOSS OF OFFICE AND OTHER BENEFITS TO MR. PIERRE-ANDRÉ DE CHALENDAR IN THE EVENT THAT HIS TERM OF OFFICE AS CHAIRMAN AND CHIEF EXECUTIVE OFFICER IS TERMINATED UNDER CERTAIN CIRCUMSTANCES.

The shareholders in Ordinary Meeting, having considered the special report of the Statutory Auditors on related party agreements presented in accordance with Article L. 225-40 of the French Commercial Code, approve, in connection with Mr. Pierre-André de CHALENDAR's re-election, the commitments described therein concerning the compensation for loss of office and other benefits

that would be payable to Mr. de CHALENDAR following the termination of his functions as Chairman and Chief Executive Officer in certain circumstances.

SEVENTH RESOLUTION

APPROVAL OF THE POST-EMPLOYMENT BENEFIT OBLIGATIONSTOWARDSMR. PIERRE-ANDRÉ DE CHALENDAR.

The shareholders in Ordinary Meeting, having considered the special report of the Statutory Auditors on related party agreements presented in accordance with Article L. 225-40 of the French Commercial Code, approve the agreement described therein concerning Mr. Pierre-André de CHALENDAR's pension entitlement.

EIGHTH RESOLUTION

APPROVAL OF THE DECISION TO ALLOW MR. PIERRE-ANDRÉ DE CHALENDAR TO CONTINUE TO BE COVERED BY THE DEATH, DISABILITY AND HEALTH INSURANCE PLANS FOR EMPLOYEES OF COMPAGNIE DE SAINT-GOBAIN IN HIS CAPACITY AS AN EXECUTIVE DIRECTOR WITHOUT AN EMPLOYMENT CONTRACT.

The shareholders in Ordinary Meeting, having considered the special report of the Statutory Auditors on related party agreements presented in accordance with Article L. 225-40 of the French Commercial Code, approve the continuation of the death, disability and health insurance policy for employees of Compagnie de Saint-Gobain enabling Mr. Pierre-André de CHALENDAR to continue to benefit from the Group plan in his capacity as an Executive Director without an employment contract.

NINTH RESOLUTION

ADVISORY VOTE ON THE COMPONENTS OF THE COMPENSATION DUE OR AWARDED TO MR. PIERRE-ANDRÉ DE CHALENDAR FOR 2013.

The shareholders in Ordinary Meeting, having been consulted in accordance with the AFEP-MEDEF corporate governance code for listed companies and having considered the report of the Board of Directors, issue a favorable opinion on the components of the compensation due or awarded to Mr. Pierre-André de CHALENDAR for 2013, as presented in this report.

TENTH RESOLUTION

ADJUSTMENT OF THE TOTAL ANNUAL AMOUNT OF ATTENDANCE FEES.

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors, resolve to set the maximum annual amount of attendance fees allocated to Directors to €1,100,000 for the current financial year and subsequent years, until otherwise decided.

ELEVENTH RESOLUTION

AUTHORIZATION TO BE GIVEN TO THE BOARD OF DIRECTORS TO BUY BACK SAINT-GOBAIN SHARES.

The shareholders in Ordinary Meeting, having considered the report of the Board of Directors, authorize the Board of Directors to arrange for the Company to buy back its own shares, in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code, European Regulation 2273/2003 dated December 22, 2003, the



AMF's General Rules and its definition of standard market practice, with a view to retaining them, transferring them by any appropriate method, including via exchanges or sales of shares, canceling them in accordance with the seventeenth resolution of the Combined General Meeting of June 6, 2013, delivering shares upon exercise of the rights attached to securities granting entitlement by any means to the allocation of shares in the Company, enabling an investment service provider to stabilize the share price under liquidity agreements, making free share awards, allocating stock options to purchase shares, granting or selling shares under an Employee Group Savings Plan, carrying out external growth transactions, offsetting the dilutive impact of potential share grants or shares issued on exercise of stock options and, more generally, in relation to the completion of any other transaction in compliance with the regulations in force.

Shares may be purchased, sold, transferred or exchanged by any means, on one or more occasions, provided that regulations in force are complied with, on or off the stock market, over-the-counter, in whole or in part in blocks of shares, or using options or derivatives.

