NOTICE OF MEETING

Combined ordinary and extraordinary general meeting

THURSDAY, JUNE 8 2017 AT 3:00 PM

GRAND AUDITORIUM OF
THE PALAIS DES CONGRÈS,
PORTE MAILLOT - 75017 PARIS
Saint-Gobain designs, manufactures and distributes materials and solutions which are key ingredients in the wellbeing of each of us and the future of all.

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PLEASE CONTACT THE INVESTOR RELATIONS DEPARTMENT:

BY PHONE: +33 1 47 62 33 33

BY MAIL:
COMPAGNIE DE SAINT-GOBAIN
Investor Relations Department
Les Miroirs
18 avenue d’Alsace - 92400 COURBEVOIE
FRANCE

BY E-MAIL: actionnaires@saint-gobain.com

WEBSITE: www.saint-gobain.com

General Meeting web page:
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 Shareholders,

Saint-Gobain showed strong progress in its 2016 results. This is due to an economic environment which gradually becomes more favorable on all our markets. Above all, the determined implementation of our strategic roadmap is beginning to bear fruit: innovation, costs savings, development in emerging countries, digital evolution...

A new logo has been unveiled by your Group in 2016; beyond the visual, we redefined and reinforced all the promise of the Saint-Gobain brand, a promise to create materials designed for the well-being of each of us and the future of all. This commitment is reflected in our solutions and our services, it also illustrates itself through our social and environmental responsibility, in particular as regards the challenges of climate change.

All the developments of 2016 and the Group’s outlook will be outlined in detail at the General Meeting, to which I have the pleasure to invite you on behalf of Compagnie de Saint-Gobain.

The General Meeting will be held on Thursday 8 June, 2017 at 3:00 p.m., in the Grand Auditorium of the Palais des Congrès of Porte Maillot, Paris (17th arrondissement).

Thank you in advance for the consideration you will give to the resolutions on which you will be voting, and please accept my sincerest regards.

Pierre-André de Chalendar
Chairman and Chief Executive Officer
2016 key figures

SALES
€39.1bn

ACTUAL  -1.3%
LIKE-FOR-LIKE  +2.6%

OPERATING INCOME
€2.818m
operating margin: 7.2%, +50bp

ACTUAL  +6.9%
LIKE-FOR-LIKE  +10.8%

RECURRING NET INCOME
€1,398m
EPS: €2.53, +21.1%

ACTUAL  +20.0%

FREE CASH FLOW
€1,258m

+29.0%

NET DEBT
€5,644m
1.4 X EBITDA

Changes based on 2016 vs. 2015

Strong progress in results

- Organic growth of 2.6% led by volumes; prices stable, with a progression of 0.6% in H2
- Negative 2.9% currency impact on sales (with a negative 2.3% impact in H2); negative 1.0% Group structure impact
- Further rise in operating income up 10.8% like-for-like, and operating margin up to 7.2% from 6.7%
- Further strong 20.0% increase in recurring net income (1)
- 29.0% increase in free cash flow (2) to €1,258 million
- Acceleration of acquisitions in H2, totaling €362 million over the full year
- Increase in net debt to €5.6 billion, due namely to optimization of pension costs; buyback and cancelation of 11 million shares during the year
- 2016 dividend increased to €1.26, to be paid wholly in cash

(1) Recurring net income: net attributable income from continuing operations excluding capital gains and losses on disposals, asset write-downs and material non-recurring provisions.
(2) Cash flow from continuing operations excluding the tax impact of capital gains and losses on disposals, asset write-downs and material non-recurring provisions, less capital expenditure of continuing operations.
1.1 Operating performance

The Group reported 2016 sales of €39,093 million, including a significant 2.9% negative currency impact due namely to the depreciation of the pound sterling – and to a lesser extent Latin American currencies – against the euro.

The negative 1.0% Group structure impact reflects the time-lag between the impact of disposals made to optimize the Building Distribution portfolio in late 2015/early 2016 and the acquisitions carried out mostly at the end of the period.

On a like-for-like basis, sales were up 2.6%, driven by volume growth in all of our Business Sectors and regions. Based on a constant number of working days (negative calendar effect in the second half), volumes continued to increase in the six months to December 31, at the same pace as the first half. Prices stabilized over the year, gaining 0.6% in the second half amid an uptick in inflation.

The Group’s operating margin (1) increased to 7.2% from 6.7% in 2015, with 7.4% for the second half (versus 6.9% in second-half 2015). In line with our objectives, we saw a further like-for-like increase in operating income, up 11.5% in the second half, bringing growth over the full year to 10.8%.

In 2016, the Group’s capital expenditure was €1.37 billion, in line with our objective; we made €270 million in cost savings (versus 2015), exceeding our €250 million target.

Free cash flow jumped 29% to €1,258 million, in line with the Group’s operating performance.

Operating working capital requirements remained at a good level of 28 days, despite a rise of 1.7 days’ sales, after the record low of 2015.

The Group continued to pursue its acquisitions strategy, representing close to €300 million in full-year sales. Regarding the plan to acquire a controlling interest in Sika, the Group is confident that SWH’s rights will be restored.

(1) Operating margin = Operating income expressed as a percentage of sales.
### Performance of Group Business Sectors

#### A) INNOVATIVE MATERIALS

**Flat Glass** like-for-like sales increased 6.5% over the year, in line with the first half, led by both construction and automotive in Asia and emerging countries. In Western Europe, construction volumes and prices both improved, benefiting from higher float prices and, as from the second half, from a rise in the price of downstream glass; automotive glass stabilized at a good level.

This organic growth, combined with the optimization of operating leverage over recent years, resulted in a further increase in operating margin, up from 7.9% to 9.1%, and 9.5% in second-half 2016.

**High-Performance Materials** (HPM) sales rose 2.2% on a like-for-like basis. Despite the decline in industrial markets in the US, all HPM businesses advanced in the second half, led by Asia and emerging countries. Plastics also benefited from robust momentum in Europe. Ceramics stabilized over the year, with a less favorable mix in the second half. Textile Solutions were buoyed by the sharp rise in Roofing volumes in the US.

The operating margin for the year widened to 13.7% from 13.4%, and stood at 13.3% for the second half (13.2% in second-half 2015).

#### B) CONSTRUCTION PRODUCTS

**Construction Products (CP)** reported 1.4% organic growth, including 1.1% in the second half. The operating margin improved, up to 9.3% from 8.5% despite the decline in Pipe.
**Interior Solutions** showed good organic growth, at 3.7% (2.2% in the second half owing to the negative calendar impact). Sales were up in Western Europe; the price effect was slightly negative but neutral in the second half. Trading in North America continued to advance, albeit at a slower rate than the first half; prices remained negative over the year but improved in the six months to December 31. Asia and emerging countries continued to deliver growth.

Good volume levels coupled with productivity gains and a fall in costs – particularly energy – drove a sharp improvement in the operating margin, which reached 10.3% in 2016 compared to 8.9% in 2015;

**Exterior Solutions** like-for-like sales stabilized over the second half (slipping 0.1%) and were down by 1.1% over the year, hit by the downturn in Pipe. This business continued to suffer from contracting markets in its main regions except Brazil, where the comparison basis was particularly weak. Exterior Products in the US reported strong volume growth, boosted especially by favorable weather impacts; prices remained down over the year but to a lesser extent in the second half. Mortars posted like-for-like growth powered by Asia and emerging countries, despite their exposure to the Brazilian market.

The operating margin was 7.9% versus 8.0% in 2015.

### C) BUILDING DISTRIBUTION

**Building Distribution** reported 2.7% organic sales growth for the year, with 2.2% in the second half, slightly up on the first half based on a comparable number of working days. Trading in France benefitted from the upturn in new-builds, while renovation stabilized at a low level in a still deflationary environment, including at the end of the year. Scandinavia confirmed its good momentum over the full year, as did Spain and the Netherlands. The UK has not shown signs of weakness since the Brexit vote and continued to advance in line with the first half. Germany enjoyed good growth, although momentum slowed in the second half. Brazil continued to suffer from the market downturn.

The operating margin was 3.4% for the year versus 3.2% in 2015 (4.0% in the second half compared to 3.8% in second-half 2015), impacted by the negative price effect which stabilized in the six months to December 31.
1.1.2 Analysis by region

**SALES BY REGION**

(Breakdown of 2016 sales by region and % change in 2016/2015 like-for-like)

- **France**: 25% decrease (-0.1%).
- **Other Western European countries**: 42% increase (+3.6%).
  - **Scandinavia**: 13% increase (+5.7%)
  - **UK**: 11% increase (+3.4%)
  - **Germany**: 10% increase (+2.5%)
  - **Southern Europe**: 4% increase (+3.7%)
  - **Latin America**: 6% increase (+8.8%)
  - **Africa & Middle East**: 2% increase (+8.3%)
- **Asia & Emerging Countries**: 20% increase (+6.1%).
  - **Asia**: 8% increase (+4.5%)
  - **Latin America**: 6% increase (+8.8%)
  - **Eastern Europe**: 4% increase (+5.2%)
  - **Africa & Middle East**: 2% increase (+8.3%)
  - **North America**: 13% increase (+2.0%)
- **Like-for-like Sales by region**
  - In line with our expectations, France stabilized over the year (slipping 0.1% like-for-like). Trading edged down 0.7% in the second half, hit by an unfavorable calendar impact. The decline in Pipe was offset by an improvement in the new-build market, while renovation stabilized at a low level in a still deflationary environment. The operating margin leveled off at 2.9%.
  - Other Western European countries saw like-for-like sales growth of 3.6%, with 2.9% growth in the second half (impacted by a negative calendar impact). This reflects upbeat market conditions in all of our main countries, including in the second half. Only Germany posted a slowdown in growth in the six months to December 31, related in particular to Interior Solutions. The operating margin climbed to 6.2% in 2016 from 5.7% in 2015.
  - North America reported 2.0% like-for-like sales growth, buoyed by volumes in both Exterior Products and Interior Solutions, mainly in the first half. Industrial markets were down slightly. Prices continued to have a negative impact, although this eased in the second half. The operating margin rose to 10.5% from 9.1% in 2015, driven mainly by volumes.
  - Asia and emerging countries continued to advance, reporting 6.1% organic growth (7.3% in the second half). Trading remained robust in all regions despite the slowdown in Brazil. The region delivered further growth in its operating margin, up to 10.9% from 10.3% in 2015.

**OPERATING INCOME BY REGION**

(In EUR million and % of sales)

- **France**: H1-15 136, H2-15 161, H1-16 124, H2-16 177
  - H1-15: 2.6%, H2-15: 3.2%, H1-16: 2.4%, H2-16: 3.6%

- **Other Western Europe**: H1-15 460, H2-15 524, H1-16 513, H2-16 559
  - H1-15: 5.4%, H2-15: 5.9%, H1-16: 5.9%, H2-16: 6.5%

- **North America**: H1-15 259, H2-15 231, H1-16 310, H2-16 234
  - H1-15: 9.5%, H2-15: 8.8%, H1-16: 11.6%, H2-16: 9.3%

- **Asia and emerging countries**: H1-15 420, H2-15 445, H1-16 421, H2-16 480
  - H1-15: 10.0%, H2-15: 10.7%, H1-16: 10.6%, H2-16: 11.1%
1.2 Financial Results

Consolidated sales advanced 2.6% like-for-like, led by volume growth (stable price effect). On a reported basis, sales were down 1.3%, with a negative 2.9% currency impact due namely to the depreciation of the pound sterling – and to a lesser extent Latin American countries – against the euro. The negative 1.0% Group structure impact essentially reflects disposals carried out in the Building Distribution Sector.

Operating income increased 6.9% on a reported basis despite a negative currency impact and by 10.8% like-for-like. The operating margin stood at 7.2% of sales versus 6.7% of sales in 2015.

EBITDA (operating income plus operating depreciation and amortization) climbed 4.0% to €3,998 million, or 10.2% of sales (9.7% of sales in 2015).

Non-operating costs fell to €312 million from €344 million in 2015, driven by lower restructuring costs thanks to a decrease in the second half. This amount also includes a €90 million accrual to the provision for asbestos-related litigation involving CertainTeed in the US, unchanged from 2015.

Business income

<table>
<thead>
<tr>
<th>(in EUR million)</th>
<th>2015</th>
<th>2016</th>
<th>2016/2015</th>
<th>Like-for-like change</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating income</td>
<td>2,636</td>
<td>2,818</td>
<td>+6.9%</td>
<td>+10.8%</td>
</tr>
<tr>
<td>Non-operating costs</td>
<td>(344)</td>
<td>(312)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>o/w for asbestos-related litigation</td>
<td>(90)</td>
<td>(90)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>o/w other expenses</td>
<td>(254)</td>
<td>(222)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Other operating expenses</td>
<td>(998)</td>
<td>(202)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>o/w disposal gains (losses)</td>
<td>(65)</td>
<td>(12)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>o/w asset write-downs</td>
<td>(933)</td>
<td>(190)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Business income</td>
<td>1,294</td>
<td>2,304</td>
<td>+78.1%</td>
<td></td>
</tr>
</tbody>
</table>

The net balance of capital gains and losses on disposals, asset write-downs and corporate acquisition fees was an expense of €202 million, compared to an expense of €998 million one year earlier. In 2016, this item includes €190 million in asset write-downs, chiefly in Interior Solutions and proppants. Business income rose 78.1%.

Net financial expense improved sharply, down 14.0% to €541 million from €629 million in 2015. This primarily reflects the decrease in average net debt over 12 months, compared to a decrease only late in the year in 2015 (disposal of Verallia in October 2015). The cost of gross debt also fell, to 3.4% at December 31, 2016 versus 3.9% at end-December 2015, due mainly to the September 2016 bond issue for €1 billion, at 0% and maturing in three and a half years.

Net income

<table>
<thead>
<tr>
<th>(in EUR million)</th>
<th>2015</th>
<th>2016</th>
<th>2016/2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Net financial expense</td>
<td>629</td>
<td>541</td>
<td></td>
</tr>
<tr>
<td>Average cost of gross debt</td>
<td>3.9%</td>
<td>3.4%</td>
<td></td>
</tr>
<tr>
<td>Income tax</td>
<td>248</td>
<td>416</td>
<td></td>
</tr>
<tr>
<td>Tax rate on recurring net income</td>
<td>29%</td>
<td>27%</td>
<td></td>
</tr>
<tr>
<td>Net attributable income</td>
<td>1,295</td>
<td>1,311</td>
<td>+1.2%</td>
</tr>
<tr>
<td>EPS (in EUR)</td>
<td>2.32</td>
<td>2.36</td>
<td>+1.7%</td>
</tr>
<tr>
<td>Recurring net income*</td>
<td>1,165</td>
<td>1,398</td>
<td>+20.0%</td>
</tr>
<tr>
<td>Recurring EPS (in EUR)</td>
<td>2.09</td>
<td>2.53</td>
<td>+21.1%</td>
</tr>
</tbody>
</table>

* For continuing operations.

The tax rate on recurring net income was 27%, compared to 29% in 2015, owing mainly to a favorable geographical mix and lower tax rates in certain countries.

Income tax expense was €416 million compared to €248 million in 2015, which had seen the reversal of deferred tax liabilities linked to intangible asset write-downs.
Recurring net income** (excluding capital gains and losses, asset write-downs and material non-recurring provisions) rose 20.0% to €1,398 million.

Net attributable income, which in 2015 included net income from discontinued operations (Verallia), climbed 1.2% in 2016 to €1,311 million.

Capital expenditure totaled €1,370 million, in line with our objective, representing 3.5% of sales (3.4% of sales in 2015).

Cash flow from operations rose 7.3% to €2,749 million (€2,562 million in 2015). Before the tax impact of capital gains and losses on disposals, asset write-downs and material non-recurring provisions, cash flow from operations climbed 13.2% to €2,628 million and free cash flow increased 29.0% to €1,258 million (3.2% of sales versus 2.5% of sales in 2015).

Operating working capital requirements (WCR) remained at a good level of 28 days’ sales, a rise of 1.7 days from the record low recorded in 2015 and representing an increase of €175 million in value terms (to €3,010 million).

Investments in securities totaled €362 million (€227 million in 2015) and relate to targeted acquisitions in Asia and emerging countries, technological niche markets, and efforts to consolidate the Group’s positions in Building Distribution, especially in Nordic countries.

Net debt rose from €4.8 billion to €5.6 billion, due mainly to share buybacks of €418 million and a one-off contribution of USD 640 million to US pension funds (USD 422 million after the tax credit effective in 2017). This contribution will enable the Group to save around USD 20 million in finance costs each year. Net debt represents 29% of consolidated equity, compared to 25% at December 31, 2015.

The net debt to EBITDA ratio came out at 1.4 versus 1.2 at end-2015.
Share buyback and dividend

In line with its objectives, in 2016 the Group bought back and later canceled around 11 million shares for €418 million, resulting in a decrease in the number of shares outstanding to 553.4 million shares at end-December 2016 (compared to 558.6 million shares at end-December 2015).

At its meeting of February 23, 2017, Compagnie de Saint-Gobain’s Board of Directors decided to recommend to the June 8, 2017 Shareholders’ Meeting to pay in cash an increased dividend of €1.26 per share (versus €1.24 in 2015), demonstrating our focus on shareholder returns in the context of our strong 2016 results and confidence looking ahead. This dividend represents 50% of recurring net income and a dividend yield of 2.85% based on the closing share price at December 30, 2016 (€44.255). The ex-dividend date has been set at June 12 and the dividend will be paid on June 14, 2017.
1.3 2017 Outlook

In 2017 the Group should benefit from a gradual improvement in France, despite a still uncertain renovation market. Western Europe should deliver organic growth, despite less visibility in the UK. North America should continue to advance in construction markets, excluding the exceptional weather impacts of 2016, but will continue to face uncertainty in industry. Our operations in Asia and emerging countries should enjoy robust growth. Saint-Gobain will continue its disciplined approach towards cash management and financial strength. In particular, it will pursue:

- its focus on sales prices amid an uptick in inflation;
- its cost savings program, with the aim of unlocking additional savings of around €270 million (calculated on the 2016 cost base);
- its capital expenditure program (around €1,600 million in 2017), with a focus on growth capex outside Western Europe and also on productivity and digital transformation;
- its commitment to invest in R&D to support its differentiated, high value-added strategy;
- its focus on high levels of free cash flow generation.