The shareholders set the maximum purchase price at €80 and the maximum number of shares that may be bought back at 10% of the total number of shares making up the share capital at the date of this General Meeting, it being specified that the number of shares bought with a view to retaining them and subsequently delivering them as payment or in exchange within the scope of a merger, demerger, split-up or contribution may not exceed 5% of the

Company's capital as of such date and the Company may not hold more than 10% of its share capital, either directly or indirectly.

For information purposes, at March 1, 2014, the theoretical maximum amount of funds that the Company would have been able to invest in these purchases was €4,441,414,000 which corresponds to 55,517,679 shares bought at a price of €80 each.

In the event of capital transactions, and in particular an increase in capital via the capitalization of reserves and the award of free shares, a stock split or reverse stock split, the above price per share will be adjusted arithmetically based on the ratio between the total number of shares issued and outstanding before and after the transaction.

The shareholders give full powers to the Board of Directors to use this authorization, and by delegation to any person under the conditions provided for by law, to implement this authorization, to carry out trades on or off the stock market, to enter into any and all agreements, to draw up any and all documents and press releases, to make, where necessary, any adjustments to the above-mentioned transactions, to carry out any and all formalities and make all appropriate declarations to the authorities, and generally do all that is necessary.

This authorization is granted for a period of 18 months from the date of this Meeting. It supersedes, for the unexpired period and the unused portion, the authorization granted in the tenth resolution of the Combined General Meeting of June 6, 2013.

EXTRAORDINARY MEETING

TWELFTH RESOLUTION

AMENDMENTS TO THE BYLAWS CONCERNING EMPLOYEE REPRESENTATION ON THE BOARD OF DIRECTORS OF COMPAGNIE DE SAINT-GOBAIN.

The shareholders in Extraordinary Meeting, having considered the report of the Board of Directors, resolve to amend Article 9 of the bylaws concerning the membership of the Board of Directors, as follows.

Article 9 MEMBERSHIP OF THE BOARD OF DIRECTORS Current wording	Article 9 MEMBERSHIP OF THE BOARD OF DIRECTORS New wording
<p>1) The Company has a Board of Directors made up of at least three members and not more than sixteen, except in the event of a merger when this limit is waived in accordance with applicable regulations.</p> <p>2) Each Director must own at least eight hundred Company shares.</p> <p>3) The General Meeting of Shareholders elects and re-elects the Directors, and may remove them from office. One of the Directors is elected, upon a recommendation from the Board of Directors, from among the members of the Supervisory Board or Boards of the mutual fund or funds representing employee shareholders; this Director is subject to the same legal conditions as other Directors, and enjoys the same status.</p>	<p>1) The Company has a Board of Directors made up of at least three members and not more than eighteen, except in the event of a merger when this limit is waived in accordance with applicable regulations.</p> <p>2) Directors who are elected by the General Meeting of Shareholders are re-elected or removed from office by the General Meeting.</p> <p>3) Each Director elected by the General Meeting of shareholders must own at least eight hundred Company shares.</p> <p>4) The General Meeting of Shareholders elects a Director representing employee shareholders upon a recommendation from the Board of Directors, from among the members of the Supervisory Board or Boards of the mutual fund or funds representing employee shareholders; this Director is subject to the same legal conditions as other Directors elected by the General Meeting of Shareholders, and enjoys the same status.</p>



Article 9
MEMBERSHIP OF THE BOARD OF DIRECTORS
Current wording

Article 9
MEMBERSHIP OF THE BOARD OF DIRECTORS
New wording

- | | |
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| <p>4) Directors are elected for a term of office of up to four years, subject to the restrictions concerning age limits. Their re-election is subject to the same restrictions.</p> <p>5) A Director's term of office expires at the close of the Ordinary General Meeting called to approve the financial statements for the year preceding the year of expiry.</p> <p>6) The age limit for Directors or permanent representatives of legal entities on the Board of Directors is set at 70. The terms of office of Directors or permanent representatives of legal entities on the Board of Directors end at the close of the General Meeting held to approve the financial statements for the year in which he or she reached the age of 70.</p> <p>7) Should one or several seats on the Board become vacant due to the death or resignation of one or more Directors, the Board of Directors may appoint Directors to serve on a provisional basis in the period to the next Ordinary General Meeting. Such appointments are subject to approval by the next Ordinary General Meeting.</p> <p>8) Should the appointed Director or Directors not be approved by the General Meeting, the decisions and action of the Board in the preceding period would nonetheless remain valid.</p> <p>9) A Director appointed as a replacement for another remains on the Board only for the remainder of his or her predecessor's term.</p> <p>10) The amendments to para. 4 relating to the duration of Directors' terms of office and para. 6 relating to their age limits apply to terms of office granted as from the General Meeting of June 5, 2003 and do not affect those in progress at that date.</p> | <p>5) One or two Director(s) representing employees is or are appointed by the Group Works Council ("Comité de groupe") of the Company. If twelve or fewer Directors are elected by the General Meeting of Shareholders, one Director representing employees is appointed by the Group Works Council of the Company. If more than twelve Directors are elected by the General Meeting of Shareholders or the number of Directors elected by the General Meeting of Shareholders increases to more than twelve, a second Director representing employees is appointed by the Group Works Council of the Company (provided that the number of Directors elected by the General Meeting of Shareholders is still more than twelve on the appointment date). If the number of Directors elected by the General Meeting of Shareholders subsequently falls to twelve or fewer, the two Directors representing employees will remain in office for the rest of their term. The Director(s) representing employees is or are appointed by the Group Works Council of the Company within six months of the General Meeting. The Director representing employee shareholders appointed by the General Meeting of Shareholders is not taken into account for the purpose of determining the number of Directors representing employees to be appointed.</p> <p>6) Directors are elected or appointed for a term of office of four years, subject to the restrictions concerning age limits. Their re-election or re-appointment is subject to the same restrictions.</p> <p>7) A Director's term of office ceases at the close of the Ordinary General Meeting called to approve the financial statements for the year preceding the year of expiry. The term of office of a Director representing employees ends as specified above and also upon termination of his or her employment contract and as of the date thereof, unless he or she is transferred to another Group company. If the Company is no longer concerned by the provisions of the law concerning employee representation on the Board, the term(s) of the Director(s) representing employees will end at the close of the Board meeting during which the non-applicability of the law is noted.</p> <p>8) The age limit for Directors or permanent representatives of legal entities on the Board of Directors is set at 70. The terms of office of Directors or permanent representatives of legal entities on the Board of Directors end at the close of the General Meeting held to approve the financial statements for the year in which he or she reached the age of 70.</p> <p>9) Should one or several seats on the Board become vacant due to the death or resignation of one or more Directors elected by the General Meeting of Shareholders, the Board of Directors may appoint Directors to serve on a provisional basis in the period to the next Ordinary General Meeting. Such appointments are subject to approval by the next Ordinary General Meeting. Should the appointed Director or Directors not be approved by the General Meeting, the decisions and action of the Board in the preceding period would nonetheless remain valid.</p> <p>10) Should one or both of the seats on the Board held by the Director or Directors representing employees become vacant due to the termination of his, her or their employment contract, death, resignation, removal from office or for any other reason, the Group Works Council of the Company will appoint a Director or both Directors by the process described in paragraph 5 (within six months of the seat or seats becoming vacant). The Board may validly make decisions and take action in the period until the seats reserved for Directors representing employees have been filled.</p> <p>11) A Director appointed as a replacement for another Director elected by the General Meeting of Shareholders remains on the Board only for the remainder of his or her predecessor's term.</p> |
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**THIRTEENTH RESOLUTION****RENEWAL OF THE AUTHORIZATION GIVEN TO THE BOARD OF DIRECTORS TO GRANT PERFORMANCE STOCK OPTIONS EXERCISABLE FOR NEW OR EXISTING SHARES REPRESENTING UP TO 1% OF THE SHARE CAPITAL, OF WHICH PERFORMANCE STOCK OPTIONS REPRESENTING NO MORE THAN 10% OF THIS CEILING MAY BE GRANTED TO EXECUTIVE DIRECTORS OF COMPAGNIE DE SAINT-GOBAIN. THE CEILING OF 1% AND THE SUB-CEILING OF 10% ARE COMMON TO THIS RESOLUTION AND THE 14TH RESOLUTION.**