The Group is targeting a further like-for-like increase in operating income in 2017.

For further information, refer to Chapter 5, Section 1 of the Compagnie de Saint-Gobain 2016 Registration Document available on the website www.saint-gobain.com.

IMPORTANT DISCLAIMER – FORWARD-LOOKING STATEMENTS:

These statements on outlook constitute either trends or objectives, and are not to be considered as projected results. Although Saint-Gobain believes these forward-looking statements are based on reasonable assumptions as of the date of publication of this document, investors are warned that they are not guarantees of future performance. Actual results may differ quite significantly from forward-looking statements due to a number of risks, both known and unknown, uncertainties and other factors, most of which are difficult to anticipate and are generally outside Saint-Gobain’s control, specifically the risks described in Chapter 7, Section 1 of the Saint-Gobain Registration Document, which is available on its website (www.saint-gobain.com). Consequently, every precaution must be taken in using these forward-looking statements. The prospective information contained in this document can only be applied on the date of its publication. Saint-Gobain makes no commitment to supplement, update or amend these forward-looking statements as a result of any new information, future event or for any other reason.
2.1 Presentation of the Board of Directors

As of April 1, 2017, the Board of Directors of Compagnie de Saint-Gobain consists of 16 members, including two employee Directors and one Director representing employee shareholders, appointed for a four-year renewable term of office. The Board of Directors comprises a proportion of 54% of independent Directors satisfying the criteria set by the AFEP-MEDEF corporate governance code for French listed companies, to which Compagnie de Saint-Gobain refers, and a proportion of 36% of women (1). The Board of Directors held ten meetings in 2016. The global attendance rate of the Directors in office as of April 1, 2017 at these meetings was 92%.

For further information about the composition and the functioning of the Board of Directors, refer to Chapter 6 (Corporate Governance) Section 1 of Compagnie de Saint-Gobain 2016 Registration Document available on the website www.saint-gobain.com.

2.1.1 Composition of the Board of Directors of Compagnie de Saint-Gobain

Information as of April 1, 2017(2).

<table>
<thead>
<tr>
<th>MR. PIERRE-ANDRÉ DE CHALENDAR</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chairman of the Board of Directors</td>
</tr>
<tr>
<td>Member of the Strategy and Corporate Social Responsibility Committee</td>
</tr>
<tr>
<td>Date of first election: June 2006</td>
</tr>
<tr>
<td>Number of shares held: 150,024</td>
</tr>
<tr>
<td>Offices and duties held outside the Group:</td>
</tr>
<tr>
<td>- Director of BNP Paribas*</td>
</tr>
<tr>
<td>Compagnie de Saint-Gobain “Les Miroirs”</td>
</tr>
<tr>
<td>18 Avenue d’Alsace</td>
</tr>
<tr>
<td>92400 Courbevoie</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>MR. ALAIN DESTRAIN</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employee Director</td>
</tr>
<tr>
<td>Date of first election: December 2014</td>
</tr>
<tr>
<td>Number of shares held: 746</td>
</tr>
<tr>
<td>Offices and duties held:</td>
</tr>
<tr>
<td>- None</td>
</tr>
<tr>
<td>Saint-Gobain Interservices “Les Miroirs”</td>
</tr>
<tr>
<td>18 Avenue d’Alsace</td>
</tr>
<tr>
<td>92400 Courbevoie</td>
</tr>
</tbody>
</table>

* Listed company.

(1) Since the General Shareholders’ Meeting of June 2, 2016, the Board differs with the former recommendation of the AFEP-MEDEF Code (November 2015 version) recommending that a 40% ratio of women be represented on the Board, due to the progressive reduction of the size of the Board of Directors. However, as a result of the envisaged continuing reduction of the Board size at the time of the General Shareholders’ Meeting of June 8, 2017, it should include as from that date five women among twelve Board members (42%), i.e., more than 40% of women, in compliance with the Law of January 27, 2011 on gender parity on Boards of Directors, and in compliance with the required deadline.

(2) The complete biography of each Director, the list of offices in which they serve or have served over the past five years and the staggering of the Directors’ terms of office are provided in Chapter 6 (Corporate Governance), Section 1.1 of Compagnie de Saint-Gobain 2016 Registration Document.
**MR. JEAN-MARTIN FOLZ**  
Director  
Chairman of the Strategy and Corporate Social Responsibility Committee  

- **Date of first election:** March 2001  
- **Number of shares held:** 1,717  
- **Offices and duties held:**  
  - Director of Axa*  
  - Director of companies in which Wendel holds an equity interest  

Compagnie de Saint-Gobain “Les Miroirs”  
18 Avenue d’Alsace  
92400 Courbevoie  

70 years old  
French  

**MR. BERNARD GAUTIER**  
Director  
Member of the Nomination, Remuneration and Governance Committee  

- **Date of first election:** June 2008  
- **Number of shares held:** 1,151  
- **Offices and duties held:**  
  - Director of foreign companies in which Wendel holds an equity interest  
  - Director of Wendel*  

Compagnie de Saint-Gobain “Les Miroirs”  
18 Avenue d’Alsace  
92400 Courbevoie  

* Listed company.*  

57 years old  
French  

**MS. IÊDA GOMES YELL**  
Independent Director  

- **Date of first election:** June 2016  
- **Number of shares held:** 800  
- **Offices and duties held:**  
  - Director of Bureau Veritas*  
  - Director of Externan Corporation* (United States)  
  - Director of InterEnergy Holdings (foreign company)  

Compagnie de Saint-Gobain “Les Miroirs”  
18 Avenue d’Alsace  
92400 Courbevoie  

60 years old  
Brazilian and English  

**MS. ANNE-MARIE IDRAC**  
Independent Director  
Member of the Nomination, Remuneration and Governance Committee  

- **Date of first election:** June 2011  
- **Number of shares held:** 827  
- **Offices and duties held:**  
  - Director of Bouygues*  
  - Director of Total*  

Compagnie de Saint-Gobain “Les Miroirs”  
18 Avenue d’Alsace  
92400 Courbevoie  

65 years old  
French  

**MS. PAMELA KNAPP**  
Independent Director  
Member of the Audit and Risk Committee  

- **Date of first election:** June 2013  
- **Number of shares held:** 818  
- **Offices and duties held:**  
  - Member of the Supervisory Board, the Nomination, Remuneration and Governance Committee and the Finance and Audit Committee of Peugeot SA*  
  - Director of HKP Group AG (Switzerland)  
  - Director and member of the Audit Committee of Panalpina World Transport (Holding) Ltd.* (Switzerland)  
  - Director and member of the Audit Committee of NV Bekaert* (Belgium)  

Compagnie de Saint-Gobain “Les Miroirs”  
18 Avenue d’Alsace  
92400 Courbevoie  

Founding Chairman of Energix Strategic Ltd  
60 years old  
Brazilian and English  

**MR. PASCAL LAÏ**  
Employee Director  
Member of the Nomination, Remuneration and Governance Committee  

- **Date of first election:** December 2014  
- **Number of shares held:** 1,426  
- **Offices and duties held:**  
  - None  

Compagnie de Saint-Gobain Sekurit France  
18 Avenue d’Alsace  
92400 Courbevoie  

54 years old  
French  

Environment, Health and Safety promoter of Saint-Gobain Sekurit France  
249 boulevard Drion  
59580 Aniche  

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WWW-SAINT-GOBAIN.COM
<table>
<thead>
<tr>
<th>Name</th>
<th>Role</th>
<th>Date of first election</th>
<th>Number of shares held</th>
<th>Offices and duties held</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ms. Agnès Lemarchand</td>
<td>Independent Director</td>
<td>June 2013</td>
<td>2,252</td>
<td>Director of CGG*</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Director of BioMérieux*</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Chairman of Orchad SAS</td>
</tr>
<tr>
<td></td>
<td>Member of the Audit and Risk Committee</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ms. Olivia Qiu</td>
<td>Independent Director</td>
<td>June 2011</td>
<td>800</td>
<td>Director of Innovation for Philips Lighting</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Executive Vice Chairman of Philips</td>
</tr>
<tr>
<td></td>
<td>Member of the Nomination, Remuneration</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>and Governance Committee</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mr. Frédéric Lemoine</td>
<td>Director</td>
<td>April 2009</td>
<td>835</td>
<td>Chairman of the Board of Directors of Bureau Veritas*</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Director of foreign companies in which Wendel holds an equity interest</td>
</tr>
<tr>
<td></td>
<td>Member of the Audit and Risk Committee</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Member of the Strategy and Corporate</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Social Responsibility Committee</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mr. Jacques Pestre</td>
<td>Director representing employee shareholders</td>
<td>June 2011</td>
<td>3,447</td>
<td>Director in several companies in the Building Distribution Sector of Saint-Gobain</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Chairman of the Supervisory Board of the Employee Savings Fund “Saint-Gobain PEG France”</td>
</tr>
<tr>
<td>Mr. Denis Ranque</td>
<td>Director</td>
<td>June 2003</td>
<td>888</td>
<td>Chairman of the Board of Directors of Airbus*</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Director of CMA-CGM</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Director of Scilab Enterprises</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Mr. Gilles Schnepp</td>
<td>58 years old French, French</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

* Listed company.
**MR. JEAN-DOMINIQUE SENARD**
Independent Director
Chairman of the Audit and Risk Committee

*Chief Executive Officer of Michelin*
64 years old
French

**Date of first election:** June 2012  
**Number of shares held:** 1,830  
**Offices and duties held:**
- None

Michelin  
23 place des Carmes-Déchaux  
63040 Clermont-Ferrand Cedex 9

**MR. PHILIPPE VARIN**
Independent Director
Chairman of the Nomination, Remuneration and Governance Committee

**Chairman of the Board of Directors of Areva**
64 years old
French

* Listed company.

**Date of first election:** June 2013  
**Number of shares held:** 3,026  
**Offices and duties held:**
- None

Areva  
1 place Jean Millier  
92400 Courbevoie

* Listed company.
2.1.2 The Board of Directors’ Committees

The Board has established three Committees aimed at improving the Board’s operations and effectively contributing to the preparation of its deliberations: the **Audit and Risk Committee**, the **Nomination, Remuneration and Governance Committee**, and the **Strategy and Corporate Social Responsibility Committee**. These Committees do not have their own decision-making authority (barring specific provision otherwise provided for by the internal rules of the Board of Directors as regards the Audit and Risk Committee), and report to the Board regarding their activities, conclusions and proposals.

The activities of these three Committees in 2016 are described under Chapter 6 (Corporate Governance), Section 1.2.3 of the 2016 Registration Document available on the website www.saint-gobain.com.

The Nomination, Remuneration and Governance Committee and the Audit and Risk Committee are composed of 75% of independent Directors, including their respective Chairman, in compliance with the recommendations of the AFEP-MEDEF Code.

The following table shows the composition of the Board of Directors’ Committees as of April 1, 2017.

### Composition of the Board of Directors’ Committees

<table>
<thead>
<tr>
<th>BOARD OF DIRECTORS’ COMMITTEES</th>
<th>Pierre-Anthony de Chalendar</th>
<th>Jean-Martin Folz</th>
<th>Bernard Gaudier</th>
<th>Anne-Marie Idrac</th>
<th>Pamela Knapp*</th>
<th>Frédéric Lamarche</th>
<th>Olivia Qiu*</th>
<th>Jean-Dominique Senard*</th>
<th>Philippe Varin*</th>
<th>Number of meetings held in 2016</th>
<th>Attendance rate</th>
</tr>
</thead>
<tbody>
<tr>
<td>Audit and Risk Committee</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>4</td>
<td>94%</td>
</tr>
<tr>
<td>Nomination, Remuneration and Governance Committee</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>4</td>
<td>85%</td>
</tr>
<tr>
<td>Strategy and Corporate Social Responsibility Committee</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>7</td>
<td>100%</td>
</tr>
</tbody>
</table>

- Chairman of a Committee.
- Member of a Committee.
- Independent Director.

(1) Employee Director, not included in the ratio of independent Directors, in accordance with the recommendations of the AFEP-MEDEF Code.
2.1.3 Lead Independent Director

The Board of Directors, within the context of its 2016 assessment of its operation, taking into account the development of the practice within companies in France chaired by a combined Chairman of the Board/CEO and the expectation of certain investors expressed during the dialog that the Company has with them, indicated its desire to appoint a Lead Independent Director among the independent Directors of the Board, who will in particular oversee the efficient running of the Company’s governance bodies.

Following the discussions regarding the responsibilities and role to be entrusted to him, the Board of Directors decided on November 24, 2016, at the proposal of the Nomination, Remuneration and Governance Committee, to create with effect at the close of the General Shareholders’ Meeting of June 8, 2017, the role of Lead Independent Director which will be taken on by Jean-Dominique Senard, independent Director since 2012.

His responsibilities, which will be described in the internal rules of the Board of Directors, will be the following:

- prevent and manage conflicts of interest: the Lead Independent Director is responsible for preventing the occurrence of situations of conflicts of interest. He brings to the attention of the Board of Directors possible conflicts of interest that he is aware of concerning the Directors;
- lead the assessment of the organization and the operations of the Board of Directors which is periodically carried out;
- convene, chair, organize and report to the Chairman and Chief Executive Officer on the meetings of the Directors held without the presence of the executive Directors (“executive sessions”). These sessions may be held during or at the close of a meeting of the Board of Directors, as the case may be such sessions may be co-chaired with the Chairman of the Nomination and Remuneration Committee in the event it is a different person and for matters falling under the responsibility of the Nomination and Remuneration Committee (in particular succession plans and the executive Director’s compensation);
- be a point of contact of the shareholders of Compagnie de Saint-Gobain on governance matters, and meet them at the request of the Chairman and Chief Executive Officer;
- ensure that the Directors receive the relevant information to exercise their duties under the best possible conditions, in accordance with the provisions of the internal rules of the Board of Directors;
- more generally, ensure compliance with the internal rules of the Board of Directors is honored.

In the course of his duties, the Lead Independent Director shall have the right to:

- suggest to the Chairman and Chief Executive Officer the addition of points to the agenda of any meeting of the Board of Directors;
- request to the Chairman and Chief Executive Officer to convene the Board of Directors on a specific agenda;
- convene and chair the meetings of the Board of Directors in the event of the temporary inability or death of the Chairman and Chief Executive Officer; and
- attend, as the case may be, the meetings of the Committees of which he is not a member to the extent strictly necessary to accomplish his duties and upon the approval of the Chairman of the relevant Committee.

The Lead Independent Director will report to the Board of Directors on the completion of his mission on an annual basis.
2.2 Proposed renewal of the term of Directors

2.2.1 Changes in the composition of the Board of Directors in 2016 and proposed to the General Meeting

The following table shows the changes in the composition of the Board of Directors in fiscal year 2016 and the changes proposed to the General Meeting of June 8, 2017:

<table>
<thead>
<tr>
<th>Cessation of duties</th>
<th>General Meeting of June 2, 2016</th>
<th>General Meeting of June 8, 2017</th>
</tr>
</thead>
<tbody>
<tr>
<td>Isabelle Bouillot</td>
<td>Jean-Martin Folz</td>
<td></td>
</tr>
<tr>
<td>Sylvia Jay (2)</td>
<td>Bernard Gautier</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Proposed renewal</th>
<th>General Meeting of June 2, 2016</th>
<th>General Meeting of June 8, 2017</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bernard Gautier (3)</td>
<td>Pamela Knapp (3)</td>
<td></td>
</tr>
<tr>
<td>Frédéric Lemoine (3)</td>
<td>Agnès Lemarchand (3)</td>
<td></td>
</tr>
<tr>
<td>Jean-Dominique Senard (3)</td>
<td>Gilles Schnepp (3)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Philippe Varin (3)</td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Proposed nomination</th>
<th>General Meeting of June 2, 2016</th>
<th>General Meeting of June 8, 2017</th>
</tr>
</thead>
<tbody>
<tr>
<td>Iêda Gomes Yell (3)</td>
<td>None</td>
<td></td>
</tr>
</tbody>
</table>

(1) Independent Director.
(2) Independent Director until June 2, 2016.
(3) In accordance with existing agreements between the Company and Wendel (see Chapter 8 (Capital and ownership structure), Section 2.4 of the 2016 Registration Document of Compagnie de Saint-Gobain, available on the website www.saint-gobain.com).

The following table shows the changes in the composition of the Board of Directors with regard to independence, representation of women and representation of foreign members during fiscal year 2016, and as contemplated by the end of the General Meeting of June 8, 2017:

<table>
<thead>
<tr>
<th>As from General Shareholders' Meeting of June 4, 2015</th>
<th>As from General Shareholders' Meeting of June 2, 2016</th>
<th>As from General Shareholders' Meeting of June 8, 2017 (contemplated)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Percentage of independents (1)</td>
<td>50%</td>
<td>54%</td>
</tr>
<tr>
<td>Percentage of women (2)</td>
<td>40%</td>
<td>36%</td>
</tr>
<tr>
<td>Percentage of foreign nationals (2)</td>
<td>2%</td>
<td>23%</td>
</tr>
<tr>
<td>Percentage of foreign nationals (2)</td>
<td></td>
<td>27%</td>
</tr>
</tbody>
</table>

(1) In compliance with computation rules set by the AFEP-MEDEF Code.
(2) Excluding employee Directors appointed under specific mandatory legal provisions.
2.2.2 Proposed renewal of four Directors

Information as of April 1, 2017.