The shareholders in Extraordinary Meeting, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with French company law, in particular Articles L. 225-177 *et seq.* of the French Commercial Code:

- 1/ authorize the Board of Directors to grant on one or more occasions, the proportions and timing of which will be decided at the Board of Directors' sole discretion, to the beneficiaries specified below, stock options that give the right, as it determines, either to purchase existing shares in the Company, or to subscribe for new shares in the Company;
- 2/ resolve that this authorization given to the Board of Directors is valid for a period of 26 months from the date of this General Meeting;
- 3/ resolve that the beneficiaries of these stock options can only be employees, selected employees or categories of employees, and executive directors - as defined in Article L. 225-185 of the French Commercial Code - both of Compagnie Saint-Gobain and of French and foreign companies and economic interest groupings that are directly or indirectly affiliated to Compagnie de Saint-Gobain as specified in Article L. 225-180 of the French Commercial Code;
- 4/ resolve that the total number of stock options that will be granted under this authorization, whether they are options to subscribe for or purchase shares, may not represent more than 1% of the share capital of Compagnie de Saint-Gobain on the date of this General Meeting, it being specified that this number of shares will be set off against the number set in the fourteenth resolution concerning free awards of shares and that this percentage of 1% will constitute an aggregate limit which shall apply both to the stock options granted under this resolution and to the share awards made pursuant to, and within the limits of, the fourteenth resolution;
- 5/ resolve that the total number of stock options that will be granted under this authorization to executive directors of Compagnie de Saint-Gobain, whether they are options to subscribe for or purchase shares, may not represent more than 10% of the 1% ceiling set in the previous paragraph, it being specified that this number of shares will be set off against the number set in the fifth paragraph of the fourteenth resolution concerning free awards of shares and that this percentage of 10% will constitute an aggregate sub-ceiling which shall apply to both stock options granted to executive directors of Compagnie de Saint-Gobain under this resolution and to the share awards made to executive directors of Compagnie de Saint-Gobain pursuant to, and within the limits of, the fourteenth resolution;
- 6/ resolve that the Board of Directors shall set performance conditions for beneficiaries, as well as the criteria for granting the stock options and shall decide on the list or categories of beneficiaries of the stock options and the number of stock options granted within the limit set above. The performance conditions must be serious and demanding, to be met over a period of several consecutive years. They may correspond to the Company's internal performance targets or performance compared with external benchmarks. They will be disclosed in full in the Registration Document for the grant year;
- 7/ resolve that if options either to purchase or subscribe for shares are granted, the Board of Directors shall set the share purchase or subscription price paid by beneficiaries on the date that the options are granted, with no discount, by reference to the average of the opening prices for Saint-Gobain shares during the 20 stock market trading sessions preceding the date of the decision by the Board of Directors;
- 8/ note that this authorization entails the express waiver by the shareholders, in favor of the beneficiaries of the stock options to subscribe for shares, of their pre-emptive right to subscribe for the shares which will be issued from time to time on the exercise of the stock options;
- 9/ resolve that the options shall expire at the latest ten years after their grant date;
- 10/ give full powers to the Board of Directors either to use this authorization or delegate its use to any person, under the conditions provided by law, and in particular to:
 - resolve, for the stock options granted to executive directors of Compagnie de Saint-Gobain as specified in Article L.225-185 of the French Commercial Code, either that they may not be exercised by the persons concerned prior to the termination of their office, or to set the quantity of shares resulting from the exercise of stock options that these executive directors of Compagnie de Saint-Gobain shall be required to retain in registered form until the termination of their office,
 - make, where applicable, the adjustments relating to any financial transactions in respect of the Company's share capital,
 - provide for the possibility to suspend the exercise of the rights attaching to the stock options to subscribe for shares in accordance with the regulations in force,
 - at its sole discretion, in the event of increases in the share capital, charge issue costs to the related premiums and deduct from this amount the amounts required in order to raise the legal reserve to one-tenth of the new share capital after each increase,
 - set the dividend-entitlement dates for new shares resulting from the exercise of the stock options,
 - where the exercise of the stock options results in the share capital being increased, place the capital increase on record and amend the bylaws to reflect the new capital,
 - and generally, enter into any and all agreements, take any and all action and, in the event of increases in the share capital, carry out any and all formalities necessary in connection with the issue, the listing of the shares, the due and proper completion and the financial servicing of the shares issued pursuant to this authorization and amend the bylaws accordingly;
- 11/ notes that this authorization supersedes, for the unused portion and the unexpired period, the authorization given in the fourteenth resolution of the Combined General Meeting of June 7, 2012.