**MS. PAMELA KNAPP - 59 YEARS OLD**

![Profile Picture]

**Independent Director**

**Member of the Audit and Risk Committee**

**Date of first election:** June 2013

**Number of shares held:** 818

**Attendance rate in 2016:**
- Board of Directors: 90% (9/10 meetings)
- Audit and Risk Committee: 100%

**Expertise and experience:**

A graduate of Berlin University and Harvard University, Ms. Pamela KNAPP started her career in 1987 as a Mergers and Acquisitions Consultant at Deutsche Bank Morgan Grenfell GmbH and at Fuchs Consult GmbH.

In 1992 she was named Director of Strategic Projects, then of the Maintenance & Services Branch in the Transportation Systems Division of the Siemens Group, where she served until 1997. From 1998 to 2000 she was a Board member and Chief Financial Officer of Siemens SA, Belgium and Luxembourg.

In 2000 she became Director of the Siemens Group’s central Corporate Development Executives Department then, starting in 2004, Board member and Chief Financial Officer of the Power Transmission and Distribution Division of the Siemens Group, until 2009. From 2009 until October 2014 she was a member of the Management Board of GfK SE.

**Offices and duties held outside the Saint-Gobain Group:**

- Member of the Supervisory Board, the Nomination, Remuneration and Governance Committee and the Finance and Audit Committee of Peugeot SA*
- Director of HKP Group AG (Switzerland)
- Director and member of the Audit Committee of Panalpina World Transport (Holding) Ltd.* (Switzerland)
- Director and member of the Audit Committee of NV Bekaert* (Belgium)

Independent Director since 2013 and a member of the Audit and Risk Committee since 2015, Ms. Pamela Knapp brings to the Board of Directors her international experience, her experience as an executive officer of a major international group and her expertise in terms of finance, strategy and management.

Ms. Pamela Knapp is expected to remain a member of the Audit and Risk Committee following the General Shareholders’ Meeting of June 8, 2017, subject to the renewal of her term.

The renewal of Ms. Pamela Knapp’s term is subject to the approval of resolution five.

* Listed company
MS. AGNÈS LEMARCHAND – 62 YEARS OLD

Independent Director

Member of the Audit and Risk Committee

Date of first election: June 2013
Number of shares held: 2,252

Attendance rate in 2016:
• Board of Directors: 100%
• Audit and Risk Committee: 100%

Expertise and experience:
Graduate of École Nationale Supérieure de Chimie de Paris (ENSCP) and MIT (USA), and holder of an MBA from INSEAD, Ms. Agnès Lemarchand began her professional career with various operational responsibilities within the Rhône-Poulenc Group from 1980 to 1985.
Appointed in 1986 as Chief Executive Officer of Industrie Biologique Français (IBF), she created IBF Biotechnics, a subsidiary of the Rhône-Poulenc Group and the Institut Mérieux, in the United States in 1987, of which she was appointed Chairman and Chief Executive Officer.
In 1991, she joined the Ciments Français Group as Chief Executive Officer of Prodical, an industrial minerals subsidiary that she led from 1991 to 1996. She joined the Lafarge Group in 1997, held the position of Director of Strategy for the Specialty Materials branch, then in 1999 was appointed Chairman and Chief Executive Officer of Lafarge Chaux.
In 2004, she took over, together with its senior executives, the Lafarge Chaux subsidiary in the United Kingdom and founded Steetley Dolomite Limited, where she served as Chief Executive Officer for 10 years before selling the company to the industrial group Lhoist.
Ms. Agnès Lemarchand was a member of the Economic, Social and Environmental Council (Economic Activities Section), from March 2012 to April 2014.

Offices and duties held outside the Saint-Gobain Group:
• Director of CGG*
• Director of BioMérieux*
• Chairman of Orchad SAS

Independent Director since 2013 and a member of the Audit and Risk Committee since 2014, Ms. Agnès Lemarchand brings to the Board of Directors her international experience, her knowledge of the Industrial Sector and her expertise in terms of finance, strategy and management.
Ms. Agnès Lemarchand is expected to remain a member of the Audit and Risk Committee following the General Shareholders’ Meeting of June 8, 2017, subject to the renewal of her term.

The renewal of Ms. Agnès Lemarchand’s term is subject to the approval of resolution six.

* Listed company.
MR. GILLES SCHNEPP – 58 YEARS OLD

Director

Date of first election: June 2009
Number of shares held: 800
Attendance rate in 2016:
• Board of Directors: 90% (9/10 meetings)

Expertise and experience:
Mr. Gilles Schnepp is a graduate of École des Hautes Études Commerciales (HEC). He began his career at Merrill Lynch as Director of the Bonds and Derivatives Departments. In 1989 he joined the Legrand Group where he held several positions before being appointed Senior Vice President (2000), member of the Management Committee and Director (2001), Vice Chairman and Chief Executive Officer (2004) and then Chairman and Chief Executive Officer of Legrand since 2006. He has also been Chairman of the FiEEC (Federation of Electrical, Electronic and Communications Industries) since July 2013.

Offices and duties held outside the Saint-Gobain Group:
• Chairman and Chief Executive Officer of Legrand*
• Various positions and functions within subsidiaries of the Legrand Group

Director since 2009, Mr. Gilles Schnepp brings to the Board of Directors his experience as an executive officer of a major listed international group, his knowledge of the Industrial Sector and his expertise in terms of finance, strategy and management. Mr. Gilles Schnepp was appointed in accordance with the existing agreements between Compagnie de Saint-Gobain and Wendel (See Chapter 8 (Capital and ownership structure), Section 2.4 of the 2016 Registration Document).

Mr. Gilles Schnepp is expected to become a member of the Audit and Risk Committee following the General Shareholders’ Meeting of June 8, 2017, subject to the renewal of his term.

The renewal of Mr. Gilles Schnepp’s term is subject to the approval of resolution seven.

MR. PHILIPPE VARIN – 64 YEARS OLD

Independent Director

Chairman of the Nomination, Remuneration and Governance Committee

Date of first election: June 2013
Number of shares held: 3,026
Attendance rate in 2016:
• Board of Directors: 90% (9/10 meetings)
• Nomination, Remuneration and Governance Committee: 100%

Expertise and experience:
An alumnus of École Polytechnique and of École des Mines de Paris, Mr. Philippe Varin joined the Pechiney Group in 1978 as a researcher. He subsequently held various management positions within this Group (management control, strategy, project management), before being appointed as head of the Rheinalu Division in 1995 and then General Director of the Aluminum Division and member of the Group’s Executive Committee in 1999. In 2003 he joined the Anglo-Dutch Steelmaking Group Corus as Chief Executive Officer.
In June 2009 he was appointed as Chairman of the Board of PSA Peugeot Citroën, and left the Group in June 2014. He is currently Chairman of the Board of Directors of Areva. He is also the special representative of the Minister of Foreign Affairs and International Development for the ASEAN countries and Chairman of the Cercle de l’Industrie (since 2012).

Offices and duties held outside the Saint-Gobain Group:
• Chairman of the Board of Directors of Areva*

Independent Director since 2013 and Chairman of the Nomination, Remuneration and Governance Committee since 2014, Mr. Philippe Varin brings to the Board of Directors his experience as an executive officer of a major listed international group, his knowledge of the Industrial Sector and his expertise in terms of finance, strategy and management.

Mr. Philippe Varin is expected to become Chairman of the Audit and Risk Committee following the General Shareholders’ Meeting of June 8, 2017, subject to the renewal of his term, and will be replaced as Chairman of the Nomination, Remuneration and Governance Committee by Ms. Anne-Marie Idrac.

The renewal of Mr. Philippe Varin’s term is subject to the approval of resolution eight.

* Listed company.
2.3 Chairman and Chief Executive Officer’s compensation (“Say on Pay”)

2.3.1 Compensation components due or granted to Mr. Pierre-André de Chalendar, Chairman and Chief Executive Officer, in respect of fiscal year 2016, subject to the approval of the General Shareholders’ Meeting of June 8, 2017 (“Say on Pay” ex post)

The AFEP-MEDEF Corporate Governance Code, to which Compagnie de Saint-Gobain refers, recommends that the components of the compensation due or granted to each executive Director for the fiscal year be submitted to the approval of the Ordinary General Shareholders’ Meeting.

In accordance with this recommendation, the following components of the compensation of the Chairman and Chief Executive Officer, Mr. Pierre-André de Chalendar, Compagnie de Saint-Gobain’s only Executive Director, were decided by Saint-Gobain’s Board of Directors at its meetings of February 25, 2016, November 24, 2016 and February 23, 2017, at the proposal of the Nomination, Remuneration and Governance Committee.

Summary of the compensation components due or granted in respect of fiscal year 2016

The following chart shows the distribution of the various components of the compensation of Mr. Pierre-André de Chalendar, Chairman and Chief Executive Officer, due or granted in respect of fiscal year 2016.

For further information about the various components of the compensation of Mr. Pierre-André de Chalendar due or granted in respect of fiscal year 2016, and the characteristics of the long-term incentive policy (stock options and performance shares) to which Mr. Pierre-André de Chalendar is entitled, refer to Chapter 6 (Corporate Governance) Sections 2.2 and 2.4 of the Saint-Gobain 2016 Registration Document available on the corporate website at https://www.saint-gobain.com/en/finance/general-meeting.

2016 compensation policy

The general principles of the compensation policy applicable to the compensation due or granted to Mr. Pierre-André de Chalendar, Chairman and Chief Executive Officer, in respect of fiscal year 2016, are described in Section 2.2.1 of Chapter 6 (Corporate Governance) of the 2016 Registration Document. These principles have been identically decided by the Board of Directors for 2017 (see 2.3.2 below).

2016 fixed and variable compensations

These elements are described in detail in the table below and in Section 2.2.3 of Chapter 6 (Corporate Governance) of the 2016 Registration Document.

Allocation of long-term compensation component for 2016 – Specificities of the allocations to the Chairman and Chief Executive Officer

Cap on the Chairman and Chief Executive Officer’s total compensation

In accordance with the AFEP-MEDEF Code, the Board of Directors resolved that, at the time they are granted to the Chairman and Chief Executive Officer, the 2016 allocations of stock options, performance shares and performance units could not represent a value (according to IFRS standards) greater than 100% of his total gross maximum compensation for the same year (fixed compensation plus maximum variable compensation for the same year).

In 2016, these allocations represented a total value (according to IFRS standards), at the time of their grant, of €1,434,100 corresponding to 48% of his 2016 total maximum gross compensation and to 35% of his 2016 total gross compensation.

Hedging rules

The Chairman and Chief Executive Officer formally undertook not to hedge his risk on either stock options or on shares allocated upon the exercise of stock options, on performance shares or on performance units he has been or will be granted, until the cessation of his duties. To the best of the Company’s knowledge, the Chairman and Chief Executive Officer has not hedged his risk.
Closed out periods
Under the Board’s internal regulations (see Chapter 10, Section 1.1.2 of the Saint-Gobain 2016 Registration Document), Mr. Pierre-André de Chalendar, as a Director, is required to abstain from trading in Saint-Gobain securities for 30 days prior to Board meetings at which the annual and semi-annual consolidated financial statements are examined, for 15 days preceding publication of quarterly consolidated net sales, as well as on the day following the publication of the annual and half-year results.

Stock-Options
Rules for holding shares allocated upon the exercise of stock options
The Chairman and Chief Executive Officer is required to retain a number of Saint-Gobain shares equal to at least 50% of the net capital gain on the underlying shares (after deducting social charges and taxes) at the time he exercises the options he was granted by the Board of Directors of November 24, 2016, until the cessation of his duties. However, this obligation will cease to apply if and when the total number of Saint-Gobain shares he personally holds in registered form, on the option exercise date, represents the equivalent of five years’ gross fixed compensation (based on the opening price quoted for Saint-Gobain shares on the option exercise date and the amount of his gross compensation applicable at that time).

Performance shares and performance units
Rules for holding performance shares allocated in 2016
The Chairman and Chief Executive Officer is required to retain 50% of the performance shares allocated to him in 2016 that will be delivered to him, until the cessation of his duties. However, this obligation will cease to apply if and when the total number of Saint-Gobain shares he personally holds in registered form, at the delivery date of the performance shares, represents the equivalent of five years’ gross fixed compensation (based on the average opening price quoted for Saint-Gobain shares in the twenty trading days preceding the delivery date of the performance shares and the amount of his gross fixed compensation applicable at that time).

No performance units were allocated to Mr. Pierre-André de Chalendar in 2016, as no performance units plan was implemented in 2016. Details of the compensation due or granted to Mr. Pierre-André de Chalendar for 2016 are provided in the table below.
Table prepared in application of recommendation 26.1 of the AFEP-MEDEF corporate governance code for French listed companies (“Say on Pay” ex post):

<table>
<thead>
<tr>
<th>Compensation component due or granted in respect of last closed fiscal year</th>
<th>Amount or book value submitted to the vote (in EUR)</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Fixed compensation</strong></td>
<td>Amount due: €1,100,000</td>
<td>Fixed compensation unchanged since 2010.</td>
</tr>
</tbody>
</table>
| **Annual variable compensation** | Amount due: €1,529,879 (Board of Directors’ meeting of February 23, 2017) | At its February 25, 2016 meeting, the Board of Directors decided, at the proposal of the Nomination, Remuneration and Governance Committee, that Mr. Pierre-André de Chalendar’s variable compensation in respect of fiscal year 2016 could not exceed 170% of his fixed compensation, (as for 2015), and fixed the quantitative and qualitative objectives detailed below, determining, up to a limit of 2/3 and 1/3 respectively, the variable portion of his compensation (structure unchanged since 2014). Based on the recommendations of the Nomination, Remuneration and Governance Committee, the Board of Directors, at its February 23, 2017 meeting, determined Mr. Pierre-André de Chalendar’s variable compensation as follows, taking into account the extent to which the objectives outlined below had been achieved:  
  ◆ the portion of the variable compensation based on the fulfillment of the four quantitative objectives (return on capital employed (ROCE), Group operating income, Group recurring earnings per share and operating free cash flow) amounted to €1,093,546, corresponding to an achievement rate of 88% (the achievement rate of the various quantitative objectives is presented in Chapter 6, Section 2.2.3 of the 2016 Registration Document);  
  ◆ the amount of the variable portion of the four qualitative objectives (Sika transaction, digital transformation of the Group, implementation of the corporate social responsibility policy and continuation of the Group’s development strategy) amounted to €436,333, corresponding to a percentage of overall achievement of the qualitative objectives of 70%.  
On this basis, his 2016 annual variable compensation totaled €1,529,879, corresponding to an achievement rate of 82%. Overall, Mr. Pierre-André de Chalendar’s total compensation (fixed and variable) amounted to €2,629,879 for 2016, an increase of 10.31% over 2015. |
| **Deferred variable compensation** | N/A | Mr. Pierre-André de Chalendar has not been granted any deferred variable compensation. |
| **Multi-year variable compensation** | N/A | Mr. Pierre-André de Chalendar has not been granted any multi-year variable compensation. |
At its November 24, 2016 meeting, the Board of Directors decided, at the proposal of the Nomination, Remuneration and Governance Committee, to grant to Mr. Pierre-André de Chalendar 58,000 stock options with an IFRS value equivalent to his 2015 allocation of stock options, i.e. less than the sub-cap set by the General Shareholders’ Meeting of June 2, 2016.

The Board of Directors decided on February 25, 2016 that grants of stock options, performance shares and performance units to the Chairman and Chief Executive Officer in 2016 could not, at the time of their allocation, represent a value (according to IFRS standards) greater than 100% of his total maximum gross compensation for the same year (fixed compensation plus maximum variable compensation for the same year).

In 2016, these allocations represented a total value (according to IFRS standards) at the time of their grant of €1,434,100 corresponding to 48% of his total maximum gross compensation for 2016 and to 35% of his total gross compensation for 2016.

The performance criteria applicable to the stock options plan implemented on November 24, 2016 entail, as in 2015, in addition to a performance condition external to the Saint-Gobain Group, an internal performance condition, that are identical but weighted differently, for all long-term compensation plans (stock options and performance shares).

The exercise of the stock options is subject to fulfillment of the following cumulative conditions (the same as those of the plan implemented in 2015):

- service condition: to be an employee or officer of a Saint-Gobain Group company throughout the period up to the exercise date of the stock options, without interruption, except in a number of defined specific cases such as 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 grantee’s host company to outside the Group;

- performance condition linked to the two following criteria:
  - 70% of the options initially allocated are subject to a criteria linked to the performance of the Saint-Gobain stock price versus the CAC 40 stock market index; and
  - 30% of the options initially allocated are subject to the criteria of Return On Capital Employed, including goodwill, of the Saint-Gobain Group (“ROCE”).

The stock market performance will be calculated by comparing the average opening prices quoted for Saint-Gobain shares for the six months preceding November 24, 2016 with average prices for the six months preceding November 24, 2020. The two performances will then be compared, and the options will be exercisable as follows:

- if the performance of the Saint-Gobain stock price is at least 15% higher than that of the CAC 40 index, all options under this criterion will be exercisable;
- if the performance of the Saint-Gobain stock price is between -15% and +15% versus the performance of the CAC 40 index, the percentage of exercisable options under this criterion will be equal to: \[
\frac{(\text{Saint-Gobain's stock market performance} - \text{CAC 40 index}) - 85\%}{115\% - 85\%}
\]
- if the performance of the Saint-Gobain stock price is over 15% lower than that of the CAC 40 index, no option under this criterion will be exercisable.

The ROCE performance will be calculated as follows:

- if the arithmetic average of the ROCE for the years 2017, 2018 and 2019 is greater than 12%, all options under this criterion will be exercisable;
- if the arithmetic average of the ROCE for the years 2017, 2018 and 2019 is between 9% and 12%, the percentage of exercisable options under this criterion will be equal to: \[
\frac{\text{Arithmetic average of the ROCE for the years 2017, 2018 and 2019} - 9\%}{12\% - 9\%}
\]
- if the arithmetic average of the ROCE for the years 2017, 2018 and 2019 is less than or equal to 9%, no option under this criterion will be exercisable.