FOURTEENTH RESOLUTION

RENEWAL OF THE AUTHORIZATION GIVEN TO THE BOARD OF DIRECTORS TO GRANT FREE PERFORMANCE SHARES REPRESENTING UP TO 0.8% OF THE SHARE CAPITAL, OF WHICH PERFORMANCE SHARES REPRESENTING NO MORE THAN 10% OF THIS CEILING MAY BE GRANTED TO EXECUTIVE DIRECTORS OF COMPAGNIE DE SAINT-GOBAIN. SHARES ALLOCATED UNDER THIS AUTHORIZATION WILL BE EXISTING SHARES AND WILL BE DEDUCTED FROM THE 1% CEILING AND, IF APPLICABLE, THE 10% CEILING SPECIFIED IN THE 13TH RESOLUTION WHICH ARE COMMON TO THE 13TH AND 14TH RESOLUTIONS.

The shareholders in Extraordinary Meeting, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance with French company law, in particular Articles L. 225-197-1 *et seq.* of the French Commercial Code:

- 1/ authorize the Board of Directors to grant on one or more occasions, the proportions and timing of which will be decided at the Board of Directors' sole discretion, to the beneficiaries specified below, existing shares of the Company;
- 2/ resolve that this authorization given to the Board of Directors is valid for a period of 26 months from the date of this General Meeting;
- 3/ resolve that the beneficiaries of these free shares can only be employees, selected employees or categories of employees, and executive directors – as defined in Article L. 225-197-1-II of the French Commercial Code – both of Compagnie Saint-Gobain and of French and foreign companies and economic interest groupings that are directly or indirectly affiliated to Compagnie de Saint-Gobain as specified in Article L. 225-197-2-I of the French Commercial Code;
- 4/ resolve that the total number of free shares granted under this authorization may not represent more than 0.8% of the share capital of Compagnie de Saint-Gobain on the date of this General Meeting, it being specified that this number of shares will be set off against the number set in the thirteenth resolution concerning stock options and that the percentage set in that resolution will constitute an aggregate limit which shall apply both to share awards under this resolution, and to the stock options granted pursuant to, and within the limits of, the thirteenth resolution;
- 5/ resolve that the total number of free shares granted under this authorization to executive directors of Compagnie de Saint-Gobain may not represent more than 10% of the 0.8% ceiling set in the previous paragraph, it being specified that this number of shares will be set off against the number set in the fifth paragraph of the thirteenth resolution concerning stock options, and that this percentage of 10% will constitute an aggregate sub-ceiling which shall apply to both share awards made to executive directors of Compagnie de Saint-Gobain under this resolution and to stock options granted to executive directors of Compagnie de Saint-Gobain pursuant to, and within the limits of, the thirteenth resolution;
- 6/ resolve that the Board of Directors shall set performance conditions for beneficiaries, as well as the criteria for awarding these free shares, shall designate the beneficiaries of the awards and determine their identity and the number of free shares awarded within the above-mentioned limit. The performance conditions must be serious and demanding, to be met over a

period of several consecutive years. They may correspond to the Company's internal performance targets or performance compared with external benchmarks. They will be disclosed in full in the Registration Document for the year in which the free shares are awarded. The Board of Directors will, however, have the option of stipulating that for certain beneficiaries who are not senior executives, the performance conditions will only apply above a certain number of shares;