The performance conditions for stock options are demanding, as evidenced by the achievement rates of the performance conditions for the three latest stock option plans for which the performance conditions have been determined (16.5% for the 2012 plan, 0% for the 2011 plan and 0% for the 2010 plan).

Percentage of share capital represented by options granted to the executive Director: approximately 0.01%.

Date of authorization by the General Shareholders’ Meeting: June 2, 2016 (resolution 13).

Date of the Board’s grant decision: November 24, 2016.
On November 24, 2016, the Board of Directors decided, at the proposal of the Nomination, Remuneration and Governance Committee, to grant to Mr. Pierre-André de Chalendar 67,000 performance shares with an IFRS value equivalent to his 2015 allocation of performance units, i.e., less than the sub-cap set by the General Shareholders’ Meeting of June 2, 2016.

Refer to the “Stock Options” item above for the cap on grants to the Chairman and Chief Executive Officer as a percentage of his total compensation.

The performance criteria applicable to the performance shares plan implemented on November 24, 2016 entail as in 2015, in addition to a performance condition internal to the Saint-Gobain Group, an external performance condition, that are identical but weighted differently, for all long-term compensation plans (stock options and performance shares).

Vesting of the performance shares is subject to fulfillment of the following cumulative conditions (the same as those of the plan implemented in 2015):

- **service condition:** applies for the entire duration of the acquisition period in the same manner as that stipulated for stock options above (see item above);
- **performance condition linked to the two following criteria:**
  - 70% of the performance shares initially allocated are subject to the criteria of Return On Capital Employed, including goodwill, of the Saint-Gobain Group (“ROCE”); and
  - 30% of the performance shares initially allocated are subject to a criteria linked to the performance of the Saint-Gobain stock price versus the CAC 40 stock market index.

The ROCE performance and the stock market performance will be calculated in the same way, mutatis mutandis, as for stock options (see item above).

The performance conditions applying to the vesting of the performance shares granted by the Group are demanding, as evidenced by the achievement rates of the performance shares plans for which the performance condition has been determined (89.2% for the 2013 plan, 65.5% for the 2012 plan and 32% for the 2011 plan).

Percentage of share capital represented by the grant of performance shares to the executive Director: approximately 0.01%.

Date of authorization by the General Shareholders’ Meeting: June 2, 2016 (resolution 14).
Date of the Board’s grant decision: November 24, 2016.

<table>
<thead>
<tr>
<th>Compensation component due or granted in respect of last closed fiscal year</th>
<th>Amount or book value submitted to the vote (in EUR)</th>
<th>Description</th>
</tr>
</thead>
</table>
| Performance shares | Amount allocated: €1,189,900 (valuation based on the method used to prepare the consolidated financial statements) | On November 24, 2016, the Board of Directors decided, at the proposal of the Nomination, Remuneration and Governance Committee, to grant to Mr. Pierre-André de Chalendar 67,000 performance shares with an IFRS value equivalent to his 2015 allocation of performance units, i.e., less than the sub-cap set by the General Shareholders’ Meeting of June 2, 2016. Refer to the “Stock Options” item above for the cap on grants to the Chairman and Chief Executive Officer as a percentage of his total compensation. The performance criteria applicable to the performance shares plan implemented on November 24, 2016 entail as in 2015, in addition to a performance condition internal to the Saint-Gobain Group, an external performance condition, that are identical but weighted differently, for all long-term compensation plans (stock options and performance shares). Vesting of the performance shares is subject to fulfillment of the following cumulative conditions (the same as those of the plan implemented in 2015):
  - **service condition:** applies for the entire duration of the acquisition period in the same manner as that stipulated for stock options above (see item above);
  - **performance condition linked to the two following criteria:**
    - 70% of the performance shares initially allocated are subject to the criteria of Return On Capital Employed, including goodwill, of the Saint-Gobain Group (“ROCE”); and
    - 30% of the performance shares initially allocated are subject to a criteria linked to the performance of the Saint-Gobain stock price versus the CAC 40 stock market index.
  The ROCE performance and the stock market performance will be calculated in the same way, mutatis mutandis, as for stock options (see item above).
  The performance conditions applying to the vesting of the performance shares granted by the Group are demanding, as evidenced by the achievement rates of the performance shares plans for which the performance condition has been determined (89.2% for the 2013 plan, 65.5% for the 2012 plan and 32% for the 2011 plan).
  Percentage of share capital represented by the grant of performance shares to the executive Director: approximately 0.01%
  Date of authorization by the General Shareholders’ Meeting: June 2, 2016 (resolution 14).
  Date of the Board’s grant decision: November 24, 2016. |
| Performance units | N/A | No performance units were granted to Mr. Pierre-André de Chalendar in 2016. |
| Exceptional Compensation | N/A | Mr. Pierre-André de Chalendar does not receive any exceptional compensation. |
| Directors’ attendance fees | N/A | Mr. Pierre-André de Chalendar is not paid any Directors’ fees. |
| In-kind benefits | Amount due: €2,652 (book value) | Mr. Pierre-André de Chalendar has use of a company car. |
## Compensation components due or granted to Mr. Pierre-André de Chalendar, Chairman and Chief Executive Officer, in respect of 2016, voted at the General Shareholders’ Meeting of June 5, 2014 in respect of procedures for related-party agreements and undertakings

<table>
<thead>
<tr>
<th>Compensation components voted on at the General Shareholders’ Meeting of June 5, 2014 in respect of procedures for related-party agreements and undertakings</th>
<th>Amounts due or granted in 2016 (in EUR)</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Compensation for loss of office</td>
<td>None</td>
<td>In the event of forced termination of office, irrespective of the form of termination, linked to a change in control or strategy under the following circumstances:</td>
</tr>
<tr>
<td></td>
<td></td>
<td>a) he is removed from office or his mandate as Chairman and Chief Executive Officer is not renewed on expiry, other than at his own initiative or as a result of gross or willful misconduct or serious misconduct not related to his duties as Chief Executive Officer; or</td>
</tr>
<tr>
<td></td>
<td></td>
<td>b) he is forced to resign within the 12 months following:</td>
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<tr>
<td></td>
<td></td>
<td>- the date of approval by the shareholders of a merger or demerger affecting Compagnie de Saint-Gobain, or</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- the effective date on which a third party or group of third parties acting in concert acquires control of Compagnie de Saint-Gobain (in accordance with Article L.233-3 of the French Commercial Code), or</td>
</tr>
<tr>
<td></td>
<td></td>
<td>- the announcement by the Company’s governance bodies of a significant change in the Group’s strategy leading to a major refocusing of its business.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Mr. Pierre-André de Chalendar will be able to receive compensation not to exceed the double of the sum of the fixed portion of his annual compensation received as of the date of termination of his duties, and the average annual variable compensation received or receivable in respect of his last three full years in office.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>In any case, 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 under circumstances other than those described above, or if, upon leaving the Company under one of the circumstances described above, he were eligible to retire during the twelve months following termination of his duties as Chairman and Chief Executive Officer and to receive a pension under the so-called “SGPM” defined benefit plan.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>In no case may the sum of the indemnity for termination of office and the non-compete indemnity described below exceed twice Mr. Pierre-André de Chalendar’s gross annual total compensation.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Payment of the compensation for termination of office will be subject to fulfilment of a performance condition defined as an allocation by the Board of Directors of a variable part of compensation at least equal to 50% of the average maximum amount fixed for this variable part for the last three full years during which he will have been Chairman and Chief Executive Officer and ending prior to the date on which he ceases his functions. This performance condition is challenging, as demonstrated by the overall achievement rate of the objectives corresponding to the variable part of his compensation for the past two fiscal years, which totaled 82% in 2016 and 69% in 2015.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Payment of an indemnity for termination of office will be subject to the Board’s prior determination, in accordance with applicable laws, of fulfilment of this performance condition, on his date of termination of office.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Date of renewal of the authorization by the Board of Directors: March 20, 2014.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Date of approval by the General Shareholders’ Meeting: June 5, 2014 (6th resolution).</td>
</tr>
<tr>
<td>Non-compete indemnity</td>
<td>None</td>
<td>If Mr. Pierre-André de Chalendar were to leave the Group in circumstances entitling him to compensation for loss of office as described in the above paragraph “Compensation for loss of office”, Mr. Pierre-André de Chalendar would receive a non-compete indemnity equal to one year’s total gross compensation. Gross annual compensation is considered as comprising the same fixed and variable amounts used to calculate his compensation for loss of office referred to above.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Under no circumstances will the sum of the indemnity under the non-compete agreement and the compensation for loss of office exceed double Mr. Pierre-André de Chalendar’s total gross annual compensation.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>The Board of Directors reserves the right to unilaterally waive application of the non-compete agreement no later than on the date of termination of the Chairman and Chief Executive Officer’s duties, in which case he will be released from any commitment and no amount will be due to him on this account.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Date of renewal of the authorization by the Board of Directors: March 20, 2014.</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Date of approval by the General Shareholders’ Meeting: June 5, 2014 (6th resolution).</td>
</tr>
</tbody>
</table>
GOVERNANCE

COMPENSATION COMPONENTS VOTED ON AT THE GENERAL SHAREHOLDERS’ MEETING OF JUNE 5, 2014 IN RESPECT OF PROCEDURES FOR RELATED-PARTY AGREEMENTS AND UNDERTAKINGS

<table>
<thead>
<tr>
<th>Description</th>
<th>Amounts due or granted in 2016 (in EUR)</th>
<th>Supplementary pension plan</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Pierre-André de Chalendar participates in the defined benefit pension plan (“SGPM”) applicable to all employees and managers of Compagnie de Saint-Gobain who, as he did, joined the Company prior to January 1, 1994, and which was closed to new entrants as from that date. It is a so-called differential type regime, governed by Article 39 of the General Tax Code. As of December 31, 2016, 213 retired former employees of Compagnie de Saint-Gobain were receiving benefits under the SGPM plan and a further 31 active employees were eligible to it. 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 to the SGPM plan for at least 15 years. If he leaves Compagnie de Saint-Gobain before fulfilling these conditions, he will not be able to claim this benefit, unless forced to terminate his activity for health reasons. 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. Benefits received by the retiree under other basic and compulsory pension plans during the period are deducted from the guaranteed amount for the purpose of calculating the plan’s total guaranteed benefits. Mr. Pierre-André de Chalendar’s pension will be based on his final year’s fixed compensation and his years of service within the Group, calculated as from October 1, 1989, the date on which he joined the Saint-Gobain Group. If he were to leave after completing the maximum number of pensionable years of service under the SGPM plan, Mr. de Chalendar would be entitled to total guaranteed pension benefits (including pension benefits paid under the basic and compulsory pension schemes) representing a guaranteed replacement rate of approximately 47% of his final year’s fixed compensation. The seniority-based supplementary pension benefits under the SGPM plan that would therefore be paid by Compagnie de Saint-Gobain corresponds to the difference between these guaranteed total benefits and benefits paid under the basic and compulsory pension schemes and would approximately amount to 35% of his latest fixed compensation in the event of retirement at the maximum seniority. Mr. Pierre-André de Chalendar’s maximum supplementary retirement payout is significantly lower than the AFEP-MEDEF code’s recommended cap, which is 45% of the sum of the fixed and variable compensations. The annual increase in Mr. Pierre-André de Chalendar’s potential rights is 1.5% of his fixed compensation per year of seniority, and thus represents only 50% of the 3% cap of the annual compensation set by law, that will be applicable from 2018 should Mr. Pierre-André de Chalendar’s term of office be renewed. Date of renewal of the authorization by the Board of Directors: March 20, 2014. Date of approval by the General Shareholders’ Meeting: June 5, 2014 (7th resolution).</td>
<td>None</td>
<td></td>
</tr>
</tbody>
</table>
2.3.2 Report on the principles and criteria applying to the determination and allocation of the compensation components of the Chairman and Chief Executive Officer (Article L.225-37-2 of the French Commercial Code)

Compensation policy for the Chairman and Chief Executive Officer subject to the approval of the General Shareholders’ Meeting of June 8, 2017 (“Say on Pay” ex ante)

General principles of the compensation policy applicable to the Chairman and Chief Executive Officer

The so-called “Sapin II” law, enacted on December 9, 2016 requires that the compensation policy for the executive Directors, i.e., the principles and criteria applying to the determination, distribution and allocation of fixed, variable and exceptional components of their total compensation and the benefits of any kind attributable to them in respect of their mandate, be submitted every year to the approval of the Ordinary General Shareholders’ Meeting. This vote is binding (as opposed to an advisory vote).

The compensation policy applicable to the Chairman and Chief Executive Officer, the sole executive Director of Compagnie de Saint-Gobain, is decided by the Board of Directors, based on the recommendations of the Nomination, Remuneration and Governance Committee.

The Board of Directors and the Nomination, Remuneration and Governance Committee are committed to ensuring that the Chairman and Chief Executive Officer’s compensation complies at all times with the recommendations of the AFEP-MEDEF corporate governance code for French listed companies and in particular meets transparency and performance measurement requirements.

Principles and criteria applying to the determination, distribution and allocation of the compensation components of the Chairman and Chief Executive Officer, for the 2017 fiscal year

The following table describes the principles and criteria applying to the determination and allocation of the Chairman and Chief Executive Officer’s compensation components for the 2017 fiscal year, decided by the Board of Directors during its meeting of February 23, 2017, based on the recommendations of the Nomination, Remuneration and Governance Committee, and submitted to the approval of this General Shareholders’ Meeting in accordance with Article L.225-37-2 of the French Commercial Code.
Table prepared in application of Article L.225-37-2 of the French Commercial Code (“Say on Pay” ex ante)

<table>
<thead>
<tr>
<th>Compensation components attributable to the Chairman and Chief Executive Officer</th>
<th>Cap</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fixed compensation</td>
<td>-</td>
<td>The fixed compensation of the Chairman and Chief Executive Officer is commensurable with his experience and responsibilities, and shall be compared with fixed compensation offered by similar large companies in terms of sales, workforce and international scope of operations. This amount is reviewed at relatively long intervals of time. In application of these principles, the Board of Directors maintained the fixed compensation of Mr. Pierre-André de Chalendar at €1,100,000 for the 2017 fiscal year (unchanged since 2010).</td>
</tr>
<tr>
<td>Annual variable compensation</td>
<td>170% of the fixed compensation</td>
<td>The Board of Directors decided to cap the annual variable part of the compensation of the Chairman and Chief Executive Officer at 170% of his fixed compensation (cap unchanged since 2014). The amount of the variable compensation for the 2017 fiscal year will be decided by the Board of Directors in 2018 based on the achievement of quantifiable and qualitative objectives that it established, respectively at 2/3 and 1/3 of the variable portion of his compensation (structure unchanged since 2014). As regards the quantifiable objectives, the Board decided to maintain for the 2017 fiscal year, the following four objectives, each counting for 25%, deemed relevant for assessing the operational and financial performance of the Saint-Gobain Group and its strategy (unchanged since the renewal of his term of office in 2010): Return on Capital Employed (ROCE), the operating income of the Group, the recurring net income of the Group per share and the operating free cash flow. In addition, the Board retained the following qualitative objectives, deemed relevant to the extent that they reflect the implementation of strategic guidelines for the 2017 fiscal year: continuation of the digital transformation of the Group, implementation of the corporate social responsibility policy and continuation of the Group’s development strategy. In accordance with the law, the payment of the annual variable compensation will be conditioned to the approval of the 2018 Ordinary General Shareholders’ Meeting.</td>
</tr>
<tr>
<td>Deferred variable compensation</td>
<td>N/A</td>
<td>The Board of Directors does not intend to grant deferred variable compensation to the Chairman and Chief Executive Officer in 2017.</td>
</tr>
<tr>
<td>Multi-year variable compensation</td>
<td>N/A</td>
<td>The Board of Directors does not intend to grant multi-year compensation to the Chairman and Chief Executive Officer in 2017.</td>
</tr>
<tr>
<td>Exceptional compensation</td>
<td>N/A</td>
<td>The Board of Directors does not intend to grant exceptional compensation to the Chairman and Chief Executive Officer in 2017. The Board of Directors reserves the option, if a new Chief Executive Officer should be recruited outside the Group, to grant him/her an exceptional compensation to compensate, in compliance with practices then in force, for the loss of benefits such as the annual variable compensation and/or long-term compensation components he/she was entitled to as part of his/her previous duties. This exceptional compensation could take the form of payments in cash and/or allocation of securities subject to performance conditions. In accordance with the law, the payment of any exceptional compensation will be conditioned to the approval of the 2018 Ordinary General Shareholders’ Meeting.</td>
</tr>
</tbody>
</table>
The Board of Directors has decided, as in previous years, that grants of stock options, performance shares and performance units to the Chairman and Chief Executive Officer in 2017, could not, at the time of their grant, represent a value (in accordance with the IFRS standards) greater than 100% of his total maximum gross compensation in respect of the 2017 fiscal year (fixed compensation plus maximum variable compensation in respect of the 2017 fiscal year).

The grants of stock options, performance shares and performance units to the Chairman and Chief Executive Officer for the 2016 and 2015 fiscal years represented a value of less than 50% of his total maximum gross compensation in respect of such fiscal years.

In addition, the Board of Directors decided that the Chairman and Chief Executive Officer may not receive more than 10% of the overall grants of performance shares and performance units allocated under the 2017 long-term compensation plans.