- 7/ resolve that all or some of the free shares will vest:
 - a) after a vesting period of at least four years, in which case no lock-up period will apply, or
 - b) after a vesting period of at least two years, in which case the vesting period will be followed by a lock-up period of at least two years;
- 8/ resolve that the shares may vest before the end of the vesting period or become freely transferable before the end of the lock-up period in the event of the disability of a beneficiary under the conditions provided for by law;
- 9/ give full powers to the Board of Directors either to use this authorization or delegate its use to any person, under the conditions provided for by law, and in particular to:
 - set the proportion and quantity of free shares for which the minimum vesting period will be two years and those for which the minimum vesting period will be four years,
 - resolve, where applicable, to increase the minimum vesting and/or lock-up periods in accordance with the legal provisions and this authorization,
 - for free shares awarded to executive directors of Compagnie de Saint-Gobain, as referred to in Article L. 225-197-1 II of the French Commercial Code, either decide that the persons concerned may not sell the shares prior to the termination of their office, or set the number of free shares that these executive directors of Compagnie de Saint-Gobain shall be required to retain in registered form until the termination of their office,
 - make, where applicable, the adjustments relating to any financial transactions in respect of the Company's share capital during the vesting period, it being specified that any new shares awarded by virtue of these adjustments will be deemed to have been awarded on the same day as the underlying shares,
 - set the dividend-entitlement dates for the awarded shares,
 - and generally, enter into any and all agreements, take any and all action and, and carry out any and all formalities necessary in connection with this authorisation;
- 10/ notes that this authorization supersedes, for the unused portion and the unexpired period, the authorization given in the fifteenth resolution of the Combined General Meeting of June 7, 2012.

FIFTEENTH RESOLUTION

POWERS FOR ENFORCEMENT OF DECISIONS MADE BY THE GENERAL MEETING AND TO CARRY OUT FORMALITIES.

The general Meeting, fulfilling the conditions for quorum and majority for an Extraordinary Meeting, gives full powers to the bearer of an original, copy or extract of the minutes of this Meeting, to carry out all necessary formalities.



FOR FURTHER INFORMATION ON THE GROUP

PLEASE CONTACT THE INVESTOR RELATIONS DEPARTMENT:



BY PHONE:

0 800 32 33 33

(toll-free number for calls originating in France)



BY MAIL:

COMPAGNIE DE SAINT-GOBAIN

Investor Relations Department

Les Miroirs

92096 La Défense Cedex - France



BY EMAIL:

actionnaires@saint-gobain.com



WEBSITE:

www.saint-gobain.com

REQUEST FOR INFORMATION



**THIS FORM MUST ONLY BE SENT
TO YOUR BANK, BROKER OR OTHER
FINANCIAL INTERMEDIARY RESPONSIBLE
FOR MANAGING YOUR SHARES**

I, the undersigned: Mr. Ms.

SURNAME:

FIRST NAME:

ADDRESS:

POST CODE:CITY:

owner of Saint-Gobain shares held as:

registered shares ⁽¹⁾;

registered shares or bearer shares, recorded in an account with ⁽²⁾ :

request that I be sent the Annual Report of Compagnie de Saint-Gobain for 2013 filed with the Autorité des marchés financiers (AMF) as the “document de référence” ⁽³⁾.

(1) BNP Paribas Securities Services, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex, France.

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

(3) The registration document (“document de référence”) is available online on the Saint-Gobain website at: www.saint-gobain.com.

Signed in (city) on: 2014

Signature

NOTE:

A. The Annual Report for 2013 filed as the registration document (“document de référence”), the information contained in this pack and the single admission card/postal vote/proxy request form (“formulaire unique”), constitute the information provided for by Articles R. 225-81 and R. 225-83 of the French Commercial Code.

In accordance with paragraph 3 of Article R. 225-88 of the French Commercial Code, shareholders owning registered shares may by a single request have the Company send them the documents covered by Article R. 225-81 and R. 225-83 of the French Commercial Code at the time of each subsequent General Meeting.

B. The notice of meeting for the Annual General Meeting, including the information required under Article R. 225-73 of the French Commercial Code, was published in the BALO on March 28, 2014.

C. The other information to be made available to shareholders pursuant to Article R. 225-73-1 of the French Commercial Code will be published no later than 21 days prior to the Meeting date, i.e. May 15, 2014, in the General Meeting 2014 section of the Company’s website (www.saint-gobain.com).





COMPAGNIE DE SAINT-GOBAIN

S.A. CAPITAL: €2,226,076,272

HEAD OFFICE: LES MIROIRS, 18 AVENUE D'ALSACE, 92400 COURBEVOIE, FRANCE

www.saint-gobain.com