Ahead of the General Shareholders’ Meeting of June 2, 2016, the Board of Directors indicated its intention to subject the exercise of the stock options and the vesting of the performance shares under long-term compensation plans to a service condition and to performance conditions which will be based as a minimum on an internal performance criterion (group ROCE) and on an external performance criterion (the stock market performance of the Saint-Gobain share vis-à-vis the CAC 40 stock market index), taken individually or combined and it reserved the right to add the criterion of free cash flow, a published market indicator (for more information see pages 31 and 32 of the Notice of Meeting for the General Shareholders’ Meeting of June 2, 2016). These criteria have been considered relevant by the Board of Directors, to reflect the operational and financial performance of the Saint-Gobain Group and to ensure an alignment of the beneficiaries with the interest of the Saint-Gobain shareholders. As a result of the dialogue that the Company conducts with its investors, the Board reserves the right to add, or as an alternative, a criterion related to corporate social responsibility which cannot exceed 20% of the total weighting.

The duration of the vesting periods applicable under long-term compensation plans shall not be shorter than three years.

In the event that the Board of Directors should decide in 2017 to implement in favor of certain beneficiaries a plan of performance units instead of a plan of performance shares, as in the past, the grants of performance units would be subject to the same service and performance conditions as the grants of performance shares which would be decided in 2017 in favor of other beneficiaries of long-term compensation plans.

As in the past, the Board will set for the Chairman and Chief Executive Officer, for any allocation in 2017 under long-term compensation plans, a demanding obligation to retain shares resulting from the exercise of stock options or to retain vested performance shares or to reinvest in shares upon exercise of performance units, such shares to be retained by the Chairman and Chief Executive Officer in registered form until the cessation of his duties.
<table>
<thead>
<tr>
<th>Compensation components voted on at the General Shareholders’ Meeting of June 5, 2014 in respect of procedures for related-party agreements and undertakings</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Compensation for loss of office</strong></td>
<td>In the event of forced termination of office, irrespective of the form of termination, linked to a change in control or strategy under the following circumstances:</td>
</tr>
<tr>
<td>a) he is removed from office or his mandate as Chairman and Chief Executive Officer is not renewed on expiry, other than at his own initiative or as a result of gross or willful misconduct or serious misconduct not related to his duties as Chief Executive Officer, or</td>
<td></td>
</tr>
<tr>
<td>b) he is forced to resign within the 12 months following:</td>
<td></td>
</tr>
<tr>
<td>– the date of approval by the shareholders of a merger or demerger affecting Compagnie de Saint-Gobain, or</td>
<td></td>
</tr>
<tr>
<td>– the effective date on which a third party or group of third parties acting in concert acquires control of Compagnie de Saint-Gobain (in accordance with Article L.233-3 of the French Commercial Code), or</td>
<td></td>
</tr>
<tr>
<td>– the announcement by the Company’s governance bodies of a significant change in the Group’s strategy leading to a major refocusing of its business.</td>
<td></td>
</tr>
<tr>
<td>Mr. Pierre-André de Chalendar would be able to receive compensation not to exceed the double of the sum of the fixed portion of his annual compensation received as of the date of termination of his duties, and the average annual variable compensation received or receivable in respect of his last three full years in office.</td>
<td></td>
</tr>
<tr>
<td>In any case, 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 under circumstances other than those described above, or if, upon leaving the Company under one of the circumstances described above, he were eligible to retire during the twelve months following termination of his duties as Chairman and Chief Executive Officer and to receive a pension under the so-called “SGPM” defined benefit plan.</td>
<td></td>
</tr>
<tr>
<td>In no case may the sum of the indemnity for termination of office and the non-compete indemnity described below exceed twice Mr. Pierre-André de Chalendar’s gross annual total compensation.</td>
<td></td>
</tr>
<tr>
<td>The indemnity for loss of office shall be subject to fulfillment of a performance condition: see the heading “Compensation for loss of office” on page 28 above.</td>
<td></td>
</tr>
<tr>
<td>Date of approval by the Shareholders’ Meeting: June 5, 2014 (6th resolution).</td>
<td></td>
</tr>
<tr>
<td>Date of renewal of the authorization by the Board of Directors: March 20, 2014.</td>
<td></td>
</tr>
<tr>
<td><strong>Consequences of cessation of duties on stock options, performance shares and performance units</strong></td>
<td>Should the Chairman and Chief Executive Officer leave office under circumstances entitling him to compensation for loss of office (see the circumstances listed in the paragraph “forced termination of office” above) and subject to fulfillment of the performance condition described in the heading “Compensation for loss of office” above, the Board of Directors may, at the proposal of the Nomination, Remuneration and Governance Committee, decide to maintain, or not, for the Chairman and Chief Executive Officer, the benefit of all or part of the stock options, performance shares and performance units which he would hold on the date of cessation of his duties and for which the minimum exercise period would not have elapsed or which would not have been delivered on that date, depending on the case, subject to the fulfillment of the performance conditions provided by the rules of the relevant plans.</td>
</tr>
<tr>
<td>Under this circumstance, in accordance with the AFEP-MEDEF Code, maintaining all or part of the benefit of the long-term compensation (stock options, performance shares and performance units) or its allocation must be explained by the Board of Directors.</td>
<td></td>
</tr>
<tr>
<td><strong>Non-compete indemnity</strong></td>
<td>Should the Chairman and Chief Executive Officer leave office under circumstances entitling him to compensation for loss of office as described above (see the heading “Compensation for loss of office” above), Mr. Pierre-André de Chalendar would receive a non-compete indemnity equal to one year’s total gross compensation. Gross annual compensation is considered as comprising the same fixed and variable amounts as the one used to calculate his compensation for loss of office referred to above.</td>
</tr>
<tr>
<td>Under no circumstances will the sum of the indemnity under the non-compete agreement and the compensation for loss of office exceed twice the amount of Mr. Pierre-André de Chalendar’s total gross annual compensation.</td>
<td></td>
</tr>
<tr>
<td>The Board of Directors reserves the right to unilaterally waive application of the non-compete agreement no later than on the date of termination of the Chairman and Chief Executive Officer’s duties, in which case he will be released from any commitment and no amount will be due to him on this account.</td>
<td></td>
</tr>
<tr>
<td>Date of renewal of the authorization by the Board of Directors: March 20, 2014.</td>
<td></td>
</tr>
<tr>
<td>Date of approval by the General Shareholders’ Meeting: June 5, 2014 (6th resolution).</td>
<td></td>
</tr>
<tr>
<td><strong>Supplementary pension plan</strong></td>
<td>Mr. Pierre-André de Chalendar is a beneficiary under the defined benefit pension plan applicable to all employees and managers of Compagnie de Saint-Gobain who, as he did, joined the Company prior to January 1, 1994, date on which this plan was closed to new entrants.</td>
</tr>
<tr>
<td>For information about the triggering events for benefits payments and potential benefits rights, see the heading “Supplementary pension plan” on page 29 above.</td>
<td></td>
</tr>
<tr>
<td>Date of renewal of the authorization by the Board of Directors: March 20, 2014.</td>
<td></td>
</tr>
<tr>
<td>Date of approval by the General Shareholders’ Meeting: June 5, 2014 (7th resolution).</td>
<td></td>
</tr>
</tbody>
</table>
3.1 Agenda for the General Meeting

**ORDINARY GENERAL MEETING**

1st resolution: Approval of the Company’s non-consolidated financial statements for 2016.

2nd resolution: Approval of the Company’s consolidated financial statements for 2016.

3rd resolution: Appropriation of income and determination of the dividend.

4th resolution: Approval of the related party agreements and undertakings subject to the provisions of Articles L.225-38 et seq. of the French Commercial Code - agreement between Compagnie de Saint-Gobain and Wendel.

5th resolution: Renewal of Ms. Pamela Knapp’s term of office as Director.

6th resolution: Renewal of Ms. Agnès Lemarchand’s term of office as Director.

**EXTRAORDINARY GENERAL MEETING**

12th resolution: Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights for existing shareholders, of Company shares or securities giving access to the share capital of the Company or its subsidiaries through the issue of new shares, up to a maximum nominal amount of four hundred forty-four million euros (shares) excluding any adjustment, representing approximately 20% of the share capital, the amounts specified in the thirteenth, fourteenth, fifteenth and sixteenth resolutions being set off against this limit, and one and half billion euros (securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries), the amounts specified in the thirteenth and fourteenth resolution for the issuance of securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries being set off against this limit.

13th resolution: Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights for existing shareholders but with a compulsory priority period for such shareholders, by public offering, Company shares or securities, giving access to new shares in the Company or its subsidiaries, or new shares in the Company to which entitlement would be granted by securities to be issued, where applicable, by subsidiaries, up to a maximum nominal amount of two hundred twenty-two million euros (shares) excluding any applicable adjustment, representing approximately 10% of the share capital, such amount being set off against the limit specified in the twelfth resolution.

14th resolution: Delegation of authority granted to the Board of Directors to increase the number of securities to be issued, where applicable, by subsidiaries, up to a maximum of 10%, excluding any applicable adjustment, representing approximately 5% of the share capital, such amount being set off against the limit specified in the twelfth resolution.

15th resolution: Authorization to increase the share capital by up to a maximum of 10%, excluding any applicable adjustment, and without preferential subscription rights, in consideration of contributions in kind consisting of equity securities or securities giving access to share capital, the amounts of the share capital increase and of the issuance of securities being set off against the corresponding limits specified in the thirteenth resolution.

16th resolution: Delegation of authority granted to the Board of Directors to increase the share capital through the capitalization of share premiums, reserves, profits or other amounts, up to a maximum nominal amount of one hundred eleven million euros (shares) excluding any applicable adjustment, representing approximately 2.2% of the share capital.

17th resolution: Delegation of authority granted to the Board of Directors to carry out equity or equity-linked securities issues, without preferential subscription rights, reserved for certain categories of beneficiaries, up to a maximum nominal amount of eight hundred eighty thousand euros excluding any applicable

7th resolution: Renewal of Mr. Gilles Schnepp’s term of office as Director.

8th resolution: Renewal of Mr. Philippe Varin’s term of office as Director.

9th resolution: Vote on the components of the compensation due or granted to the Chairman and Chief Executive Officer, Mr. Pierre-André de Chalendar, for 2016.

10th resolution: Approval of the components of the compensation policy of the Chairman and Chief Executive Officer.

11th resolution: Authorization given to the Board of Directors to trade in the Company’s shares.
3.2 Board of Directors’ report and text of the proposed resolutions

The 1st to 11th resolutions that you are invited to vote upon are governed by the rules applicable to Ordinary General Meetings, while the 12th to 21st resolutions are governed by the rules applicable to Extraordinary General Meetings. Each proposed resolution is preceded by the corresponding extract from the Board of Directors’ report describing the purpose of such proposed resolution.

1st to 3rd resolutions

**APPROVAL OF COMPANY’S NON-CONSOLIDATED AND CONSOLIDATED FINANCIAL STATEMENTS - APPROPRIATION OF INCOME AND DETERMINATION OF DIVIDEND ($1.26 PER SHARE)**

Shareholders are requested to approve Compagnie de Saint-Gobain's non-consolidated financial statements which report net income of €1,049 million (1st resolution) and consolidated financial statements of the Saint-Gobain Group which report net income (Group share) of €1,311 million (2nd resolution) for the fiscal year ended December 31, 2016. Further details on the 2016 results of the Saint-Gobain Group are provided in the section headed “Saint-Gobain in 2016” on pages 4 to 12 of this document, and in Chapter 5 of the 2016 Registration Document, which can be found online at www.saint-gobain.com (the “2016 Registration Document”).

Based on the Company’s net income for 2016 of €1,049 million and retained earnings of €5,093 million, creating distributable earnings of €6,142 million, the General Meeting is invited to set the total dividend at €1.26 per share, compared to €1.24 for fiscal year 2015, yielding a total dividend to shareholders of €698 million, and to carry forward approximately €5,444 million (3rd resolution).

The ex-dividend date will be June 12, 2017 and the dividend of €1.26 per share will be paid as from June 14, 2017. The total dividend will still be eligible for the 40% deduction provided under Article 158, 3.2° of the French General Tax Code for individuals who are French tax residents.

First resolution: (Approval of the Company’s non-consolidated financial statements for 2016): The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the report of the Statutory Auditors, approve the Company’s non-consolidated financial statements for the year ended December 31, 2016 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

Second resolution: (Approval of the Company’s consolidated financial statements for 2016): The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the report of the Statutory Auditors, approve the Company’s consolidated financial statements for the year ended December 31, 2016 as presented, as well as the transactions reflected in these financial statements and summarized in these reports.

Third resolution: (Appropriation of income and determination of the dividend): The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having noted that the financial statements prepared as at December 31, 2016 and approved by this Meeting show net income of 2016 amounting to €1,048,737,977.53 and retained earnings at December 31, 2016 amounting to €5,093,765,812.00, yielding total distributable earnings of €6,142,503,789.53, approve the proposals made by the Board of Directors with respect to the appropriation of profits, and resolve to allocate distributable earnings as follows:

- to dividend distribution:
  - a first dividend of €110,808,258.80, in accordance with Article 20 paragraph 4, 2° of the Company’s by-laws,
  - an additional dividend of €587,283,771.64, representing a total dividend payment of €698,092,030.44;
  - the appropriation of €5,444,411,759.09 to retained earnings.

The calculation of the above total amount for distribution is based on the number of shares carrying dividend rights as of January 31, 2017, i.e. 554,041,294 shares, which may fluctuate if the number of shares carrying dividend rights changes between January 31, 2017 and the ex-dividend date.

(1) This amount is calculated as of January 31, 2017 based on 555,281,510 shares entitling to dividend in respect of the 2016 fiscal year less 1,240,216 treasury shares and may vary if the number of shares entitling to dividend changes between January 31, 2017 and the ex-dividend date, depending in particular on the number of treasury shares held.
and the ex-dividend date, in particular as a function of the number of treasury shares held.
The dividend on each share carrying dividend rights will be €1.26.
The ex-dividend date will be June 12, 2017 and the dividend will be paid as from June 14, 2017. It is specified that in the event that the Company holds some of its own shares after the ex-dividend date, the corresponding dividend amounts not paid on these will be allocated to retained earnings.
In accordance with the law, the General Meeting notes that dividends paid in the last three fiscal years preceding fiscal year 2016 are as presented in the table below:

<table>
<thead>
<tr>
<th>Fiscal year</th>
<th>Number of shares on which a dividend was paid</th>
<th>Dividend per share (in EUR)</th>
<th>Total dividends distributed (in EUR)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2013</td>
<td>552,064,580</td>
<td>1.24</td>
<td>684,560,079.20</td>
</tr>
<tr>
<td>2014</td>
<td>560,497,926</td>
<td>1.24</td>
<td>695,017,428.24</td>
</tr>
<tr>
<td>2015</td>
<td>548,857,730</td>
<td>1.24</td>
<td>680,583,585.20</td>
</tr>
</tbody>
</table>

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

**4th resolution**

**APPROVAL OF THE RELATED-PARTY AGREEMENTS AND UNDERTAKINGS - AGREEMENT BETWEEN COMPAGNIE DE SAINT-GOBAIN AND WENDEL**

In accordance with Article L.225-38 of the French Commercial Code, your Board of Directors authorized the Chairman and Chief Executive Officer at its meeting of April 28, 2016 to buy back 10 million Saint-Gobain shares (representing approximately 1.8% of the share capital) through an accelerated bookbuilding process carried out by Wendel on 30 million Saint-Gobain shares (representing approximately 5.3% of the share capital). This buyback, carried out at the placement price (note: this means that the price resulted from orders made by other investors participating to the accelerated bookbuilding process and corresponds to the price paid by them), was executed on May 3, 2016 at a price lower than the latest quotation for the Saint-Gobain stock price, for an aggregate amount of €385 million, as part of the share buyback program. The shares so repurchased were cancelled on May 30, 2016.

The persons interested in this agreement, within the meaning of Article L.225-38 et seq. of the French Commercial Code, are Wendel (shareholder with an interest of over 10% of voting rights in Compagnie de Saint-Gobain), Mr. Frédéric Lemoine and Mr. Bernard Gautier (Directors of Compagnie de Saint-Gobain and Chairman and member of the Management Board of Wendel, respectively), and Mr. Gilles Schnepp (Director of Compagnie de Saint-Gobain appointed in accordance with the agreement entered into in 2011 between Saint-Gobain and Wendel).

Such agreement, the sole new agreement referred to in the Statutory Auditors’ special report on related party agreements and undertakings, which is available pursuant to Article L.225-40 of the French Commercial Code (https://www.saint-gobain.com/en/finance/general-meeting), is submitted to your vote and is the subject of the 4th resolution.

**Fourth resolution:** (Approval of related party agreements and undertakings subject to the provisions of Articles L.225-38 et seq. of the French Commercial Code - agreement between Compagnie de Saint-Gobain and Wendel): The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the special report from the Statutory Auditors relative to agreements and undertakings, issued pursuant to the provisions of Article L.225-40 of the French Commercial Code, approve the agreement cited in said report entered into between Compagnie de Saint-Gobain and Wendel during the 2016 fiscal year.
5th to 8th resolutions

RENEWAL OF THE TERMS OF OFFICE OF FOUR DIRECTORS

At the recommendation of the Nomination, Remuneration and Governance Committee, the Board of Directors, at its meeting of March 23, 2017, decided to propose to your General Meeting the renewal of the terms of office of the following four Directors, their term expiring at the end of this Meeting:

- Ms. Pamela Knapp (5th resolution);
- Ms. Agnès Lemarchand (6th resolution);
- Mr. Gilles Schnepp (7th resolution);
- Mr. Philippe Varin (8th resolution).

Mr. Jean-Martin Folz did not seek renewal of his term of office due to the statutory age limit he would reach during a potential new term.

The terms of office of these Directors are proposed to be renewed for a period of four years expiring upon completion of the Ordinary General Meeting convened to approve the financial statements for the fiscal year ended December 31, 2020.

Their biographical profiles, as well as a summary of changes in the composition of the Board of Directors, are provided on pages 19 to 22 of this document.

Fifth resolution: (Renewal of Ms. Pamela Knapp’s term of office as Director): The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, and having noted that the term as Director of Ms. Pamela Knapp expires at the close of this General Meeting, resolve to reelect her as Director.

This term of office is approved for a period of four years expiring at the close of the General Meeting to be called to approve the financial statements for the year ending December 31, 2020.

Sixth resolution: (Renewal of Ms. Agnès Lemarchand’s term of office as Director): The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, and having noted that the term as Director of Ms. Agnès Lemarchand expires at the close of this General Meeting, resolve to reelect her as Director.

This term of office is approved for a period of four years expiring at the close of the General Meeting to be called to approve the financial statements for the year ending December 31, 2020.

Seventh resolution: (Renewal of Mr. Gilles Schnepp’s term of office as Director): The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, and having noted that the term as Director of Mr. Gilles Schnepp expires at the close of this General Meeting, resolve to reelect him as Director.

This term of office is approved for a period of four years expiring at the close of the General Meeting to be called to approve the financial statements for the year ending December 31, 2020.

Eighth resolution: (Renewal of Mr. Philippe Varin’s term of office as Director): The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, and having noted that the term as Director of Mr. Philippe Varin expires at the close of this General Meeting, resolve to reelect him as Director.

This term of office is approved for a period of four years expiring at the close of the General Meeting to be called to approve the financial statements for the year ending December 31, 2020.

9th resolution

VOTE ON THE COMPONENTS OF THE COMPENSATION DUE OR GRANTED TO THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER, MR. PIERRE-ANDRÉ DE CHALENDAR, FOR 2016 (“SAY ON PAY” EX POST)

Pursuant to the recommendations of the AFEP-MEDEF corporate governance code for French listed companies to which the Company refers, we propose you to approve the compensation components due or granted for fiscal year 2016 to Mr. Pierre-André de Chalendar, Chairman and Chief Executive Officer and the sole executive Director of Compagnie de Saint-Gobain (9th resolution). These components are described in paragraph 2.3.1 of the “Governance” section, on pages 23 to 29 of this document.
Ninth resolution: (Vote on the components of the compensation due or granted to the Chairman and Chief Executive Officer, Mr. Pierre-André de Chalendar, for 2016): The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, being consulted in application of recommendation 26.2 of the AFEP-MEDEF corporate governance code for French listed companies, and having considered the report of the Board of Directors, issue a favorable vote as to the components of the compensation due or granted to the Company’s Chairman and Chief Executive Officer, Mr. Pierre-André de Chalendar, for 2016, as presented in this report.

10th resolution

APPROVAL OF THE COMPONENTS OF THE COMPENSATION POLICY FOR THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER (“SAY ON PAY” EX ANTE)

In compliance with Article L.225-37-2 of the French Commercial Code, we propose you to approve the principles and criteria applying to the determination, distribution and allocation of the fixed, variable and exceptional components composing the total compensation and benefits of any kind attributable to the Chairman and Chief Executive Officer in respect of his mandate for the 2017 fiscal year, and forming the compensation policy applying to him (10th resolution).

These principles and criteria, decided by the Board of Directors, based on the recommendations of the Nomination, Remuneration and Governance Committee, are provided in the Report of the Board of Directors referred to in the aforementioned Article and provided in paragraph 2.3.2 of the “Governance” section, on pages 30 to 33 of this document.

Tenth resolution: (Approval of the components of the compensation policy of the Chairman and Chief Executive Officer): The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, in compliance with Article L.225-37-2 of the French Commercial Code, approve the principles and criteria of the determination, distribution and allocation of the fixed, variable and exceptional components composing the total compensation and benefits of any kind attributable, in respect of his mandate, to the Chairman and Chief Executive Officer, as detailed in the report attached to the report referred to in Articles L.225-100 and L.225-102 of the French Commercial Code.

11th resolution

AUTHORIZATION GIVEN TO THE BOARD OF DIRECTORS TO TRADE IN SAINT-GOBAIN SHARES

The purpose of the 11th resolution is to renew the annual authorization given to the Board of Directors to trade in Saint-Gobain shares. The main characteristics of the requested authorization are as follows:

- securities in question: ordinary shares;
- maximum number of shares that may be acquired: 10% of the total number of shares making up the share capital as of the date of the General Meeting;
- maximum purchase price per share: €80, subject to adjustment in the event of a transaction involving the Company’s share capital or shareholders’ equity.

The objectives of the share buyback program are detailed in the text of the resolution and in the program description, available on Saint-Gobain’s website (https://www.saint-gobain.com/en/finance/general-meeting).

Implementation of the share buyback program for fiscal year 2016 is described in Chapter 8, Section 1.3, of the 2016 Registration Document.

This resolution rules out the option for the Company of pursuing execution of its share buyback program while a public tender offer for the Company’s shares is in progress. This share buyback program can be carried out within 18 months of the date of this General Meeting, that is until December 7, 2018. This authorization shall replace, as from its adoption, the one granted in the 12th resolution of the General Meeting of June 2, 2016, and shall cancel any unused portion.

Eleventh resolution: (Authorization given to the Board of Directors to trade in the Company’s shares): The shareholders in Ordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, authorize the Board of Directors to buy back or arrange for the buyback of Company shares, in accordance with Articles L.225-209 et seq. of the French Commercial Code, European (EU) Regulation No. 596/2014 dated April 16, 2014, and the delegated regulations taken for its application, the French Financial Markets Authority
SHARE CAPITAL

FINANCIAL AUTHORIZATIONS TO BE GIVEN TO THE BOARD OF DIRECTORS WITH A VIEW TO INCREASING THE SHARE CAPITAL

As is the case every two years, you are requested to approve a set of resolutions, giving the Board of Directors authority to increase the Company’s share capital, immediately or over time, for a limited period of 26 months, or 18 months in the case of the 18th resolution, it being specified that these authorizations only apply to issuances of shares or securities giving access to the share capital, and excluding preference shares (12th to 18th resolutions).

The 12th to 16th resolutions are intended to provide the Board of Directors with flexibility in the choice of the possible issuances and to adapt, at the specific moment, the nature of the financial instruments to be issued depending on the Company’s needs and the interest of its shareholders. They also make it possible to carry out these transactions quickly taking advantage of opportunities offered by the French or foreign financial markets.

**Please note that these resolutions**, with the exception of the 17th and 18th resolutions, which respectively relate to issuances of shares directly reserved for members of the Saint-Gobain Group employee savings plans (PEG) or for the benefit of the employees of the Saint-Gobain Group abroad which are annually carried out at the same period of the year, **exclude the possibility for the Board of Directors to decide to increase the Company’s share capital immediately or over time while a public tender offer for the Company’s shares is in progress.**
Under the 12th resolution, you are requested to delegate to the Board of Directors authority to potentially increase the Company’s share capital, either immediately or over time, through the issuance of the following securities, with preferential subscription rights for existing shareholders:

- Company shares; or
- securities governed by Articles L.228-92 paragraph 1 or L.228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or over time, to the share capital of the Company or its subsidiaries.

The maximum nominal amount of the share capital increases which may be completed immediately or over time under the 12th resolution will be set at four hundred forty-four million euros (corresponding to approximately 20% of the share capital), subject to adjustment in the event of financial transactions involving the Company’s share capital or shareholders’ equity, in accordance with legal and regulatory provisions, and any applicable contractual stipulations. The nominal amount of share capital increases to be completed pursuant to the 13th, 14th, 15th and 16th resolutions shall count toward the aforementioned limit or to the one to be specified by a resolution of the same kind that might succeed the 12th resolution for the term of validity of such resolutions.

The maximum nominal amount of the issuances of debt securities giving access to the share capital of the Company or its subsidiaries which can be completed under the 12th resolution will be set at one and half billion euros, the nominal amount of such same type of securities which can be issued under the 13th and 14th resolutions counting towards the aforementioned limit or the one to be specified by a resolution of the same kind that might succeed the 12th resolution for the term of validity of such resolutions.

1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to decide to increase the share capital on one or more occasions, at its sole initiative, in such proportion and at such times as it deems appropriate, except during a public tender offer period, on the French, foreign and/or international markets, by issuing, with preferential subscription rights:

(i) Company shares, or

(ii) securities governed by Articles L.228-92 paragraph 1 or L.228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or over time, at any time or on a set date, through subscription, conversion, exchange, reimbursement, presentation of a warrant or any other manner, to the Company’s share capital or that of other companies of which the Company owns more than half of the share capital directly or indirectly.

2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of 26 months from the date of this General Meeting.

3/ Set the following conditions in the event that the Board of Directors uses this delegation of authority:

a) the maximum nominal amount of the share capital increases that may be carried out immediately or over time at four hundred forty-four million euros, to be supplemented by the total nominal amount of shares that may be issued, where applicable, to preserve the rights of holders of securities giving access to the Company’s share capital or of the beneficiaries of stock purchase or subscription options or allocations of free shares, pursuant to the legal and regulatory provisions or the contractual stipulations providing for other types of adjustments, it being specified that the nominal amount of the shares that may be issued pursuant to the thirteenth, fourteenth, fifteenth and sixteenth resolutions of this Meeting will be set off against this limit.

b) the maximum nominal amount of the securities in the form of debt securities giving access to the Company’s share capital or that of other companies at one and half billion euros or the equivalent in any other currency or monetary unit established in reference to several currencies on the issue decision date, it being specified that the nominal amount of the securities in the form of debt securities giving access to the Company’s share capital or of other companies that may be issued pursuant to the thirteenth and fourteenth resolutions of this Meeting will be set off against this limit; and it being specified that the securities (other than shares) may be denominated in euro, foreign currencies or monetary units of any kind established by reference to a basket of currencies.

4/ In the event of use of this delegation of authority by the Board of Directors:

a) resolve that shareholders will have an irreducible preferential right to subscribe shares and securities giving access to the share capital issued pursuant to this resolution in proportion to the number of their shares,
b) acknowledge that the Board of Directors has the power to institute a right for shareholders to subscribe shares issued pursuant to this resolution on a reducible basis,

c) resolve that if the subscriptions on an irreducible basis, and as applicable, on a reducible basis, have not absorbed the total value of the issue of shares or securities giving access to the share capital carried out pursuant to this resolution, the Board of Directors may, at its discretion, in accordance with the law, freely distribute all or part of the unsubscribed shares, offer them in whole or in part to the public and/or limit the issue to the amount of the subscriptions received, provided that, in the case of equity securities, it amounts to at least three-quarters of the issue decided,

d) resolve that Company stock warrants’ issuances may be carried out by free allocation to the holders of the existing shares, on the understanding that fractional allocation rights will not be either negotiable nor assignable, and that the corresponding securities will be sold,

e) acknowledge that this delegation entails automatically, for the benefit of the bearers of securities issued giving access to the share capital, the waiver of the shareholders to their preferential subscription right to the equity securities to which the securities issued entitle, immediately or over time.

5/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this delegation of authority and in particular to:

- decide to issue shares or securities giving access, immediately or over time, to the share capital of the Company or another company,
- determine the securities to be issued, the amount of the share capital increase to be carried out immediately or over time within the limit set in paragraph 3/ a) above and, as the case may be, that of the issue of securities in the form of debt securities giving access to the share capital of the Company or other companies within the limit set in paragraph 3/ b) above, the issue price, the amount of the issue premium, the procedure for paying up the shares and the terms and conditions of the share capital increase to be carried out immediately or over time,
- determine the characteristics of the securities to be created, and modify such characteristics, as applicable, for the lifetime of such securities,
- set, if necessary, any conditions for the exercise of the rights attaching to the shares and securities giving access to the share capital and in particular set the date as from which the new shares will vest in all their rights,
- provide for the possibility to suspend the exercise of the rights attaching to the securities in accordance with the regulations in force,
- provide, as the case may be, for the reimbursement, buyback or exchange terms of the securities giving access to the share capital,
- set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company’s share capital or shareholders’ equity in accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company’s share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,
- at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each capital increase,
- generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation of authority, as well as in relation to exercise of the rights attaching to such securities, record the completion of each capital increase and amend the by-laws accordingly.

6/ Acknowledge that this delegation of authority supersedes, for the unexpired period, and cancels any unused portion of, the delegation granted in the twelfth resolution of the Combined General Meeting of June 4, 2015.

**13th resolution**

**ISSUE THROUGH PUBLIC OFFERING OF SHARES OR SECURITIES GIVING ACCESS TO THE SHARE CAPITAL OF THE COMPANY OR SUBSIDIARIES, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS BUT WITH A COMPULSORY PRIORITY PERIOD FOR EXISTING SHAREHOLDERS**

Under the **13th resolution**, you are requested to delegate to the Board of Directors authority to potentially increase the Company’s share capital, either immediately or over time, through public offering, through the issuance, without preferential subscription rights but with a compulsory priority period for existing shareholders, of the following securities:

- Company shares;
- securities governed by Articles L.228-92 paragraph 1 or L. 228-93 paragraphs 1 and 3 of the French Commercial Code, giving access, immediately or over time, to the share capital of the Company or its subsidiaries.

The **maximum nominal amount of the share capital increases** which may be completed immediately or over time under the 13th resolution will be set at two hundred twenty-two million euros (corresponding to approximately 10% of the share capital), subject to adjustment in the event of financial transactions involving the Company’s share capital or shareholders’ equity, in accordance with legal and regulatory provisions, and any applicable contractual stipulations.

The **maximum nominal amount of the issuances of debt securities giving access to the share capital of the Company or its subsidiaries** which may be completed under the 13th resolution will be set at one and half billion euros.

The nominal amount of the issuances to be completed under the 13th resolution would count toward the overall limits specified in the 12th resolution or those to be specified by a resolution of the same kind that might succeed it during the term of validity of the 13th resolution.
Thirteenth resolution: (Delegation of authority granted to the Board of Directors to issue, without preferential subscription rights for existing shareholders but with a compulsory priority period for such shareholders, by public offering, Company shares or securities, giving access to new shares in the Company or its subsidiaries, or new shares in the Company to which entitlement would be granted by securities to be issued, where applicable, by subsidiaries, up to a maximum nominal amount of two hundred twenty-two million euros (shares) excluding any applicable adjustment, representing approximately 10% of the share capital, and one and a half billion euros (securities in the form of debt securities giving access to the share capital of the Company or its subsidiaries), the amount of the share capital increase and the issue of debt securities being set off against the corresponding maximum amounts specified in the twelfth resolution). The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, 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.225-129-2, L.225-135, L.225-136, R.225-119, L.225-148 and L.228-91 to L.228-93 of the French Commercial Code:

1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to decide to increase the share capital by public offering, on one or more occasions, on the French, foreign, and/or international markets, at its sole initiative, in such proportion and at such times as it deems appropriate, except during a public tender offer period, by issuing:

(i) Company shares; or

(ii) securities governed by Articles L.228-92 paragraph 1 or L.228-93 paragraphs 1 and 3 of the French Commercial Code giving access, immediately or over time, at any time or on a set date, through subscription, conversion, exchange, reimbursement, presentation of a warrant or any other manner, to the Company’s share capital or that of other companies of which the Company owns more than half of the share capital directly or indirectly, it being specified that:

• the securities (other than shares) may be denominated in euro, foreign currencies or monetary units of any kind established by reference to a basket of currencies,

• shares and/or securities giving access to the Company’s share capital can be issued in consideration for shares which may be tendered to the Company as part of public exchange offers initiated by the Company in compliance with the conditions set forth in Article L.225-148 of the French Commercial Code.

2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of 26 months from the date of this General Meeting.

3/ Set the following conditions in the event that the Board of Directors uses this delegation of authority:

a) the maximum nominal amount of the share capital increases that may be carried out immediately or over time at two hundred twenty-two million euros, to be supplemented by the total nominal amount of the shares that may be issued, where applicable, to preserve the rights of holders of securities giving access to Company’s share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares, in accordance with French legal and regulatory provisions or the contractual stipulations providing for other types of adjustments, it being specified that the nominal amount of the shares that may be issued pursuant to this delegation will be set off against the limit set in paragraph 3/ a) of the twelfth resolution of this Meeting or, as applicable, the limit set out in a resolution of the same kind that might succeed such resolution, for the validity period of this delegation.

b) the maximum nominal amount of the securities in the form of debt securities giving access to the Company’s share capital or that of other companies at one and half billion euros or the equivalent in any other currency or monetary unit established in reference to several currencies on the issue decision date, it being specified that the nominal amount of the securities in the form of debt securities giving access to the Company’s share capital or of other companies that may be issued pursuant to this delegation, will be set off against the limit set in paragraph 3/ b) of the twelfth resolution of this Meeting or, as applicable, the limit set out in a resolution of the same kind that might succeed such resolution, for the validity period of this delegation.

4/ Resolve to:

a) cancel the preferential subscription rights of existing shareholders for securities to be issued pursuant to this resolution, whether issued by the Company itself or by a company in which it directly or indirectly holds more than half the share capital,

b) grant shareholders a compulsory priority period for subscription which may not be shorter than the period set by applicable laws and regulations, which will not give rise to the creation of negotiable rights, which may be exercised prorata to the number of shares held by each shareholder, and which may potentially be supplemented by a reducible subscription, and accordingly delegate to the Board of Directors authority to set the period and terms and conditions thereof within the above limit.

5/ Acknowledge that this delegation automatically entails automatically the waiver by the shareholders, in favor of the holders of the securities giving access to share capital issued pursuant to this resolution, of their preferential subscription right to the equity securities to which the issued securities give entitlement.

6/ Resolve (i) that the issue price of the equity securities will be at least equal to the minimum price provided for by the provisions of laws and regulations applicable on the date of issue and that (ii) the issue price of the securities giving access to the Company’s share capital will be such that the amount immediately perceived by the Company increased, as the case may be, by the amount to be perceived later, be for every share issued as a result of the issue of such securities, at least equal to the amount listed in (i) above.

7/ Resolve that if the subscriptions have not absorbed the total value of the issue, the Board of Directors may limit the issue to the amount of the subscriptions received, provided that, in the event of issue of shares or securities with shares as primary securities, it amounts to at least three quarters of the issue decided.

8/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this delegation of authority and in particular to:

- decide to issue shares or securities giving access, immediately or over time, to the share capital of the Company or another company;

- determine the securities to be issued, the amount of the share capital increase to be carried out immediately or over time within the limit set in paragraph 3/ a) above and, as the case may be, that of the issue of securities in the form of debt securities giving access to the share capital of the Company or of other companies within the limit set in paragraph 3/ b) above, the issue price in accordance with paragraph 6/ above,
the amount of the issue premium, the procedure for paying up
the shares and the terms and conditions of the share capital
increase that may be carried out immediately or over time,

• determine the characteristics of the securities to be created,
  and modify such characteristics, as applicable, for the lifetime
  of such securities,

• set, if necessary, any conditions for the exercise of the rights
  attaching to the shares and securities giving access to the share
  capital and in particular set the date as from which the new
  shares will vest in all their rights,

• provide for the possibility to suspend exercise of the rights
  attaching to the securities in accordance with the regulations
  in force,

• provide, as the case may be, for the reimbursement, buyback
  or exchange terms of the securities giving access to the share
  capital,

• set and make, where applicable, any adjustments to take into
  account the impact of any financial transactions on the
  Company’s share capital or shareholders’ equity in accordance
  with laws and regulations and, as the case may be, any

contractual stipulations providing for other types of
adjustments, to preserve the rights of holders of securities
 giving access to the Company's share capital or of beneficiaries
of stock subscription or purchase options or allocations of free
shares,

• at its sole initiative, charge issue costs to the related issue
  premiums and deduct from such amount the amounts required
  in order to fund the legal reserve after each capital increase,

• generally, enter into any and all agreements, take any and all
  actions and carry out any and all formalities necessary to ensure
  completion of the issue, the listing of the securities, the due
  and proper completion and the financial servicing of the securities
  issued pursuant to this delegation of authority, as well as in
  relation to exercise of the rights attaching to such securities,
  record the completion of each capital increase and amend the
  by-laws accordingly.

9/ Acknowledge that this delegation of authority supersedes, for
the unexpired period, and cancels any unused portion of, the
delegation granted in the thirteenth resolution of the Combined
General Meeting of June 4, 2015.

14th resolution

OVER-ALLOTMENT OPTION

Under the 14th resolution, you are requested to delegate to the Board of Directors authority to potentially increase the number of securities to be issued in the event of over-subscription of the issuance, with or without preferential subscription rights, of shares or securities giving access to the share capital under the 12th, 13th, 17th or 18th resolutions, up to the legal and regulatory limits (15% of initial issuances on the date of the General Meeting) and up to the specific, and if need be, overall limits specified in the resolutions determining the initial issuances or specified in the same kind of resolutions that might succeed them during the term of validity of the 14th resolution.

Fourteenth resolution: (Delegation of authority granted to the Board of Directors to increase the number of securities to be issued in the event that the issue of shares, with or without preferential subscription rights, or securities giving access to the share capital, is oversubscribed, within the legal and regulatory limits (15% of the original issue to date) and subject to the limits specified in the resolutions which decided the initial issue): The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, 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 Article L.225-135-1 of the French Commercial Code.

1/ Delegate to the Board of Directors the authority, with powers to sub-delegate under the conditions set out by law, if it confirms oversubscription during the issue of shares or of securities giving access to share capital with or without preferential subscription rights pursuant to the twelfth, thirteenth, seventeenth or eighteenth resolutions, for purposes of resolving to increase the number of shares to be issued at the same price as that applied to the initial issue, within the timeframe and limits stipulated by applicable regulations on the issue date (at the date of this General Meeting, within thirty days after the close of subscriptions and within the limit of 15% of the initial issue), to grant an over-allocation option consistent with market practices.

2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of 26 months from the date of this General Meeting.

3/ Decide that the nominal amount of the capital increases that may be carried out immediately or over time and, as the case may be, of the issues of securities in the form of debt securities giving access to the Company’s share capital or other companies, carried out pursuant to this resolution, will be set off against the specific and, as the case may be, global limit(s) specified in the resolution by virtue of which the initial issue was decided, and against the amounts of the limits provided by any resolution of the same kind that might succeed, during the validity period of this delegation, the resolution pursuant to which the initial issue was decided.

4/ Accordingly, grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this authorization.

5/ Acknowledge that this delegation of authority supersedes, for the unexpired period, and cancels any unused portion of, the delegation granted in the fourteenth resolution of the Combined General Meeting of June 4, 2015.
CONSIDERATION FOR CONTRIBUTIONS IN KIND (CAPITAL STOCK OR SECURITIES GIVING ACCESS TO THE SHARE CAPITAL)

Under the 15th resolution, you are requested to authorize the Board of Directors to potentially increase the Company’s share capital, without preferential subscription rights for existing shareholders, in payment for contributions in kind consisting of equity securities or securities giving access to the share capital, outside the scope of a public exchange offer, up to a maximum of 10% of the Company’s share capital as of the date of this General Meeting, subject to adjustment in the event of financial transactions involving the Company’s share capital or shareholders’ equity, in accordance with legal and regulatory provisions and any applicable contractual stipulations. The nominal amount of the share capital increases to be completed immediately or over time under the 15th resolution would count toward the limit specified in the 13th resolution or to the overall limit specified in the 12th resolution or those to be set by a resolution of the same kind that might succeed it during the term of validity of the 15th resolution.

Fifteenth resolution: (Authorization to increase the share capital by up to a maximum of 10%, excluding any applicable adjustment, and without preferential subscription rights, in consideration of contributions in kind consisting of equity securities or securities giving access to share capital, the amounts of the share capital increase and of the issuance of securities being set off against the corresponding limits specified in the thirteenth resolution): The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, 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 Article L.225-147 of the French Commercial Code:

1/ Authorize the Board of Directors, with powers to sub-delegate under the conditions set out by law, to increase the share capital, at its sole initiative, in such proportion and at such times as it deems appropriate, except during a public tender offer period, within the limit of 10% of the Company’s share capital as of the date of this General Meeting, with a view to providing consideration for contributions in kind made to the Company and consisting of equity securities or securities giving access to share capital, provided that the provisions of Article L.225-148 of the French Commercial Code relating to contributions of securities as part of a public exchange offer do not apply, through the issue of shares of the Company, and/or any securities giving access to the Company’s share capital with shares as primary securities.

2/ Resolve that this authorization to the Board of Directors is valid for a period of 26 months from the date of this General Meeting.

3/ Resolve that the maximum nominal amount of the capital increases that may carried out immediately or over time pursuant to this resolution will be set off against the limit mentioned in paragraph 3/(a) of the thirteenth resolution and on the amount of the global limit provided in paragraph 3/(a) of the twelfth resolution of this Meeting or, as applicable, the limits set out in resolutions of the same kind that might succeed said resolutions for the validity period of this authorization, noting that this maximum nominal amount will be supplemented by the nominal amount of shares that may be issued to preserve the rights of holders of securities giving access to the Company’s share capital or of the beneficiaries of stock subscription or purchase options, or allocations of free shares, in accordance with the French legal and regulatory provisions or contractual stipulations providing for other types of adjustments.

4/ Acknowledge that this authorization automatically entails the waiver by the shareholders, in favor of the holders of the issued securities giving access to the share capital, of their preferential subscription right to the equity securities to which the issued securities give entitlement.

5/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this authorization and in particular to:
- decide to issue shares and/or securities giving access to the Company’s share capital, as consideration for the contributions,
- rule on the report of the contribution auditor(s), and on the evaluation of the contributions and the granting of specific benefits, decide on the value of the contributions and the consideration for such contributions, as well as on any balance that may need to be paid in cash,
- decide on the characteristics of the securities issued as consideration for contributions in kind, and modify such characteristics, as applicable, for the lifetime of such securities,
- set, as applicable, the conditions for the exercise of the rights attaching to shares and securities, and in particular set the date as from which the new shares will vest in all their rights,
- provide for the possibility to suspend the exercise of the rights attaching to the securities in accordance with the regulations in force,
- provide, as the case may be, for the reimbursement, buyback or exchange terms of the securities giving access to the share capital,
- set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company’s share capital or shareholders’ equity in accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company’s share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,
- at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each capital increase,
- and generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation as well as in relation to the exercise of the rights attaching to such securities, record the completion of each capital increase and amend the by-laws accordingly.

6/ Acknowledge that this authorization supersedes, for the unexpired period, and cancels any unused portion of, the delegation granted in the fifteenth resolution of the Combined General Meeting of June 4, 2015.
SHARE CAPITAL INCREASES THROUGH THE CAPITALIZATION OF PREMIUMS, RESERVES, PROFITS AND FREE ALLOCATION OF SHARES TO THE EXISTING SHAREHOLDERS

Under the 16th resolution, you are requested to delegate to the Board of Directors authority to potentially increase the Company’s share capital by the capitalization of premiums, reserves, profits or other amounts, up to a maximum nominal amount of one hundred eleven million euros (approximately 5% of the share capital), subject to adjustment in the event of financial transactions involving the Company’s share capital or shareholders’ equity, in accordance with legal and regulatory provisions and any applicable contractual stipulations. The nominal amount of the share capital increases to be completed under the 16th resolution would count toward the limit specified in the 12th resolution or towards the one to be specified by a resolution of the same kind that might succeed it during the term of validity of the 16th resolution.

Sixteenth resolution: (Delegation of authority granted to the Board of Directors to increase the share capital through the capitalization of share premiums, reserves, profits or other amounts, up to a maximum nominal amount of one hundred eleven million euros excluding any applicable adjustment, representing approximately 5% of the share capital, such amount being set off against the maximum nominal amount of one hundred eleven million euros, up to a maximum nominal amount of one hundred eleven million euros, it being specified that this amount will be set off against the maximum amount referred to in paragraph 3(a) of the twelfth resolution of this General Meeting or, as applicable, to the maximum amount set by a resolution of the same kind that might succeed such resolution for the term of validity of this delegation.

5/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this delegation and in particular to:
- set the amount and kind of the sums to be capitalized, set the number of new shares to be issued and/or the amount by which the nominal amount of existing shares will be increased, set the date after which the shares will fully vest, or when the increase in the nominal value of the existing shares will take effect,
- set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company’s share capital or shareholders’ equity in accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company’s share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,
- decide in the event of allocation of free shares whether the shares that are allocated pursuant to this delegation as a result of old shares entitling to a double voting right will benefit or not from this right at the time they are issued,
- at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each share capital increase,
- generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation of authority, as well as in relation to exercise of the rights attaching to such securities, record the completion of each capital increase and amend the by-laws accordingly.

6/ Acknowledge that this delegation of authority supersedes, for the unexpired period, and cancels any unused portion of, the delegation granted in the sixteenth resolution of the Combined General Meeting of June 4, 2015.
Seventeenth resolution: (Delegation of authority granted to the Board of Directors to carry out equity or equity-linked securities issues, without preferential subscription rights, reserved for the members of the Group employee savings plans (PEG), up to a maximum nominal amount of forty-eight million nine hundred thousand euros excluding any applicable adjustment, representing approximately 2.2% of the share capital): The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors and the special report of the Statutory Auditors, and in accordance on the one hand with the legal provisions of French company law, in particular Articles L.225-129-2, L.225-129-6, L.225-138-1 of the French Commercial Code and on the other hand, those of Articles 3332-18 et seq. of the French Labor Code:

1/ Delegate authority to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to decide to increase the share capital on one or more occasions, at its sole initiative, in such proportion and at such times as it deems appropriate through the issuance of equity securities reserved for the members of the Saint-Gobain Group Savings Plans (PEG).

2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of 26 months from the date of this General Meeting.

3/ Resolve to cancel the preferential subscription rights of shareholders for equity securities to be issued pursuant to this delegation, in favor of members of Saint-Gobain Group Savings Plans.

4/ Resolve that the beneficiaries of the capital increases carried out pursuant to this delegation will be the members of the savings plans of Compagnie de Saint-Gobain and of all or some of the French and foreign companies and groupings affiliated to it within the meaning of Articles L.225-180 of the French Commercial Code and L.3344-1 of the French Labor Code, and which moreover satisfy any conditions that may be set by the Board of Directors, regardless of whether these beneficiaries subscribe for these equity securities directly or indirectly.

5/ Set, if the Board of Directors uses this delegation, the maximum nominal amount of the equity securities that may thus be issued at forty-eight million nine hundred thousand euros, it being specified that this maximum nominal amount will be supplemented by the nominal amount of any shares that may be issued in order to preserve, in accordance with laws and regulations or any contractual stipulations providing for other types of adjustments, the rights of holders of securities giving access to the Company’s share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares.

6/ Resolve that the subscription price of the equity shares issued pursuant to this delegation will be set in accordance with the conditions specified in Article L.3332-19 of the French Labor Code and may not be greater than the average of the opening trading prices the Saint-Gobain share on the Euronext Paris
resolved, in accordance with Article L.3332-21 of the Labor Code, that the Board of Directors may, either in its own name or through its delegate, set the terms and conditions of subscription, in particular:

- resolve to issue Company shares,
- set the list of companies to which the aforementioned beneficiaries may subscribe the equity securities,
- resolve that the subscriptions may be carried out directly by the beneficiaries, members of a group or company savings plan, or through mutual funds or other structures or entities permitted by applicable law or regulations,
- set the conditions that the beneficiaries must satisfy,
- set the issue prices in application of this resolution,
- set the terms and conditions of subscription, in particular the subscriptions opening and closing dates,
- determine the characteristics of the securities to be created, and modify such characteristics, as applicable, for the lifetime of such securities,
- set, as applicable, the conditions for exercise of the rights attaching to shares and securities, and in particular set the date as from which the new shares will vest in all their rights,
- set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company’s share capital or shareholders’ equity, in accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company’s share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,
- record or arrange for the recording of the completion of the share capital increase for the amount of equity securities that are actually subscribed and set or arrange the setting of the terms and conditions for the reduction of subscriptions in the event they exceed the amount of the issue,
- at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required to fund the legal reserve after each capital increase, and in the event of new shares are issued and granted for free as part of the contribution and/or the discount, charge, as the case may be, to the reserves, profits or issue premiums of its choice, the amount necessary to pay up said shares,
- generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued under this delegation of authority as well as in relation to the exercise of the rights attaching to such securities and amend the by-laws accordingly.

8/ Authorize the Board of Directors, pursuant to this delegation, to sell shares to the members of the Saint-Gobain Group Savings Plans (PEG) in accordance with Article L.3332-24 of the French Labor Code, it being specified that the price of the shares sold pursuant to this delegation may not be greater than the average of the opening trading prices for the Saint-Gobain share on the Euronext Paris regulated market during the twenty stock market trading sessions preceding the date of the decision of the Board of Directors or its delegate setting the date for the opening of the stock sales, nor less than over 20% of this average, and that the nominal amount of the shares sold with discount in favor of the members of the Saint-Gobain Group Savings Plans referred to in this resolution will be set off against the limit mentioned in paragraph 5/ above.

9/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this delegation and in particular to:

- resolve to issue Company shares,
- set the list of companies to which the aforementioned beneficiaries may subscribe the equity securities,
- resolve that the subscriptions may be carried out directly by the beneficiaries, members of a group or company savings plan, or through mutual funds or other structures or entities permitted by applicable law or regulations,
- set the conditions that the beneficiaries must satisfy,
- set the issue prices in application of this resolution,
- set the terms and conditions of subscription, in particular the subscriptions opening and closing dates,
- determine the characteristics of the securities to be created, and modify such characteristics, as applicable, for the lifetime of such securities,
- set, as applicable, the conditions for exercise of the rights attaching to shares and securities, and in particular set the date as from which the new shares will vest in all their rights,
- set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company’s share capital or shareholders’ equity, in accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company’s share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,
5/ Set, if the Board of Directors uses this delegation, the maximum nominal amount of the equity securities that may thus be issued at eight hundred eighty thousand euros, it being specified that this maximum nominal amount will be supplemented by the nominal amount of any shares that may be issued in order to preserve, in accordance with laws and regulations or any contractual stipulations, providing for other types of adjustments, the rights of holders of securities giving access to the Company’s share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares, and that the nominal amount of capital increases carried out pursuant to this delegation will be set off against the maximum amount referred to in the seventeenth resolution of this Meeting or, as applicable, the maximum amount stipulated by a resolution of the same kind that might succeed such resolution for the validity of this delegation.

6/ a) Resolve that the subscription price of the equity securities issued pursuant to this delegation will be (i) equal to the issue price of the shares issued as part of the share capital increase which will be carried out for the benefit of the members of Saint-Gobain Group Savings Plans (PEG) in application of the seventeenth resolution of this Meeting in case of concomitant transaction or (ii) may not be greater than the average of the opening trading prices for the Saint-Gobain share on the Euronext Paris regulated market during the twenty stock market trading sessions preceding the date of the decision by the Board of Directors or its delegate establishing the subscription of shares in connection with this resolution, nor less than 80% of this average, and that the Board of Directors or its delegate will have full authority to set the subscription price or prices within the above-mentioned limit.

b) For the specific needs of an offer targeting the beneficiaries listed in paragraph 4 residing in the United Kingdom as part of a “Share Incentive Plan”, the Board of Directors may also decide that the subscription price of the Company’s shares to be issued as part of this plan will be the lower of (i) the price of the share on the Euronext Paris regulated market at the opening of the period of reference used to determine the subscription price in this plan and (ii) the price recorded at the close of this period, the determination dates being fixed in accordance with applicable local regulations. This price will be set without any discount on the price selected.

7/ Grant full powers to the Board of Directors, with powers to sub-delegate under the conditions set out by law, to use this delegation in order to determine the conditions, and in particular to:

- determine the list of the beneficiaries in the aforementioned categories and the number of securities to be issued to each one of them,
- set the terms and conditions of subscription, in particular the subscription price of the shares, the subscriptions opening and closing dates,
- set and make, where applicable, any adjustments to take into account the impact of any financial transactions on the Company’s share capital or shareholders’ equity in accordance with laws and regulations and, as the case may be, any contractual stipulations providing for other types of adjustments, to preserve the rights of holders of securities giving access to the Company’s share capital or of beneficiaries of stock subscription or purchase options or allocations of free shares,
- record or arrange for the recording of the completion of the share capital increase for the amount of equity securities that are actually subscribed and set or arrange the setting of the terms and conditions for the reduction of subscriptions in the event they exceed the amount of the issue,
- at its sole initiative, charge issue costs to the related issue premiums and deduct from such amount the amounts required in order to fund the legal reserve after each capital increase,
- generally, enter into any and all agreements, take any and all actions and carry out any and all formalities necessary to ensure completion of the issue, the listing of the securities, the due and proper completion and the financial servicing of the securities issued pursuant to this delegation of authority as well as in relation to the exercise of the rights attaching to such securities and amend the by-laws accordingly.

19th resolution

**POTENTIAL CANCELLATION OF SHARES**

Under the 19th resolution, you are requested to authorize the Board of Directors, for twenty-six months, to cancel, where appropriate, Company shares it has acquired under the share purchase authorizations granted by the General Shareholders’Meeting, up to a maximum of 10% of the Company’s share capital per twenty-four-month period.

**Nineteenth resolution:** (Authorization given to the Board of Directors to reduce the share capital by cancelling Company shares representing up to 10% of the Company’s share capital per 24 month period): The shareholders in Extraordinary Meeting, fulfilling the corresponding conditions of quorum and majority, 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 Article L.225-209 of the French Commercial Code:

1/ Authorize the Board of Directors to reduce the share capital by cancelling Company shares purchased pursuant to the authorizations given by the General Meetings as part of share buybacks.

2/ Resolve that this delegation of authority to the Board of Directors is valid for a period of 26 months from the date of this General Meeting.

3/ Resolve that the Board of Directors may, at its sole initiative, cancel, on one or more occasions, all or some of the Company shares purchased under Company share buyback authorizations up to a maximum of 10% of the share capital existing on the date of the transaction, during any twenty-four month period, and to reduce the Company’s share capital accordingly.

4/ Give full powers to the Board of Directors with powers to sub-delegate under the conditions set out by law to use this authorization, cancel the shares, complete the reductions in
AGENDA FOR THE GENERAL MEETING AND OVERVIEW OF THE PROPOSED RESOLUTIONS

**20th resolution**

**AMENDMENTS TO THE BY-LAWS RELATIVE TO THE LEAD INDEPENDENT DIRECTOR**

The Board of Directors decided, during the meeting of November 24, 2016, to create the position of Lead Independent Director, which will be taken on by Mr. Jean-Dominique Senard, Independent Director since 2012, at the close of your General Meeting, who will, in particular, oversee the efficient running of the Company's governance bodies.

The Board of Directors defined the responsibilities and powers of the Lead Independent Director, which will be described in the internal rules of the Board of Directors becoming effective at the close of the General Meeting. These include in particular the right to convene and chair the meetings of the Board of Directors in the event of the temporary inability or death of the Chairman, and to request the Chairman and CEO to convene the Board of Directors on a specific agenda, which requires a prior adjustment of the by-laws (for more details on the responsibilities and powers attributed to the Lead Independent Director, see part 2.1.3 of the “Governance” section of this document on page 18).

As a result, under the 20th resolution, you are requested to approve the addition of a new paragraph 4 in Article 10 and a new paragraph 2 in Article 11 of the by-laws of Compagnie de Saint-Gobain.

**Twentieth resolution:** (Amendments to the by-laws relative to the Lead Independent Director): The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, having considered the report of the Board of Directors, resolve to insert a new paragraph 4 in Article 10 of the Company by-laws relative to meetings of the Board of Directors and a new paragraph 2 in Article 11 of the by-laws relative to the deliberation of the Board of Directors, as follows:

**Article 10 Meetings of the Board of Directors**

Addition proposed of new paragraph 4 which would read as follows:

If the Board of Directors decides to appoint a Lead Independent Director, he/she will have the right to convene and chair the meetings of the Board of Directors in the event of the temporary inability or death of the Chairman, as well as to request the Chairman to convene the Board of Directors on a specific agenda.

The General Meeting consequently resolves to renumber paragraphs 4 to 6 of Article 10 into paragraphs 5 to 7, their text remaining unchanged.

**Article 11 Deliberations of the Board**

(For the record: reminder of paragraph 1:

The Board of Directors shall select one person among its members to act as Chairman, and if it deems it appropriate appoint one or more individuals as Vice Chairman, for a period to be decided by the Board, provided that it does not exceed the Chairman’s or Vice Chairman’s term as Director).

Addition proposed of new paragraph 2 which would read as follows:

The Board of Directors may also appoint a Lead Independent Director and specify his/her authority and term of office without the latter exceeding the term of his/her mandate as Director.

The General Meeting consequently resolves to renumber paragraphs 2 to 9 of Article 11 into paragraphs 3 to 10, their text remaining unchanged.

**21st resolution**

**POWERS TO CARRY OUT FORMALITIES**

The 21st resolution gives authority to carry out formalities in connection with decisions made by the General Meeting.

Twenty-first resolution: (Powers to carry out formalities): The shareholders in Extraordinary Meeting, fulfilling corresponding conditions of quorum and majority, give full powers to the bearer of an original, a copy or an extract of the minutes of this Meeting, to carry out all necessary formalities in connection with decisions made by the General Meeting.
FINANCIAL AUTHORIZATIONS SUBMITTED FOR APPROVAL TO THE GENERAL SHAREHOLDERS’ MEETING

The following table summarizes the scope, term and limits of use of the financial resolutions presented to you above that are submitted to the approval of your General Meeting.

For a summary of the use made of the financial authorizations in effect on the date of the General Meeting, please refer to the document available at the following address: https://www.saint-gobain.com/en/finance/general-meeting or in Section 1.2 of Chapter 8 of the 2016 Registration Document.

<table>
<thead>
<tr>
<th>Purpose of the resolution and type of securities concerned</th>
<th>Source (resolution No.)</th>
<th>Authorization duration and expiration</th>
<th>Maximum par value of the capital increase</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Issuances with preferential subscription right</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Capital increase (ordinary shares or securities giving access to shares in the Company or its subsidiaries) (A)</td>
<td>2017 AGM 12th resolution</td>
<td>26 months (August 2019)</td>
<td>€444 million excluding adjustments, i.e. approximately 20% of the share capital (1) limited to €444 million (“Global Cap”)</td>
</tr>
<tr>
<td>Capital increase by incorporation of premiums, reserves, profits and free allocation of shares to shareholders (B)</td>
<td>2017 AGM 16th resolution</td>
<td>26 months (August 2019)</td>
<td>€111 million, excluding adjustments, i.e. approximately 5% of the share capital Included in the Global Cap</td>
</tr>
<tr>
<td><strong>Issuance without preferential subscription right</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Capital increase by public offering, with compulsory priority period for shareholders, through issuance of ordinary shares or securities giving access to shares in the Company or its subsidiaries, or shares in the Company to which securities to be issued by subsidiaries would grant entitlement (C)</td>
<td>2017 AGM 13th resolution</td>
<td>26 months (August 2019)</td>
<td>€222 million (shares), excluding adjustments, i.e. approximately 10% of the share capital (1) Included in the Global Cap</td>
</tr>
<tr>
<td>Capital increase (ordinary shares or securities giving access to shares in the Company with shares as primary securities) in compensation for contribution in kind (D)</td>
<td>2017 AGM 15th resolution</td>
<td>26 months (August 2019)</td>
<td>10% of the share capital, i.e. approximately €222 million, excluding adjustments Allocation to the cap of (C), included in the Global Cap</td>
</tr>
<tr>
<td><strong>Issuances reserved for Group employees and Directors</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Capital increase (equity securities) through the Group Savings Plan (E)</td>
<td>2017 AGM 17th resolution</td>
<td>26 months (August 2019)</td>
<td>€49 million, excluding adjustments, i.e. approximately 2.2% of the share capital Included in the Global Cap</td>
</tr>
<tr>
<td>Capital increase (equity securities) reserved for certain categories of beneficiaries to allow Group’s employees outside France to benefit from a mechanism equivalent to the Group Savings Plan (F)</td>
<td>2017 AGM 18th resolution</td>
<td>18 months (December 2018)</td>
<td>€880,000, i.e. approximately 0.04% of the share capital Allocation to the cap of (E)</td>
</tr>
<tr>
<td><strong>Other</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Option for complementary issuance in case of oversubscription of an issuance of ordinary shares or securities giving access to the share capital with or without preferential subscription right (G)</td>
<td>2017 AGM 14th resolution</td>
<td>26 months (August 2019)</td>
<td>For each issuance, legal limit of 15% of the initial issuance (1) Included in the Global Cap</td>
</tr>
<tr>
<td><strong>Share buyback program</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Share buyback</td>
<td>2017 AGM 11th resolution</td>
<td>18 months (December 2018)</td>
<td>10% of the total number of shares forming the share capital on the date of the AGM Maximum purchase price per share: €80</td>
</tr>
<tr>
<td>Cancellation of shares</td>
<td>2017 AGM 19th resolution</td>
<td>26 months (August 2019)</td>
<td>10% of the share capital per 24-month period</td>
</tr>
</tbody>
</table>

(1) Maximum nominal amount of debt securities giving access to the share capital that may be issued capped at €1.5 billion. Global cap applicable to (A), (C) and (G) resolutions.
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, either directly or through an intermediary, or at least 1,000 bearer shares, you will receive a notice of Meeting directly.

Who can participate in the General Meeting?

In order to be entitled to participate in the General Meeting, you must prove that you have the capacity of shareholder by having your shares 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 two business days prior to the General Meeting, i.e. at 12:00 a.m. (Paris time) on Tuesday June 6, 2017.

Transactions occurring after Friday June 2, 2017 (12:00 a.m., Paris time) will therefore not be counted in determining a shareholders’ right to participate in the Meeting.

Please read the following instructions carefully.

REGISTERED SHARES

For shareholders with registered shares, held either directly or through an intermediary, the shares are entered in the accounts kept by BNP Paribas Securities Services, CTS Assemblées Générales, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex.

BEARER SHARES

For shareholders with bearer shares, the entry is made by the banking or financial intermediary that holds your securities on your behalf (financial intermediaries). Entry in such accounts is recorded by a certificate (attestation de participation).

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

Participate in our sustainable development efforts

Saint-Gobain’s environmental vision is to ensure the sustainable development of its activities, while preserving the environment from the impacts of its processes and services over their entire life cycle. In this way, the Group seeks to ensure the conservation and availability of natural resources.

That is why, for its General Meeting, Saint-Gobain offers all its shareholders the tools to enable them to contribute to its sustainable development efforts: availability of General Meeting documents on the Company’s website, e-convocation and online voting. Moreover, each year Saint-Gobain broadcasts the discussions of the General Meeting on its website.

Documents available on the Company’s website

General Meeting documents that are provided to shareholders according to the French Commercial Code can be viewed or downloaded on the Saint-Gobain website: http://www.saint-gobain.com/en/finance/general-meeting.

Registered shareholders: choose e-convocation

By opting for e-convocation, i.e., receiving the Notice of Meeting by email, you are choosing a simple, fast, secure and economical form of notification. You can contribute to protect the environment in reducing Saint-Gobain’s carbon impact by avoiding the printing and mailing paper notices by Post.

It is now too late to opt for e-convocation for the General Meeting of June 8, 2017. To receive e-convocations for subsequent general meetings, simply do the following:

♦ either fill in the reply form provided on the last page under the category “Request for registration by internet” (downloadable also from the Saint- Gobain website (http://www.saint-gobain.com/en/finance/general-meeting) and return it, signed and dated, to BNP Paribas Securities Services (address on the form);
♦ or go directly to the “My personal information” then “My subscriptions” tabs on the website https://planetshares.bnpparibas.com.

If you opted for e-convocation and are still receiving “paper” documentation, it means that your request was either incomplete or illegible. You should renew your request by following the above instructions.
Participate in the General Meeting

I. TO COMPLETE THE FORMALITIES VIA THE INTERNET

For years, Saint-Gobain has given all shareholders the option of using the services of the VOTACCESS secure online platform to:

- request your admission card if you wish to attend the Meeting in person;
- vote online prior to the Meeting;
- give or revoke your proxy to the Chairman of the Meeting or to another designated person. In this case, in accordance with Article R.225-79 of the French Commercial Code, you may notify BNP Paribas Securities Services of the person to whom you are giving proxy or, as the case may be, whose proxy you are revoking, 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 (https://planetshares.bnpparibas.com) using your usual identifier code, to view your registered shares accounts.

If you hold registered shares 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 on, you should follow the instructions on the screen to access the VOTACCESS platform, where you may request an admission card or vote online or give proxy to the Chairman of the Meeting or another designated person, or revoke your proxy, as applicable.

If you are no longer in possession of 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, you can 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, as applicable.

C. SPECIAL CASE: IF YOU HOLD BEARER SHARES AND YOUR QUALIFIED 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 must 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.

If you wish to vote by proxy, you may give or revoke proxy via the internet, according to the instructions below:

- send an email to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com
- this email must contain the following information: Company name (Saint-Gobain), Annual General Meeting date (June 8, 2017), full name, address and registered share account number for yourself (principal), as well as the full name and, if possible, address of the individual or legal entity you are designating to vote on your behalf (proxy); and
- ask your financial intermediary that manages the securities account containing your Saint-Gobain shares to confirm your request by writing to BNP Paribas Securities Services, CTS Assemblées Générales, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex (France).

The above email addresses have 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.
HOW TO PARTICIPATE IN THE GENERAL MEETING

II. TO COMPLETE 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). If you do not directly receive a notice of meeting, such admission card is available upon request through your financial intermediary. Simply tick box A at the top of the form, and then sign and date the form and return it in 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 by at least the second business day prior to the General Meeting, i.e. June 6, 2017, 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; or
• proof of identity and the shareholding certificate (attestation de participation) indicating the number of shares held, issued by your financial intermediary at your request and dated June 6, 2017, 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 1,000 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 must be received by BNP Paribas Securities Services no later than the day before the Meeting, i.e. at the latest by 3:00 p.m. (Paris time) on June 7, 2017.

You are advised not to wait until the last minute to start the process you have selected. The admission card, duly completed and signed, should not be directly returned to Compagnie de Saint-Gobain.

Note:

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

• Shareholders who have chosen their means of participation in the Meeting, 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 Friday June 2, 2017, involving a transfer of share ownership before 12:00 a.m. (Paris time) on Tuesday June 6, 2017, BNP Paribas Securities Services will, as appropriate, invalidate or modify 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 held in the accounts kept by BNP Paribas Securities Services, shall notify BNP Paribas Securities Services of transfer of ownership of the shares and provide all necessary information. Shares sales carried out after 12:00 a.m. (Paris time) on Friday June 2, 2017, involving a transfer of ownership of the shares after 12:00 a.m. (Paris time) on Tuesday June 6, 2017 will not affect the shareholder’s chosen method of participation in the Meeting or his/her vote.

WEBSITE DEDICATED TO THE SAINT-GOBAIN ANNUAL GENERAL MEETING:
HOW TO PARTICIPATE IN THE 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 your 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.Important: Before selecting please refer to instructions on reverse side.

**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 (which counts as a NO), 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.
REQUEST FOR DOCUMENTS

TO BE SENT EXCLUSIVELY TO THE FINANCIAL INTERMEDIARY RESPONSIBLE FOR MANAGING YOUR SECURITIES

I, the undersigned:  ■ Mr.  ■ Ms.
Surname and Given Name: .................................................................
Address: ...........................................................................................
Postal Code: __________________City: __________________Country: ________ Email address: ______________________________
Owner of ___________________ SAINT-GOBAIN shares:
■ pure registered (1) ■ administered registered or bearer shares, held in account with (2) ______________________________
request that you send me the Compagnie de Saint-Gobain registration document for fiscal year 2016, containing the annual financial report and the corporate social responsibility report, which is available on the Saint-Gobain website at: www.saint-gobain.com.
In: __________________________ on: __________________ 2017

Signature

(1) Registered in an account with BNP Paribas Securities Services, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex.
(2) Identification of the bank or financial institution holding your securities.

NOTA

A/ The notice of meeting containing the information required by Article R.225-73 of the French Commercial Code has been published in the BALO on March 29, 2017.
B/ The information and documents provided for in Article R.225-73-1 of the French Commercial Code as well as the summary tables of the current delegations and of the proposed delegations to the General Shareholders’ Meeting and the auditor’s report will be published on the Company’s website: https://www.saint-gobain.com/en/finance/general-meeting, no later than the 21st day before the Meeting, i.e. May 18, 2017.

REQUEST TO BE CONVENED THROUGH THE INTERNET

(for holders of registered shares only)

TO BE SENT EXCLUSIVELY TO: BNP Paribas Securities Services
CTS - Service aux Emetteurs - Assemblée Saint-Gobain
Les Grands Moulins de Pantin - 9 rue du Débarcadère
93761 Pantin Cedex

I, undersigned*:  ■ Mr.  ■ Ms.
Surname and Given Name: .................................................................
Address: ...........................................................................................
Postal Code: __________________City: __________________Country: ________ Email address: ______________________________
Date of birth: ___/___/_____
Owner of ___________________ SAINT-GOBAIN shares:
■ pure registered (1) ■ administered registered, held in account at (2): ______________________________
request to be convened and receive electronically the next Notices of Meeting and documentation relating to Compagnie de Saint-Gobain General Meetings for upcoming years.
In: __________________________ on: __________________ 2017

Signature

* All fields must be filled in.
(1) Registered in an account with BNP Paribas Securities Services, Les Grands Moulins de Pantin, 9, rue du Débarcadère, 93761 Pantin Cedex.
(2) Identification of the bank or financial institution holding your securities.